

# **Bylaws of Castaways Football Club**

## **Bylaws of *Castaways Football Club* (the "Society")**

### **1 Definitions and Interpretation**

#### **Definitions**

1.1 In these Bylaws:

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

#### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **2 Members**

#### **Classification of membership**

2.1 The club shall be composed of the following categories of members:

a) **Active Membership**

Shall be open to any person on payment to the Treasurer of this Club an annual membership and registration fee as determined by the Board of Directors of this Club and such dues must be submitted to the Treasurer on or before the date as designated by the executive. This is a voting class of membership.

b) **Associate Membership**

Shall be open to head coaches, assistant coaches, managers, directors and board members that are not already active members. These members don't pay dues. This is a voting class of membership.

c) **Non-Voting Membership**

Alumni & honorary members as designated by the executive and do not pay dues. This is a non-voting class of membership.

#### **Application for membership**

2.2 A person becomes a member when asked to be part of a Castaways FC and successfully completes the registration and payment process.

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## **Duties of members**

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

## **Membership dues**

2.4 The amount of the annual membership dues must be determined by the Board and approved at the general meeting.

2.5 The amount of partial year membership dues must be determined by the Board and approved at the general meeting.

2.6 Membership dues are non-refundable except by special request approved by the Board.

- a) Refunds to registration fees may be granted only for medical purposes that do not make it possible for the player to return to playing for the season (i.e., injury, illness, pregnancy).
- b) Players requesting a refund must do so in writing to the Registrar, stating the reason for the refund and the date at which the player stopped playing. The reason for a refund will be kept confidential, to the greatest extent possible.
- c) Refunds must be requested, and will only be granted, by December 31. Refunds requested after this date will not be granted unless otherwise determined by the Castaways FC Executive.
- d) Refunds requested after December 31 and/or for purposes other than medical may be requested in writing by the player to the Castaways FC Executive for consideration and approval. Decisions will be made at the subsequent Executive meeting and will be communicated to the player by the Registrar.
- e) Refund amount: The amount of the refund will be the registration fees, less a \$50 flat administration fee, less \$20 for every game played.

## **Membership Period**

2.7 Membership period runs from September 1<sup>st</sup> to August 31<sup>st</sup> of the following year.

## **Member not in good standing**

2.8 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

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### **Member not in good standing may not vote**

2.9 A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

2.10 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.11 Suspension: A member unable, or failing to maintain any conditions of membership shall be considered not in good standing and may be suspended by the Board, until such time as the conditions are fulfilled.

2.12 Expulsion: A member may be expelled by a Special Resolution of the members passed at a General Meeting of the Club. A notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. A member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at a General Meeting before the Special Resolution is put to a vote.

## **3 General Meetings of Members**

### **Time and place of general meeting**

3.1 A general meeting must be held at the time and place the Board determines. A general meeting of the Club shall be held if possible, during the month of August and, in any event, at least once every calendar year and not more than fifteen months after the holding of the last preceding Annual General Meeting.

### **Ordinary business at general meeting**

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

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution

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### **Notice of special business**

3.3 A notice of a general meeting must 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.

### **Chair of general meeting**

3.4 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - i. the president,
  - ii. the vice-president, if the president is unable to preside as the chair, or
  - iii. one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

3.5 If there is no individual entitled under these Bylaws who is able to preside as the 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 preside as the chair.

### **Quorum required**

3.6 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.

### **Quorum for general meetings**

3.7 The quorum for the transaction of business at a general meeting is 10 voting members or 5% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

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

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- a) in the case of a meeting convened on the 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, 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 a quorum for that meeting.

### **If quorum ceases to be present**

3.9 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 until the meeting is adjourned or terminated.

### **Adjournments by chair**

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

3.11 It is not necessary to give 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.

### **Order of business at general meeting**

3.12 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;
  - i. if the meeting is an annual general meeting 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,
  - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting,

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- iii. elect or appoint directors, and
- iv. appoint an auditor, if any;
- f) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- g) terminate the meeting.

### **Methods of voting**

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 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.

3.14 The President may cast a vote only in the event of a tie vote.

### **Announcement of result**

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting permitted**

3.16 Voting by proxy is permitted.

### **Matters decided at general meeting by ordinary resolution**

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **4 Directors**

### **Number of directors on Board**

4.1 The Society must have no fewer than 3 and no more than 15 directors.

### **Election or appointment of directors**

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

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### **Term of appointment of directors**

4.3 The president, vice-president, secretary and treasurer shall hold office for a term of one year.

4.4 All other directors and board members shall hold office for a term of two years.

### **Resignation**

4.5 Written notice of resignation can be done in hard copy or by electronic mail.

### **Deemed Resignation**

4.6 A director shall be deemed to have resigned if they have missed 2 consecutive board meetings without showing just cause for such absences.

### **Directors may fill casual vacancy on Board**

4.7 The Board may, at any time, appoint a member 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 the director's term of office.

### **Term of appointment of director filling casual vacancy**

4.8 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 departure from office created the vacancy.

## **5 Directors' Meetings**

### **Calling directors' meeting**

5.1 A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

5.4 The directors may regulate their meetings and proceedings as they think fit.

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## **Quorum of directors**

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

## **6 Board Positions**

### **Election or appointment to Board positions**

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position. Each member of the board must also volunteer for a minimum of one event per season:

- a) president
- b) vice-president
- c) secretary
- d) treasurer
- e) registrar
- f) field & gym director
- g) equipment director
- h) event director
- i) sponsorship director
- j) communications director

### **Directors at large**

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. A director at large may assist other directors in their duties from time to time, as required.

### **Role of president**

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

- a) Lead volunteer board members in all aspects of club operations including organizational growth, financial management, and strategic planning.
- b) Organize and execute meetings and major events to encourage community involvement
- c) Foster strong relationships with local sports organizations and businesses to enhance the club's reputation and financial support



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- d) Ensure adherence to all regulatory requirements and club policies, maintaining high standards of compliance and ethical conduct
- e) Attend executive meetings and other appropriate occasions.
- f) Represent Soccer, or delegate another to represent Soccer, at the Discovery Sports Club.
- g) Be a signing officer for the Soccer Section.
- h) Act as past president for the year following their term as president.

### **Role of vice-president**

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

- a) Assist the President.
- b) In the absence of the President, take on the President's duties until such time as the President returns to their position or a new President is elected.

### **Role of secretary**

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;
- c) Distribute minutes (via email) to the Board within 10-14 days of meetings;
- d) keeping the records of the Society in accordance with the Act;
- e) conducting the correspondence of the Board;
- f) filing the annual report of the Society and making any other filings with the registrar under the Act

### **Absence of secretary from meeting**

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

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### **Role of treasurer**

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) Collecting funds from the members or other sources, including fundraising, merchandise sales, sponsorship, or other;
- b) Maintaining monthly accounting records in respect of the Society's financial transactions;
- c) Preparing the Society's financial statements on a monthly and annual basis, prepared in advance of each executive meeting;
- d) Payment of approved invoices and expenses;
- e) Ensuring all players have paid dues in full prior to playing in the regular season;
- f) Preparation of an operating and cash flow budget for the upcoming season and reporting on budget to actual results throughout the year;
- g) Acting as a key member of the dissolution team in the case of the wind-up of the Society;
- h) Ensuring appropriate financial controls are in place and are being followed;
- i) Other related duties, as required

### **Role of registrar**

6.8 The registrar's responsibilities are to:

- a) Prepare for and coordinate player registration at the beginning of the season and manage all other player registration throughout the year.
- b) Submit all money to Treasurer.
- c) Work with the Web Technician to prepare a name/phone/email list of all Soccer members for the Soccer Executive by October 31.
- d) Act as the Privacy Officer and maintain responsibility over any and all privacy issues, in accordance with the Privacy Act
- e) Work with team managers and coaches to collect and submit information and cheques for LIWSA and VISL as needed

### **Role of field & gym director**

6.9 The field & gym director's responsibilities are to:

- a) Apply for Gym and Field Permits.
- b) Confirm invoices match field and gym usage and arrange for payment of permits.
- c) Liaise with municipalities and school districts.
- d) Liaise with other field user groups.

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- e) Distribute permits to teams for the facilities they are using.
- f) Monitor usage of fields and gyms.
- g) Schedule usage of fields and gyms. (Create Practice Schedules.)
- h) Update soccer executive and team reps about field conditions.
- i) Arrange game schedules for the women's teams home games.
- j) Arrange home game fields for the SVICSA Men's team(s).
- k) Coordinate with VISL for home game fields for Men's home games as required.
- l) Schedule make-up games and manage permits for weather closures.
- m) Coordinate scheduling of Cup Games for all teams as applicable.
- n) Arrange for extra games and practices for teams that succeed in local cup competitions, provincial championships and regional or national championships.
- o) Arrange for fields to be lined at home games if necessary.

### **Role of equipment director**

6.10 The equipment director's responsibilities are to:

- a) Manage the distribution, collection, monitoring and storage of all Castaways equipment and jerseys.
- b) Arrange for the purchase of any new equipment approved by the Executive.
- c) Keep a written record of all equipment and jerseys distributed to each team, and document its condition at the time of distribution as well as time of collection.
- d) Determine equipment needs of each team and bring forward to the Executive for review.

### **Role of event director**

6.11 The social & fundraising director's responsibilities are to:

- a) Explore fundraising opportunities for the Soccer Section.
- b) Organize social activities for the soccer section.
- c) Inform DSC Soccer Rep of social events.
- d) Coordinate with DSC Soccer Rep to ensure club is open for social events.
- e) Work with executive and any member volunteers on any specific events (ie. End of Season, Team fundraisers, etc).
- f) Provide information on all social and fundraising events to the communications director for promotion and advertising.

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### **Role of sponsorship director**

6.12 The sponsorship director's responsibilities are to:

- a) Actively recruit new sponsors, including recruiting sponsors for each team.
- b) Review all sponsors prior to sponsorship and inform the Executive about these sponsors.
- c) Advise teams regarding sponsorship policies and procedures.
- d) Liaise with sponsors to maintain good public relations.
- e) Ensure any team or club member seeking sponsorship individually gains approval from the Sponsorship Director and the Soccer Executive prior to sponsorship.
- f) Maintain a sponsorship deck and/or letter detailing sponsorship tiers to provide potential sponsors.

### **Role of communications director**

6.13 The communications director's responsibilities are to:

- a) Distribute communications on behalf of the executive and liaise with team representatives to distribute the documents to members.
- b) Work with the event director to ensure members are aware of upcoming club social events.
- c) Create a regular social media presence to enhance the Soccer Section's reputation.

### **Role of grants and bursaries director at large**

6.14 The grants and bursaries director's responsibilities are to:

- a) Research and determine what funding requests are available for the club.
- b) Apply for any available funding requests.
- c) All funding requests that are applied for are to be overseen and followed through by the director that applied for them.
- d) Submission of summaries and reports at the end of funding period.

## **7 Remuneration of Directors and Signing Authority**

### **Remuneration of directors**

7.1 The membership fees for the directors will be paid in whole or in part for the year of their term based on the following table:

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Whole Membership Paid	50% Membership Paid
President Treasurer Field & Gym Director	Vice-president Secretary Registrar Equipment Director Social & Fundraising Director Sponsorship Director Communications Director Director at Large

### **Signing authority**

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- a) by the president, together with one other director,
- b) if the president is unable to provide a signature, by the vice-president together with one other director,
- c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **8 Fiscal Year and Budget**

8.1 The fiscal year for the club shall be June 1<sup>st</sup> to May 31<sup>st</sup> each year.

## **9 Committees and Non-Board Member Positions / Roles**

### **Role of past president**

9.1 The Past President position is filled by the previous year's president. If the current and past presidents are the same person, this position may be vacant. The Past President's responsibilities are to:

- a) Pass on historical information to the current President and Executive.
- b) Assist the new President in making the transition to his/her duties.

### **Appointed Executive Associates**

9.2 These positions are appointed by the Executive or Team and are not entitled to a vote at the monthly executive meetings.

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### **Role of web technician**

9.3 The Web Technician's responsibilities are to:

- a) Design and maintain Castaways FC Website (<http://www.castawaysfc.org>).
- b) Work with communications director to obtain current information from each Director and post on the website.
- c) Liaise with the Soccer Executive regarding content and information posted on the website.
- d) Maintain and update electronic mailing lists

### **Role of clothing coordinator**

9.4 The Clothing Coordinator's responsibilities are to:

- a) Design of new Castaways Gear and determine what items to offer for order. This includes warm-up t-shirts, sweatshirts, sweatpants, hats, etc
- b) Ensure all Castaways Gear displays the current club logo and correct name.
- c) Ensure all Castaways Gear displays any current sponsor information.
- d) Take orders for Castaways Gear from membership at the beginning of the season. (Any subsequent orders to be done at the discretion of the Clothing Coordinator.)
- e) Collect all money for orders prior to placing the orders.
- f) Order all Castaways Gear through the company specified by the Soccer Executive.
- g) Pick up and distribute all gear to the membership.
- h) If there is any excess stock, keep inventory for Treasurer, and offer Castaways Gear for sale at in-person events

### **Role of team representative**

9.5 Appointed by each Team

9.6 The Team Representative's responsibilities are to:

- a) Participate at every Soccer Executive meeting. These meetings are mandatory. Failure to attend an executive meeting will result in a \$20 fine and could result in loss of equipment, gym, or field privileges. Arrange for another team member to represent them if they can't make the meeting.

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- b) Represent their team's interests at all Soccer Executive meetings. Communicate information obtained from Soccer Executive meetings to their team members.
- c) Manage their team during soccer fundraising events.
- d) Have access to email so information can be sent from the executive.
- e) Be responsible for additional team jerseys that are handed out (if it is required)

### **Role of team manager**

9.7 The Team Manager's responsibilities are to:

- a) Represent their team at all League meetings.
- b) Manage the registration of their team into the League.
- c) Track all equipment and jerseys assigned to their team, and report any lost or damaged equipment or jerseys to the Equipment Director immediately.
- d) Assist the Coach as required.
- e) In the absence of a Team Manager, these responsibilities are to be maintained by the Coach.

### **Role of coach**

9.8 The Coach's responsibilities for their team are to:

- a) Run practice sessions and games.
- b) Select and sign players.
- c) Promote a positive culture.
- d) Discipline players as required.
- e) Should the Coach be unable to complete the season in their coaching role, (s)he is encouraged to find a suitable replacement.

## **10 Dissolution**

10.1 Upon dissolution of the Club, the assets which remain after 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 with the game of soccer, or to such other charitable organization or organizations as may be determined by the members of the Club at the time of dissolution.

10.2 In the event of dissolution, two Record Keepers are to be appointed to keep the Society's records for an additional period of three years. The Secretary and Treasurer will become the Record Keepers by default, unless otherwise voted on during dissolution