



Constitution and Bylaws Of Thompson Okanagan Football Club

Constitution

NAME

The name of this organization shall be Thompson Okanagan Football Club, hereinafter referred to as TOFC or Thompson Okanagan Soccer. The headquarters of the Association shall be within the boundaries defined and approved by the BC Soccer Association.

OBJECTIVES

The Association shall have the following objectives:

- a) To promote, develop and administer the game of soccer at the elite level within the Interior region.
- b) To actively promote the player first mentality and follow the Long Term Player Development Model as established by BC Soccer.
- c) To encourage players of proper calibre to pursue higher levels of soccer programming as per the BC Soccer pyramid.
- b) 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.
- c) To operate without purpose of pecuniary gain to any of its members and any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

DISSOLUTION



Upon dissolution of the Association, 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 the Association 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 Association 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

ARTICLE 2: INTERPRETATIONS

1)

- a) In these Bylaws, unless the context otherwise requires:
 - i) "Association" shall mean "Thompson Okanagan Football Club"
 - ii) "District Partner" shall mean a supporting district of TOFC
 - iii) "League" shall mean the BC Soccer Premier League
 - iv) "Directors" shall mean the directors of the Thompson Okanagan Football Club
 - v) "*Society Act*" shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
 - vi) "Registered Address" of a member shall mean the address as recorded in the register of members;
 - vii) "Active Member" shall mean a club 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;
 - viii) "Delegate Member" shall mean a person who is the authorized voting delegate representing an Active Member at General Meetings of the Association.



- ix) “Club - 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 District;
 - x) “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.
 - xi) “Registered Player” shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;
 - xii) “Board” shall mean the Board of Directors of the Association;
 - xiii) “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;
 - xiv) “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.
- b) 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.

2) 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 Association are the applicants for incorporation of the Association, and those clubs who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.



- 2) A club may apply for membership in the Association and upon acceptance by the Association becomes a member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) There are two classes of Membership (Active) or (Life).

ACTIVE MEMBERSHIP

Active Membership shall be open to the following:

- a) A club that is defined as a "District Partner". The district partners are as follows:
 - a. Kelowna United Football Club (on behalf of Central Okanagan Youth Soccer Association)
 - b. Kamloops Youth Soccer Association
 - c. North Okanagan Youth Soccer Association
 - d. Shuswap Youth Soccer Association
 - e. South Okanagan Youth Soccer Association

LIFE MEMBERSHIP

The Board of Directors may confer a Life Membership upon a person who has rendered valuable service to the Association; Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Association.

5) Membership Fees

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

6) Approval of New Members

A club and/or individual may be accepted into Active Membership upon:

- a) submitting an application to the Association showing good and sufficient need for such an application and other documentation as required by the Board of Directors
- b) obtaining the approval of the Association Board of Directors



7) Membership Renewal

- a) Membership shall be renewed at the end of each playing season (as defined by BCSA) unless terminated as per the Bylaws of the association

8) 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 the Association'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 Association sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association,
- f) To participate in BCSA Insurance Plan

9) 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 lodgement 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.

10) Termination of Membership

Membership in the Association shall be deemed to have been terminated:

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



11) 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 the Association 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.

ARTICLE 4: BOARD OF DIRECTORS

1) The Association shall be governed by a Board of Directors which shall consist of 6 individuals.

a) These individuals shall hold the positions of:

- i) Chair
- ii) Vice- Chair
- ii) Treasurer
- iii) Secretary
- iv) Director-At-Large (2)

Other positions required:

- i) Risk Management Officer
- ii) Discipline Officer

b) A Director may hold more than one portfolio

c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

d) A Director shall serve for a term of 2 years or until his or her successor is elected or appointed.

3) A paid employee of the Association or any of its subordinate bodies may not hold a position on the Board of Directors of that Association.

4) After an initial Board of Directors has been elected, the one half of the directors should be elected on alternating years



5) Director Vacancy

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

6) 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 the Association
 - 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 the Association 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 BCSA
 - b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA
 - c) if she/he has failed to properly account for monies or other property belonging to the Association
 - d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association
 - e) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA
 - iii) A Member of the Board of Directors may be suspended for good and sufficient cause provided:



- a) The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
 - b) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
 - c) The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.
- ii) A Member of the Board of Directors may be removed for good and sufficient cause provided:
- a) The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;
 - b) All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting;
 - c) The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting

7) Conflict of Interest and Standards of Conduct

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

8) Duties of Board of Directors

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

9) Duties of Directors

- a) *President*



The President shall preside at all General Meetings of the Association 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 the Association. 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 the Association; 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 Administrator 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 Association'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.

10) Nominations and Elections.

- a) Nominations for positions on the Board of Directors may be made by any Member at 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.
 - a. All Directors shall be elected by a majority vote in the following order:
 - President
 - Vice President
 - Treasurer
 - Remaining Directors

11) Authority of President

- a) The President shall speak on behalf of the Association based on the direction of the Board Directors.

12) Only 1 Director **OR** Member from each Club may hold a position on the Board of Directors of the Association with the exception of the Chair which can be from any club and one other member from that club can be a director.

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:
 - Email
 - website notice
 - any other method determined by the Members



- b) A quorum shall be those present at a duly constituted general meeting of the Association or a minimum of three (3) 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 present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than **Feb 1** of each year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's (Chair's) Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Association:
 - 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 the Association 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.

5) Voting at Annual General Meeting:

- a) Each Member shall have one (1) vote
- b) Each Member will have one additional vote for every five (5) players registered in their Partner District.

6) 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 the Association.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Association 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 Association in writing at least forty-five (45) days prior to a General Meeting of the Association; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Association 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 called for that purpose.

ARTICLE 9: RULES AND REGULATIONS

- 1) The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.
- 2) 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. If the Rules and Regulations are amended by the Board of Directors 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.

ARTICLE 10: INDEMNITY

Members of the Board of Directors or other servants to the Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Association 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 wilful neglect or default.

ARTICLE 11: FINANCE

- 1) The accounts of the Association shall:
 - a) Be reviewed every two years by a qualified person if the annual Gross Revenue is greater than \$30,000.



- 2) The Financial Review shall be presented to the Annual General Meeting for adoption.
- 3) Subject to the *Society Act*, the Board of Directors, in conducting the business of the Association, may not borrow upon the credit of the Association without seeking the prior approval of the membership.
- 4) The signing officers shall be a minimum of two (2) Directors.
- 5) The fiscal year of the Association shall end on Dec 31.

ARTICLE 12: DISPUTE RESOLUTION

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
- 2) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to the Association, 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) The Association 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) The Association 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 the Association.



- 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 Association shall make available to any member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant or registered organization directly affected by a decision of the Association may appeal such decision.
- 2) The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.
- 3) A decision of the Association may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
- 4) 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 Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- 5) An individual shall not appeal a decision made by the Association 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.