

Constitution and Bylaws of Albion Football Club Society

Constitution

Albion Football Club Society

The name of this organization shall be *Albion Football Club Society*, hereinafter referred to as *Albion FC*. The headquarters of Albion FC shall be within the boundaries defined by the BC Soccer Association and the Alouette District.

PURPOSES

The Albion FC shall have the following purposes:

- a) To promote, develop and administer the game of soccer for the benefit of youth in Alouette district and the surrounding area; and
- b) To support adult soccer in the region; and
- c) 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.
- d) To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
- b) To operate without purpose of pecuniary gain to any of its members and any surplus of the Albion FC shall be used solely for the Albion FC and the promotion of its objectives.

DISSOLUTION

Upon dissolution of Albion FC, 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 as may be determined by the members of Albion FC at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

Bylaws

ARTICLE 1: AFFILIATIONS

The Albion FC shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

1. FIFA
2. The Canadian Soccer Association
3. BC Soccer Association
4. The Alouette Youth District Association
5. The Adult League

ARTICLE 2: INTERPRETATIONS

1) Definitions

In these Bylaws, unless the context otherwise requires:

- i) "Youth District" shall mean the Alouette Youth District;
- i) "Club" shall mean Albion Football Club Society;
- ii) "Board" means the Directors of the Club elected or appointed to serve on the Board of Directors as provided for in these bylaws;
- iii) "Directors" shall mean those persons who are elected or appointed to serve on the Board of Directors as provided for in these bylaws;
- iv) "*Society Act*" shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
- v) "Registered Address" of a member shall mean the address as recorded in the register of members;
- vi) "Active Member" shall mean a club and/or 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;
- vii) "Life Member" shall mean 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 Association;
- viii) "Team" shall mean a soccer team with not less than eleven registered players, (except for mini teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season.
- ix) "Registered Player" shall mean a person whose application for registration with the Albion FC has been validated by the Registrar for the current playing season;
- x) "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws;

- xi) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws.
- 2) The definitions in the *Society 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.

ARTICLE 3: MEMBERSHIP

- 1) The members of the Albion FC shall be:
 - a) individuals elected to the Board; and
 - b) a parent or legal guardian of each Minor Player or a player over the age of 18 who has a current and valid registration in one of the programs of Albion FC during such time as that registration is current;

2) Every member must uphold the Constitution and comply with these Bylaws.

3) Voting Rights

A member in good standing is entitled to one vote at the Club's annual general meeting or any special general meeting. An individual or family is entitled to one vote for each currently enrolled family member if those members are Minor Players. Adult members shall vote for themselves.

No proxies will be allowed, however, where appropriate, votes may be made via email or letter mail at the discretion of the Board.

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of Albion FC.

4) Approval of New Members

An individual may be accepted into Active Membership upon:

- a) submitting an application to the Albion FC showing good and sufficient need for such an application and other documentation as required by the Board of Directors (eg. Registration in an Albion FC Program)
- b) obtaining the approval of the Albion FC Board of Directors

5) Membership Renewal

- a) Membership shall cease at the end of each playing season (as defined by BCSA)
- b) Individual Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

6) Rights of Active Members

Active Members shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with BCSA and Albion FC's published rules,
- b) To participate in BCSA sanctioned competitions and tournaments,
- c) To participate in BCSA sanctioned programs such as player, coach and referee development,
- d) To participate in Albion FC sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by Albion FC,
- f) To participate in BCSA Insurance Plan

7) Discipline of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgment of a formal complaint that is substantiated at a hearing held in accordance with BCSA's published rules.
- b) The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
- c) A Member that is suspended loses all rights of Membership until the suspension has been completed.

8) Termination of Membership

Membership in Albion FC shall be deemed to have been terminated:

- a) If the Member submits a signed letter of withdrawal to the Albion FC Board
- b) If the Member is expelled by the Albion FC
- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

9) Members Not in Good Standing

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to Albion FC or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Member is not in good standing and loses all rights of membership. Members under disciplinary action or suspension may be deemed not in good standing at the discretion of the Board of Directors.

ARTICLE 4: BOARD OF DIRECTORS

1) Albion FC shall be governed by a Board of Directors which shall consist of 7 individuals.

a) These individuals shall hold the positions of:

- i. President
- ii. Vice- President
- iii. Treasurer
- iv. Secretary
- v. Director at Large
- vi. Director at Large
- vii. Director at Large

b) A Director shall be a member in good standing, nineteen (19) years of age or older and shall not be an undischarged bankrupt.

- c) A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.
- 2) A paid employee of Albion FC or any of its subordinate bodies may not hold a position on the Board of Directors of Albion FC.
 - 3) After an initial Board of Directors has been elected, one half of the directors should be elected on alternating years
 - 4) Director Vacancy
 - a) A Director has the right to resign their position by submitting a signed letter of resignation to Albion FC.
 - b) A vacancy on the Board of Directors, caused by the removal, resignation, incapacity or death, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next AGM, whichever comes first.
 - 5) Removal of Director
 - a) No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
 - i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a) if she/he becomes incapable of performing the business of Albion FC
 - b) if she/he is absent from two (2) or more meetings of the Board without satisfactory reason
 - c) if she/he is no longer domiciled in British Columbia
 - d) if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - ii) the Director has compromised the integrity of Albion FC due to, but not limited to, any of the following reasons:
 - a) if she/he has been found guilty of an offence under the Harassment Policy of BCSCA
 - b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSCA
 - c) if she/he has failed to properly account for monies or other property belonging to Albion FC
 - d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected Albion FC
 - e) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSCA
 - b) A Member of the Board of Directors may be suspended for good and sufficient cause provided:
 - i) The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
 - i) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
 - ii) The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.

- c) A Member of the Board of Directors may be removed for good and sufficient cause provided:
 - i) The Director is given the opportunity to present evidence in their defense at the next duly constituted Board Meeting;
 - ii) All Members will be given a minimum of thirty (30) days' notice of this agenda item of the Board Meeting;
 - iii) The decision must be a two-thirds (2/3's) majority vote of Board

6) Conflict of Interest and Standards of Conduct

The Directors shall adhere to the BCSA's Conflict of Interest Policy.

7) Duties of Board of Directors

- a) The Board of Directors shall conduct the business of Albion FC during the periods between General Meetings of Albion FC and in accordance with the authority granted to it in the Bylaws of Albion FC.
- b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within Albion FC except for those positions elected by the Membership of Albion FC. This shall include the appointment of volunteer and paid positions within Albion FC's operations.
- c) The Board of Directors 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.

8) Duties of Directors

a) President

The President shall preside at all General Meetings of Albion FC and of the Board of Directors. 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; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for Albion FC. The President has no authority to act unless directed to do so by the Board of Directors.

b) Vice-President

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

c) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of Albion FC; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report [(including budget)] to the Annual General Meeting.

d) 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 Albion FC'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; to send out to the board notice of each

meeting; 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.

e) Other Director Positions

The duties of other Director Positions shall be determined by the Board of Directors.

9) Nominations and Elections

- a) Nominations for positions on the Board of Directors may be made by any Member in good standing. Such nominations shall be supported by two additional members in good standing and submitted to the executive at least two weeks prior to the Annual General Meeting.
- b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- c) Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- d) The President [Chair] shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
- e) The Vice President [Vice Chair] shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
- f) The Treasurer shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
- g) A majority of the votes cast shall be required to elect the remaining Directors.

10) Authority of President or Chair

- a) The President or Chair shall speak on behalf of Albion FC based on the direction of the Board Directors.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting 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. Such notification shall be by:
 - regular mail; or
 - Email; or
 - Fax; or
 - website notice; or
 - newspaper announcement; or

- public notice; or
- posting at League office

- b) A quorum shall be those present at a duly constituted general meeting of Albion FC or a minimum of three (4) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- c) In the event a quorum is not achieved at the 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.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) Albion FC shall hold its Annual General Meeting no later than June 1 of each year. The agenda of the Annual General meeting shall include:
 - i) Call to Order
 - ii) Roll Call (Introduce the Board)
 - iii) Adoption of AGM Agenda
 - iv) Minutes of Previous Annual General Meeting
 - v) President's Address
 - vi) Treasurer's Report
 - vii) Trustee's Report
 - viii) Technical Director's Report
 - ix) Other Reports
 - x) Amendments to the By-Laws
 - xi) Open Floor
 - xii) Credentials Report (Number of Voting Members in Attendance)
 - xii) Elections
 - xiii) Any Other Business
 - xiv) Adjournment
- b) Voting at Annual General Meeting:
 - i) Each adult player, as defined by the age of majority, shall have one (1) vote
 - ii) One parent or legal guardian of a minor aged player(s) shall have one (1) vote per minor player

3) Special General Meeting

- a) A Special General Meeting of Albion FC:
 - i) may be called by the Board by its own motion, or
 - ii) shall be called by the Board upon receipt of a written request submitted to Albion FC by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting
- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
- c) Only the business set out in the notice to the Special General Meeting shall be considered.

- 4) Board of Directors Meeting
 - a) The Board of Directors shall meet *at least four (4)* times per year, 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.
 - b) 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.

ARTICLE 6: COMMITTEES

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 Albion FC.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of Albion FC shall be conducted in person or via video/teleconferencing 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 Association.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least forty-five (45) days prior to a General Meeting of Albion FC; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Club duly called for that purpose.
- 2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting.

ARTICLE 9: RULES AND REGULATIONS

- 1) Albion FC shall have Rules and Regulations for the operation and administration of the game of soccer within Albion FC.
- 2) Proposals for amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. The proposed 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 existing Rules and Regulations then continue in effect.

ARTICLE 10: INDEMNITY

Members of the Board of Directors or other servants to Albion FC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

ARTICLE 11: FINANCE

- 1) The accounts of Albion FC shall;
 - a) Be reviewed annually through a Notice to Reader completed by a Certified General Accountant, Certified Management Accountant, Certified Accountant, or Chartered Accountant;
 - b) Be reviewed and reported on quarterly by Club-appointed Trustees;
 - c) Be audited annually by a Chartered Accountant if the annual Gross Revenue exceeds than \$250,000;
- 3) The audit or the Notice to Reader shall be presented to the Annual General Meeting for adoption.
- 4) Subject to the *Society Act*, the Board of Directors, in conducting the business of Albion FC, may not borrow upon the credit of Albion FC without seeking the prior approval of the membership.
- 5) The signing officers shall be a minimum of two (2) Directors.
- 6) The fiscal year of Albion FC shall end on June 30.

ARTICLE 12: DISPUTE RESOLUTION

- 1) Albion FC shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
- 2) Any member of Albion FC may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to Albion FC, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 3) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 4) Albion FC shall make available to any member a copy of the Dispute Resolution process when requested.
- 5) The Member shall utilize all appeal and dispute resolution mechanism prior to civil litigation

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) Albion FC shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
- 2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of Albion FC.
- 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) Albion FC shall make available to any member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant or member in good standing directly affected by a decision of Albion FC may appeal such decision to board of directors.
- 2) A decision of Albion FC may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
- 3) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Albion FC's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- 4) An individual shall not appeal a decision made by Albion FC regarding a player's team assignment on any Club, District, or Regional team.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

Terminology used in this Bylaw shall have the same meaning as used by BCSA in its letters patent, Bylaws and published rules.