

FORM 3
SOCIETY ACT

CONSTITUTION

1. The name of the society is: OCEANSIDE YOUTH SOCCER SOCIETY.

2. The purposes of the Society are:
 - (a) To foster, develop, promote and govern the game of soccer among all youths within School District 69;
 - (b) To teach sportsmanship and emphasize fair play at all times;
 - (c) To teach respect for officials, coaches and players at all times; and
 - (d) To encourage and assist in the formation of youth soccer teams within the boundaries of Scholl District 69.

3. Upon the winding up or dissolution of the Society, the assets that remain after all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose in B.C. This provision shall be unalterable.

BYLAWS

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

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BYLAWS

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “directors” means the directors of the society for the time being;
 - “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “registered address” of a member means the member’s address as recorded in the register of members.

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4. A person who
 - a. is named on the registration form as a parent or guardian of a player properly registered with the society;
 - b. in any other case, pays the membership dues of the society and is approved by the Board of Directors;

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is a member of the society from the date of registration or the date of payment of the dues, as the case may be, until the first day of September of the following calendar year, at which time membership shall automatically cease unless renewed in accordance with this bylaw.

5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society by
 - a. delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - b. on his or her death or in the case of a corporation, on dissolution;
 - c. on being expelled; or
 - d. on his or her membership lapsing in accordance with bylaw 4.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due

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and owing by the member to the society, and the member is not in good standing as long as the debt remains unpaid.

Part 3 – Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year after the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

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15. Special business is

- a. all business at an extraordinary general meeting except the adoption of rules of order; and
- b. all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the election of directors;
 - (v) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors.

16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17. Subject to bylaw 18, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

18. If at a general meeting

- a. There is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or

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- b. The president and all the other directors present are unwilling to act as the chair,
the members present must choose one of their number to be the chair.
19. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
20. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
21. (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.

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Part 5 – Directors and Officers

22. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:

- a. all laws affecting the society,
- b. these bylaws, and
- c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

23. (1) The president, vice-president, secretary, treasurer, registrar and one or more other persons are the directors of the society.

(2) The number of directors shall not exceed 15, including the officers named in subsection (1) of this bylaw.

24. (1) the president, vice-president, secretary, and treasurer shall be elected for a term of 2 years, or for such lesser term as the members at a general meeting may decide at the time of the election of the directors. All other directors shall be elected for a term of 1 year.

(2) The directors must retire from office at the annual general meeting held in the year their term of office expires and when their successors are to be elected.

(3) An election may be by acclamation, otherwise it must be by ballot.

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- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
25. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for reelection at the meeting.
26. An act or proceeding of the directors is not valid merely because there are less than the prescribed number of directors in office.
27. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
28. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

29. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

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(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

30. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

31. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

32. The members of a committee may meet and adjourn as they think proper.

33. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be

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constituted, if a quorum of the directors is present.

34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a. a notice of meeting of directors is not required to be sent to that director, and
- b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

35. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

36. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

37. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

38. (1) The president presides at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and must

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supervise the other officers in the execution of their duties.

39. The vice president must carry out the duties of the president during the president's absence.
40. The secretary must do the following:
- a. conduct the correspondence of the society;
 - b. issue notices of meetings of the society and directors;
 - c. keep minutes of all meetings of the society and directors;
 - d. have custody of all records and documents of the society except those required by the treasurer;
 - e. have custody of the common seal of the society;
 - f. maintain the register of members.
41. The treasurer must:
- a. keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b. render financial statements to the directors, members and others when required.
42. The duties of the registrar are to accept responsibility for all team and player registrations, and to provide liaison with affiliated associations and societies.
43. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 23(2).

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44. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Seal

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

47. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
48. A debenture must not be issued without the authorization of a special resolution.
49. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – Notice to Members

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50. A notice may be given to a member, either personally or by mail to the member at the member's registered address, or by advertisement published in a newspaper of general circulation in the area defined by School District 69.
51. Notice of a general meeting must be given at least 14 days in advance of the general meeting.
52. Each member of the society is entitled, upon request, to a copy of the constitution and bylaws of the society and such copy shall be provided by the secretary.
53. These bylaws must not be altered or added to except by special resolution.

Dated: March 13, 2002

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Dated March 13, 2002

Witness:

Name: Lynne Murray

Address: 549 Forsythe Avenue
Parksville, BC V9P 1A3

Name: Lynne Murray

Address: 549 Forsythe Avenue
Parksville, BC V9P 1A3

Name: Dave Holland

Address: 819 Levirs Road
Parksville, BC V9P 1R8

Name: Dave Holland

Address: 819 Levirs Road
Parksville, BC V9P 1R8

Name: Jhan Ford

Address: 579 Tamarack Drive
Qualicum Beach, BC V9K 1A7

Applicants for Incorporation:

Name: Mike Cochrane

Address: 710 Bradbury Road
Parksville, BC V9P 1B8

Name: Rob Hill

Address: 1043 Maple Lane
Parksville, BC V9P 1T3

Name: Daryl Wilson

Address: 1480 Braddock Road
Parksville, BC

Name: Laura Hermann

Address: 1342 Marina Way
NanOOSE Bay, BC V9P 9C1

Name: David Perry

Address: 549 Forsythe Avenue
Parksville, BC V9P 1A3

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