



KERRY TAYLOR

## **WESTSHORE FOOTBALL ASSOCIATION CONSTITUTION**

### **1. Name**

The name of the Society is **Westshore Football Association**.

### **2. Purposes**

The purposes of the Society are:

- a) To promote and further youth football in the Westshore area and on Vancouver Island.
- b) To teach youth the principles of sportsmanship, teamwork and friendly competition through flag and tackle football.
- c) To foster community spirit through participation in the sport of football and such other activities that may foster goodwill, fellowship and service.
- d) To sponsor, operate, promote, or otherwise engage in games, tournaments and displays involving the sport of football and other community events that may further the public's interest in football.
- e) To provide training and support to football coaches to ensure our players are well coached.
- f) To engage in charitable events for the purpose of raising funds for the Society and other community charities that support youth sport.

### **3. Non-profit Clause**

All funds and assets received by the Society in excess of its liabilities and expenditures shall be used for the furtherance of the purposes of the Society and in no case shall the members of the Society benefit individually from the assets or income of the Society.

*This provision shall be alterable.*

### **4. Dissolution Clause**

In the event that the Society is wound up or liquidated in accordance with the provisions of the *Societies Act* of British Columbia, all assets and property of the Society shall be transferred to another recognized Canadian charitable organization selected by the members and recognized as qualified under the Income Tax Act of Canada.

*This provision shall be unalterable.*

# **BYLAWS OF WESTSHORE FOOTBALL ASSOCIATION**

## **PART 1 — DEFINITIONS AND INTERPRETATION**

### **1.1 Definitions**

In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time.

“**Board**” means the directors of the Society.

“**Bylaws**” means these bylaws as altered from time to time.

### **1.2 Definitions in Act Apply**

The definitions in the Act apply to these Bylaws.

### **1.3 Conflict with Act**

If there is a conflict between these Bylaws and the Act or regulations, the Act or regulations prevail.

## **PART 2 — MEMBERS (ORDINARY / HONORARY)**

There shall be two classes of members: **Ordinary** and **Honorary**.

### **2.1 Application for Membership**

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

(a) Ordinary members are defined as individuals who are the legal guardians of registered players in good standing with the WSFA.

(i) Each registered player may be represented by one Ordinary Member.

(ii) Ordinary Members possess full voting rights at all Members’ Meetings.

(iii) Ordinary Members are eligible to stand for election to the Board of Directors.

(b) Honorary Members are defined as individuals who do not currently represent a registered player but who have demonstrated outstanding commitment, service, or support to the Society.

(i) Honorary Members are granted membership at the discretion of the Board.

(ii) Honorary Members may serve on the Board of Directors and hold any officer position.

(iii) Honorary Members do not possess voting rights at Members' Meetings unless otherwise specified by resolution of the membership.

(iv) the number of Honorary Members shall at no time exceed the number of Ordinary members and if, in the sole discretion of the Directors, they foresee such a situation impending, then the Directors may require such non-voting members as they may determine to resign. **2.2 Duties of Members**

Members must uphold the Constitution, Bylaws, Code of Conduct and Policies.

### **2.3 Membership Dues**

Amount determined by the Board.

### **2.4 Not in Good Standing**

Members not paying dues are not in good standing.

### **2.5 Voting Restriction**

Members not in good standing may not vote.

### **2.6 Termination for Non-payment**

Membership terminates after 6 consecutive months not in good standing.

### **2.7 Ceasing Membership**

Membership ends by:

- a) written resignation
- b) expulsion
- c) death or dissolution

### **2.8 Expulsion**

Directors may expel a member for conduct harmful to the Society or breach of governing documents.

## **PART 3 — GENERAL MEETINGS**

### **3.1 Annual General Meeting**

An Annual General Meeting (AGM) must be held at intervals no greater than twelve (12) months. The AGM must be conducted no later than March 15th, with a scheduling tolerance of plus or minus thirty (30) days. The specific time and place of the AGM shall be determined by the Board of Directors.

Written notice of the AGM must be provided to each member at least fourteen (14) days in advance. Written notice delivered by electronic means shall be deemed acceptable.

### **3.2 Ordinary Business**

Includes:

- rules of order
- financial statements
- reports
- election of directors
- auditor appointment
- routine business

### **3.3 Special Business Notice**

Must be described clearly in notice.

### **3.4 Chair**

Order of presiding:

1. appointed chair
2. president
3. vice-president
4. other director

### **3.5 Alternate Chair**

Members elect chair if none available within 15 minutes.

### **3.6 Quorum Required**

No business without quorum.

### **3.7 Quorum**

3 voting members or 10% of voting members (whichever greater).

### **3.8 Lack of Quorum**

Meeting terminated or adjourned to next week.

### **3.9 Loss of Quorum During Meeting**

Business suspended.

### **3.10 Adjournments**

Chair may adjourn.

### **3.11 Notice of Adjourned Meeting**

Required only if adjourned 30+ days.

### **3.12 Order of Business**

Chair → quorum → agenda → minutes → unfinished business → reports → elections → new business → adjourn.

### **3.13 Voting Methods**

Show of hands, oral vote, or secret ballot if requested.

### **3.14 Announcement**

Chair records outcome.

### **3.15 Proxy Voting**

Not permitted.

### **3.16 Ordinary Resolution**

Used unless special resolution required.

## **PART 4 — DIRECTORS**

### **4.1 Number**

Minimum 3, maximum 11 directors.

### **4.2 Election**

Elected at AGM.

### **4.3 Vacancy**

Board may appoint replacement.

### **4.4 Term of Replacement**

Ends at original term expiry.

#### **4.5 Removal**

Members may remove director by special resolution.

#### **4.6 Validity**

Actions valid despite vacancies.

### **PART 5 — DIRECTORS' MEETINGS**

#### **5.1 Calling Meeting**

President or two directors.

#### **5.2 Notice**

2 days unless waived.

#### **5.3 Omission of Notice**

Does not invalidate proceedings.

#### **5.4 Conduct**

Directors may regulate their meetings and proceedings as they see fit, provided that:

- (a) Minutes of each directors' meeting must be approved by the Board
- (b) Approved minutes must be published to the membership within five (5) days of approval, to promote transparency and accountability.
- (c) Matters discussed in camera including personnel, discipline, legal, or other sensitive matters shall be noted in the minutes only by topic and timing, and shall not include detailed discussion or decisions unless required by law.

#### **5.5 Quorum**

Majority of directors.

### **PART 6 — BOARD POSITIONS**

#### **6.1 Positions**

President

Vice-President

Secretary

Treasurer

Seven Directors-at-Large

Two-year alternating terms.  
Missing 3 meetings may result in removal.

## **6.2 Directors at Large**

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws shall be designated as directors at large. Directors at large are required to attend all directors meetings and shall hold full voting rights in all decisions brought before the Board.

## **6.3 President**

Chairs Board and supervises directors.

## **6.4 Vice-President**

Acts if president unavailable.

## **6.5 Secretary Duties**

Notices, minutes, records, correspondence, filings.

## **6.6 Acting Secretary**

Board appoints substitute if absent.

## **6.7 Treasurer Duties**

Banking, accounting, financial statements, tax filings.

## **PART 7 — REMUNERATION & SIGNING AUTHORITY**

### **7.1 Remuneration**

Directors unpaid except for services in another capacity.

### **7.2 Signing Authority**

President + one director  
or Vice-President + one director  
or two directors  
or authorized individual

### **7.3 Borrowing**

Requires 75% member approval with 14 days notice.

## **PART 8 — BYLAWS**

### **8.1 Copy to Members**

Members entitled to copy.

### **8.2 Amendment**

By special resolution only.

## **PART 9 — SOCIETY FUNDS**

### **9.1 Use of Funds**

For Society purposes only.

Alterable.

### **9.2 Dissolution**

Assets transferred to qualified charity.

Unalterable.

## **PART 10 — SOCIAL MEDIA**

### **10.1 Approval**

All social media must be Board approved.

### **10.2 Administration**

At least one Board member must have admin access.