



**GENERAL:** Thompson Okanagan Football Club is a non-profit organization and is incorporated under the British Columbia Societies Act for an unlimited period.

The headquarters of the Club shall be within the boundaries defined and approved by the BC Soccer Association.

### ***ARTICLE 1: AFFILIATIONS***

The Thompson Okanagan Football Club shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws and Rules and Regulations in declining order of authority of the following governing organizations:

1. FIFA
2. The Canadian Soccer Association
3. BC Soccer Association
4. BC Soccer Premier League

### ***ARTICLE 2: INTERPRETATIONS***

- 1) In these Bylaws, unless the context otherwise requires:
  - i) “Club” shall mean “Thompson Okanagan Football Club;
  - ii) “Directors” shall mean the directors of the Association;
  - iii) “*Societies Act*” shall mean the *Societies Act* of the Province of British Columbia as amended from time to time in force;
  - iv) “Active Member” shall mean an active member of the Club who is in good standing under these bylaws
  - v) “Board” shall mean the Board of Directors of the Association;
- 2) The definitions in the *Societies Act* apply to these *Bylaws* save and except to the extent such terms are defined in the bylaws
- 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 Association are the applicants for incorporation of the Association, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.
- 2) Every member must uphold the Constitution and comply with these Bylaws.
- 3) There are two classes of Membership (Active) or (Life).

#### **ACTIVE MEMBERSHIP**

Active Membership shall be open to the following individuals:

- a) One parent or legal guardian of a minor aged player or players duly registered with the Club;
- b) Each adult player, as defined by the age of majority in the Province of British Columbia, duly registered with the Club; and
- c) The Directors of the Club.

#### **LIFE MEMBERSHIP**

The Board of Directors may confer a Life Membership upon a person who has rendered valuable service to the Club.

#### **4) 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 Club. Membership fees are the program fees per full-time player.

#### **5) Rights of Active Members**

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

- a) To participate or to be governed in accordance with BCSA and the Club's published rules,
- b) To participate, or have their player(s) participate, in BCSA-sanctioned competitions and tournaments,
- c) To participate, or have their player(s) participate, in BCSA-sanctioned programs such as player, coach and referee development,



- d) To participate, or have their player(s) participate, in 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, or have their player(s) participate, in the BCSA Insurance Plan.

#### 6) Rights of Life Members

Life Members are afforded all rights of Membership other than the right to vote at General Meeting of the Club

#### 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) A Member that is suspended loses all rights of Membership until the suspension has been completed.

#### 8) Termination of Membership

Membership shall be deemed to have been terminated:

- a) If the Member and/or their player submits a signed letter of withdrawal to the Club;
- b) If the Member and/or their player is expelled by the Club;
- c) If the Member is not in good standing with the Club; and
- d) If the Member, or a minor aged player of the Member, is no longer duly registered with the Club.

#### 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/player fees, or any other subscription or debt due and owing by the Member to the Club 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 Club shall be governed by a Board of Directors which shall consist of 6 individuals.
  - a) These individuals shall hold the positions of:
    - i) President
    - ii) Vice- President
    - iii) Treasurer
    - iv) Secretary
    - v) Director-At-Large (2)
  - b) A Director may hold more than one portfolio, other than the President, who may not hold another position.
  - c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
  - d) A Director must pass a criminal record check or vulnerable sector record check.
  - e) A Director, if holding a position as a Director or employee of a District Association, must resign from that position within ninety (90) days of the election.
  - f) A Director must not be a Director, paid employee, member or contractor of any organization where a conflict of interest may exist.
  - g) A Director shall serve for a term of 3 years or until his or her successor is elected or appointed.
  - h) Directors shall be eligible for re-election but shall serve for no more than three (3) consecutive terms.
- 2) 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.
- 3) No more than one (1) Director can come from any one district area; a district area being defined by the 5 original districts of the Thompson Okanagan region (South Okanagan, Central Okanagan, North Okanagan, Kamloops, Shuswap), except the President, who can come from any area.



- 4) A candidate shall be declared elected upon receiving a majority of votes cast. If no candidate receives majority support, the candidate receiving the lowest number of votes and any candidates receiving less than 15% of the votes shall be eliminated from the subsequent ballots until one (1) candidate receives a majority.
- 5) Director Vacancy
  - i) A Director has the right to resign their position by submitting a signed letter of resignation to the Club.
  - j) 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 Director whom is appointed shall hold the position for the remainder of the term being filled or until the next AGM, whichever comes first.
- 6) Removal of Director
  - a) No Director 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 is absent from two (2) or more meetings of the Board without satisfactory reason;
      - b) if she/he is no longer domiciled in British Columbia;
      - c) if she/he becomes, or is discovered to be, an undischarged bankrupt;
      - d) If she/he has been found guilty of an offence under the Harassment Policy of BCSCA;
      - e) if she/he has been found guilty of an offence serious offence under the Discipline Policy of BCSCA;
      - f) if she/he has failed to properly account for monies or other property belonging to the Club;
      - g) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club;
      - h) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSCA.



- ii) A Director may be suspended or removed for good and sufficient cause:
- a) In the event that the Board is presented with an allegation of serious or continuous non-compliance by a Director with the *By-laws*, Rules and Regulations and/or policies of the Club, the Board shall refer the matter to the appropriate Judicial Body. The Director shall be advised in writing of the nature and extent of such allegations.
  - b) When the Board receives the Judicial Body's ruling, the following shall occur:
    - (1) The Board shall advise the Director involved of the ruling in writing.
    - (2) The Director shall be given the opportunity to present evidence in their defense to the appropriate Judicial Body.
    - (3) If the Judicial Body rules that the allegations are without grounds, the Board shall take no further action.
    - (4) If the Judicial Body rules that the allegations are valid and that the Director should be removed, the Board shall remove the Director with immediate effect by ordinary resolution of the Board.
    - (5) If the Judicial Body determines that the allegations are valid and recommends any other action(s), the Board shall implement these action(s) with immediate effect
- 7) Conflict of Interest and Standards of Conduct
- a) 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 Club 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 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.
  - 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 Club 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, and shall be the an authoritative spokesperson for the Club. The President shall represent accurately the collective will of the Board, and shall bind Club only with the consent of the Board.

### b) Vice-President.

The Vice President shall carry out the responsibilities and perform the role of the President in the President's absence or inability to act; and shall exercise 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 Club; shall report to the Board of Directors at least once per quarter; and shall work with the auditor to prepare the audited annual financial statement (or financial review) for the Annual General Meeting of the Club, and the recommendation for the appointment of the Auditor for the forthcoming year.

### 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 the Club's published rules; maintain record books in which the *Bylaws*, 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 Board 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 Board positions shall be determined by the Board of Directors.



## 10) Nominations and Elections.

- a) Nominations for Director may be forwarded by any Active Member. All such nominations shall require a proposer and a seconder and must be accompanied by a completed and signed nominations form and the other supporting documents requested by the Nominations Committee.
- b) All nominations and the supporting documents must be submitted in writing to the Chair of the Nominations Committee a minimum of 30 days prior to the Annual Meeting of the Members.
- c) Nominations from the floor at the Annual Meeting of the Members for any elected position shall not be permitted.
- d) Nominations and elections for open Board positions shall be held in the order of the positions listed in the Bylaws.
- e) 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.

## 11) Board of Directors Meetings

- a) The Board of Directors shall meet *at least* **four (4)** times per year, upon fourteen (14) days notice given by the President and/or Secretary, at such place and time as the Board of Directors may determine.
- b) A majority of the 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.
- c) The President shall chair meetings of the Board. In the President's absence, the Vice President shall serve as chair. If the Vice President is absent or unavailable, the Board shall designate a Director to serve as chair.
- d) A Director must withdraw from the debate and from voting if there is any risk or possibility that the Director is in a conflict of interest. With a rationale, any Director may ask any other Director to recuse himself/herself if the former believes that the latter is in a conflict of interest.
- e) Decisions of the Board shall come into effect immediately unless the Board decides otherwise, and in which case this shall be recorded in the meeting minutes.





## ***ARTICLE 5: GENERAL MEETINGS***

### 1) General Meetings

- a) An official notice of each meeting shall be given to all Members *at least* 45 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 a minimum of three (3) voting Members. 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 December 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 Address
  5. Treasurer's Report
  6. Auditor's Report
  7. Appointment of Auditors
  8. Other Reports
  9. Unfinished Business



10. Amendments to the *By-Laws*
  11. Roll Call
  12. Election of Officers and Directors
  13. Any Other Business
  14. Adjournment
- 3) Special General Meeting
- a) A Special General Meeting of the Club:
    - 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 Club 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 total Active Members, setting out the items of business to be conducted at the Special General Meeting and otherwise meeting the requirements of the *Societies Act*.
  - 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) Voting at General Meetings:
- a) Each Active Member shall have one (1) vote
- 5) If the Club chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these By-laws, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Club has made available for that purpose.
- 6) If the Club call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to



communicate adequately with each during the meeting

- 7) 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* insofar as they may apply. Specific provisions in Robert's Rules shall be set aside if they contravene the By-laws of the Club or the Act.

#### ***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: BY-LAWS AND AMENDMENTS***

- 1) Amendments to the *Bylaws* may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least forty-five (45) days and not more than sixty (60) days prior to a General Meeting of the Club; and approved by a two-thirds 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 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 8: RULES AND REGULATIONS***

- 1) The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Club. The Rules and Regulations should be aligned with the Rules and Regulations of the British Columbia Soccer Association and the Rules and Regulations of Canada Soccer.
- 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 9: INDEMNITY***

Members of the Board of Directors or other servants to the Club, 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 10: FINANCE***

- 1) The accounts of the Club shall be reviewed annually by a certified accountant
- 2) The Financial Review shall be presented to the Annual General Meeting.
- 3) Subject to the *Societies Act*, the Board of Directors, in conducting the business of the Club, may not borrow upon the credit of the Club 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 June 30.

### ***ARTICLE 11: JUDICIAL BODIES***

The Club shall establish independent judicial structures and processes to resolve internal disputes between the Members, Clubs, Officials and Players of the Club. Judicial Bodies shall:

- 1) include those for discipline, ethical violations and appeals
- 2) meet the standards of the Canada Soccer Disciplinary Code and Code of Conduct and Ethics.
- 3) operate independently of the Board, and their terms of reference shall be set out in the policies of the Club
- 4) only be amended at the Annual General Meeting by a 2/3 vote.
- 5) be composed in such a way that their officials together possess the knowledge, competencies and expertise that are necessary for the completion of their tasks.

### ***ARTICLE 12: DISPUTE RESOLUTION***

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BCSCA from time to time.
- 2) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to BCSCA, with a copy to the Club, the nature and facts of the dispute.
- 3) The Dispute Resolution process shall not to be used for game discipline, which will be administered using the normal discipline and appeals process.
- 4) The Club shall make available to any member a copy of the Dispute Resolution process when requested.



- 5) As required by FIFA, in the event that a dispute or controversy among Club and its Members, players, and/or officials arising out of or related to the *By-laws*, Rules and Regulations or policies of the Club, is not resolved between the parties, such disputes shall not be submitted to the ordinary courts of law. Instead of recourse to the courts, the parties to the dispute will give priority to arbitration by an independent and duly constituted arbitration tribunal recognized by Canada Soccer and the parties.

### ***ARTICLE 13: HARASSMENT AND PRIVACY POLICIES***

- 1) The Club 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 Club shall make available to any Member a copy of the Harassment and Privacy Policy when requested, and shall publish these policies on its website.

### ***ARTICLE 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 non-registered individual or organization.
- 3) A decision of the Club may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.

### ***ARTICLE 15: DISSOLUTION***

Any decision relating to the Club's dissolution requires the support of a special resolution of the Members of the Club, which must be obtained at an Annual Meeting of the Members or a Special Meeting of the Members convened specifically for that purpose.

Upon dissolution of the Club, 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 Club 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.



***ARTICLE 16: NO GAIN***

The Club shall be carried on without purpose of gain for its Members. Any profits or other assets of the Club shall be used solely to promote its purposes.

***ARTICLE 17: DEFINITIONS/TERMINOLOGY***

Terminology used in these Bylaws shall have the same meaning as used by BCSA in its Articles, Bylaws and published rules.