

HARBOUR CITY FOOTBALL CLUB CONSTITUTION

1. NAME

The name of this organization shall be Harbour City Football Club, hereinafter referred to as the Club.

2. PURPOSES

The Club shall have the following purposes:

1. To promote, develop and administer the game of soccer at the Club level.
2. To maintain membership in good standing with the British Columbia Soccer Association, hereinafter referred to as BCSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
3. To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
4. To operate without purpose of pecuniary gain to any of its members and any surplus of funds the Club shall be used solely for the purpose of the Club and the promotion of its objectives.
5. To conduct fund raising campaigns and maintain a fund or funds for the purposes set out above.

HARBOUR CITY FOOTBALL CLUB BYLAWS

Part 1: Affiliations

- (1) The Club shall be a Member of the British Columbia Soccer Association and, if applicable, shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:
 - (a) FIFA;
 - (b) The Canadian Soccer Association;
 - (c) British Columbia Soccer Association;
 - (d) Upper Island Soccer Association;
 - (e) Vancouver Island Soccer League
 - (f) Mid Island Women's Soccer League;
 - (g) Lower Island Women's Soccer Association; and
 - (h) Any other league or association the Club may participate in from time to time.

Part 2: Interpretations

2.1 Definitions

- (1) In these Bylaws, unless the context otherwise requires:
 - (a) “**Adult League**” means the Lower Island Women's Soccer Association, Vancouver Island Soccer League, Mid Island Women's Soccer League, and any other adult soccer association or league the club may participate in from time to time;
 - (b) “**Active Member**” means an individual which becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active member shall have the right to vote as set out in these Bylaws;
 - (c) “**Board**” means the Board of Directors of Harbour City Football Club;
 - (d) “**BC Soccer**” means the British Columbia Soccer Association;
 - (e) “**Board**” or “**Board of Directors**” means the Board of Directors of Harbour City Football Club;

- (f) “**Club**” means Harbour City Football Club;
 - (g) “**Director**” means a director of the Club for the time being;
 - (h) “**general meeting**” means a general meeting of the members of the Club and includes an annual general meeting and a special general meeting;
 - (i) “**Life Member**” means a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at general meetings of the Club;
 - (j) “**Ordinary Resolution**” means a resolution passed in a general meeting by a simple majority of the votes cast as allowed under these Bylaws;
 - (k) “**Registered Address**” of a member means the address as recorded in the register of members;
 - (l) “**Registered Player**” means a person whose application for registration with the Club has been validated and approved by the Club for the current playing season;
 - (m) “**Respective Governing Body**” means the Upper Island Soccer Association and the Adult League and any other soccer association or league the club may participate in from time to time, which is a member of BC Soccer;
 - (n) “**Special Resolution**” means a resolution passed in a general meeting by a majority of not less than two-thirds of the votes cast as allowed under these Bylaws;
 - (o) “*Societies Act*” means the *Societies Act* of the Province of British Columbia and regulations thereto, as amended from time to time;
 - (p) “**Youth Club**” shall mean an organization operating a minimum of four affiliated youth soccer teams having not less than 44 players and, under the jurisdiction of the Youth District; and
 - (r) “**Youth District**” shall mean the Upper Island Soccer Association.
- (2) The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
 - (3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

2.2 Headings

- (1) The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

2.3 Conflict with Act or Regulations

- (1) If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, shall prevail.

Part 3: Members

3.1 Membership

- (1) The members of the Club are the applicants for incorporation of the Club, and individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- (2) There are two classes of Membership:
 - (a) Active Membership; and
 - (b) Life Membership.

3.2 Active Membership

- (1) The following individuals shall be the Active Members of the Club:
 - (a) each adult Registered Player, as defined by the age of majority in the Province of British Columbia;
 - (b) one parent or legal guardian of each minor aged Registered Player, except that if there are two or more minor aged children duly registered with the Club in a single family, only one of the parents or legal guardians of such minor aged Registered Players shall be considered a member of the Club;
 - (c) the Directors of the Board of Directors of the Club;
 - (d) the registered volunteer coaches of the Club for the current playing season; and
 - (e) such other persons as the Directors may accept into membership from time to time.
- (2) Each Active Member shall be entitled to receive notice of, to attend and to vote at all general meetings of the Club.

3.3 Life Membership

- (1) The Board may confer a Life Membership upon a person who has rendered valuable service to the Club.
- (2) Life Members are afforded all rights of Membership and shall have a voice but no vote at general meetings of the Club.

3.4 Active Membership Renewal

- (1) The Active Membership of adult Registered Players pursuant to subsection 3.2(1)(a) and the membership of parent and legal guardians of minor aged Registered Players pursuant to subsection 3.2(1)(b) shall cease at the end of each playing season (as defined by BC Soccer).
- (2) The Active Membership of adult Registered Players pursuant to subsection 3.2(1)(a) and the membership of parent and legal guardians of minor aged Registered Players pursuant to subsection 3.2(1)(b) shall only be renewed by:
 - (a) completing the registration documentation required by the Club in a given playing season;
 - (b) paying in full any and all fees on an annual basis, unless waived by the Board pursuant to subsection 3.5(2) ; and
 - (c) the validation and approval by the Club of any such player registration documentation.

3.5 Membership Fees

- (1) The annual membership fees shall be set by the Board and ratified by the Membership at a general meeting of the Club. All members, except Life Members, are subject to the membership fees.
- (2) The Board may waive, in whole or in part, membership fees for any Active Member.
- (3) The Board may, from time to time, allow the payment of membership fees of any Active Member by means of a payment plan. In such event, the schedule and method of such payment plan will be determined by the Directors in their sole discretion.

3.6 Rights of Active Members

- (1) Active Members shall be accorded the following rights where applicable based on membership type:
 - (a) To be governed in accordance with BC Soccer, the Respective Governing Body and the Club's published Constitution, Bylaws and rules;

- (b) To participate in BC Soccer sanctioned competitions and tournaments;
- (c) To participate in BC Soccer sanctioned programs such as player, coach and referee development;
- (d) To participate in BC Soccer, the Respective Governing Body, and Club sanctioned programs;
- (e) To attend and vote, in accordance with the Bylaws, at all general meetings called by the Club; and
- (f) To participate in BC Soccer Insurance Plan.

3.7 Members' Obligations

- (1) Every member must:
 - (a) uphold the Constitution of the Club and comply with these Bylaws; and
 - (b) inform the Secretary, in writing, of any changes to their address, e-mail address (if any), and fax number (if any) for the purpose of receiving notices from the Club.

3.8 Members in Good Standing

- (1) All members are in good standing except a member who has failed to pay his or her annual membership fee, or any other subscription or debt due and owing by the member to the Club, and the member is not in good standing so long as the debt remains unpaid.
- (2) Unless the Directors otherwise decide, a member who has not paid his or her current annual membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.
- (3) A voting member who is not in good standing:
 - (a) may not vote at a general meeting; and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

3.9 Discipline of a Member

- (1) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with BC Soccer's published rules.

- (2) The Board may, with cause, immediately suspend a Member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the member at issue in writing or verbally within seven days from the date of this notice. Such submissions, if any, shall be considered and a final decision made by the Board.
- (3) The Members may discipline or expel a member by special resolution at a meeting of the members, provided the meeting notice states the proposed reasons for the discipline or for being expelled, and the member is provided with an opportunity to be heard at the meeting either orally or in writing.
- (4) A Member that is suspended loses all rights of Membership until the suspension has been completed.

3.10 Termination of Membership

- (1) Membership in the Club shall be deemed to have been terminated:
 - (a) If the Member submits a signed letter of withdrawal to the Club;
 - (b) If the Member is expelled by the Club in accordance with section 3.9;
 - (c) Upon the death of a member;
 - (d) If the member is not in good standing for a period of sixty days;
 - (e) In the case of an adult Registered Player or parent/legal guardian of a minor aged Registered Player, at the end of each playing season in accordance with subsection 3.4(1);
 - (f) In the case of a volunteer coach of the Club, at the end of each playing season (as defined by BC Soccer); or
 - (g) In the case of a Director, upon a Director ceasing to be a Director.

Part 4: Meetings

4.1 Notice of General Meetings

- (1) An official notice of each general meeting of the members shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
- (2) Such notification shall be by any one or any combination of any one of the following:
 - (a) Regular mail;

- (b) Email, where an e-mail address has been provided by a member for that purpose;
 - (c) Fax, where a facsimile address has been provided for that purpose;
 - (d) Personal delivery; or
 - (e) Posting of Notice on Club's Website.
- (3) The accidental omission to give notice of such a meeting to, or the no receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.2 Quorum

- (1) A quorum shall be those present at a duly constituted general meeting of the Club or a minimum of three (3) voting members, whichever is the greater. Any question shall be decided by a majority of the members present at the meeting and such votes shall be by a show of hands unless a member requests a secret ballot.
- (2) In the event a quorum is not achieved at any general meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those members who are present.

4.3 Annual General Meeting

- (1) The Club shall hold its annual general meeting no later than **June 30** of each calendar year.
- (2) The agenda of the annual general meeting shall include:
- a) Roll call;
 - b) Credentials Report;
 - c) Minutes of previous annual general meeting;
 - d) President's (Chair's) address;
 - e) Officers' Reports;
 - f) Treasurer's Report;
 - g) Auditor's Reports or Financial Statements Independent Review Report, if any;
 - h) Other Reports
 - i) Appointment of Auditors, if any;
 - j) Unfinished Business;
 - k) Amendments to the Bylaws;
 - l) Election of Officers and Directors;
 - m) Any Other Business; and
 - n) Adjournment.

4.4 Special General Meeting

- (1) A special general meeting of the Club:
- (a) May be called by the Board by its own motion; or

- (b) Shall be called by the Board upon receipt of a written request submitted to the Club by registered mail, certified mail, courier service, hand delivery, fax or email, signed by members in good standing and entitled to vote representing not less than ten (10%) per cent of the voting membership, setting out the items of business to be conducted at the special general meeting.
- (2) A special general meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
- (3) Only the business set out in the notice to a special general meeting shall be considered at such meeting.

4.5 Voting

- (1) Each Active Member, shall have one (1) vote at general meetings.
- (2) Voting by proxy is not allowed.

4.6 Board Meetings

- (1) The Board of Directors shall meet whenever the chair deems it necessary, or is instructed to do so by a majority of the Board, upon fourteen (14) days' notice given by the President (Chair) and/or Secretary, at such place and time as the Board of Directors may determine.
- (2) A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

Part 5: Procedures Governing Meetings

5.1 Procedures

- (1) All general meetings of the Club shall be conducted in person and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this Bylaw or other rules and Regulations of the Club.
- (2) If at any time during a general meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and

place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the members present constitute a quorum.

- (4) The president of the Club, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of an executive board meeting or general meeting.
- (5) If at a general meeting:
 - a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - b) The president and all the other directors present are unwilling to act as chairman;
 the members present shall choose one of their number to be chairman.
- (6) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (8) Except as provided in this bylaw, it is not necessary to give notice of an adjournment to be transacted at an adjourned general meeting.

Part 6: Board of Directors

6.1 Board Composition

- (1) The Club shall be governed by a Board of Directors which shall consist of at least 7 but no more than 10 individuals.
- (2) Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:
 - (a) President;
 - (b) Vice President;
 - (c) Treasurer;
 - (d) Secretary;
 - (e) Director of Health and Safety; and
 - (f) Adult Players Representative.
- (3) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

- (4) Only those Club members registered with the Adult League as Registered Players or volunteers shall have the right to be nominated and elected to the Board position of Adult Players Representative.
- (5) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.
- (6) A paid employee of the Club or any of its subordinate bodies may not hold a position on the Board of Directors of the Club.

6.2 Directors Term of Office

- (1) A Director shall serve for a term of 2 years, or until his or her successor is elected or appointed.
- (2) Unless the voting members otherwise agree by Ordinary Resolution, Board positions shall be up for election at annual general meetings as set out below:
 - (a) Elections to the Board in odd numbered calendar years:
 - (i) President;
 - (ii) Director of Health and Safety; and
 - (iii) director(s) at large (if any one or more continuing director at large position is up for re-election or if a new director at large position is added to the Board in a given odd numbered year);
 - (b) Elections to the Board in even numbered calendar years:
 - (i) Vice President;
 - (ii) Treasurer;
 - (iii) Secretary;
 - (iv) Adult Players Representative; and
 - (v) Director(s) at large (if any one or more continuing director at large position is up for re-election or if a new director at large position is added to the Board in a given even numbered year);
- (4) The Board may from time to time form working committees as needed to focus on investigating, researching, managing or executing specific designated tasks but decision-making powers rest with the full Board at all times.
- (5) The Directors will retire from office at the annual general meeting at which their successors are elected, at which point the new directors will take office.

6.3 Director Vacancy

- (1) A Director has the right to resign their position by submitting a signed letter of resignation to the Club.

- (2) A vacancy on the Board, caused by the removal, resignation, incapacity or death of a Director, shall be filled by a majority vote of the Board. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next annual general meeting, whichever comes first.

6.4 Removal of Director

- (1) A Director shall automatically be removed from their position if they cease to be qualified as set out in the Societies Act of these Bylaws.
- (2) A Director may be removed from their position by resolution of the Board if:
- (a) they become incapable of performing the business of the Club;
 - (b) they are absent from two (2) or more meetings of the Board without satisfactory reason;
 - (c) they are no longer domiciled in British Columbia;
 - (d) they have failed to properly account for monies or other property belonging to the Club;
 - (e) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; or
 - (f) they have been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and conduct, Ethics and Discipline Standards and Policy of BC Soccer.
- (3) Such removal shall require the Board to give to all Board members, including the subject director, of a minimum of 14 days' notice of a hearing to consider the removal of a director. The subject director shall be given an opportunity to present evidence at the hearing. The decision to remove a director must be passed by a minimum two-thirds (2/3) majority vote of the directors present at the meeting.
- (4) A director may be removed by the membership provided:
- (a) the director is given the opportunity to present evidence in the defense at the next duly constituted meeting of the members;
 - (b) all members will be given a minimum of thirty (30) days' notice of this agenda item prior to the members' meeting; and
 - (c) the decision to remove a director must be passed by a minimum two-thirds majority vote of the members present at the meeting.

6.5 Conflict of Interest and Standards of Conduct

- (1) The Directors shall adhere to the BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Societies Act.

6.6 Duties of Board

- (1) The Board shall conduct the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the Bylaws of the Club.
- (2) The Board shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.
- (3) The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

6.7 Duties of Directors

(1) President

The President shall preside at all general meetings of the Club and meetings of the Board. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club. The President has no authority to act unless directed to do so by the Board.

(2) Vice President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

(3) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter; and submit an Annual Financial Report (including budget) at annual meetings.

(4) Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; send out to the Board notice of each meeting of the Board; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in

consultation with the presiding officer, an order of business; and in the absence of the president and vice president to preside until the immediate election or appointment of a new presiding officer.

(5) Director of Health and Safety

The Director of Health and Safety shall assist in the implementation and maintenance of workplace occupational health and safety requirement per BC Soccer rules and regulations and other applicable statutes.

(6) Adult Players Representative

The Adult Players Representative shall assist with the inclusion of adult Registered Players in Club affairs and shall provide guidance and advice to the Board on matters relating to the adult Registered Players and the Adult League.

(7) Directors at Large Positions

The duties of Directors at large positions shall be determined by the Board.

6.8 Nominations and Elections of Directors

(1) While a Nominating Committee may be formed from time to time by the Board in order to actively seek to secure possible candidates with the right mix of skills and experience to fulfill the role of members of the Board, nominations for positions on the Board may be made by any member at an annual general meeting.

(2) Nominations and elections for open Board positions shall be held in the order of the positions listed in the Bylaws.

(3) An election may be by acclamation; otherwise it shall be by show of hands unless a member requests a secret ballot.

(5) If no successor is elected at the annual general meeting, the person previously elected or appointed continues to hold office unless he refuses to do so at which case the position becomes vacant.

(6) All Directors shall be elected by a majority vote in the following order:

President
 Vice President
 Treasurer
 Secretary
 Adult Players Representative
 Director of Health and Safety
 Directors at Large

Part 7: Committees

7.1 Standing and Special committees

- (1) The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

7.2 Discipline Committee

- (1) Subject to subsection 5.2(3), the Discipline Committee shall consist of 3 Directors in good standing, one of which shall be the Vice-President and the other 2 shall be appointed by the Board.
- (2) The Discipline Committee shall examine complaints and allegations of misconduct on the part of Registered Players and shall conduct itself in accordance with BC Soccer's published Rules as to such committees.
- (3) Notwithstanding subsection 5.2(1), if a complaint or allegation to be examined by the Discipline Committee concerns an adult Registered Player, one of the Discipline Committee member shall be the Adult Players Representative. If the Adult Players Representative is not a regularly appointed member of the Discipline Committee, the Discipline Committee convened for the purpose of examining such complaint or allegation concerning the adult Registered Player shall then consist of 4 Directors.

Part 8: Bylaws and Amendments

- (1) Bylaw amendments may be proposed by the Board or submitted by a Member to the Club in writing at least thirty (30) days prior to a general meeting of the Club; and approved by Special Resolution at a general meeting where notice of the proposed amendments has been given.
- (2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subsection 8(1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

Part 9: Rules and Regulations

- (1) The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.
- (2) Amendments to the Rules and Regulations may be made by a majority vote of the Board or the members at a general meeting. If the Rules and Regulations are amended by the Board the amendment shall be presented for ratification at the next annual general meeting

or a special general meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

Part 10: Indemnity

10.1 Eligible Party Indemnity

- (1) In this Part, “eligible party” has the same meaning as in the *Societies Act*.
- (2) Subject to the provisions of the *Societies Act*, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:
 - (a) is or may be joined as a party to such legal proceeding or investigative action; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

10.2 Advancement of Expenses

- (1) To the extent permitted by the Act and these ByLaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and the amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.

10.3 Indemnification Prohibited

- (2) Notwithstanding the above, the Club shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
 - (a) has already been reimbursed for such expenses;
 - (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
 - (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Club or subsidiary; or

- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

10.4 Non-compliance

- (1) The failure of an eligible party to comply with the provisions of the Act, of the Constitution, or these Bylaws will not invalidate any indemnity which he or she is entitled to under this Part.

10.5 Deemed Contract

- (1) Every eligible party on being elected or appointed will be deemed to have contracted with the Club upon the terms of the foregoing indemnities.

Part 11: Finance

- (1) The financial statements of the Club shall be reviewed annually by a licenced Chartered Professional Accountant.
- (2) The annual Financial Statements of the Club and the independent review report (when prepared for the prior fiscal year) shall be presented at the annual general meeting.
- (3) The Board, in conducting the business of the Club, may not borrow upon the credit of the Club without prior approval by Special Resolution.
- (4) Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) Directors.
- (5) The fiscal year of the Club shall end on March 31.

Part 12: Dispute Resolution

- (1) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- (2) The Club shall adhere to the Dispute Resolution process as published and approved by the Respective Governing Body, and in the case that the rules of the Respective Governing Body are silent, BC Soccer, from time to time (the “Dispute Resolution” process)
- (3) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to the Club, the nature and facts

of the dispute. The Respective Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

- (4) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Adult League or Youth District Association, and BC Soccer.
- (5) The Club shall make available to any member a copy of the Dispute Resolution process when requested.
- (6) The Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

Part 13: Harassment and Privacy Policies

- (1) The Club shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of BC Soccer. The Club may set such additional policies as determined from time to time by the Board.
- (2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.
- (3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- (4) The Club shall make available to any member a copy of the Harassment and Privacy Policy when requested.

Part 14: Appeals

- (1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.
- (2) The denial or termination of membership in the Club may be appealed by a nonregistered individual or organization.
- (3) A decision of the Club may be appealed to the Respective Governing Body, to be conducted in accordance with the Respective Governing Body's published rules, if applicable. A Decision of the Respective Governing Body may be further appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may

be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.

- (4) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- (5) An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Club, District, or Regional team.

Part 15: Definitions/Terminology

- (1) Terminology used in these Bylaws shall have the same meaning as used by the Respective Governing Body and BC Soccer in its Constitution, Bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

Part 16: Dissolution

- (1) Upon dissolution of the society, the assets which remain after the 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 in British Columbia as may be determined by the members of the society at the time of dissolution. This provision is unalterable. **This provision was previously unalterable.**