

## CONSTITUTION

### ARTICLE 1- Name:

The name of this organization shall be *Pacific United Football Club (PUFC)*

### ARTICLE 2- Purpose

**The Pacific United Football Club shall have the following purposes:**

1. To promote, develop and administer the game of soccer for the benefit of youth in South Fraser District Association and the surrounding area; and
2. To support adult soccer in the region; and
3. To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
4. To operate without purpose of pecuniary gain to any of its members and any surplus of Pacific United Football Club shall be used solely for the purpose of the Pacific United Football Club and the promotion of its objectives.

### ARTICLE 3- Dissolution

Upon dissolution of Pacific United Football Club, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of Pacific United Football Club at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

This provision is alterable.

### ARTICLE 4- Boundaries of the Club

The boundaries as specified by British Columbia Soccer Association;

**This Clause shall not be altered.**

### ARTICLE 5 – Affiliations of the Society:

Pacific United Football Club shall be affiliated with BC Soccer Association and its affiliated district association's primary established for the purpose of organizing and administrating soccer in the district in which Pacific United Football Club belongs and is subject to the rules and regulations of these bodies.

**This Clause shall not be altered**

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# BYLAWS

### **ARTICLE 1: AFFILIATIONS**

The Club is a member of the South Fraser Youth District and Adult Leagues which are members of the British Columbia Soccer Association (“**BC Soccer**”). The Club will accordingly be affiliated with BC Soccer and will, subject to applicable law, abide by the Rules and Regulations in declining order of authority of the following governing organizations:

1. FIFA;
2. The Canadian Soccer Association;
3. BC Soccer; and
4. in respect of any youth Teams participating in a Youth District or in respect of any adult Teams participating in an Adult League.

### **ARTICLE 2: INTERPRETATIONS**

1. Definitions: In these Bylaws, unless the context otherwise requires:
  - a) “Youth District” shall mean the South Fraser District Association Youth District;
  - b) “Club” shall mean Pacific United Football Club;
  - c) “Board” means the Directors of the Club elected or appointed to serve on the Board of Directors as provided for in these bylaws;
  - d) “Directors” shall mean those persons who are elected or appointed to serve on the Board of Directors as provided for in these bylaws;
  - e) “*Society Act*” shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
  - f) “Registered Address” of a member shall mean the address as recorded in the register of members;
  - g) “Active Member” shall mean a club and/or individual which becomes and Remains an Active Member in good standing in accordance with these Bylaws. An Active member shall have the right to vote as set out in these Bylaws;
  - h) “Life Member” shall mean a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at General meetings of the Association;
  - i) “Team” shall mean a soccer team with not less than eleven registered players, (except for mini teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;
  - j) “Registered Player” shall mean a person whose application for registration with the Pacific United Football Club has been validated by the Registrar for the current playing season;

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- k) "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws;
  - l) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these bylaws;
2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
  3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

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### **ARTICLE 3: MEMBERSHIP**

1. The members of Pacific United Football Club shall be:
  - a. Individuals elected to the Board; and a parent or
  - b. legal guardian of each Minor Player or a player over the age of 18 who has a current and valid registration in one of the programs of Pacific United Football Club during such time as that registration is current;
2. Every member must uphold the Constitution and comply with these Bylaws.
3. Voting Rights:
  - a. A member in good standing is entitled to one vote at the Club's annual general meeting or any special general meeting. An individual or family is entitled to one vote for each currently
  - b. Enrolled family member if those members are Minor Players. Adult members shall vote for themselves.
4. No proxies will be allowed.
5. The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of Pacific United Football Club.
6. Approval of New Members:
  - a. An individual may be accepted into Active Membership upon submitting an application to Pacific United Football Club showing good and sufficient need for such an application and other documentation as required by the Board of Directors (eg. Registration in a Pacific United Football Club Program) obtaining the approval of the Pacific United Football Club Board of Directors
  - b. Membership Renewal Membership shall cease at the end of each playing season (as defined by BC Soccer) Individual Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.
7. Rights of Active Members: Active Members shall be accorded the following rights where applicable based on membership type:
  - a. To be governed in accordance with BC Soccer, Youth District, Adult Leagues and Pacific United Football Club's published rules,
  - b. To participate in BC Soccer's sanctioned activity,
  - c. To participate in BC Soccer sanctioned programs such as player, coach and referee development,
  - d. To attend and vote, in accordance with the Bylaws, at all General Meetings called by Pacific United Football Club,
  - e. To participate in BC Soccer Insurance Plan
8. Discipline of a Member:
  - a. A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgment of a formal complaint that is substantiated at a hearing held in accordance with BC Soccer's published rules.

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- b. The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
  - c. A Member that is suspended loses all rights of Membership until the suspension has been completed.
9. Termination of Membership: Membership in Pacific United Football Club shall be deemed to have been terminated:
- a. If the Member submits a signed letter of withdrawal to Pacific United Football Club Board
  - b. If the Member is expelled by the Pacific United Football Club
  - c. If the Member fails to renew annual Membership in accordance with the Bylaws

10. Members Not in Good Standing:

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to Pacific United Football Club or fails to comply with the requirements of these Bylaws. If the debt remains unpaid and/or non-compliance remains, the Member is not in good Standing and loses all rights of membership. Members under disciplinary action or suspension may be deemed not in good standing at the discretion of the Board of Directors.

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### ARTICLE 4: BOARD OF DIRECTORS

1. Pacific United Football Club shall be governed by a Board of Directors which shall consist of 8 individuals. All officers shall be directors of the club as well.
2. These individuals shall hold the positions of:
  - a. President or Chair
  - b. Executive Director
  - c. Vice- President or Vice Chair
  - d. Treasurer
  - e. Secretary
  - f. 3 Director-At-Large
3. A Director shall be a member in good standing, nineteen (19) years of age or older and shall not be an undischarged bankrupt.
4. A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed
5. A paid employee of Pacific United Football Club or any of its subordinate bodies may not hold a position on the Board of Directors of Pacific United Football Club.
6. The President, Vice-President, Secretary and one Director-At-Large shall be elected on even years and the Executive Director, Treasurer and two Director-At-Large shall be elected on odd years.
7. Director Vacancy:
  - a. A Director has the right to resign their position by submitting a signed letter of resignation to Pacific United Football Club.
  - b. A vacancy on the Board of Directors, caused by the removal, resignation, incapacity or death, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next AGM, whichever comes first.
8. Removal of Director:
  - a. No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
    - i. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
      1. If she/he becomes incapable of performing the business of Pacific United Football Club
      2. If she/he is absent from two (2) or more meetings of the Board without satisfactory reason
      3. If she/he is no longer domiciled in British Columbia
      4. If she/he becomes, or is discovered to be, an undischarged bankrupt; or
    - ii. The Director has compromised the integrity of Pacific United Football Club due to, but not limited to, any of the following reasons:
      1. If she/he has been found guilty of an offence under the Harassment Policy of BC Soccer

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- iii. If she/he has been found guilty of an offence involving violence under the Discipline Policy of BC Soccer
  - iv. If she/he has failed to properly account for monies or other property belonging to Pacific United Football Club
  - v. If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected Pacific United Football Club
  - vi. If she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BC Soccer
- b. A Member of the Board of Directors may be suspended for good and sufficient cause provided:
- i. The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
  - ii. All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
  - iii. The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.
- c. A Director suspended pursuant to Article 4, may be removed by the Voting Members for good and sufficient cause provided:
- i. The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;
  - ii. All members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting; and
  - iii. The decision must be a 75% majority vote of the Voting Members present at the General Meeting.
9. Conflict of Interest and Standards of Conduct:  
The Directors shall adhere to the BC Soccer's Conflict of Interest Policy
10. Duties of Board of Directors:
- a. The Board of Directors shall conduct the business of Pacific United Football Club during the periods between General Meetings of Pacific United Football Club and in accordance with the authority granted to it in the Bylaws of Pacific United Football Club.
  - b. The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within Pacific United Football Club except for those positions elected by the Membership of Pacific United Football Club. This shall include the appointment of volunteer and paid positions within Pacific United Football Club's operations.
  - c. The Board of Directors may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.
11. Duties of Directors:
- a. President [Chair]:

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The President shall preside at all General Meetings of Pacific United Football Club and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for Pacific United Football Club. The President has no authority to act unless directed to do so by the Board of Directors.

b. Executive Director:

The Executive Director shall preside at all General Meetings of Pacific United Football Club and of the Board of Directors. The Executive Director shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for Pacific United Football Club. The Executive Director has no authority to act unless directed to do so by the Board of Directors.

c. Vice-President [Vice-Chair]:

The Vice President shall act in the absence of the President and/or executive director and shall have other powers as assigned by the Board.

d. Treasurer:

The Treasurer shall ensure that full and accurate records are kept of the accounts of Pacific United Football Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report [(including budget)] to the Annual General Meeting.

e. Secretary:

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties sign all certified copies of acts of the organization, unless otherwise specified in Pacific United Football Club's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each General Meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in Consultation with the presiding officer, an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a New presiding officer.

f. Other Director Positions:

The duties of other Director Positions shall be determined by the Board of Directors.

12. Nominations and Elections:

- a. Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.



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- b. Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
  - c. Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation.
  - d. The President [Chair] shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
  - e. Executive Director shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held
  - f. The Vice President [Vice Chair] shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
  - g. The Treasurer shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
  - h. The Secretary shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
  - i. A majority of the votes cast shall be required to elect the remaining Directors.
13. Authority of President or Executive Director:  
The President or Executive Director shall speak on behalf of Pacific United Football Club based on the direction of the Board Directors.

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### ARTICLE 5: MEETINGS

1. General Meetings
  - a. An official notice of each meeting shall be given to all Members *at least* 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by:
    - i. Regular mail; or
    - ii. Email; or
    - iii. Fax; or
    - iv. Website notice; or
    - v. Newspaper announcement; or
    - vi. Public notice; or
    - vii. Posting at League office
  - b. A quorum shall be those present at a duly constituted general meeting of Pacific United Football Club or a minimum of three (4) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws. In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hour sat which time it will be reconvened with those Members who are present.
  - c. The accidental omission of notice does not invalidate the proceedings of that meeting.
2. Annual General Meeting:
  - a. Pacific United Football Club shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting shall include:
    - i. Roll Call
    - ii. Credentials Report
    - iii. Minutes of Previous Annual General Meeting
    - iv. President's (Chair's) Address
    - v. Officers' Reports
    - vi. Treasurer's Report
    - vii. Auditor's Report
    - viii. Appointment of Auditors
    - ix. Other Reports
    - x. Unfinished Business
    - xi. Amendments to the By-Laws
    - xii. Election of Officers and Directors
    - xiii. Any Other Business
    - xiv. Adjournment
3. Voting at Annual General Meeting:
  - a. Each adult player, as defined by the age of majority, shall have one (1) vote
  - b. One parent or legal guardian of a minor aged player(s) shall have one (1) vote
  - c. No Member shall have more than one (1) vote
4. Special General Meeting

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- a. A Special General Meeting of Pacific United Football Club:
    - i. May be called by the Board by its own motion, or
    - ii. Shall be called by the Board upon receipt of a written request submitted to Pacific United Football Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e- mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting
  - b. The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
  - c. Only the business set out in the notice to the Special General Meeting shall be considered.
5. Board of Directors Meeting
- a. The Board of Directors shall meet *at least four (4)* times per year, upon fourteen (14) days' notice given by the President (Chair) and/or Secretary, at such place and time as the Board of Directors may determine.
  - b. A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

### **ARTICLE 6: COMMITTEES**

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of Pacific United Football Club.

### **ARTICLE 7: PROCEDURES GOVERNING MEETINGS**

All meetings of Pacific United Football Club shall be conducted in person or via video/teleconferencing and in accordance with the most recently published *Robert's Rules of Order* except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Association.

### **ARTICLE 8: BY-LAWS AND AMENDMENTS**

1. Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least forty-five (45) days prior to a General Meeting of Pacific United Football Club; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Club duly called for that purpose.
2. All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting.

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### **ARTICLE 9: RULES AND REGULATIONS**

1. Pacific United Football Club shall have Rules and Regulations for the operation and administration of the game of soccer within Pacific United Football Club.
2. Proposals for amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. The proposed amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the existing Rules and Regulations then continue in effect.

### **ARTICLE 10: INDEMNITY**

Members of the Board of Directors or other servants to Pacific United Football Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

### **ARTICLE 11: FINANCE**

1. The accounts of Pacific United Football Club shall be notice to reader statements prepared annually by a Chartered Accountant
2. The Financial statements shall be presented to the Annual General Meeting for adoption.
3. Subject to the *Society Act*, the Board of Directors, in conducting the business of Pacific United Football Club, may not borrow upon the credit of Pacific United Football Club without seeking the prior approval of the membership.
4. The signing officers shall be a minimum of two (2) Directors.
5. The fiscal year of Pacific United Football Club shall end on March 31<sup>st</sup>.

### **ARTICLE 12: DISPUTE RESOLUTION**

1. Pacific United Football Club shall adhere to the Dispute Resolution process as published and approved by BC Soccer from time to time.
2. Any member of Pacific United Football Club may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to Pacific United Football Club, the nature and facts of the dispute. BC Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
3. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
4. Pacific United Football Club shall make available to any member a copy of the Dispute Resolution process when requested.
5. The Member shall utilize all appeal and dispute resolution mechanism prior to civil litigation

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### ***ARTICLE 13: HARASSMENT AND PRIVACY POLICIES***

1. Pacific United Football Club shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BC Soccer.
2. The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of Pacific United Football Club.
3. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
4. Pacific United Football Club shall make available to any member a copy of the Harassment and Privacy Policy when requested.

### ***ARTICLE 14: APPEALS***

1. Any registrant or member in good standing directly affected by a decision of Pacific United Football Club may appeal such decision to board of directors.
2. A decision of Pacific United Football Club may be appealed to the district. The appeal shall be conducted in accordance with the district's published rules.
3. An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Pacific United Football Club's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
4. An individual shall not appeal a decision made by Pacific United Football Club regarding a player's team assignment on any Club, District, or Regional team.

### ***ARTICLE 15: DEFINITIONS/TERMINOLOGY***

Terminology used in this Bylaw shall have the same meaning as used by BC Soccer in its letters patent, Bylaws and published rules.