



**LANGLEY UNITED SOCCER ASSOCIATION**

*Building "SOCCER for LIFE" for our community since 1926*

# **Langley United Soccer Association**

# **Bylaws**



# LANGLEY UNITED SOCCER ASSOCIATION

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## REVISION HISTORY

Revision Date	Amendment
March 6, 2009	Incorporated old documents into new format and made proposed amendments
April 20, 2009	Approved at the Annual General Meeting
April 26, 2010	Updated Operating Policy
April 12, 2011	Proposed amendments to the Constitution & Bylaws
April 27, 2011	Approved at the Annual General Meeting
May 1, 2017	Proposed Amendments to the Constitution & Bylaws
June 1, 2017	Approved at the Annual General Meeting
Dec 1, 2020	Proposed amendments to the Constitution & Bylaws
Dec 30, 2020	Approved at the Annual General Meeting
Nov 15, 2021	Proposed Amendments to the Constitution and Bylaws
Dec 15, 2021	Approved at the Annual General Meeting
April 23, 2023	Proposed Amendments to the Constitution and Bylaws
May 23, 2023	Approved at the Annual General Meeting
March 1, 2024	-DRAFT- Format for updated By-laws
May 25, 2024	Proposed Amendments to the Constitution and Bylaws



# LANGLEY UNITED SOCCER ASSOCIATION

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## BYLAWS OF LANGLEY UNITED SOCCER ASSOCIATION (the "Society")

### ARTICLE 1 INTERPRETATION

#### 1.1 Definitions

Without limiting Section 1.2, in these Bylaws, unless the context requires otherwise:

- (a) **"Board"** means the directors of the Society.
- (b) **"Bylaws"** means these bylaws, as amended from time to time.
- (c) **"Chair"** has the meaning given to it in Section 4.3(a).
- (d) **"Executive Committee"** has the meaning given to it in Section 11.1(a).
- (e) **"Executive Director"** means the chief executive officer of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(d).
- (f) **"Interpretation Act"** means the *Interpretation Act*, R.S.B.C. 1996, c. 238, as amended, restated or replaced from time to time, and includes its regulations.
- (g) **"Nomination Committee"** has the meaning given to it in Section 11.1(b).
- (h) **"President/Chair"** means the chair of the Board, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(a).
- (i) **"Registered Address"** means with respect to a member, director or officer, the most recent address (including email address and fax number, if any) shown for that person in the Society's register of members or register of directors and officers, as the case may be.
- (j) **"Risk Management Committee"** has the meaning given to it in Section 11.1(c).
- (k) **"Risk Management Officer"** means the risk management officer of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(g).



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- (l) **"Secretary"** means the secretary of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(f).
- (m) **"Societies Act"** means the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated or replaced from time to time, and includes its regulations.
- (n) **"Treasurer"** means the treasurer of the Society, appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(e).
- (o) **"Vice-Chair"** means the vice-chair appointed in accordance with Section 12.1 and, subject to Section 12.3, with the duties described in Section 12.2(c).

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

The definitions in the Societies Act apply to these Bylaws.

## **1.3 Interpretation Act Applies**

The Interpretation Act applies to the interpretation of these Bylaws as if these bylaws were an enactment.

## **1.4 Conflict with Societies Act or Other Enactments**

If a provision in these Bylaws is inconsistent with a mandatory provision of the Societies Act or any other enactment of British Columbia or Canada, such provision shall have no effect. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these Bylaws, the definition in the Societies Act will prevail in relation to the use of the term in these Bylaws.

## **1.5 Interpretation**

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include all other genders and a corporation.



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## ARTICLE 2 MEMBERS

### 2.1 Membership

- (a) From and after the time these Bylaws come into force, the membership of the Society shall be limited to not less than ten (10) and not more than forty (40) members.
- (b) Subject to Section 2.1(a), from and after the time these Bylaws come into force, the members of the Society shall be the directors in office at such time and those individuals who subsequently have become members in accordance with these Bylaws, and in either case, have not ceased to be members.

### 2.2 Membership Eligibility

In order to be eligible for membership, an individual must be:

- (a) Eighteen (18) years of age or older; and
- (b) reside within the City of Langley or the Township of Langley; and
- (c) must not be a member &/or director of any other soccer club, association, or league.

### 2.3 Application for Membership

An eligible individual may apply for membership in the Society by submitting a written application for membership to the Society (in such form as may be established by the Board or its designates from time to time). Upon acceptance by the Board or its designates, in their sole and absolute discretion the individual becomes a Member. The Society will not entertain applications for membership if the maximum number of members has been reached and will not maintain any waitlists. The Board may, at any time, establish additional admission procedures consistent with the foregoing.

### 2.4 Duties of Members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

### 2.5 Membership Dues

The Board may determine the membership fees, dues or assessments, if any, from time to time.



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## **2.6 Membership not Transferable**

The membership in the Society is not transferable.

## **2.7 Termination of Membership**

The membership of a member in the Society terminates when:

- (a) the individual no longer meets the eligibility requirements for membership pursuant to Section 2.2;
- (b) the member resigns;
- (c) the member dies;
- (d) the member is expelled in accordance with these Bylaws or the Societies Act; or
- (e) membership terminates in accordance with these bylaws.

Any fees, dues or assessments owing by a member at the time of termination of membership shall remain due and owing to the Society.

## **2.8 Discipline and Expulsion**

- (a) A member may be disciplined by the Board or expelled by Board resolution for any reason which is deemed by the Board to be in the best interests of the Society including, without limitation:
  - (i) violating any provisions of the Societies Act, the constitution, these Bylaws or any rules or policies adopted by the Society from time to time;
  - (ii) carrying out any conduct which the Board considers to be detrimental to the Society; or
  - (iii) for any other reason that the Board considers to be reasonable, having regard to the purposes of the Society.
- (b) Disciplining a member may include a suspension of membership rights. Before a member is disciplined or expelled, the Society must send to the member a written notice of the proposed discipline or expulsion, including reasons, and give the member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion.



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- (c) The Board may, at any time, establish additional procedures consistent with the foregoing with respect to the discipline or expulsion of members.

## **2.9 Good Standing**

A member who has been suspended in accordance with Section 2.8, or who has failed to pay the member's annual membership fees, special assessments or dues, if any, or any other debt due and owing by the member to the Society is not in good standing so long as the suspension, or other disciplinary action, continues or any amount outstanding remains unpaid. A member who is not in good standing shall not be entitled to vote at general meetings of the members, or consent to a resolution of members.

## **2.10 Termination of Membership if Member not in Good Standing**

In case of a member who has failed to pay any fees, special assessments, dues or other debts owed to the Society, the membership in the Society is terminated if the member is not in good standing for three consecutive months.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **3.1 Annual General Meetings**

Except for the year in which the Society is incorporated, and unless the holding of an annual general meeting is deferred in accordance with the Societies Act, the directors of the Society must call annual general meetings so that an annual general meeting is held in each calendar year.

### **3.2 Resolutions in Writing Instead of Annual General Meeting**

An annual general meeting is deemed to have been held if all matters that must, under the Societies Act or these Bylaws, be dealt with at that meeting (including the presentation to the members of the financial statements and auditor's report, if any) are dealt with in a resolution and all of the voting members consent in writing to the resolution on or before the date on which the annual general meeting must be held in accordance with Section 3.1.

### **3.3 Calling of General Meetings**

Subject to Section 3.1, the Board may at any time call a general meeting of members at such date, time and location in British Columbia (except in the case of a fully electronic meeting) as may be determined by the Board. A general meeting may be held at a location outside British Columbia agreed on by every voting member before the meeting.



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## **3.4 Notice of General Meeting**

The Society shall give not less than 14 days written notice of a general meeting to every member of the Society. The notice of general meeting must include the date and time, and, if applicable, the location of the general meeting and the text of any special resolution to be submitted to the general meeting. A notice of a general meeting must also state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business, and, in case of an annual meeting at which directors are to be elected or appointed, the list of names of director nominees.

If a general meeting is held as an electronic meeting in accordance with Section 4.11, the notice of meeting must also contain instructions for attending and participating in the general meeting by telephone or other communications medium, including, if applicable, instructions for voting at the general meeting.

## **3.5 Waiver of Notice**

A person entitled to notice of a general meeting may, in any manner, waive that person's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **3.6 Accidental Omission**

The accidental omission to send a notice of a general meeting to a member or the non-receipt of any notice by a member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.

## **3.7 Other Persons may Attend General Meetings**

Other than the auditor, if any, under Section 14.8, the directors, the President/Chair, the Vice-Chair, the Secretary, any lawyer for the Society, and any other person invited by the Board are entitled to attend a general meeting, but if any of those persons attends a general meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting, unless that person is a voting member or proxy holder entitled to vote at the meeting.





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## ARTICLE 4 PROCEEDINGS AT GENERAL MEETINGS

### 4.1 Ordinary Business at General Meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) the approval of minutes of previous general meetings;
- (c) consideration of any financial statements of the Society presented to the meeting;
- (d) consideration of the report, if any, of the directors or auditor;
- (e) election or appointment of directors;
- (f) appointment of an auditor, if any; and
- (g) business arising out of a report of the directors not requiring the passing of a special resolution.

### 4.2 Matters to be Decided by Ordinary Resolution and Special Majority

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or the Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. The majority of votes required for a special resolution to be passed at a general meeting is two-thirds of the votes cast by the voting members, whether cast personally or by proxy.

### 4.3 Chairing General Meetings

The following individual is entitled to preside as chair at a general meeting:

- (a) the President/Chair;
- (b) if the President/Chair is unable or unwilling to act as chair of the general meeting, the Vice-Chair; or
- (c) one of the other directors present at the general meeting, if both the President/Chair and the Vice-Chair are unable or unwilling to act as chair of the general meeting.



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## **4.4 Selection of Alternate Chair of General Meeting**

If there is no individual entitled under Section 4.3 who is able or willing to preside as chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to chair the meeting.

## **4.5 Quorum Necessary**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

## **4.6 Quorum for General Meetings**

The quorum for the transaction of business at a general meeting is 10% of the voting members. If the Society has fewer voting members than the quorum provided for above, the quorum for the transaction of business at a general meeting is all of the voting members.

## **4.7 Lack of Quorum**

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a general meeting convened by requisition of members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place (if any), and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute the quorum for that meeting.

## **4.8 Quorum Ceases to be Present**

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

## **4.9 Adjournments**

The chair of a general meeting may, or if so directed by ordinary resolution, must adjourn the meeting from time to time and from place to place (if any), but no business may be transacted at



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the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

## **4.10 Notice of Adjourned General Meetings**

It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **4.11 Participation by Telephone or other Communications Medium**

Subject to the Societies Act, the directors may decide, in their sole discretion, to permit persons entitled to participate in a general meeting to hold a general meeting as a fully or partially electronic meeting. If the directors decide to hold a general meeting as a fully or partially electronic meeting, the directors shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other person participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting. A member entitled to vote at the general meeting and participating by telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

## **4.12 Order of Business at General Meeting**

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;



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- (ii) receive any other reports of directors' activities and decisions since the previous annual meeting;
- (iii) elect or appoint directors; and
- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
- (h) terminate the meeting.

#### **4.13 Motions Need not be Seconded**

No motion proposed at a general meeting need be seconded unless the chair of the meeting rules otherwise and the chair of any general meeting is entitled to propose or second a motion.

#### **4.14 Number of Votes**

Each voting member has only one vote.

#### **4.15 Methods of Voting**

At a general meeting, voting, including for the election of directors, may be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, or a combination of the foregoing, all as determined by the Board, taking into consideration the manner in which the general meeting is held (including by way of electronic meeting) except that:

- (a) if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot; or
- (b) if a meeting is held in accordance with Section 4.11, voting shall be in the manner determined by the chair of the meeting.

#### **4.16 Secret Ballots**

Subject to Section 4.17, if a secret ballot is duly demanded or directed at a general meeting:

- (a) the secret ballot must be taken:
  - (i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and



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- (ii) in the manner, at the time and at the place that the chair of the meeting directs;
- (b) the result of the secret ballot is deemed to be a resolution of and passed at the meeting at which the secret ballot is demanded; and
- (c) the demand for the secret ballot may be withdrawn by the persons who demanded it.

#### **4.17 Demand for a Secret Ballot on Adjournment**

A secret ballot demanded at a general meeting on a question of adjournment must be taken immediately at the meeting.

#### **4.18 Chair Must Resolve Dispute**

In case of any dispute as to the admission or rejection of a vote given on a secret ballot, the chair of the meeting must determine the dispute, and his or her determination made in good faith is final and conclusive.

#### **4.19 Casting of Votes**

On a secret ballot, a member who is also a proxy holder need not cast all the votes in the same way.

#### **4.20 Demand for a Secret Ballot Not to Prevent Continuation of Meeting**

The demand for a secret ballot at a general meeting does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **4.21 Casting Vote**

In case of an equality of votes, the chair of a general meeting does not have a second or casting vote in addition to the vote to which the chair may be entitled as a voting member.

#### **4.22 Declaration of Result**

The chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under Section 4.16, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against a resolution.



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## **4.23 Retention of Ballots and Proxies**

The Society must, for at least three months after a general meeting, keep each ballot cast on a secret ballot and each proxy voted at the meeting, and, during that period, make them available for inspection during statutory business hours by any voting member or proxy holder entitled to vote at the meeting. At the end of such three-month period, the Society may destroy such ballots and proxies.

## **ARTICLE 5 PROXY VOTING**

### **5.1 Appointment of Proxy Holder**

Every voting member may, by proxy, appoint a proxy holder to attend in person and act at a general meeting that is not held as a fully electronic meeting in the manner, to the extent and with the powers conferred by the proxy. For greater clarity, proxy voting shall not be permitted by proxy holders who participate by telephone or other communications medium in electronic meetings.

### **5.2 Alternate Proxy Holders**

A voting member may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

### **5.3 Proxy Holder Need Not Be a Member**

A proxy holder need not be a member of the Society.

### **5.4 Deposit of Proxy**

A proxy for a general meeting must be in writing and must:

- (a) be received at the registered office of the Society or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting; or
- (b) unless the notice provides otherwise, be provided, at the general meeting, to the chair of the meeting or to a person designated by the chair of the meeting.

A proxy may be sent to Society by written instrument, fax or any other method of transmitting legibly recorded messages.



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## **5.5 Validity of Proxy Vote**

A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the voting member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Society, at any time up to and including the last business day before the day set for the holding of the general meeting at which the proxy is to be used; or
- (b) by the chair of the meeting, before the vote is taken.

## **5.6 Form of Proxy**

A proxy, whether for a specified general meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:



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## PROXY FORM

**Langley United Soccer Association**  
(the "Society")

The undersigned, being a voting member of the Society, hereby appoints **[name]**\_\_\_\_\_ or, failing that person, **[name]**\_\_\_\_\_, as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting to be held on **[month, day, year]**\_\_\_\_\_ and at any adjournment of that meeting.

Signed this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature of voting member

\_\_\_\_\_  
Name of voting member—printed





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## 5.7 Revocation of Proxy

Subject to Section 5.8, every proxy may be revoked by an instrument in writing that is:

- (a) received at the registered office of the Society at any time up to and including the last business day before the day set for the holding of the general meeting at which the proxy is to be used; or
- (b) provided, at the meeting, to the chair of the general meeting.

## 5.8 Revocation of Proxy Must be Signed

An instrument referred to in Section 5.7 must be signed as follows:

- (a) if the voting member for whom the proxy holder is appointed is an individual, the instrument must be signed by the voting member or his or her legal personal representative or trustee in bankruptcy; or
- (b) if the voting member for whom the proxy holder is appointed is another person, the instrument must be signed by an authorized signatory of the at person or a representative appointed for the Society under Section **Error! Reference source not found.**

## 5.9 Production of Evidence of Authority to Vote

The chair of any general meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

## ARTICLE 6 DIRECTORS

### 6.1 Number of Directors

The Society shall have at least three directors and no more than nine directors. The number of directors shall be set by the board from time to time.

### 6.2 Qualifications of Directors

- (a) An individual is not qualified to be a director of the Society if the individual is:
  - (i) less than 18 years of age;



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- (ii) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada, or elsewhere, subsequently finds otherwise;
  - (iii) a person in respect of whom a certificate of incapability is issued under the *Adult Guardianship Act* (British Columbia), unless the certificate is subsequently cancelled under section 37(4) of that Act;
  - (iv) an undischarged bankrupt; or
  - (v) convicted in British Columbia or elsewhere of an offence in connection with the promotion, formation or management of a society or unincorporated entity, or of an offence involving fraud, unless:
    - (A) the court orders otherwise;
    - (B) 5 years have elapsed since the last to occur of:
      - (1) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
      - (2) the imposition of a fine;
      - (3) the conclusion of the term of any imprisonment; and
      - (4) the conclusion of the term of any probation imposed; or
    - (C) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect; or
- (b) In addition to the foregoing, an individual is not qualified to be a director of the Society if:
- (i) the individual has not been a member in good standing for at least 12 consecutive months from and including the time the individual's name is submitted to the Nominating Committee to and including the individual's election or appointment as a director of the Society;
  - (ii) the individual has been convicted, in British Columbia or elsewhere of an indictable criminal offence; or



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- (iii) the individual is a member &/or director of any other SOCCER club, association, league or governing body.

## **6.3 Director not Qualified must Resign**

A director who is not, or who ceases to be, qualified to be a director must promptly resign.

## **6.4 Employment of Directors**

Other than remuneration for being a director, directors shall not be entitled to receive remuneration from the Society under contracts of employment or contracts for service, unless such contracts, and the remuneration to be paid thereunder, has been approved by the Board by resolution passed with three quarters of the votes cast by the directors entitled to vote on the resolution. Notwithstanding the foregoing, a majority of the directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts of service.

## **6.5 Remuneration and Reimbursement of Directors**

The Society shall not pay a director remuneration for being a director. The Society may reimburse a director for reasonable expenses necessarily incurred by the director in performing the duties of a director.

## **6.6 Validity of Acts of Directors**

An act of a director or of the Society is not invalid merely because:

- (a) of a defect in the director's designation, election or appointment or in the qualifications of that director;
- (b) fewer than the required number of directors have been designated, elected or appointed;
- (c) the residency requirements for the directors have not been met; or
- (d) the majority of the directors, contrary to Section 6.4 or the Societies Act, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for service.

## **6.7 Directors' Acts not Invalidated**

No member's resolution invalidates a prior act of the directors that would have been valid if that resolution had not been made.



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## ARTICLE 7 ELECTION, APPOINTMENT, REMOVAL AND CHANGES OF DIRECTORS

### 7.1 Transitional

The directors in office at the time these Bylaws come into force shall continue to serve as directors until the close of the first annual general meeting of the Society following the date these Bylaws come into force.

### 7.2 Election and Term of Office

- (a) At each annual general meeting, the members entitled to vote for the election or appointment of directors, shall elect or appoint the directors. An elected director's term of office will commence immediately after the close of the annual general meeting at which such director was elected or appointed.
- (b) Each director will be elected for a term ending at the close of the third annual general meeting following their election. Notwithstanding the foregoing, the term of an elected director may, as part of the election proceeding, be specified by the Board to expire at the next or at the second annual general meeting following such director's election in order to ensure the terms of office of approximately one-third of the number of elected directors expire at each annual general meeting or for any other reason.
- (c) An elected director may serve as a director for a maximum of three consecutive terms. For greater certainty, a shorter initial term of a newly elected director as determined by the Board pursuant to Section 7.2(b) for the balance of the term served by a director appointed pursuant to Section 7.7 shall not be considered in determining the maximum number of terms under this Section 7.2(c).
- (d) An election of directors may be by acclamation if the number of candidates for directors is less than, or equal to, the number of vacant director positions. Otherwise, an election may be held as determined by the Board in accordance with Sections 4.11 and 4.15. Notwithstanding the foregoing, if a secret ballot is demanded in accordance with Section 4.15(a), each ballot shall show the names of all candidates for directors and each member entitled to vote may vote for the number of candidates equal to the number of vacant director positions. Elections shall be decided by the plurality of the votes cast and those with the candidates receiving the highest number of votes shall be elected in descending order. In the event of a tie for the final position, the chair of the meeting, or in their absence the President/Chair, shall have the deciding vote.



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## 7.3 Nomination of Candidates

- (a) The Nominating Committee shall nominate candidates for election or appointment as directors of the Society sufficient in number to fill any vacancy on the Board. At least three weeks prior to the date of an annual general meeting, the Nominating Committee shall provide to the President/Chair a list of candidates nominated for election at such annual general meeting.
- (b) The Nomination Committee may nominate incumbent directors to stand for re-election, subject to the term limits set forth in Sections 7.2(b) and 7.2(c).
- (c) The names of candidates nominated for election or appointment at annual general meetings shall be included in the notice of annual general meeting.

## 7.4 Consent to be a Director

No designation, election, or appointment of an individual as a director is valid unless:

- (a) that individual consents in writing to be a director of the Society; or
- (b) the designation, election or appointment is made at a meeting at which the individual is present, and the individual does not refuse, at the meeting, to be a director.

## 7.5 Failure to Elect or Appoint Directors

Notwithstanding Sections 7.2 and 7.10, if:

- (a) the Society fails to hold an annual general meeting, and all the members who are entitled to vote at an annual general meeting fail to pass the resolution contemplated by Section 3.2 on or before the date by which the annual general meeting is required to be held under Section 3.2; or
- (b) the members fail, at, or in connection with, an annual general meeting or in the resolution contemplated by Section 3.2, to elect or appoint any directors, as required by Section 7.2;

then each director then in office continues to hold office until the earlier of:

- (i) the date on which such director's successor is elected or appointed; and
- (ii) the date on which such director otherwise ceases to hold office as a result of Sections 7.10(b), 7.10(d) or 7.10(e); and



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for the purposes of the Societies Act, such director's term of office shall be extended in accordance with this Section 7.5.

## **7.6 Places of Retiring Directors Not Filled**

If, at any general meeting at which there should be an election or appointment of directors, the places of any of the retiring directors are not filled by that election or appointment, those retiring directors who are not re-elected or re-appointed and who are asked by the newly elected or appointed directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Bylaws until further new directors are elected or appointed at a general meeting convened for that purpose. If any such election, appointment or continuance of directors does not result in the election, appointment or continuance of the number of directors set pursuant to these Bylaws the number of directors of the Society is deemed to be set at the number of directors actually elected, appointed or continued in office.

## **7.7 Directors May Fill Casual Vacancies**

The Board may, at any time, appoint an individual qualified to be a director and nominated by the Nominations Committee as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during such director's term of office. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose ceasing to be a director created the vacancy.

## **7.8 Remaining Directors' Power to Act**

The directors may act notwithstanding any vacancy in the Board, but if the Society has fewer directors in office than the minimum number of directors set pursuant to these Bylaws, the directors may only act for the purpose of appointing directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board or, subject to the Societies Act, for any other purpose.

## **7.9 Additional Directors**

Notwithstanding Section 6.1, between annual general meetings, the directors may appoint one or more additional directors, but the number of additional directors appointed under this Section 7.9 must not at any time exceed:

- (a) one-third of the number of first directors, if, at the time of the appointments, one or more of the first directors have not yet completed their first term of office; or
- (b) in any other case, one-third of the number of the current directors who were elected or appointed as directors other than under this Section 7.9.



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Any director so appointed ceases to hold office immediately before the next election or appointment of directors under Section 7.2, but is eligible for re-election or re-appointment.

## **7.10 Ceasing to be a Director**

A director ceases to be a director when:

- (a) the director's term of office expires;
- (b) the director dies or resigns;
- (c) the director ceases to be a member;
- (d) the director is removed from office pursuant to Section 7.12; or
- (e) the director otherwise ceases to hold office in accordance with these Bylaws.

## **7.11 Resignation of Directors**

A director who intends to resign must give the resignation to the Society in writing, and the resignation takes effect on the later of the following:

- (a) the receipt by the Society of the written resignation;
- (b) if the written resignation states that the resignation is to take effect on a specified date, specified date and time, or on the occurrence of a specified event:
  - (i) if a date is specified, the beginning of the day on the specified date;
  - (ii) if a date and time are specified, that date and time; or
  - (iii) if an event is specified, the occurrence of that event.

## **7.12 Removal of Director**

A director may be removed from office by special resolution. In that event, the members entitled to vote may elect, or appoint by ordinary resolution, an individual as director to fill the resulting vacancy. If the members do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint a director to fill that vacancy. An individual elected or appointed pursuant to this Section 7.12 shall serve as director for the balance of the term of the removed director.



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## ARTICLE 8 POWERS AND DUTIES OF DIRECTORS

### 8.1 Powers and Function of Directors

Subject to the Societies Act and these Bylaws, the Board shall manage or supervise the management of the activities and internal affairs of the Society.

### 8.2 Duties of Directors

A director of the Society must, when exercising the powers and performing the functions of a director, act with a view to the purposes of the Society and must:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Societies Act; and
- (d) subject to Sections 8.2(a) through 8.2(c), act in accordance with these Bylaws.

### 8.3 Appointment of Attorney of Society

The Board exclusively may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Society for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bylaws and excepting the power to fill vacancies in the Board, to change the membership of, or fill vacancies in, any committee of the Board, or to appoint or remove officers appointed by the directors) and for such period, and with such remuneration and subject to such conditions as the Board may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board thinks fit. Any such attorney may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in such attorney.

### 8.4 Delegation by Directors

For greater certainty, the powers of the Board under this Article 8 may be exercised by a director, officer, committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.





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## ARTICLE 9 DISCLOSURE OF INTEREST OF DIRECTORS AND OFFICERS

### 9.1 Definitions

For the purposes of this Article 9:

- (a) **"Disclosable Interest"** means a direct or indirect material interest in a Matter; and
- (b) **"Matter"** means:
  - (i) a contract or transaction, or a proposed contract or transaction, of the Society; or
  - (ii) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director's or officer's duty or interest as a director or officer of the Society;
  - (iii) but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:
    - (A) a payment to a director by the Society for remuneration for being a director, if otherwise permitted by these Bylaws, or reimbursement of a director by the Society of the director's expenses;
    - (B) indemnification of or payment to a director under these Bylaws or the Societies Act; or
    - (C) the purchase or maintenance of insurance for the benefit of a director.

### 9.2 Disclosure of Interest and Conduct by Director

A director who has a Disclosable Interest, that is known by the director or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the other directors the nature and extent of the Disclosable Interest;
- (b) abstain from voting on a Board resolution or from consenting to a consent resolution of the Board in respect of the Matter;



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- (c) leave the Board meeting, if any, when:
  - (i) the Matter is discussed, unless asked by one other director to be present to provide information; and
  - (ii) the other directors vote on the Matter; and
- (d) refrain from any action intended to influence the discussion or vote by the other directors.

## **9.3 Disclosure of Interest and Conduct by Officer**

An officer who has a Disclosable Interest, that is known by the officer or reasonably ought to have been known, must:

- (a) disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;
- (b) if the Matter is to be the discussed at a Board meeting at which the officer is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by one director to be present to provide information, and when the Board votes on the Matter; and
- (c) refrain from any action intended to influence the discussion or vote by the Board.

## **9.4 Evidence of Disclosure**

A disclosure under Sections 9.2 or 9.3 must be evidenced in at least one of the following records:

- (a) the minutes of a Board meeting;
- (b) a consent resolution by the Board; or
- (c) a record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered office of the Society.

## **9.5 Exceptions**

If all of the directors have disclosed a Disclosable Interest in a Matter, any or all of the directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 9.2(b) through 9.2(d) do not apply.



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## 9.6 Obligation to Account for Profits

A director or officer who has a Disclosable Interest must pay to the Society an amount equal to any profit made by the director or officer as a consequence of the Society entering into or performing a contract or transaction unless:

- (a) the director or officer discloses the Disclosable Interest in the contract or transaction in accordance with, and otherwise complies with Sections 9.2 or 9.3, as applicable, and, after the disclosure, the contract or transaction is approved by a resolution of the Board; or
- (b) the contract or transaction is approved by a special resolution after the nature and extent of the director's or officer's interest in the contract or transaction has been fully disclosed to the members.

## 9.7 Validity of Contracts

Subject to the Societies Act, the fact that a director or officer is in any way, directly or indirectly, materially interested in a contract or transaction that the Society has entered into or proposes to enter into does not make the contract or transaction void.

## ARTICLE 10 PROCEEDINGS OF DIRECTORS

### 10.1 Board Meetings

The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held in the manner (including by electronic meeting), at the place (if any), at the time and on the notice, if any, that the Board may by resolution from time to time determine.

### 10.2 Voting at Meetings

Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote. No motion proposed at a Board meeting need be seconded unless the chair of the meeting rules otherwise.

### 10.3 Chair of Meetings

Meetings of Board are to be chaired by:

- (a) the President/Chair;



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- (b) in the absence of the President/Chair, the Vice-Chair; or
- (c) any other director chosen by the directors if:
  - (i) neither the President/Chair nor the Vice-Chair is present at the meeting within 15 minutes after the time set for holding the meeting;
  - (ii) neither the President/Chair nor the Vice-Chair is willing to chair the meeting; or
  - (iii) the President/Chair and the Vice-Chair have advised the Secretary, if any, or any other director, that they will not be present at the meeting.

## **10.4 Meetings by Telephone or Other Communications Medium**

A director may participate in a meeting of the Board or of any committee of the Board in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A director who participates in a meeting in a manner contemplated by this Section 10.4 is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

## **10.5 Calling of Meetings**

A director may, and the Secretary, if any, on the request of a director must, call a Board meeting at any time.

## **10.6 Notice of Meetings**

Other than for meetings held at regular intervals as determined by the Board pursuant to Section 10.1, reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the directors by any method set out in Section 16.1 or orally or by telephone.

## **10.7 When Notice Not Required**

It is not necessary to give notice of a meeting of the Board to a director if:

- (a) the meeting is to be held immediately following a general meeting at which that director was elected or appointed or is the Board meeting at which that director is appointed; or
- (b) the director has waived notice of the meeting.



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## **10.8 Meeting Valid Despite Failure to Give Notice**

The accidental omission to give notice of any Board meeting to any director, or the non-receipt of any notice by any director, does not invalidate any proceedings at that meeting.

## **10.9 Waiver of Notice of Meetings**

A director may, in any manner, waive that director's entitlement to notice of a Board meeting or may agree to reduce the period of that notice. Attendance of a director at a Board meeting is a waiver of that director's entitlement to notice of the Board meeting unless that director attends the Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board meeting is not lawfully called.

## **10.10 Quorum**

The quorum necessary for the transaction of the business of the Board may be set by the Board and, if not so set, is deemed to be set at a majority of the directors then in office.

## **10.11 Consent Resolutions in Writing**

A resolution of the Board or of any committee of the Board, a copy of which has been sent to all directors or committee members, and which is consented to in writing by all of the directors or committee members entitled to vote on it, whether by signed document, fax, email or any other method of transmitting legibly recorded messages, is as valid and effective as if it had been passed at a meeting of the board or of the committee of the Board duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in that manner is effective on the date stated in the resolution or, if no date is stated in the resolution, on the latest date stated on any counterpart. A resolution of the Board or of any committee of the Board passed in accordance with this Section 10.11 is deemed to be a proceeding at a Board meeting or of the committee of the Board and to be as valid and effective as if it had been passed at a Board meeting or of the committee of the Board that satisfies all the requirements of the Societies Act and all the requirements of these Bylaws relating to meetings of the Board or of a committee of the Board.

## **ARTICLE 11 COMMITTEES**

### **11.1 Standing Committees**

The Society shall have the following standing committees:

- (a) an executive committee (the "**Executive Committee**");



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- (b) a nomination committee (the “**Nomination Committee**”); and
- (c) a risk management committee (the “**Risk Management Committee**”).

## 11.2 The Executive Committee

- (a) The Executive Committee shall have a minimum of three committee members and shall be composed follows:
  - (i) the President/Chair;
  - (ii) the Vice-Chair;
  - (iii) the Treasurer; and
  - (iv) other such individuals, who need not be directors, and who the Board considers appropriate.
- (b) The Executive Committee has, during intervals between meetings of the Board, all of the directors’ powers, except:
  - (i) the power to fill vacancies on the Board;
  - (ii) the power to change the membership of, or fill vacancies in, any committee of the Board; and
  - (iii) such other powers, if any, as set out by a resolution of the Board.

## 11.3 The Nomination Committee

- (a) The Nominating Committee shall chaired by the President/Chair and any two members appointed by the Board whose normal terms of office do not expire on the date of the next annual general meeting.
- (b) The mandate of the Nomination Committee is to:
  - (i) interview, evaluate and nominate candidates for election or appointment as directors; and
  - (ii) exercise such other powers, if any, as set out by a resolution of the Board.



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## 11.4 The Risk Management Committee:

- (a) The Risk Management Committee shall consist of at least three individuals appointed by the Board, the Risk Management Officer and other such individuals, who need not be directors, and who the Board considers appropriate.
- (b) The mandate of the Risk Management Committee is to:
  - (i) oversee and implement BC Soccer, Soccer Canada and FIFA laws of the game;
  - (ii) ensure district, league and other governing body standards and rules are being upheld by the Society;
  - (iii) ensure the Society complies with all applicable requirements under the BC Soccer disciplinary guidelines, as may be amended or replaced from time to time;
  - (iv) and such other mandates as may be determined by the Board, from time to time;
  - (v) oversee the association criminal record check program.

## 11.5 Appointment and Powers of Other Committees

The Board may, by resolution:

- (a) appoint one or more committees (other than those committees listed under Section 11.1) consisting of the director or directors or other individuals who the Board considers appropriate;
- (b) delegate to a committee appointed under Section 11.5(a) any of the directors' powers, except:
  - (i) the power to fill vacancies on the Board;
  - (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
  - (iii) the power to appoint or remove officers appointed by the Board; and
- (c) make any delegation referred to in Section 11.5(b) subject to the conditions set out in the resolution.



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## **11.6 Obligations of Committee**

Any committee appointed under this Article 11, in the exercise of the powers delegated to it, must:

- (a) conform to any rules that may from time to time be imposed on it by the Board; and
- (b) report every act or thing done in the exercise of those powers as the Board may require.

## **11.7 Powers of Board**

The Board may, at any time, with respect to a committee, appointed under this Article 11:

- (a) revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;
- (b) terminate the appointment of, or change the membership of, a committee; and
- (c) subject to Sections 11.2(a)(iv) and 11.3(b)(i), fill vacancies on a committee.

## **11.8 Committee Meetings**

Subject to Section 11.6(a) and unless the Board otherwise provides in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under this Article 11:

- (a) the committee may meet and adjourn as it thinks proper;
- (b) the committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;
- (c) a majority of the members of a committee constitutes a quorum of the committee; and
- (d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.





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## ARTICLE 12 OFFICERS

### 12.1 Officers

- (a) The Board shall appoint a President/Chair, Vice-Chair, Secretary, Treasurer, and a Risk Management Officer from among the directors. The Board shall further appoint an Executive Director, who shall not be a director, and may appoint such other officers who need not be directors as the Board may determine. Except as otherwise provided herein, an officer may but need not be a director and officers may hold more than one office.

### 12.2 Officer Positions and Functions

- (a) The President/Chair shall, when present, preside at all general meetings and meetings of the Board, sign all instruments which require the President/Chair's signature in accordance with the Bylaws or otherwise, represent the Society at public or official functions, and have such other powers and duties as may from time to time be assigned to the President/Chair by the Board.
- (b) The President/Chair may not be an employee of the Society.
- (c) The Vice-Chair must carry out the duties of the chair during the President/Chair's absence.
- (d) The Executive Director shall, subject to the authority of the Board, be charged with the day-to-day management and supervision of the activities and affairs of the Society and such other powers and duties as specified by the Board. The Executive Director shall be an employee of the Society and the Board shall establish the terms and conditions of employment of the Executive Director.
- (e) The Treasurer shall keep proper accounting records in compliance with the Societies Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The Treasurer shall render to the Board whenever required an account of all transactions involving the Society and of the financial position of the Society and the Treasurer shall have such other powers and duties as the Board may specify.
- (f) The Secretary shall attend all general meetings and meetings of the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for



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that purpose. The Secretary shall give or cause to be given all notices required to be given to the members, directors, members of committees and auditors, if any. The Secretary shall be the custodian of the corporate seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require the Secretary's signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.

- (g) The Risk Management Officer shall cause the Risk Management Committee to fulfill its obligations pursuant to Section 11.4, shall chair the meetings of the Risk Management Committee and shall perform such other duties as may from time to time be determined by the Board.

## **12.3 Officer Duties and Powers**

- (a) The other officers of the Society, if any, will have such responsibilities and authority as the Board determines from time to time.
- (a) Notwithstanding Section 12.2, but subject to the Societies Act, the Board may from time to time:
  - (i) specify duties of officers;
  - (ii) delegate powers to manage the activities and affairs of the Society officers; and
  - (iii) vary, add to or limit such duties and powers.
- (b) The duties of directors set forth in Section 8.2 apply in relation to an officer as if the officer were a director of the Society.

## **12.4 Qualifications**

An individual who is not qualified to be a director pursuant to Section 6.2 is not qualified to be an officer of the Society. One individual may hold more than one position as an officer of the Society. Subject to Section 6.4 and the Societies Act, a director may be an officer of the Society.



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## 12.5 Remuneration, Term of Office and Removal

Subject to Section 6.4 and the Societies Act, all appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, or otherwise) that the Board thinks fit. Each officer shall serve at the pleasure of the Board and shall hold office until the earlier of:

- (a) being removed by the Board;
- (b) a successor being appointed by the Board;
- (c) the officer's resignation or death; or
- (d) no longer being qualified in accordance with Section 1.1.1(a);

provided however that such removal is without prejudice to any contractual rights, or rights under law, of the officer.

## ARTICLE 13 INDEMNIFICATION AND INSURANCE

### 13.1 Definitions

For the purposes of this Article 13:

- (a) **"eligible party"** means a current or former director or officer of the Society, or an individual who holds or held an equivalent position in a subsidiary of the Society.
- (b) **"eligible proceeding"** means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative by reason of such eligible party holding or having held a position of current or former director or officer of the Society or an equivalent position in a subsidiary of the Society is or may be joined as a party, or is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action.
- (c) **"expense"** includes costs, charges and expenses, including legal and other fees, but does not include penalties.
- (d) **"penalty"** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding.



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- (e) “**representative**” means an heir or personal or other legal representative of an eligible party.

## **13.2 Indemnification**

Subject to the Societies Act and Section 13.3, the Society may, and in the case of Section 13.2(c), shall:

- (a) indemnify an eligible party or a representative against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding;
- (b) pay the expenses actually and reasonably incurred by an eligible party or a representative in respect of an eligible proceeding:
  - (i) after the final disposition of such proceeding; or
  - (ii) as they are incurred in advance of the final disposition of an eligible proceeding provided the Society has first received from such eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 13.3, the eligible party or the representative will repay the amounts advanced; and
- (c) pay, after the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or a representative (other than a current or former director or officer of a subsidiary of the Society or his/her heir or representative) in respect of such proceeding if the eligible party or the representative has not been otherwise reimbursed for such expenses and the eligible party was not adjudged to have committed any fault or to have omitted to do anything that the eligible party ought to have done.

## **13.3 Indemnification Prohibited**

Subject to the Societies Act, the Society shall not indemnify or pay the expenses of an eligible party or a representative in respect of an eligible proceeding if:

- (a) the eligible party did not act honestly and in good faith with a view to the best interests of the Society or a subsidiary of the Society, as the case may be;
- (b) the eligible proceeding is not a civil proceeding and the eligible party did not have reasonable grounds for believing that his or her conduct, in respect of which the eligible proceeding was brought, was lawful; or



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- (c) such eligible proceeding is brought by or on behalf of the Society or a subsidiary of the Society unless the Supreme Court of British Columbia, on the application of the Society, approves the indemnification or payment of expenses.

## **13.4 Insurance**

The Society may purchase and maintain insurance for the benefit of an eligible party or a representative of such eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or officer of the Society or holding or having held an equivalent position in a subsidiary of the Society.

## **ARTICLE 14 AUDITOR**

### **14.1 Application of this Part**

This Part applies only where the Society is required to have an auditor or for as long as the Society has resolved by ordinary resolution to have an auditor.

### **14.2 Appointment of Auditors**

The first auditor, if any, shall be appointed by ordinary resolution or by the Board, to hold office until the close of the first annual general meeting following the appointment. Each auditor, if any, subsequent to the first auditor shall be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, and the Society is required to have an auditor pursuant to Section 14.1, the auditor in office continues as auditor until a successor is appointed.

### **14.3 Remuneration of Auditors**

The remuneration of the auditor shall be fixed by the Board.

### **14.4 Vacancy**

If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 14.5, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

### **14.5 Removal of Auditors**

The Society may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution



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passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.

## **14.6 Notice to Auditor Proposed to be Removed**

Before calling a general meeting for the purpose of removing its auditor, the Society must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the members in connection with the meeting. The Society must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the Society written representations respecting the auditor's proposed removal as auditor, and, if the Society receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the Society must send a copy of those representations with the notice of the meeting.

## **14.7 Qualification and Independence of Auditor**

A person appointed as auditor of the Society shall be qualified to act as an auditor and be independent of the Society within the meaning of the Societies Act.

## **14.8 Auditor to Attend General Meetings**

The auditor of the Society is entitled, in respect of a general meeting, to each notice and other communication relating to the meeting to which a member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function. A member may, by written notice received by the Society at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of the Society are to be considered, or the auditor is to be appointed or removed. If the Society receives such written notice from a member, the Society must promptly inform the auditor, the auditor must attend the general meeting and the Society must pay the expenses of that attendance.

## **ARTICLE 15 INVESTMENTS, BORROWING, DISTRIBUTIONS AND DISPOSAL OF UNDERTAKING**

### **15.1 Investments**

The Society may invest its funds only in an investment in which a prudent investor might invest.



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## **15.2 Borrowing**

The Society may from time to time, if authorized by the Board:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;
- (b) issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the Society at any time, to any person and for any consideration that the Board may determine;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Society.

## **15.3 Restrictions on Distributions**

The Society must not distribute any of its money or other property other than:

- (a) for full and valuable consideration;
- (b) in furtherance of the purposes of the Society;
- (c) to a qualified recipient; or
- (d) for a distribution required or authorized by the Societies Act.

## **15.4 Disposal of Undertaking**

The Society must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the Society has been authorized to do so by special resolution.

## **ARTICLE 16 NOTICES AND ACCESS TO RECORDS**

### **16.1 Method of Giving Notice**

Unless the Societies Act or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the Societies Act or these Bylaws to be sent to a member, director, or officer may be sent by any of the following methods:



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- (a) by mail:
  - (i) for a record mailed to a member, director or officer to that person's Registered Address; and
  - (ii) in any other case, the intended recipient's most recent mailing address known to the sender;
- (b) by delivery:
  - (i) for a record delivered to a member, director or officer at that person's Registered Address;
  - (ii) for a record delivered to the Society at the delivery address of the registered office of the Society, by leaving the record in a mailbox or mail slot for that delivery address; and
  - (iii) in any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mailbox or mail slot for the address at which the person carries on activities or business; or
- (c) if the intended recipient has provided an email address or fax number to the Society, by email or fax to that email address or fax number.

## **16.2 Deemed Receipt**

A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was mailed on the beginning of 5<sup>th</sup> day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 16.1 is deemed to be received by the person to whom it was delivered on the beginning of the 3<sup>rd</sup> day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to be received by that person on the beginning of the 3<sup>rd</sup> day after the record is emailed or faxed to that email address or fax number.

## **16.3 Method for access/viewing of records**

Records requests must be submitted in writing to the Society with 30 days notice. Records are to be made accessible to a member, director, or officer by any of the following methods:

- (a) by in-person viewing:





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- (i) for a record deemed "sensitive, restricted, private or containing personal information" access must be limited to in-person viewing only.
  - (A) No copies of any records are to be made.
  - (B) No audio or video recordings without the permission of the Board are to be made.
  - (C) 30 days notice must be given for in-person access.
- (b) by digital media:
  - (i) if the intended recipient has provided an email address, file sharing service, portable media storage device or fax number to the Society, and if the requested information is deemed by the board as being "unrestricted".
    - (A) The Society maintains the right to redact any and all information deemed "sensitive, restricted, private or containing personal information".

## **16.4 Certificate of Sending**

A certificate signed by the Secretary, if any, or other officer of the Society stating that a record was sent as required by Section 16.1 is conclusive evidence of the fact.

## **16.5 Members entitled to Records**

A member is entitled to receive, without charge, one copy of the current constitution and bylaws of the Society and the most recent financial statements of the Society.

## **16.6 No Access to Board Documents**

A member is not entitled to inspect, or receive copies of, the minutes of Board or committee meetings, Board or committee consent resolutions (including in camera meeting minutes, if any) and the accounting records of the Society (other than the financial statements), with the exception of those portions of any of the above records that evidence a disclosure of a director's or officer's interest in the Board minutes or consent resolutions in accordance with Section 9.4 or the Societies Act.



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## ARTICLE 17 SIGNATORIES

### 17.1 Signatories

Except for documents executed in the usual and ordinary course of the Society's activities, which may be signed by any officer or employee of the Society acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Society:

- (a) the President/Chair together with the Executive Director,
- (b) the President/Chair together with any other director;
- (c) if the President/Chair is unable to provide a signature, by the Vice-Chair together with any member of the Executive Committee; or
- (d) any individual appointed by resolution of the Board to sign the specific document, that type of document or documents generally on behalf of the Society.

Any document so signed may, but need not, have the corporate seal of the Society applied, if there is one.

### 17.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the board, be written, printed, scanned, stamped, or otherwise mechanically reproduced or may be an electronic signature or a digital signature created via a medium or a technology that ensures the authenticity and integrity of such signature. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

### 17.3 Seal

The Board may provide a common seal for the Society and shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the presence of the President/Chair, Vice-Chair or Secretary.



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## ARTICLE 18 CONSTITUTION AND BYLAWS

### 18.1 Alterations to Constitution and Bylaws

These Bylaws and the constitution of the Society shall not be altered except by a special resolution.

## ARTICLE 19 NON-PROFIT PURPOSE AND DISSOLUTION

### 19.1 Non-Profit Purpose

The Society shall be carried on without purpose of gain for its members and any profits or other gains to the Society shall be used in promoting its purposes.

### 19.2 Dissolution

Upon the dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a qualified donee as described in subsection 149.1(1) of the *Income Tax Act* (Canada).

**Ratified as of the date below, witnessed and signed here under:**

President/Chair

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Print Name*

\_\_\_\_\_  
*Date*

Vice President

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Print Name*

\_\_\_\_\_  
*Date*

Executive Director

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Print Name*

\_\_\_\_\_  
*Date*



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## APPLICATION FOR MEMBERSHIP NON-PROFIT SOCIETY LANGLEY UNITED SOCCER ASSOCIATION

*This application form is required to be considered for membership of the Langley United Soccer Association Non-Profit Society. To be considered for membership you must be 18 years of age or older, a Langley resident and NOT a member of any other soccer association, league, district, governing body, or club. All Members of the Association are expected to attend and cast their informed votes at all Annual & Special General Meetings. Members are responsibility to arrange their own proxy if they knowingly cannot attend any Annual & Special General Meetings. Membership of the Association is non-transferable. By applying for membership, you agree to all terms and conditions of membership as laid out in Langley United Soccer Associations Bylaws, Constitution, Guidelines and Code of Conduct.*

### Personal Information

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_ Date: \_\_\_\_\_  
Home Address: \_\_\_\_\_ City: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
Phone# \_\_\_\_\_ Email: \_\_\_\_\_

### Questionnaire

Are you a resident of Langley City or the Township of Langley? Yes / No

Are you 18 years of age or older at the time of this application? Yes / No

Are you a Player or Player Parent/Guardian with Langley United Soccer Association? Yes / No

Name of Player if Parent/Guardian: \_\_\_\_\_

Are you or have you ever been a member of any other soccer association, league, district, governing body, or club? Yes / No

If yes, please describe: \_\_\_\_\_

Why do you want to be a member of LUSA's non-profit society? \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*By signing below, you agree to all LUSA Bylaws, Terms, Constitution, Guidelines and Code of Conduct.*

Name of Applicant: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_