



Lakehill
Soccer
Association

November 23

2008



[LSA
Constitution
2008]



Update History

Change	Date Voted	Approved by
1) MODIFICATION OF LSA Constitution 2001 BYLAW 8 BY APPENDING THE FOLLOWING TO SECTION B: (x) Director, Volunteers	November 23, 2008	LSA Special General Meeting
2) MODIFICATION OF LSA Constitution 2001 BYLAW 22 TO ADD THE NEW POSITION OF VOLUNTEERS DIRECTOR	November 23, 2008	LSA Special General Meeting
3) RENUMBERING OF LSA Constitution 2001 BYLAWS 46 THROUGH 63 TO BECOME 47 TO 64 AND ADD BYLAW 46	November 23, 2008	LSA Special General Meeting
4) REPLACEMENT OF LSA Constitution 2001 BYLAWS 56 AND 57 TO ALLOW FOR MEMBER NOTICE BY eMAIL	November 23, 2008	LSA Special General Meeting
5) MODIFICATION OF LSA Constitution 2001 BYLAW 38 TO REFLECT CREATION OF LISA (Lower Island Soccer Association)	November 23, 2008	LSA Special General Meeting
6) MODIFICATION OF LSA Constitution 2001 BYLAW 44 TO ADD THE WOMENS & MENS LEAGUE	November 23, 2008	LSA Special General Meeting

Notes:

LSA (Lakehill Soccer Association) Constitution 2008 replaces the previous edition from 2001
Submitted by R.Kobenter Lakehill Administration



SOCIETY ACT

PROVINCE OF BRITISH COLUMBIA

LAKEHILL SOCCER ASSOCIATION CONSTITUTION

1. The name of the Society is the **LAKEHILL SOCCER ASSOCIATION**.
2. The purpose of the Society is:
 - (a) To foster, develop and govern the game of association football in the Lakehill Area and District;
 - (b) To be affiliated with the Lower Island Youth Soccer Association, the Lower Island Women's' and Girls' Soccer Association, Vancouver Island Soccer League, the British Columbia Youth Soccer Association and the Canadian Soccer Association and be governed by those bodies;
3. All funds and assets received by the Society in excess of its liabilities and expenditures shall be used for the furtherance of the purposes of the Society and in no case shall the members of the Society benefit individually from the assets or income of the Society. This provision is unalterable.
4. In the event that the Society shall be wound up or liquidated in accordance with the provisions of the "Society Act" of British Columbia, all the assets and property, real or personal, held by the Society, or any future interest that after liquidation would vest in the Society, shall be transferred or conveyed to another recognized Canadian charitable organization having the purposes altogether, or in part, similar to the purposes of the Society. Such other organization shall be selected by the members of the Society upon liquidation, subject to the provision that all funds and/or property of the Society shall be administered for the benefit of a charitable organization, a charitable cooperation, or a charitable trust recognized by the Department of National Revenue, Canada, as being qualified as such under the provisions of the Income Tax Act of Canada, from time to time in effect. This provision shall be unalterable.



BY-LAWS

1. (a) In these By-Laws, unless the context otherwise requires:
 - (i) “Directors” means the Directors of the Society for the time being.
 - (ii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - (iii) “Registered address” of a member means his address as recorded in the Register of Members.
- (b) The definitions in the Society Act on the date these By-Laws become effective apply to these By-Laws.
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. There shall be two classes of membership in the Society, namely:

Ordinary Honourary

- (a)
 - (i) Ordinary members of the Society are players, coaches, managers, trainers and parents or guardians of all registered youth players and any other person who accepts an appointment to membership by the Board of Directors.
 - (ii) Ordinary members, with the exception of registered players (unless a team official), shall be entitled to one vote per member at all general meetings of the Society.
- (b)
 - (i) Honourary members of the Society are those persons or corporations who accept an appointment by the Board of Directors.
 - (ii) A member of the Board of Directors may appoint a person to become an Honourary member of the Society; such appointment must be approved by a majority of the Board.
 - (iii) Appointments of Honourary members are for a term of one year or for such term as the Directors may from time to time determine.
 - (iv) Honourary members are eligible for re-appointment at the expiration of their term or appointment.
 - (v) Honourary members shall not be entitled to vote at, but shall be entitled to notice of, and to attend, meetings of the members of the Society.
 - (vi) The number of Honourary members shall at no time exceed the number of Ordinary members and if, in the sole discretion of the Directors, they foresee such a situation impending, then the Directors may require such non-voting members as they may determine to resign.



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4. Initiation fees and annual membership fees or dues payable by members shall be set from time to time by the majority of the Board of Directors. There shall be no initiation fees or annual membership fees for Honorary members. The Board of Directors may, in the event of financial need, waive the initiation fees and/or annual membership fees or dues for any Ordinary member.

5. Each member of the Society shall be subject to all duties and obligations which are set forth in the Constitution and in these By-Laws.

6. All members are in good standing except a member who fails to pay annual membership fees or dues which become payable. A person ceases to be a member of this Society:

- (b) By delivering his written resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society; or
- (c) On his death or in the case of a corporation, on dissolution; or
- (d) By being expelled; or
- (e) If the fees or dues are payable, on failure to pay those fees or dues for six consecutive months.

7. The Directors may, by a vote of a majority of those present, expel any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Society or who wilfully commits a breach of the Constitution or By-Laws of the Society.

8. It is understood that the business of the Society will be conducted by an Executive Committee consisting of Directors holding the following positions:

- (a) Past President, to be filled, without election, by the outgoing President;
- (b) by election for a two- (2) year term:
 - (i) President;
 - (ii) Director, Operations;
 - (iii) Director, Financial Planning;
 - (iv) Director, Registration;
 - (v) Director, Coaching;
 - (vi) Director, Public Relations;
 - (vii) Director, Seniors;
 - (viii) Director, Administrative Services;
 - (ix) Director, Policy Development.
- and
- (x) Director, Volunteers

9. (a) One person may hold the position of two or more Directors as defined in By-Law 8. In that event, references in these By-Laws to the number of Directors shall mean the number of members holding one or more positions as a Director of the Society, without regard to the number of positions held.

- (b) A minimum of 6 members of the Society must hold positions as Directors of the Society in the event that any individual holds more than one position as a Director.



PART 3 Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.

11. The Directors may, whenever they think fit, convene a general meeting.

12. (a) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.
- (b) The accidental omission to give notices of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings of that meeting.

13. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year. Written notice of the annual general meeting shall be given to each member fourteen (14) days in advance.

PART 4 Proceedings at General Meetings

14. Special business is:

- (a) all business at a general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting except,
- (i) the adoption of rules of order
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of Directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
15. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is five (5) members present or such greater number as the members may determine at a general meeting.

16. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

17. Subject to By-Law 15, the President of the Society, the Director, Operations, or in the absence of both,



one of the other directors present shall preside as chairman of a general meeting.

18. If at a general meeting

- (a) there is no President, Director, Operations, or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their numbers to be chairman.

19. (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of business to be transacted at an adjourned general meeting.

20. (a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (b) Members wishing to propose business at an annual general meeting must notify the executive committee, in writing, at least seven (7) days prior to the meeting.
- (c) In the case of equality of votes, and in the event that the Chairman has already cast a vote to which he may be entitled as a member, the Chairman shall not receive a second and deciding vote, and the resolution shall not pass. The Chairman may cast a deciding vote, to which he is entitled as a member of the Society, if he has not already cast a vote.
- (d) Voting shall be by a show of hands, or by secret ballot if requested by any member of the Society present.
- (e) Voting by proxy is not permitted.

PART 5 Directors and Officers

21. (a) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-laws or by Statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, by subject, nevertheless, to the provisions of
- (i) all laws affecting the Society
 - (ii) these By-Laws and
 - (iii) rules, not being inconsistent with these By-Laws, which are made from time to time
 - (iv) by the Society in general meeting.
- (b) No rule, made by the Society in general meeting, invalidates a prior act of the Directors than would have been valid if that rule had not been made.



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22. The election of President and Directors shall be staggered to encourage continuity as follows:
- (a) The President; Director, Registration; Director, Administrative Services; Director, Coaching; and Director, Seniors, Director Volunteers shall retire from office at general meetings held in odd years, when their successors shall be elected.
 - (b) The Director, Operations; Director, Financial Planning; Director, Conflict Resolution & Public Relations and Director, Policy Development shall retire from office at general meetings held in even years, when their successors shall be elected.
23. Voting shall be by a show of hands, or by secret ballot if requested by any member of the Society present.
24. (a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the directors.
- (b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
25. (a) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
26. The members may by special resolution remove a Director before the expiration of the term of office, and may elect a successor to complete the term of office.
27. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.



PART 6 Proceedings of Directors

28. (a) The Directors may meet together at such places as they think fit for the dispatch of business adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (b) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (c) The President shall be chairman of all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Director, Operations shall act as chairman, but if either is present the Directors present may choose one of their number to be chairman at that meeting.
- (d) The President may at any time, and the Director, Administrative Services, on the request of three Directors, shall convene a meeting of the Directors.
29. (a) The Directors may delegate any, but not all, of their powers to committees consisting of Directors or other members as they see fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
30. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors or members present shall choose one of their number to be chairman of the meeting.
31. The members of a committee may meet and adjourn as they think proper.
32. 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 duly constituted, if a quorum of the Directors is present.
33. (a) Questions arising at any meeting of the Directors or a Committee of the Directors shall be decided by a majority of votes of the Directors present.
- (b) In the event that a member of the Society holds the position of more than one of the Directors of the Society, that member shall be entitled to only one vote.
- (c) In the event of equality of votes, and in the event that the Chairman has already cast a vote to which he may be entitled as a Director, the Chairman shall not have a second and deciding vote, and the resolution shall not pass. The Chairman may cast a deciding vote, to which he is entitled as a Director of the Society, if he has not already cast a vote.
34. Any resolution proposed at a meeting of Directors is subject to a 7 day rule: if a resolution which is proposed at a meeting of the Directors has not been either proposed at a previous meeting of the Directors, or distributed by mail to all Directors at least 7 days in advance of the meeting in the form of a written notice of the intent to propose the resolution, any member may request that no vote take place on the resolution until a



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subsequent meeting of the Directors, to be held no earlier than 5 days after the meeting at which the resolution has been proposed. Such a request cannot be denied.

35. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

36. 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 the Directors.

PART 7 Duties of Officers

37. (a) The President shall preside at all meetings of the Society and of the Directors.

(b) The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

38. The Director, Operations shall:

(a) carry out the duties of the President during his absence.

(b) chair the Operations Committee

(c) be responsible for or delegate responsibility to Operations Committee members for:

(i) all equipment and accountable records

(ii) representative to the Lower Island Soccer Association District Director's Meetings.

(iii) Division managers, responsible for liaison between the Operations Committee and

the

Coaches in their respective Division, and responsible for providing input to the teams in their Division regarding policies and other relevant information regarding the Association, and shall provide input from their teams to the Operations Committee. They shall be responsible for the correct functioning of the teams in their Division.

(v) Fields Manager, responsible for the scheduling of all field and gymnasium usage, and shall be responsible for obtaining the permits for field and gymnasium usage from the appropriate authorities. He shall be responsible for liaising with Lower Island schedulers and with the Referee Manager.

(vi) Referee Manager, responsible for the training of all referees, and shall be responsible for providing referees for all games for which the Association is required to provide a referee.

39. The Director, Administrative Services shall:

(a) conduct the correspondence of the Society,

(b) issue notices of meetings of the Society and Directors,

(c) keep minutes of all minutes of the Society and Directors,

(d) have custody of all records and documents of the Society except those required to be kept by the Director, Financial Planning,



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- (e) have custody of the common seal of the Society.

40. The Director, Financial Planning shall:

- (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and
- (b) render financial statements to the Directors, members and others when required.
- (c) be responsible for all fund raising activities carried out in the name of the Association.

41. The Director, Registration shall:

- (a) maintain the Register of Members; and
- (b) be responsible for the registration of all youth and adult players and shall be responsible for all accountable records.

42. The Director, Public Relations shall:

- (a) be responsible for enhancing the image of the Association; coordinate internal and external communications;
- (b) liaise with the Braefoot Athletic Centre Association;
- (c) screen coaches and others in accordance with regulatory bodies; and
- (d) investigate and resolve conflicts between members and others.

43. The Director, Coaching shall be responsible for the development of coaching within the Association, and shall be responsible for the maintenance of related resource material.

44. The Director, Seniors shall be responsible for the development, management, and administration of the Seniors program and for representing the Association at the Vancouver Island Soccer League (VISL) and the Lower Island Women's Soccer Association (LIWSA).

45. The Director, Policy Development shall be responsible for strategic and business planning, operational policies, and maintenance of related resource material.

46. The Director, Volunteers shall be responsible for recruitment, management and administration of the clubs Volunteer base and for maintenance of related resource material.



PART 8 Seal

47. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

48. The common seal shall be affixed only when authorized by a resolution of the Directors 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 and Secretary or President and Treasurer.

49. The directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society; PROVIDED HOWEVER that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a majority of at least 75 percent (75%) of the members of the Society present and entitled to vote at a regular or special meeting, and provided each member of the Society shall be given fourteen days' notice of the meeting and of the proposed scheme to raise or secure moneys to be voted on at the meeting.

PART 10 Auditor

50. This Part applies only where the Society is required or has resolved to have an auditor.

51. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

52. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.

54. An auditor shall be informed forthwith in writing of appointment or removal.

55. No Director and no employee of the Society shall be auditor.

56. The auditor may attend general meetings.



PART 11 Notices to Members

57. A notice may be given to a member, either personally or by electronic mail addressed to the member's email address.

58. A notice sent by electronic mail shall be deemed to have been given following that on which the e-mail notice has been sent, and in proving that notice has been given it is sufficient to prove that the notice was properly sent and not returned as undeliverable.

59. Notice of a general meeting shall be given to:

- (a) every member shown in the register of members on the day the notice is given, and
- (b) the auditor, if Part 10 applies. No other person is entitled to receive a notice of general meeting.

63. On being admitted to membership, a member is entitled, without charge, to a copy of the Constitution and By-laws of the Society.

64. These By-Laws shall not be altered or added to except by special resolution.

DATED at the City of Victoria, in the Province of British Columbia
this 23 day of November, 2008.

