



T.K. SPARKS

PROVINCE OF BRITISH COLUMBIA
FORM 3
SOCIETY ACT
Constitution and Bylaws
OF
SOUTH FRASER DISTRICT ASSOCIATION CONSTITUTION
Society Incorporation Number: S0070705

NAME

The name of this organization shall be the **SOUTH FRASER DISTRICT ASSOCIATION**, also referred to as **SFDA** hereinafter referred to as the "Association".

OBJECTIVES

The Association shall have the following objectives:

To foster, promote, develop and administer the game of soccer and sport.

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.

RULES AND REGULATIONS

The District may, from time to time, frame temporary rules or regulations covering specific cases not contained herein, but which may be necessary for the carrying out of the objectives of the District THIS PROVISION IS ALTERABLE. Filed Date and Time: September 13, 2021 11:57 AM Pacific Time Society Incorporation Number: S0070705

BYLAWS

ARTICLE 1: AFFILIATIONS

The Association shall be a Member of the British Columbia Soccer Association (“BC Soccer”) and shall be subject to the published Bylaws, Rules and Regulations in declining or

1. FIFA
2. The Canadian Soccer Association
3. British Columbia Soccer Association

ARTICLE 2: DEFINITIONS

1) Definitions.

a) In these Bylaws, unless the context otherwise requires:

i) “Association” shall mean the SOUTH FRASER DISTRICT ASSOCIATION;

ii) “BC Soccer” shall mean the British Columbia Soccer Association;

iii) “Board” shall mean the Board of Directors of the Association;

iv) “Club” shall mean an organization operating under the jurisdiction of the District;

v) “Club Members” shall mean a Club which becomes and remains a Member in good standing in accordance with these Bylaws.

vi) “Directors” shall mean the directors of the Association; vii) “District” shall mean the **SOUTH FRASER DISTRICT ASSOCIATION**;

viii) “Member” shall refer to “Club Member”, “Voting Member” and “Individual Member”

ix) “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.

x) “Registered Address” of a member shall mean the address as recorded in the register of members

xi) “Society Act” shall mean the Society Act of the Province of British Columbia, as amended from time to time;

xii) “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) “Team Official” are those persons who hold a position of a Team Official as defined by BC Soccer and hold a current ID card issued by the District.

xv) "Voting Member" shall mean a club which becomes and remains a Member in good standing in accordance with these Bylaws. A Voting Member shall have the right to vote as set out in 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/individuals 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 three (3) classes of Membership (Club, Voting and Life)

4) South Fraser District Association with affiliated youth clubs shall adopt, by December 31, 2023, a clause in its bylaws or regulations that its youth clubs must comply with the principles of the Society's rules, regulations and policies; on a defined annual basis, provide the following to the South Fraser District Association:

i) Minimum Compilation Engagement financial statements prepared by a licensed CPA in public practice. Review and audit engagement are acceptable.

ii) Proof of filing of the club's annual report or business registration renewal as applicable.

iii) A listing of the current officers and director showing the names, telephone number and email addresses of each

iv) A discipline report submitted in a format acceptable by the South Fraser District Association

v) A Criminal Record Check Report in a format acceptable by the South Fraser District Association

vi) Confirmation that the books and records of the clubs shall be open to inspection by the South Fraser District Association upon request.

CLUB MEMBERSHIP

Club Membership shall be open to Clubs that meet the following criteria:

- a) Are properly constituted Sporting Corporations, registered with the province of British Columbia as a society, sole proprietor, partnership or incorporation and a full member of BC Soccer Association.
- b) Operate within defined boundaries of the District as set out in the BC Soccer Bylaws

A club may be accepted into Club Membership upon:

- c) Submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board evidencing full membership status with BC Soccer, appropriate constitutional evidence in support of (a) above, and written evidence of at least 200 individually registered players for the season in which the club is seeking Membership which have not previously been registered with another Member Club of the Association in the previous 18 months and meet the criteria of the City of Surrey for City-based residents for the purposes of meeting the City's field allocation policy, and
- d) Obtaining the approval of the Board
- e) Upon acceptance by the Association pursuant to the terms of this Article 3, becomes a Club Member.

New Membership Applications:

- f) In recognition of the COVID-19 impacts on Member Clubs and to maintain a healthy and sustainable District, no new club applications will be accepted by the Association starting from October 1, 2020. New Club Applications will be considered by the South Fraser District Association when registrations reach a level of 80% of pre Covid-19 player registration numbers (based on 2018-19 season 18,050 confirmed registrations), or the sport returns to post-pandemic game play as defined by BC Soccer Association's Rules and Regulations, unaltered (dated June 12, 2010), or the date of September 30th, 2022, whichever occurs first.
- g) The Board of Directors shall review on September 30, 2022 and determine if this date requires further extension based on any Pandemic effect as it relates to rules and regulations of play and the evidenced number of confirmed registrations (as outlined in f above) within the District and confirmation with the City of Surrey

VOTING MEMBERSHIP

The following, unless disqualified or expelled as Voting Members, shall be Voting members of the Society:

- a) Each person who has been duly elected to hold office on the executive body of a Club Member or in the Association;
- b) Each Team Official (limited to a maximum of three 3 per team) that has a current ID card issued by the district, is properly registered with the Association and is currently in good standing with the Association.

Life Membership

Life Members are persons who have rendered valuable service to the District who are by the association board.

- a) A life member shall have a voice but no vote at General Meetings of the District

4) Rights of Voting Members

Voting Members shall be accorded the following rights where applicable:

- a) To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association.

5) Suspension of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause or referred to BC Soccer for discipline;
- b) The Board 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 or lifted. d) And Voting members have the right to appeal to the BC Soccer

6) 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, or
- c) If the Member fails to meet the minimum requirements of a club as defined in the BC Soccer Rules and Regulations.

7) Members Not in Good Standing

The Board may declare a Member to be not in good standing who:

- a) Has failed to pay the current fees, or any monies 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.
- b) Has failed to provide information regarding any criminal charges or has failed to provide the Association with a Criminal Record Check

ARTICLE 4: BOARD OF DIRECTORS

8) The Association shall be governed by a Board which shall consist of 6 duly elected officials or directors.

a) The officials shall hold the position(s):

i) Chair;

ii) As appointed by the board

- a. Vice
Chair
- b. Treasurer
- c. Secretary
- d. Director(s) (at Large)

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

c) No member of the Board shall hold an office, be a chair, be a director, be an employee, or be a contractor of a member under the jurisdiction of South Fraser district Association.

i) A newly elected director must relinquish all positions held with a member within a period of 30 days after becoming an elected member of the board of director's or chair of the South Fraser District Association.

d) The Board of Directors shall set, through the annual budget process, an honorarium commensurate with the services rendered and shall be posted as a separate expense line.

9) 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, caused by removal, resignation, incapacity

or death, shall be filled by a majority vote of the Board. The successor Director shall hold their incumbent's position until the next Annual General Meeting.

10) Removal of Director

- a) No Member of the Board 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 they become incapable of performing the business of the Association;
 - b) if he/she are absent from 3 or more consecutive meetings or 30% or more of the scheduled meetings of the Board without satisfactory reason;(e.g. Work related, illness or at the discretion of the Board.
 - c) if they are no longer domiciled in British Columbia;
 - d) if they become, 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 they have been found guilty of an offence under the Harassment Policy of the Association or if the Association does not have such policy, BC Soccer's shall take precedent;
 - b) If they have been found guilty of a serious or egregious offence under the Discipline Policy of BC Soccer;
 - c) If they have failed to properly account for monies or other property belonging to the Association;
 - d) If they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; or
 - e) If they have been found guilty of failing to act in accordance with the Conflict of Interest Policy of BC Soccer.
 - iii) A Member of the Board may be suspended for good and sufficient cause provided:
 - a) The Director is given the opportunity to present evidence in their defense at a review by the Board;
 - b) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the review by the

Board; and

- c) The decision for Director Suspension must be a two-thirds (2/3's) majority vote of the Board present at the review.
- iv) A Member of the Board 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; and
 - c) The decision must be a 75% majority vote of the Members present at the General Meeting.
- v) Matters relating to alleged conduct contrary to the BC Soccer Conduct, Ethics and Discipline Standards and Policy by a Director will be referred to BC Soccer Judicial.

11 Conflict of Interest and Standards of Conduct

- a) The Directors shall adhere to the BC Soccer's Conflict of Interest Policy, and shall not be in a profession that profits directly from the activities of the Association or its Members.
- b) The SFDA chair may not hold a current position on any club member board

12) Duties of the Board

- a) The Board 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 will create operating committees that may require representation from club members.
- c) The board will nominate three (3) persons to be on a Nominating Committee of which at least one will be a sitting SFDA board member.

13) Duties of Directors

a) Chair

The Chair shall preside at all General Meetings of the Association and of the Board. The Chair shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall

coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Association. The Chair has no authority to act unless directed to do so by the Board.

b) Vice Chair

The Vice Chair acts as the president in his or her absence; assists the president in their duties or other specified duties and may be assigned special areas of responsibility from time to time.

c) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board at least once per quarter; and shall submit an Annual Audited Financial Report 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 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.

14) Nominations and Elections.

1. South Fraser District Association shall not have more than 2 sitting Directors that are affiliated with the same club.

2. Any registered members of the South Fraser District Association for the current season:

a) Nomination will be accepted and counted towards the club

the person is registered.

b) Nominations of more than two (2) active members must fill out a BC Soccer quit form and must be approved by the District Register

c) All forms must be received by the District Register thirty (30) day before Nominations.

3. All Clubs within the South Fraser District Association shall have NO more than (2) members either registered and/or affiliated as elected officials on the SFDA Board at any given time.

a) Nominations for the election of officials must be submitted to the Board at least 30 days prior to the annual general meeting and will be subject to approval and ratification by the nominating committee as appointed by the Board. Nominations from the floor shall not be accepted.

b) 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.

c) All Directors shall be elected by majority vote;

d) At the First Annual General Meeting;

i) the Member shall elect the positions of Chair and three (3) directors for a three (3) year term.

ii) The Members shall elect three (3) directors for a two (2) year term;

iii) The Members shall elect three (3) directors for a one (1) year term.

e) At subsequent Annual General Meetings directors will be elected for 3 year terms

15) Authority of President or Chair

a) The President or Chair shall speak on behalf of the Association based on the direction of the Board.

ARTICLE 5: MEETINGS

16 General Meetings

a) An official notice of each meeting shall be given to all Voting Members 30 days before the meeting is to be held, at such place, and at such date

as the Board may determine. Such notification shall be by any two (2) of the following:

- Regular mail
 - Email to individual members
 - Email to member clubs
 - Fax
 - website notice
 - Newspaper announcement
 - Public notice
 - posting at League office
 - Any other method determined by the Member

b) A quorum shall be those present at a duly constituted general meeting of the Association or twelve (12) 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 who are present.

c) The accidental omission of notice does not invalidate the proceedings of that meeting.

17) Annual General Meeting

a) The Association shall hold its Annual General Meeting no later than June 30th 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. Other Reports
7. Unfinished Business
8. Amendments to the By-Laws
9. Election of Officers and Directors
10. Any Other Business
11. Adjournment

18) 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.

19) Voting at Annual General Meeting:

- a) Each Voting Member shall have one (1) vote;
- b) Voting by proxy is not allowed

20) Board Meeting

- a) The Board shall meet whenever the Chair deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least (6) times per year with a lapse of no more than 10 weeks per meeting. Notice of the time and place of each meeting shall be given by the Chair or Secretary to all directors at least fourteen (14) days before the meeting is to be held.
- b) A majority of the members of the Board 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) In case of a tie vote, the Chair may cast the deciding vote.

ARTICLE 6: BY-LAWS AND AMENDMENTS

21) Bylaw amendments may be proposed by the Board, or submitted by a Member to the Association in writing at least twenty-one (21) days prior to a General Meeting of the Association; and approved by a minimum of a seventy-five percent (75%) vote of the Voting Membership voting in person at a meeting of the Association duly called for that purpose.

22) All Voting Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (20). Such notification shall

be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

ARTICLE 7 RULES AND REGULATIONS

23) The Association shall have Rules and Regulations for the operation and administration of the game of soccer and sport within the Association.

24) Amendments to the Rules and Regulations may be made by a majority vote of the Board.

ARTICLE 8: INDEMNITY

25) With the approval of the Supreme Court of British Columbia, the Board shall cause the Association to indemnify a Director, officer, former Director or former officer of the Association or of a corporation of which the Association is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Association or a Director or officer of such corporation, including any action brought by the Association or any such corporation, if:

a) he or she acted honestly and in good faith with a view to the best interests of the Association or such corporation of which he or she is or was a Director; and

b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful

ARTICLE 9: FINANCE

Financial Statements shall be defined as an annual statement of financial position (balance sheet, statement of operations, and statement of changes in net assets.

26) The Financial Statements of the Association shall be audited annually by a licensed CPA;

27) The Financial Statements of the Association and the audit report shall be presented at the Annual General Meeting. The Financial Statements of the Association and audit report shall be distributed to the membership at least 7 days before the Annual General Meeting.

28) A budget for the following fiscal year shall be prepared by the Board and presented for approval at the Annual General Meeting. The

budget shall include all proposed fees.

29) The Board of Directors may not cause the Association to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.

30) Signing officers for financial accounts and executing contracts on behalf of the Association shall be a minimum of two (2) Directors.

31) The fiscal year end will be as determined by the directors.

ARTICLE 10: DEFINITIONS/TERMINOLOGY

32) Terminology used in this Bylaw shall have the same meaning as used by BC Soccer in its Constitution, Bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

Dated: Updated July 13, 2023