

**Gordon Head and Cordova Bay
Soccer Club**

Constitution and Bylaws

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**GORDON HEAD AND CORDOVA BAY
SOCCER CLUB**

CONSTITUTION

1. The name of the society is the Gordon Head and Cordova Bay Soccer Club (hereinafter referred to as the "Society").
2. The purposes of the Society are:
 - 2.1. To foster and develop the game of soccer in the Capital Regional District, on Vancouver Island, in the Province of British Columbia (hereinafter referred to as the "District");
 - 2.2. To promote sportsmanship through respect for the rules of the game, officials and other players;
 - 2.3. To further the development of soccer knowledge and skills for players, coaches, managers and officials in the District; and
 - 2.4. To provide the opportunity for all Society members, regardless of ability, to participate in an appropriate level of competition.
3. In recognition of the long history of the founding clubs of the Society, any currently existing adult teams or programs of the Society may, at their discretion, play using the name of the Society or either of "Gordon Head" or "Cordova Bay"; PROVIDED that any newly established adult teams or programs will play using the name of the Society.
4. The Society shall operate on a not-for-profit basis under the *Society Act* without purpose of gain for its members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
5. The Directors of the Society shall serve without remuneration and shall not receive directly or indirectly, any profits from their position as Directors, but may be paid or reimbursed for expenses reasonably incurred by them in the performance of their duties as Directors.
6. In the event of the dissolution of the Society and after payment of all its debts and liabilities, where appropriate, the Society's interest in fields and facilities shall be turned over to the Corporation of the District of Saanich and any remaining property and assets shall be given, transferred or assigned to a youth soccer organization, a recognized charitable organization or a Registered Canadian Amateur Athletic Association in the Province of British Columbia as directed by the members.
7. Sections 4, 5 and 6 are unalterable.

GORDON HEAD AND CORDOVA BAY SOCCER CLUB

BYLAWS

1. DEFINITIONS

- 1.1 For all purposes of the Constitution and the Bylaws, except as otherwise provided or unless the context otherwise requires:
- 1.1.1 "Society" means the British Columbia society called the Gordon Head and Cordova Bay Soccer Club;
 - 1.1.2 "Annual Registration Fee" means the fee determined by the Board as will be amended from time to time and as required for a member to participate as a Player during the Season;
 - 1.1.3 "Board" means the board of Directors of the Society for the time being;
 - 1.1.4 "Bylaws" means these bylaws as in force and amended from time to time;
 - 1.1.5 "Clubhouse" means the Tyndall Clubhouse;
 - 1.1.6 "Directors" means the directors of the Society for the time being and "Director" means any one of them;
 - 1.1.7 "Fieldhouse" means the Lochside Fieldhouse;
 - 1.1.8 "General Meeting" means a meeting of the members of the Society;
 - 1.1.9 "Player" means a soccer player registered with the Society;
 - 1.1.10 "Registered Address" means a member's address as recorded in the register of members of the Association;
 - 1.1.11 "Requisitionists" means the voting members who requisition a general meeting of the society under Bylaw 4 herein.
 - 1.1.12 "Resolution" means an ordinary resolution as defined in the *Society Act*;
 - 1.1.13 "Season" means the season of play as determined by the league in which a Player is participating
 - 1.1.14 "*Society Act*" means the *Society Act* of British Columbia in force and as amended from time to time;
 - 1.1.15 "Special Resolution" has the meaning assigned by the *Society Act*; and

1.1.16 “Standing Committee” means a committee that must be established by the Board.

INTERPRETATION

- 1.2 For all purposes of the Constitution and the Bylaws, except as otherwise provided or unless the context otherwise requires;
- 1.2.1 The table of contents and the headings in the Constitution and the Bylaws are for convenience of reference only;
- 1.2.2 All accounting terms not expressly defined in the Constitution and the Bylaws shall have the respective meanings usually ascribed to them in accordance with generally accepted accounting principles in Canada, applied on a basis consistent with prior years.
- 1.2.3 All references to currency are deemed to mean Canadian currency;
- 1.2.4 All references to statutes means statutes of British Columbia or statutes of Canada;
- 1.2.5 The singular of any term includes the plural and vice versa and the use of any term is equally applicable to any gender and, where applicable, a body corporate;
- 1.2.6 The Constitution and the Bylaws are to be interpreted and governed according to the laws in force in British Columbia from time to time; and
- 1.2.7 The definitions in the *Society Act* (British Columbia) on the date these Bylaws become effective apply to these Bylaws.
- 1.2.8 The words *Aherein@*, *Ahereof@* , *Ahereto@* and *Ahereunder@* and other words of similar import refer to the Constitution and the Bylaws as a whole and not to any particular section, paragraph, subparagraph or other subdivision or Schedule;

2. MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members;
- 2.2 There will be two classes of members, namely voting members and non-voting members.

VOTING MEMBERS

- 2.3 A voting member is:
- (a) A parent or legal guardian of a child under the age of eighteen (18) registered as a Player with the Society such that each

registered Player who is under the age of eighteen (18) will be represented by one (1) voting member;

- (b) A Player aged eighteen (18) and over;
- (c) All Society volunteer coaching staff;
- (d) All Society volunteer referees, volunteer managers and volunteer administrators (excluding any referees, managers or administrators under the age of eighteen (18) years); and
- (e) All members of the Board.

Coaching staff, referees, managers or administrators who are paid for their services or are otherwise reimbursed by the Society for acting as coaches, referees, managers or administrators, shall not be voting members unless they qualify to be voting members under Bylaws 2.3(a), 2.3(b) or 2.3(e) herein.

- 2.4 Each voting member will be responsible to uphold, observe and perform the obligations of her or his membership under the Constitution, the Bylaws and applicable law. A voting member will cease to be in good standing if and so long as the voting member, or the Player the voting member is a parent or legal guardian of, is in default of any duty of membership under these Bylaws. The Board may suspend any or all of the membership rights of a voting member who is not in good standing;
- 2.5 Voting membership is not transferable; and
- 2.6 A voting member is restricted to one (1) vote.

NON-VOTING MEMBERS

- 2.7 The Society may have non-voting members, namely:
 - 2.7.1 The Board may invite any individual, institution or corporation to become a non-voting member with such rights and privileges, if any, as the invitation may specify; and
 - 2.7.2 Any person under the age of eighteen (18) who is actively involved in the general work of the Society will be a non-voting member.

HONORARY MEMBERS

- 2.8 Any member who has served the Society for at least (5) years and rendered outstanding and meritorious service to the Society may be elected a Honorary Member at any regular meeting of the Board. Honorary Members may have the privilege of acting in an advisory capacity to the Board and have the privileges afforded to non-voting members;

- 2.9 Notwithstanding Bylaw 2.7 herein, any person who served the Societies of either the Gordon Head Soccer Association or the Cordova Bay Soccer Club may be nominated for Honorary Membership without serving the Society; and
- 2.10 Nominations for Honorary Membership shall be submitted in writing to the Board, signed by a member in good standing, detailing the service for which the honour is bestowed.

CEASING TO BE MEMBER

- 2.11 A person shall immediately cease to be a member of the Society:
- 2.11.1 Upon delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
- 2.11.2 Upon his or her death or in the case of a corporate member on dissolution;
- 2.11.3 Upon being expelled in accordance with bylaw 2.12 herein;
- 2.11.4 Upon being a member not in good standing for more than four (4) consecutive calendar months;
- 2.11.5 Upon the winding down or dissolution of the Society; or
- 2.11.6 Upon expiry of the membership.

EXPULSION OF MEMBERS

- 2.12 A member may be expelled by the Board upon a motion by the Board supported by a three quarter (3/4) majority vote of the members of the Board in attendance; and
- 2.13 A member who is the subject of a motion for expulsion must be given an opportunity to be heard by the Disciplinary Committee before the motion is put to a vote.
- 2.14 The Disciplinary Committee shall provide the Board with recommendations regarding the expulsion of a member after hearing from such member and prior to the Board taking a vote pursuant to Bylaw 2.12 herein

SUSPENSION OF MEMBERS

- 2.15 The Board may immediately suspend any member upon recommendation by the Disciplinary Committee; and
- 2.16 The suspension of a member in accordance with Bylaw 2.15 herein shall be for the period of time determined by the Disciplinary Committee.

GOOD STANDING

- 2.17 All members are in good standing except a member who has failed to pay in full the current Annual Registration Fee for the member or the Player the member is a parent or legal guardian of, or who has failed to pay in full any other subscription or debt due and owing by the member, or the Player the member is a parent or legal guardian of, to the Society and the member is not in good standing so long as the debt remains unpaid.
- 2.18 Notwithstanding Bylaw 2.17 herein, members will not be in good standing if they are so deemed for disciplinary purposes, with cause, by the Disciplinary Committee or the Board in their discretion.

3. MEETING OF MEMBERS

- 3.1 The first annual General Meeting of the Society must be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting of the Society must be held not more than fifteen (15) months after the adjournment of the previous annual General Meeting.;
- 3.2 The annual General Meeting must be held at least once in every calendar year and not later than June 30th of that year;
- 3.3 General Meetings must be held at the time and place that the Directors decide and must be in accordance with the *Society Act*;
- 3.4 Every General Meeting, other than an annual General Meeting, is a special General Meeting.
- 3.5 A special General Meeting may be called by simple majority resolution at any time by the Board.
- 3.6 A special General Meeting may be called on written request by three (3) Directors for the transaction of the business specified in such requisition.
- 3.7 Notice of a General Meeting must specify the place, day and hour of the meeting and, in the case of special business, the general nature of that business.
- 3.7.1 Notice of a General Meeting shall be posted at the Clubhouse, the Fieldhouse and posted on the Website. Notice may also be provided, at the sole discretion of the Board, to members via email at the email address indicated in the register of members. Notice shall be not less than fourteen (14) days prior to the date of the meeting.
- 3.7.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.

4. **REQUISITION FOR GENERAL MEETING**

- 4.1 The Directors of the Society, on the requisition of 10% or more of the voting members must convene a General Meeting of the Society without delay.
- 4.2 The Requisition may consist of several documents in similar form each signed by one or more requisitionists and must
 - 4.2.1 state the purpose of the General Meeting,
 - 4.2.2 be signed by the requisitionists, and
 - 4.2.3 be delivered or sent by registered mail to the address of the Society.
- 4.3 If, within twenty-one (21) days after the date of the delivery of the Requisition, the Directors do not convene a General Meeting, the requisitionists, or a majority of them, may themselves convene a General Meeting to be held within four (4) months after the date of the delivery of the Requisition.
- 4.4 A General Meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as a General Meetings convened by the Directors.

5. **PROCEEDINGS AT GENERAL MEETINGS**

SPECIAL BUSINESS

- 5.1 Special business is:
 - 5.1.1 All business at a special General Meeting except the adoption of rules of order; and
 - 5.1.2 All business conducted at an annual General Meeting, except the following:
 - 5.1.2.1 The adoption of rules of order;
 - 5.1.2.2 The consideration of the financial statements;
 - 5.1.2.3 the report of the Board;
 - 5.1.2.4 The report of the auditor, if any;
 - 5.1.2.5 The election of the Board;
 - 5.1.2.6 The appointment of the auditor, if required; and
 - 5.1.2.7 Other business that, under these bylaws, ought to be conducted at an annual General Meeting or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.

QUORUM

- 5.2 Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when quorum is not present.
- 5.3 A quorum for a General Meeting, including the annual General Meeting, is fifteen (15) voting members present.
- 5.4 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.5 If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

CHAIR

- 5.6 The individual designated as the Chair pursuant to By-Law 7.3 is to chair each General Meeting unless some other individual present is appointed by the Chair or by Resolution to chair the meeting. The Chair will be entitled to vote as a member and in the event of a tie, the Chair will be entitled to cast the deciding vote.
- 5.7 Subject to Bylaw 7.3, the President of the Society, the Vice-President or, in the absence of both, one of the other Board members present, must preside as the Chair of a General Meeting.
- 5.8 If at a General Meeting:
 - 5.8.1 There is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - 5.8.2 The President and all the other Board present are unwilling to act as the Chair.

then the voting members present must choose a person to be the Chair.

ADJOURNMENT

- 5.9 A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 5.9.1 When a General Meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting; and

- 5.9.2 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment of a General Meeting or of the business to be conducted at an adjourned General Meeting.

RESOLUTIONS AND VOTING

- 5.10 The Chair of a General Meeting may move or propose a resolution.
- 5.11 In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a voting member and the proposal resolution does not pass.
- 5.12 Only voting members of the Society in good standing are eligible to vote at any General Meeting of the Society.
- 5.13 A voting member in good standing present at a General Meeting is entitled to one vote.
- 5.14 Voting is by show of hands unless the voting members at the meeting decide on a ballot.
- 5.15 Voting by proxy is not permitted.

6. BOARD OF DIRECTORS

- 6.1 The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject, nevertheless, to:
- 6.1.1 All laws affecting the Society;
- 6.1.2 These Bylaws; and
- 6.1.3 Rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting.
- 6.2 A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been there.
- 6.3 The Board of the Society will consist of no less than eleven (11) and no more than fifteen (15) Directors, being no less than four (4) officers: the President, Vice-President, Secretary, Treasurer, and up to eleven (11) Directors- at-Large.
- 6.4 The number of officers must be four (4) or a greater number determined from time to time at a General Meeting.
- 6.5 Separate elections must be held for each Director position to be filled.
- 6.6 An election may be by acclamation; otherwise it must be by ballot.

- 6.7 Members of the Board, due for election must retire from office at each annual General Meeting when their successors are elected.
- 6.8 If a successor is not elected, the person previously elected or appointed continues to hold office if said person is willing to remain.

VACANCY

- 6.9 The Board may at any time from time to time, appoint a voting member as a Director to fill a vacancy in the Board.
- 6.10 A Director so appointed holds office only until the conclusion of the next annual General Meeting of the Society but is eligible for re-election at such meeting. The office then joins the regular rotation of its Group.
- 6.11 If a Director resigns his or her office or otherwise ceases to hold office, the remaining Board Members may appoint a voting member to take the place of the former Director.
- 6.12 An act of proceeding of the Board is not invalid merely because there is fewer than the prescribed number of officers in the Board.
- 6.13 A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.
- 6.14 Nominations for the various offices of the Society shall be made by a Nominating Committee appointed by the Board prior to the annual General Meeting. Nominations may also be made from the floor of the annual General Meeting. Each voting member of the Society in good standing shall have the right to nominate a representative for each office that is to be elected. The nominee must accept this nomination either in person or in writing.
- 6.15 A nominee shall have a five (5) minute opportunity to present him or herself self to the membership at the annual General Meeting, if they so wish.

REMOVAL OF DIRECTORS

- 6.16 The voting members may, by Special Resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

7. STANDING COMMITTEES

- 7.1 The Board is responsible to establish Standing Committees, which will have the responsibilities and authority as determined from time to time by Director's Resolution.
- 7.2 A Standing Committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.

- 7.3 A Standing Committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Board present who are members of the Standing Committee must choose one of their members to be the Chair of the meeting.
- 7.4 Unless otherwise directed by Director's Resolution, the members of a Standing Committee may meet and adjourn as they think proper.
- 7.5 The Board shall establish a Technical Committee and a Disciplinary Committee as ongoing Standing Committees.

8. **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 8.1 The Board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 8.2 The Board may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Board then in office.
- 8.3 The President is the Chair of all meetings of the Board, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President must act as Chair, but if neither is present the Board present may choose one of their members to be the Chair at that meeting.
- 8.4 A Director may at any time, and the Secretary, on the request of a Director, must convene a meeting of the Board.
- 8.5 Any Board member who misses more than three (3) consecutive Board meetings without an accepted written reason shall forfeit their position and the Board may appoint a replacement for the balance of the year.
- 8.6 For a first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other General Meeting, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted, provided that a quorum of the Directors is present.
- 8.7 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by signed letter of any meeting of the Board and may at any time withdraw the waiver, and until
 - 8.7.1 a notice of meeting of Board is not required to be sent to that Director, and

- 8.7.2 any and all meetings of the Board, notice of which has not been given to that Director, if a quorum of the Board is present, are valid, effective and duly constituted meetings.
- 8.8 Questions arising at a meeting of the Board or a Standing Committee must be decided by a majority of votes.
- 8.9 At any meeting of the Board or a Standing Committee, in the case of a tie vote, the Chair does not have a second or casting vote.
- 8.10 A resolution proposed at a meeting of the Board or a Standing Committee need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 8.11 A resolution in writing, signed by all Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 8.12 A resolution in writing as contemplated by Bylaw 7.15 may be circulated by email correspondence with the printed email responses forming part of the minutes of the Board.
- 8.13 At the first Annual General Meeting of the Society, six (6) Directors shall be appointed for one (1) year terms, namely two (2) officers (the Vice-President and the Secretary) and four (4) Directors-at-Large and five (5) Directors shall be appointed for two (2) year terms, namely two (2) officers (the President and the Treasurer) and three (3) Directors-at-Large. Upon the expiry of the above terms, Directors appointed to fill vacancies or extend terms shall do so on the basis of two (2) year term appointments.

9. **DUTIES OF OFFICERS**

- 9.1 The President:
- 9.1.1 Presides at all meetings of the Society and of the Directors;
- 9.1.2 Is the chief executive officer of the Society and must supervise the other officers and the Board in the execution of their duties; and
- 9.1.3 Must ensure that all aspects of the Constitution and the Bylaws are in force.
- 9.2 The Vice-President must:
- 9.2.1 Carry out the duties of the President during the President's absence; and
- 9.2.2 May delegate his or her authority to other Directors.
- 9.3 The Secretary must:
- 9.3.1 Record, retain and conduct the correspondence of the Society;
- 9.3.2 Issue notices of the meetings of the Society and the Board ;

- 9.3.3 Keep minutes of all meetings of the Society and the Board ;
 - 9.3.4 Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - 9.3.5 Have custody of the common seal of the Society;
 - 9.3.6 File all statutory filings under the *Society Act*; and
 - 9.3.7 In the absence of the Secretary from a meeting, the Board must appoint another Board Member to act as Secretary at the meeting.
- 9.4 The Treasurer must:
- 9.4.1 Keep the financial records of the Society, including books of account, necessary to comply with the *Society Act*;
 - 9.4.2 Render financial statements to the Board, voting members and others when required;
 - 9.4.3 Provide a written financial report, upon the request of the President or the Vice-President, for each Board meeting and a written statement at the annual General Meeting;
 - 9.4.4 Pay all justified expenses incurred by the Society in a timely manner; and
 - 9.4.5 Further responsibilities of the Treasurer are listed in the Policies and Procedures.
- 9.5 The Directors shall perform such duties and chair such committees as directed by the President.

10. **COMMITTEES – DUTIES AND POWERS**

STANDING COMMITTEES:

10.1 **Technical Committee:**

- 10.1.1 The Technical committee is responsible for all technical issues, including but not limited to:
 - i. Designing and implementing technical programs for player and coach development
 - ii. Coordinating team formation and coach selection
 - iii. Making recommendations to the Board for the appointment of a Technical Director
 - iv. Overseeing the role of Technical Director
 - v. Developing club policies with regard to technical issues
- 10.1.2 Will be comprised of up to 6 members

10.1.3 Will meet as required in order to undertake its duties.

10.1.4 Will report through its Chair to the Board

10.1.5 Will submit an annual report of its activities to the Boards

10.2 **Disciplinary Committee**

10.2.1 The Disciplinary Committee is responsible for reviewing and making a determination of any matter referred to the committee regarding a club member's conduct, competency, and/or ability to continue as a member in good standing including but not limited to:

- i. conducting hearings of a matter
- ii. Determining final settlement of a matter
- iii. Making recommendations to the Board regarding the suspension or expulsion of a member
- iv. Informing respondents, complainants, and the Board about action taken, and
- v. Inform respondents and complainants about the discipline process, as applicable

10.2.2 Will be comprised of up to 5 members, none of which will be sitting members on the Board

10.2.3 Will meet as required in order to undertake its duties

10.2.4 Will report through its Chair to the Board

10.2.5 Will submit an annual report of its activities to the Boards

10.3 The Board may strike any additional committee or committees as needed and upon a majority vote of the Board.

11. **FINANCE & BANKING**

11.1 A current operating account shall be maintained in a Canadian chartered bank, credit union, or trust company as designated by the Board. All current operating receipts received shall be deposited in this account from which normal operating expenses shall be paid by cheque.

11.2 The Board shall designate three (3) officers with responsibility for signing cheques issued by the Society. All cheques issued by the Society shall be signed by two (2) of these three (3) designated Officers.

11.3 The Treasurer, with the approval of the Board, shall maintain savings and trust accounts as may be required by the Society.

- 11.4 The Officers shall ensure all conditions of deposit have been adhered to and shall approve all expenditures or withdrawals relating to savings and trust accounts, if applicable.
- 11.5 The Treasurer, with the approval of the Board, shall be empowered to invest any excess funds of the Society in securities designated by the *Trustee Act* (British Columbia).
- 11.6 The Board shall have the power to borrow monies, on behalf of the Society with or without security subject to the *Society Act*.
- 11.7 The fiscal year of the Society shall commence on May 1st and end on April 30th of the following calendar year.

12. **AMENDMENTS – CONSTITUTION OR BYLAWS**

- 12.1 Neither the Constitution nor the Bylaws shall be altered or amended to except by Special Resolution at an annual General Meeting or a special General Meeting of the Society.
- 12.2 Proposed amendments to the Constitution or the Bylaws must be received by the Board no later than thirty (30) days prior to annual General Meeting.
- 12.3 The President shall forward all proposed revisions or amendments to the Constitution or Bylaws received by this date to the Board. The Board, or its delegate, shall review all such proposed revisions or amendments. Proposed revisions or amendments submitted by a member, , unless withdrawn, shall be submitted to the annual General Meeting whether or not the Board concurs, while proposed revisions or amendments submitted by a team, Director, or any other individual shall be submitted to the annual General Meeting only with authorization from the Board.
- 12.4 A notice of not less than fourteen (14) days prior to the date of the meeting shall be given, in writing, to all members in good standing specifying the intention to propose amendments to the Constitution or Bylaws of the Society.
- 12.5 Notice of a proposed amendment to either the Constitution or Bylaws, or both, shall be duly entered into the minutes and a copy of the approved amendments sent to every member of the Society in good standing.
- 12.6 The majority required to pass a special resolution at an annual or special General Meeting shall be at least seventy-five (75%) per cent of the votes cast by voting members in good standing.
- 12.7 Any amendments or changes to the Constitution or the Bylaws made at the annual General Meeting or special General Meeting of the Society shall take effect on the date of registration with the Registrar of Companies in compliance with the *Society Act*.
- 12.8 The unanimous vote of the voting members at a General meeting can waive notice of motion to amend the Constitution and Bylaws.

13. **BORROWING**

- 13.1 In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, upon a simple majority Director's Resolution, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 13.2 A debenture must not be issued without the authorization of a Special Resolution.
- 13.3 The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual General Meeting.

14. **NOTICES TO MEMBERS**

- 14.1 A notice may be given to a member, either personally or by mail or email correspondence to the member at the member's registered address or at the email address supplied by the member to the Society.
- 14.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 14.3 A notice sent by email correspondence is deemed to have been given immediately upon the sender receiving email confirmation of the correspondence being sent, and in proving that notice has been given, it is sufficient to provide the print out of the email confirmation evidencing the email address that the correspondence was sent to.
- 14.4 Notice of a General Meeting must be given to every member shown on the register of members on the day notice is given. No other person is entitled to receive a notice of a General Meeting.

15. **BYLAWS**

- 15.1 On being admitted to membership, and upon request by a member in good standing each member is entitled to, and the Association must give the member without charge, a copy of the Constitution and Bylaws.

Signed by the Directors of CORDOVA BAY SOCCER CLUB, namely:

Drew Smyth

Brad Babcock

John McManaman

Bronwyn Phillips

Angela Brinkworth

Doug Noel

Continued:

Geoff Welham

Brian Royer-Collard

Doreen McManaman

John Kilbank

Marty Block

Tom Lee

Del Manak

Lyle Jenish

Mary-Anne Babcook

Signed by the Directors of GORDON HEAD SOCCER ASSOCIATION, namely:

Vasuhi Collins

Ron Colquhoun

James Darke

Peter Day

Yvonne Koehn

Douglas Doyle

Rick Firestone

Richard Halliburton

Barrie Keefe

Sheryl Kellow

Collin Loganhume

Tony Melendez-Duke

Dianne Sawyer

Sam Sinclair

Murray Smith

Ray Stear

Peter Steiner

Jan van Gessel

Bodo von Schilling

Pip White