

Central City Football Club

Established Since 1964

Constitution and Bylaws

Draft for Approval July, 2010

CONSTITUTION

ARTICLE 1- New Name:

a-The new name of the club will be **Central City Football Club** and will be referred to as **CCFC**.

b-The Central City Football Club will continue to use and refer to the name "Whalley Soccer Club" at certain events and in materials affiliated with the Central CityFootball Club.

ARTICLE 2- The purposes of the Society are:

a- to foster, develop, and promote skills, knowledge and enjoyment of the game of soccer;

b- to generally provide whatsoever assistance that could be available to support and encourage the participation in the game of soccer among youth players in the district

c- to teach sportsmanship and emphasize fairplay at all times;

d- to govern the rule of play of the game of soccer among the players of CCFC;

ARTICLE 3- Boundaries of the Club

The boundaries as specified by British Columbia Soccer Association;

ARTICLE 4- Dissolution of the Society:

Upon the dissolution of the Central City Football Club and after the payment of all its debts and liabilities, and remaining property shall be turned over, transferred and assigned to such organization(s) as may be involved with the game of soccer, or to such other recognizable charitable organizations(s) in the Province of British Columbia or in Canada as directed by the members.

This Clause shall not be altered.

ARTICLE 5- Activities and purposes of the Society:

The Activities and purposes of the Central City Football Club shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

This Clause shall not be altered

ARTICLE 6 – Affiliations of the Society:

Central City Football Club shall be affiliated with BC Soccer Association and its affiliated district association's primary established for the purpose of organizing and administrating soccer in the district in which CCFC belongs and is subject to the rules and regulations of these bodies.

**CENTRAL CITY FOOTBALL CLUB
BYLAWS**

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BYLAWS

Here set out, in the numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the Society Act and other bylaws.

PART 1- INTERPRETATION

1. A-In these bylaws, these words mean the follows:

- “Board of DIRECTORS” mean the directors of the club, including the directors of the executive committee, elected only for the time period as set forth in the bylaws.
- “Executive committee” means President, Vice President, Treasurer and Secretary
- “CCFC” shall mean Central City Football Club
- “District” and “District Associations” means the South District Girls Soccer Association and Surrey Metro Soccer Association.
- “Directors” mean the person who sits as directors on the Board of Directors of CCFC.
- “Votingmember” means a designated parent or legal guardian who is delegated to represent a family of registered youth player(s) in good standing, or a coach, or a volunteer who are in good standing.
- “Society Act” means the BC Societies Act.
- “District Affiliated Team” means any team with no less than six (6) and no more than the maximum set out as per Policies and Procedures for Affiliation with the District for mini soccer. And no less than eleven (11) and no more than eighteen (18) registered players for 11 a-side team under the age of Sixteen (16) and eleven (11) and no more than Twenty (20) for those under the age of seventeen (17) and eighteen (18) plus appointed team officials, who have complied with the Competition Rules and Regulations as set or adopted by the District Association; (in other words, micro, mini, and FIFA sized teams).
- “Registered player” means a youth player whose application for membership has been validated by the District Registrar and by the Provincial Registrar for the current soccer season.

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- “Special Resolution” means a resolution passed in a general meeting or Annual General Meeting by a majority of no less than seventy-five percent (75%) of the votes of those Club members entitled to do so, voting in person, provided that notice specifying the intention to propose the resolution as a special resolution has been duly given as provided herein. (Amendment of or addition to the constitution or bylaws of the Central City Football Club requires a special resolution).
- “Ordinary resolution” means a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes of those Club delegates, being entitled to do so, voting in person provided that notice specifying the intention to propose the resolution as an ordinary resolution has been duly given as provided herein.
- “family” shall be defined as parents/legal guardians and their kids.

1. B-The definitions in the Society *Act* on the date these bylaws become effective apply to these bylaws, save and except for the definition of “Club Association” which shall be as herein before set out.

1. C- Words importing the singular include the plural, and vice versa; and words importing a female person, include male person or a corporation, and any other organization or association, whether incorporated or unincorporated as the context may require.

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PART 2- MEMBERSHIP

2. A- Membership Criteria: The members of the Central City Football Club are those Members that have the following membership criteria:

- 2. A. 1)** A family having completed all club registration requirements for youth player in accordance with Central City Football Club registration requirements in accordance with these Bylaws. One vote only per family and one parent or legal guardian must be designated to represent the family at a General Meeting of the Club.
- 2. A. 2)** Completed all club registration requirements for a coach, manager or volunteer in accordance with Central City Football Club registration requirements in accordance with these Bylaws. Must be present to vote and may only cast one vote.
- 2. A.3)** Have been approved for membership by the membership committee of the Central City Football Club or its Board of Directors upon an appeal, and have paid any membership fees that might be assessable from time to time; and, have not ceased to be a Club Member, all in accordance with these Bylaws.

2. B-Honorary and Life members: Honorary members and Life members may be nominated by resolution of the directors, on the basis of outstanding contribution to youth soccer, and shall be approved by the members by a special resolution at the annual general meeting. There shall be a limit of 1 honorary or Life member every two years. Honorary membership shall be reviewed after every 2 years and both honorary and life members shall not be entitled to exercise any vote at a meeting of the Central City Football Club.

2. C- Membership Application: The membership committee of the Central City Football Club as appointed from time to time by the Board shall be responsible for receiving, processing, and approving applications for membership and shall be responsible for collection of fees and advising the Board of the membership list. The membership committee shall review any such applications to ensure that the applicant qualifies, and in addition, the membership committee may refuse any application on the grounds that it is not in the best interests of the Central City Football Club to have the applicant as a member. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.

2. D- Members' Obligation: Every Club member and Honorary and Life member shall uphold the constitution and comply with these Bylaws.

2. E- Membership Fees: The amount of the annual membership fees shall be determined by the executive committee and the board of directors and shall be approved as an ordinary resolution at the annual general meetings of the Central City Football Club.

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2. F-Cessation of membership: A Club Member shall cease to be a member of the Central City Football Club.

2. F. 1) by delivering the intent to resign in writing or electronic mail to the President or by mailing or delivering it to the address of the Central City Football Club;

2. F. 2) or on being expelled;

2. F. 3) or on having been a member not in good standing for five (5) consecutive months;

2. F. 3) or as otherwise set out in these bylaws.

2. G- Expulsion: A Club Member may be expelled by a special resolution of the directors passed at a Board meeting of the Central City Football Club's Executive committee and the board of DIRECTORS.

2. G. 1) Notice of resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion;

2. G. 2) The Club Member who is the subject of the proposed resolution for expulsion shall be give an opportunity to be heard at the Central City Football Club's disciplinary committee as set by the board of directors before the special resolution is put to a vote. The Disciplinary committee to follow all rules and regulations set by the BCSA with the matters of discipline. All club members have the right to appeal to BCSA.

2. G. 3) Any Club Member expelled may request reinstatement at a General Meeting voted by the membership. Such requests to be presented to the board of directors for approval 15 days before the AGM;

2. H-Good Standing: All members of the Central City Football Club are deemed to be in good standing except a member who has failed to pay any annual membership fee, including a current annual membership fee, and is considered not in good standing so long as the membership fee remains unpaid. Any club members under suspension shall also be deemed as not in good standing.

2. I- Membership Fee Payment Date: Annual membership fee is due by close of business on the last day of registration except when that day falls on a Sunday, then, by close of business the following Monday.

PART 3- MEETING OF MEMBERS

3. A- Central City Football Club's ANNUAL GENERAL MEETING shall be held on or before the thirtieth (30th) day of April each year at a place somewhere in the City of Surrey as the directors may determine and on a day to be fixed by the directors and thirty (30) days written notice of such meeting shall be given to the members by posting it on the club's official website.

3. B- ANNUAL GENERAL MEETING of the Central City Football Club shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

3. C- General meetings of the Central City Football Club shall be held at such time and place, in accordance with the Society Act, that the directors may decide.

3. D- The accidental omission to give notice of a meeting to or the non-receipt of a notice by a member does not invalidate proceedings at that meeting, and any meeting where there is a quorum present shall be valid notwithstanding that one or more members shall not have received notice of such meeting.

3. E- A quorum at any general meeting shall be 10 accredited members in good standing, present in person. Honorary and Life members may be present at any general meeting, but shall not be counted in the quorum.

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PART 4- PROCEEDINGS AT GENERAL MEETINGS

4. A- The election of the Board of Directors of the Central City Football Club shall proceed as follows:

4. A. 1) At the ANNUAL GENERAL MEETING, nominations shall be solicited from the floor. Any person may stand as a candidate for President, Vice President, Treasurer, Secretary and a Director for the Board of Directors. A candidate may be nominated by any person who is able to cast a ballot in the election of the Board of the Central City Football Club.

4. A. 2) At the ANNUAL GENERAL MEETING, the accredited members may vote in the election of the Board of Directors of the Central City Football Club.

4. A. 3) At the ANNUAL GENERAL MEETING, each Club Member shall have one (1) vote. Any person who is able to cast a ballot in the election of the Board of the Central City Football Club shall cast a single ballot in person; votes may not be transferred or cast in abstention.

4. A. 4) No Club Member in arrears with its annual membership fee or indebted to the Central City Football Club in any way shall be eligible to vote or otherwise participate in the business of the CCFC at the ANNUAL GENERAL MEETING.

4. A. 5) No Club Member which is under suspension from CCFC and(or) British Columbia Soccer Association shall be eligible to vote or otherwise participate in the business of the Central City Football Club at the ANNUAL GENERAL MEETING;

4. A. 6) The order of business at the ANNUAL GENERAL MEETING shall be as follows: Roll Call; Credentials, Minutes; Business Arising; Correspondence; Officer's Reports; Constitutional Amendments; Bylaws; Setting the Annual Membership Fee; Approval of a Budget; Election of Board of Directors; New Business; Adjournment.

4. B- All Central City Football Club meetings, including ANNUAL GENERAL MEETING, shall be governed by Robert's Rules of Order.

4. C- Club Meetings: Every General Meeting other than an ANNUAL GENERAL MEETING is a Special General Meeting.

4. D- Chair at Meetings: The President of Central City Football Club, or in the President's absence, the vice-president of the CCFC, or in the absence of both, one of the other Board Members present, shall preside as Chair of a meeting of the CCFC.

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PART 5- BOARD OF DIRECTORS

5. A- Board of Directors:

5. A. 1) the business of the Central City Football Club shall be conducted by a Board consisting of one executive committee and seven (7) Directors;

5. A. 2) The executive committee shall consist of one (1) President, one (1) Vice-president, one (1) Secretary and one (1) Treasurer;

5. A. 3) the terms of the President and of the Treasurer of the Central City Football Club shall be for two (2) years commencing on even years. The terms of the Vice President and of the Secretary shall be for two (2) years commencing on odd years. The terms of the directors at large shall be two (2) years with three (3) director terms commencing on even years and four (4) director terms commencing on odd years;

5. A. 4) the term of office for a director of the Central City Football Club shall commence next day after the date of the Annual General Meeting and shall continue for a period of two (2) years from that date;

5. A. 5) the directors will determine among themselves which member will be responsible to attend to whatever function the Board may deem necessary to be preformed;

5. A. 6) The Board shall notify all Club members of any vacancy that may occur on the Board. The board of directors shall fill any vacancy in the executive committee from among the board of directors by interim appointment till the next AGM. In relation to the seven other directors such vacancy could be filled by any member of the Central City Football Club by an interim appointment through a special resolution of the Board of directors of CCFC. Such vacancies shall be filled within a period of Thirty (30) days after the vacancy occurs.

5. A. 7) The Board shall meet whenever the President deems it necessary, or if instructed to do so by a majority of the Board, but in any case shall meet at least once in every month;

5. A. 8) at all meetings of the Board, 50% + 1 of the directors shall constitute a quorum for the transaction of business;

5. A. 9) Any member of the board absenting himself from three (3) consecutive meetings of the Board without just cause, and willfully neglecting his duties to the Central City Football Club, may be determined to have forfeited his position on the Board. Such determination shall be made by a special resolution of the Board;

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5. A. 10) Any Board Member who has a personal interest in a matter before the Board shall before a vote on the matter declare their interest and shall not be entitled to vote on the matter in which they have a personal interest. The Board may by resolution disqualify a Board member if the Board is of the opinion that the Board member has a personal interest in the matter;

5. A. 11) Subject to the *Society Act*, every director is deemed to have assumed office on the express understanding, agreement and condition that every such Director and his or her heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Central City Football Club From and against all reasonable, as determined by the Board, costs, charges and expenses whatsoever which such Director of the Central City Football Club sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her or him for or in respect of any deed matter or thing, whatsoever made, done or permitted by him or her or any other Director or Directors of the Central City Football Club in or about the execution of the duties of his or her or their office, and also from and against all other reasonable, as determined by the Board costs charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof except as such costs charges or expenses as are occasioned by his or her own willful neglect or default.

5. B- Removal: Any member of the Central City Football Club Board of Directors can only be removed from office by a special resolution at the AGM and another director shall be elected only to serve the balance of the term.

5. C- Employees

5. C. 1) The Board may engage a paid employee as it shall deem necessary. Such a person shall have such authority and responsibility, as the Board shall determine.

5. C. 2) the remuneration of any employee of the Central City Football Club shall be fixed by the Board. In addition to remuneration of any employee, the Board may authorize the provision of such benefits as pension, life insurance, sickness and accident insurance.

5. C. 3) The Board shall assess the need for and fix the bond requirements of its directors, or employees who have control of the funds of the Central City Football Club.

5. D- No director of the Central City Football Club shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the CCFC.

5. E- Only members of Central City Football Club shall be entitled to hold a position at the board of directors and/or the executive committee

PART 6- DUTIES OF BOARD OF DIRECTORS:

6. A-The President, in the absence of a paid employee, shall be the chief executive officer of the Central City Football Club. The President shall supervise the other officers in the execution of their duties. The President shall be responsible for calling meetings of the Board of Directors and of all general meetings of the CCFC.

6. B-The Vice President shall carry out the duties of the President during his absence. The Vice President may also have such other responsibilities as may, from time to time be delegated to him by the President. If the President shall be unable to act as President for any reason whatsoever, the Vice President if willing shall assume the position of interim President and assume the full responsibilities of the office of President.

6. C- The Board may appoint a person to be a volunteer of the Board, to perform whatever duties seen fit to assign to that person, for a period of time determined by the Board, however, while such volunteers can participate in any discussion, subject to the direction of the Chair, they do not vote in any business of the Board.

6. D-The Duties and responsibilities of the Board of Directors include the following:

6. D. 1) Prepare an annual budget;

6. D. 2) Prepare and implement a program of activities during its period of office;

6. D. 3) Organize an annual general meeting;

6. D. 4) Solicit funds at such time and in such manner as it may be deemed advisable;

6. D. 4) Generally be responsible to handle the day-to-day affairs of the Central City Football Club and perform such other duties, responsibilities and obligations as may be required by law.

PART 7 – SEAL AND AUTHORIZED SIGNATURES:

7. A- The signing officers of the Central City Football Club shall be the President and two other authorized directors appointed by the directors. Two signatures are required for all financial matters including payments.

7. B-The Directors may provide a common seal for the Central City Football Club and may destroy a seal and substitute a new one in its place.

7. C-The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed, in the presence of the Chair and one other authorized director appointed by the directors.

7. D-The Central City Football Club is prohibited from borrowing any monies, and, unless expressly approved at a Special Meeting, may not become financially indebted to any entity.

PART 8 – CONSTITUTIONAL AMENDMENTS:

Amendments to the Constitution and Bylaws:

8. A- Amendments or addition to the Central City Football Club constitution and bylaws may be effected at the Annual General Meeting of the CCFC upon a seventy-five percent (75%) affirmative vote of a special resolution to change the Club constitution and bylaws;

8. B- Notice of motion of the proposed changes or amendments shall be made in writing by January 15th each year to the President and shall be approved by the board of directors. Club members shall be circulated via posting it on the club's official website with copies of all proposed amendments or changes or additions at least thirty (30) days prior to the Annual General Meeting;

8. C- Proposed amendments or additions to the constitution and bylaws shall only be considered if submitted by a Club member or by the Board of Directors of the Central City Football Club;

8. D- Changes or amendments to this constitution and bylaws may also be made at any time at a General Meeting of the Central City Football Club upon a seventy-five (75%) affirmative vote of a special resolution to change the CCFC constitution and bylaws. Notice of motion of any proposed changes or amendments must be give in writing to the President of the CCFC and shall be approved by the board of directors, who shall give each Club Member thirty (30) days notice of such meeting with a copy of the proposed changes or amendments posted on the club's official website.