



# ALBERNI ATHLETICS SOCCER CLUB Constitution & Bylaws



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## TABLE OF AMENDMENTS

PART	DESCRIPTION	ADOPTION
4.4, 4.8.4, 4.8.7, 6.6.1	Added bylaws	May 6, 2024
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## **ALBERNI A'S SOCCER CLUB CONSTITUTION**

1. The Alberni A's Soccer Club shall also be as known as Alberni Athletics Soccer Club (AASC), and may also be referred to as such in the constitution, bylaws, or other official documents.
2. The purpose of the Club shall be to foster, develop and govern the game of Soccer among all youth living within Alberni Valley and surrounding area, British Columbia.
3. The Alberni Athletics Soccer Club is affiliated with the British Columbia Soccer Association and is subject to the rules and regulations of that body.



# BYLAWS OF ALBERNI ATHLETICS SOCCER CLUB

## PART 1: AFFILIATION

- 1.1 The Club shall be affiliated with and under the jurisdiction of FIFA, the Canadian Soccer Association, BC Soccer Association, and the Upper Island Soccer Association, and shall be subject to the published bylaws, rules, regulations and policies of each.

## PART 2: INTERPRETATION

- 2.1 In these bylaws, unless the context otherwise requires:
- a) "affiliated team" shall mean a team from the Alberni Valley and surrounding area, British Columbia, recognized in accordance with the team affiliation and player registration rules of BC Soccer.
  - b) "B.C.S.A." and "BC Soccer" shall mean British Columbia Soccer Association.
  - c) "Board" shall mean the Board of Directors of the Club, formally and properly assembled, to exercise the duties and responsibilities assigned by the constitution, bylaws, or membership.
  - d) "bylaws" means these bylaws and any other bylaws of the Society as amended and which are, from time to time, in force and effect.
  - e) "chair" shall mean Chairperson of the Board and the Chief Executive Officer of the Club.
  - f) "Club" shall mean Alberni Athletics Soccer Club ("AASC").
  - g) "constitution" means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society.
  - h) "Director" means the Directors of the Club for the time being.
  - i) "executive" means an executive member or other Board members, formally and properly assembled, to exercise the duties and responsibilities assigned by the constitution and bylaws, the Board of Directors, or membership.
  - j) "member" means an individual meeting the definition of membership under these bylaws.
  - k) "Officers" shall mean the officers of the Club for the time being.
  - l) "policies" includes rules and regulations and Board approved policies of the Society and BC Soccer.
  - m) "resolution" shall mean a formal proposal made in writing and received by the Secretary of the Club 30 days prior to a meeting of the Club.
  - n) "Robert's Rules of Order" refers to a specific method of parliamentary procedure aimed at being fair and complete.
  - o) "Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it.
  - p) "society" means Alberni Athletics Soccer Club ("AASC").
  - q) "staff" means a person hired as an employee or contractor to execute specific job duties relating to the operation of the Club.
  - r) "youth" means any soccer player eligible to play in U18 or younger age groups.



- 2.2 The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws except where definitions of words in the Societies Act are different than as defined herein, in which case the definitions set out in these bylaws shall govern.
- 2.3 In the interpretation of this bylaw, words in the singular include the plural and vice-versa, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Societies Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.
- 2.4 Interpretation of the Club bylaws, regulations, or of any other Club matter not provided herein shall be referred to the Board whose decision shall be binding on all parties.

### **PART 3: MEMBERSHIP**

- 3.1 Membership of the Club shall comprise of the under noted:
  - 1) Active members: Active membership shall be open to the following individuals, as approved by the Board at its discretion:
    - a) Coaches or managers of affiliated teams including present members of the Board.
    - b) One parent or legal guardian of a minor aged player(s) duly registered with this Club.
  - 2) Honorary members: open to those individuals who in the opinion of the Directors have a worthy contribution to make to the Club but are not entitled to vote at meetings.
- 3.2 Active members shall be entitled to the following rights where applicable based on membership type:
  - 1) To receive notice of, to attend and to vote at all meetings of the members of the Club.
  - 2) To be governed in accordance with BC Soccer, and the Club's constitution and bylaws, and policies.
  - 3) To participate in BC Soccer and Club sanctioned competitions, tournaments, and programs.
- 3.3 Every member shall uphold the constitution and comply with the bylaws.
- 3.4 Membership renewal:
  - 1) Membership shall be from August 1 to July 31 of the next ensuing year, as defined by BC Soccer. Membership shall cease thereafter unless renewed, or by written resignation, or through being expelled.

### **PART 4: BOARD OF DIRECTORS**

- 4.1 The Club shall be governed by a Board which shall consist of a minimum of four individuals.
  - 1) These individuals shall be deemed Officers of the Club, and Executive, and hold the position of:
    - a) President/Chairperson
    - b) Vice-Chairperson
    - c) Secretary
    - d) Treasurer



- 2) The following positions may be added in addition to the minimum of four Directors, with positions assigned by the Chairperson as deemed necessary, including:
    - a) One Director assigned per division
    - b) One Referee in Chief
    - c) One Equipment Director
  - 3) All members of the Board shall be 19 years of age or older.
  - 4) All members of the Board shall serve for a term based on terms identified in these bylaws unless resigning or being removed where provided for under these bylaws.
  - 5) To be eligible for nomination of President/Chairperson or Vice-Chairperson a nominee must have served for a minimum of two years on the Club's Board of Directors.
- 4.2 The property and affairs of the Society shall be managed by the Board.
- 4.3 Every Director will subscribe to and support the purposes of the Society, including adhering to BC Soccer's Governance Policies and Procedures, and the Societies Act, as amended from time to time.
- 4.4 Directors shall respect confidentiality of Board business and Board deliberations.
- 4.5 Individuals retained for the provision of services within the Club's operations shall be permitted to attend meetings of the Board, at the sole discretion of the Board, and such individuals may have a voice but no vote at such meetings.
- 4.6 Officers and Directors of the Board will be elected at the Annual General Meeting of the members as follows:
- 1) In odd calendar years, the Chairperson, Secretary, and half of the Directors (plus one if there is an odd number of Directors) shall be elected for a term of two years from the date of election to the Board of Directors.
  - 2) In even calendar years, the Vice-Chairperson, Treasurer and all remaining Directors not included in 4.5.1 above shall be elected for a term of two years from the date of election to the Board of Directors.
  - 3) Procedures for election of Directors and appointment of a Chairperson, Vice-Chairperson, Secretary, and Treasurer from the elected Directors shall be specified by the Board.
  - 4) An election of a Director may be made by acclamation.
- 4.7 The term of office for a Director shall commence immediately after the Annual General Meeting provided there is documented consent for the Director.
- 4.8 Powers of the Board:
- 1) The Board may exercise all the powers and do all the acts and things that the Club may exercise and do, and which are not by these bylaws or by statute or other wise lawfully directed or required to be exercised or done by the Club at a meeting of the Club, but subject nevertheless to:
    - a) All laws affecting the Club;
    - b) These bylaws; and
    - c) Rules, not being inconsistent with these bylaws, which are made from time to time and by the Club in a meeting of the Club.
  - 2) No rule, made by the Club in a meeting of the Club, invalidates a prior act of the Board that would have been valid if that rule had not been made.

- 3) The Board of Directors will determine the mandate for the Club, approve the Club's annual budget and corresponding strategic plan, and provide clarification in any problems arising therefrom.
- 4) The Board of Directors will ensure the minutes of Board meetings are properly recorded.
- 5) The Board may appoint committees as it deems necessary for managing the day-to-day affairs of the Club and may appoint members of committees, may prescribe the duties and terms of reference of committees, may determine the reporting requirements for committees, and may delegate to any committee any of its powers, duties, and functions.
- 6) The Board may engage contractors and/or paid staff as it deems necessary in accordance with applicable rules and regulations.
- 7) Paid staff of the Club may not hold a position on the Board of Directors of the Club.

#### 4.9 Officer and Director Resignation and Vacancy:

- 1) Officers and Directors have the right to resign their position by submitting written notice of their resignation to the Board.
- 2) A vacancy on the Board, caused by removal, resignation, incapacity, or death, shall be filled by a member by appointment of the Board upon majority vote. The successor shall hold their incumbent's position for the remainder of the term unless otherwise provided for in the bylaws.
- 3) The Board may, at any time and from time to time, appoint a member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Club but is eligible for re-election at that meeting for the remainder of the Director's term.
- 4) If a successor is not elected, the member previously elected or appointed may continue to hold office by acclamation, if they are eligible to be a member and a Director. Should the previous elected or appointed Director desire not to continue to hold office, or is not eligible, the Directors shall redistribute said Director's duties to other Directors at their discretion.
- 5) The members may by resolution remove a Director before the expiration of their term of office and may elect a successor to complete the term of office. The resolution must be accompanied with a statement of the reason for removal.

4.10 No Director shall be remunerated for being or acting as a Director but a Director shall, on proof satisfactory to the Treasurer, be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Club.

## **PART 5: DUTIES OF OFFICERS**

5.1 The Chairperson is the Chief Executive Officer of the Club and shall:

- 1) Preside at all meetings of the Club and of the Board;
- 2) Supervise the other Officers in the execution of their duties;
- 3) Chair meetings, appoint committees with terms of reference;
- 4) Represent the Club at external meetings (or assign an appropriate designate), and be chief spokesperson for the Club;
- 5) Liaise with external entities and community organizations;
- 6) Assign positions to the Directors in consultation with them; and





7) Be an ex-officio member of all committees.

5.2 The Vice-Chairperson shall:

- 1) Carry out the duties of the Chairperson during their absence;
- 2) Assist in the management and supervision of other Officers and Directors in the execution of their duties; and
- 3) Advocate, support and represent all players interests at all levels of the organization including: internal operations, communications and member relations.

5.3 The Secretary shall:

- 1) Conduct the correspondence of the Club;
- 2) Issue notice of meetings of the Club and Board;
- 3) Keep minutes of all meetings of the Club and Board;
- 4) Have custody of all records and documents of the Club except those required to be kept by the Treasurer;
- 5) Maintain the register of voting members; and
- 6) Coordinate Annual General Meetings of the Club's members.

5.4 The Treasurer shall:

- 1) Keep the financial records, including books of account;
- 2) Render financial statements and budgets to the members and Board;
- 3) Ensure that adequate internal controls are in place to protect the Club's assets; and
- 4) Handle remuneration of referees.

## **PART 6: MEETINGS**

6.1 **Board Meetings:**

- 1) The following business shall be conducted at a Board meeting:
  - a) Consideration of the purpose or purposes for calling the meeting of the Board.
- 2) The Board may when they think fit convene a Board Meeting.
- 3) The quorum necessary to transact business of the Board shall be a majority of the Directors then in office.
  - a) No business other than election of a chair and the adjournment or termination of the meeting, shall be conducted at a Board Meeting without a quorum.
  - b) If at any time during a Board Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) If a quorum is not present within fifteen minutes of the specified time the meeting stands adjourned. The meeting shall be reconvened by the Board.
- 4) Motions:
  - a) Any Board member may propose or move a motion.



- b) The Chairperson is not entitled to vote unless there is an equality of votes, in which case the Chairperson shall vote.

## 6.2 **Special Board Meeting:**

- 1) The following business shall be conducted at a Special Board Meeting:
  - a) Adoption of the rules of order;
  - b) Recognition of voting entitlement; and
  - c) Consideration of the purpose or purposes for calling the meeting of the Board.
- 2) A Special Board Meeting shall be called within 15 days when written notice is received by the Secretary from a majority of Board Members.
- 3) Notice of a Special Board Meeting shall specify the place, day, and hour of the meeting and general purpose of the meeting. This notice shall be given to each Board Member in writing by the Secretary of the Board 10 days prior to the meeting.
- 4) The quorum necessary to transact business of the Board shall be a majority of the Directors then in office.
  - a) No business other than election of a chair and the adjournment or termination of the meeting, shall be conducted at a Special Board Meeting without a quorum.
  - b) If at any time during a Special Board Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) If a quorum is not present within fifteen minutes of the specified time the meeting stands adjourned. The meeting shall be reconvened by the Board.

## 6.3 **Annual General Meeting:**

- 1) The following business shall be conducted at an Annual General Meeting of the Club:
  - a) Adoption of the rules of order;
  - b) Recognition of voting entitlement;
  - c) The reading of the minutes of the last Annual General Meeting of the Club;
  - d) The consideration of the financial statements;
  - e) The report of the Directors;
  - f) Unfinished business from the last Annual General Meeting;
  - g) The election of Directors;
  - h) Amendments to the Club constitution and bylaws in the form of a resolution; and
  - i) The other business that, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 2) The Annual General Meeting of the Club and its members shall be held on or before the first day of June.
- 3) Quorum is at least 12 members of the Club.



- a) No business other than election of a chair and the adjournment or termination of the meeting, shall be conducted at an Annual General Meeting without a quorum.
  - b) If at any time during an Annual General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) If a quorum is not present within fifteen minutes of the specified time the meeting stands adjourned. The meeting shall be reconvened by the Board.
- 6.4 The Chairperson of the Club, the Vice-Chairperson or in the absence of both, one of the Directors present, shall preside as Chairperson of a meeting of the Club. If at a meeting of the Club there is no Chairperson, no Vice-Chairperson, or other Directors present, or none of these are willing to chair the meeting then the members shall elect a Chairperson.
- 6.5 Voting:
- 1) At an Annual General Meeting an active member in good standing present at a meeting of members is entitled to one vote.
  - 2) Voting entitlement shall be recognized when a voting member or their proxy presents their self to the Secretary.
  - 3) Voting by proxy is permitted and the proxy shall be in writing from a voting member designating the person who shall receive the voting entitlement.
  - 4) No member shall vote on any matter directly affecting themselves, or any team in which they are in direct conflict of interest with.
  - 5) The Chairperson is not entitled to vote unless there is an equality of votes in which case the Chairperson shall vote.
  - 6) At the discretion of the Chairperson, voting shall be by a show of hands, by ballot, or by an e-mail vote, with a record kept of e-mail voting in the meeting minutes.
- 6.6 All meetings of the Club shall be conducted in person or by electronic means and in accordance with the most recently published Robert's Rules of Order insofar as they may apply. Specific provisions in Robert's Rules shall be set aside if they contravene bylaws of the Club.
- 1) Where a meeting of the Board is conducted by electronic means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.
- 6.7 The Chairperson shall chair all meetings of the Board, but if at a meeting the Chairperson is not present within fifteen minutes after time appointed for holding the meeting, the Vice-Chairperson shall act as Chairperson; if neither of these are present the Directors present may choose another Director to be Chairperson at that meeting.
- 6.8 Questions arising at a meeting of the Board shall be decided by a majority of votes. The Chairperson shall only vote in the case of an equality of votes.
- 6.9 The Board may establish committees and their terms of reference by majority vote. Committees must include at least one Board member, and shall appoint a Chairperson, and will report monthly to the Board through their Board member.
- 6.10 All proposals to the Board must be in writing and will only be acted upon at the next Board Meeting after receipt of the same. Any person having business with the Club who wishes to attend a Board of Directors meeting or make a proposal may do so at the discretion of the Chairperson, provided the request or proposal is made in writing.

## **PART 7: BYLAWS**

- 7.1 On being admitted to membership, each member is entitled to receive upon request without charge, a copy of the constitution and bylaws of the Club.
- 7.2 These bylaws shall not be altered or added to except by resolution as defined in these bylaws.
- 7.3 Changes to this constitution and bylaws may be made at an Annual General Meeting of the Club, upon an affirmative vote of 75% of those voting members present or represented by proxy. Notice of resolution of changes to the constitution and bylaws must be made in writing to the Secretary at least 30 days prior to the Annual General Meeting, and the Secretary shall give notice of the proposed changes when notice of the Annual General Meeting is given.
- 7.4 All members entitled to vote shall be notified of the proposed amendments to the constitution and bylaws. Such notification shall be made a minimum of 14 days prior to the meeting called for that purpose.

## **PART 8: POLICIES & PROCEDURES**

- 8.1 As an affiliate of BC Soccer, the Club is governed by their policies and procedures. The Club has further adopted policies and procedures where needed for the operation of the Club. If for any reason there is a conflict between the Club policies and BC Soccer, or any other governing body's policies and procedures, then the governing body's will supersede.
- 8.2 Policies and procedures determined by the Board, in accordance with meeting protocol, Robert's Rules of Order, and shall be kept up-to-date.
- 8.3 These policies and procedures shall be upheld by all members of the Club. Failure to do so may risk dismissal from the Club.

## **PART 9: DISSOLUTION**

- 9.1 Upon Dissolution of the Club, the assets which remain after payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of the Club at the time of Dissolution. This provision is unalterable.

