



BURNABY FOOTBALL CLUB

BURNABY FC FOOTBALL CLUB

CONSTITUTION

1. The name of the Society is Burnaby FC Football Club (“BFC”).
2. The purposes of BFC are to:
 - a. Foster, develop, and promote the game of soccer throughout the unique and diverse communities in the city of Burnaby.
 - b. Provide the best in class playing environments for all players.
 - c. Inspire and develop leaders through sport.
 - d. Protect the game from any form of racism or discrimination and promote fair play and respect for all.
 - e. Ensure that the costs of playing club soccer do not become a financial hardship for players or families.
 - f. Respect the history and heritage of the Cliff Avenue United Football Club, Mountain United Football Club, Wesburn Youth Soccer Club, and any future Club that joins BFC.

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BYLAWS

The name of the society is the Burnaby FC Football Club.

Part 1 Definitions & Interpretation

1.1 The following terms are defined in these By-laws: “Board” means the Board of Directors of the Club. “Club” means the Burnaby F.C. Football Club.

“Director” means a person elected or appointed to serve on the Board.

“Member” means any player, or parent or guardian of a player, who is registered at the Club, and anyone who is a Voting Member.



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“Voting Member” means anyone who is a Member of the Club and is 18 years of age or older or the parents or guardians of a player under the age of 18 years old at the time that the player’s yearly registration fee is paid to the Club, a Director, or anyone who performs volunteer duties that are delegated by the Board.

"Motion" means a formal proposal made either in writing or verbally at a general meeting of the Club.

"Resolution" means a formal proposal made in writing and received by the secretary of the Club 30 days prior to a general meeting of the Club.

“Ordinary Resolution” means a Resolution approved by a simple majority of those present and entitled to vote on the Resolution.

“Special Resolution” means a Resolution approved by 75% of those present and entitled to vote on the Resolution.

“Related Persons” means two people who are related by blood, marriage, or adoption.

1.2 The definitions in the Societies Act from time to time apply to these Bylaws and take precedence over the definitions in these Bylaws where the two conflict.

1.3 Words importing the singular include the plural and vice versa.

1.4 Words importing one gender include all people.

1.5 Interpretation of any provisions of these Bylaws that are unclear or contradictory shall be referred to the Board whose decision shall be binding on all parties.

Part II Affiliation

2.1 The Club shall be a member of the Burnaby District Youth Soccer Association, and affiliated with the British Columbia Soccer Association and Canada Soccer.

Part III Membership

3.1 A person may become a Member of the Club only as follows:



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- a. by registering a player at the Club and agreeing to abide by the Club's Bylaws, policies and rules;
- b. by being a registered player at the Club and agreeing to abide by the Club's Bylaws, policies and rules; or
- c. by meeting the definition of a Voting Member and agreeing to abide by the Club's Bylaws, policies and rules.

3.2 All members must uphold the Club's Constitution and Bylaws, and comply with any Club policies, rules, and Codes of Conduct.

3.3 A Member ceases to be a Member of the Club:

- a. when they no longer have a player registered with the Club;
- b. when they are no longer registered to play with the Club;
- c. when they cease to be a Voting Member;
- d. by operation of a decision by the Discipline Committee; or
- e. in accordance with the Societies Act.

3.4 Membership in the Club is non-transferable.

Part IV Meetings of Members

4.1 The year-end of the Club shall be December 31.

4.2 The Board must convene an Annual General Meeting (AGM) each year, not less than 60 days and not more than 120 days, after the year-end.

4.3 Notice of an AGM shall be given to all Voting Members, and shall specify the date, time, and place of the AGM.

4.4 Notice may be given to Voting Members by email, or by any such reasonable manner as has been chosen by the Secretary or the Secretary's delegate.



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4.5 No business may be conducted at an AGM unless it has been stated with reasonable specificity in the notice of the AGM.

4.6 The accidental omission to give notice of an AGM, or the non-receipt of a notice by or to any Member entitled to receive notice, does not invalidate the proceedings at that meeting.

4.7 The Board may also convene general meetings of the Club, in accordance with the Societies Act, as the Board decides.

4.8 On requisition of 10% or more of the Voting Members, the Board must convene a Special General Meeting within 30 days of receipt of the requisition.

a. The requisition must clearly state the purpose of the general meeting, any proposed Resolutions, be signed by the requisitionists, and be delivered by registered mail to the Club's registered address or by email to the Board.

b. At a general meeting convened under this section, no person may be removed from any position or have any status removed without an opportunity to be heard, and then only by Special Resolution.

Part V Proceedings at General Meetings

5.1 In addition to any other business specified in a notice of an AGM, the following business shall be conducted at an AGM:

- a. the reading and adoption or not of the minutes of the last AGM;
- b. presentation and consideration of the financial statements prepared in accordance with the Societies Act;
- c. the report of the President and / or Executive Director;
- d. the report of the auditor;
- e. unfinished business from the last AGM;
- f. the election of Directors; and



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g. any amendments to the Constitution or Bylaws and any further business required by these Bylaws.

5.2 No business at an AGM or general meeting shall be conducted unless a quorum is present and the business is conducted in accordance with the rules in this Part.

a. A quorum is at least 25 Voting Members in total.

b. If a quorum is not present within thirty minutes of the time specified in the notice for the start of the meeting, then the meeting stands adjourned. The meeting shall be reconvened by the Board and if the adjournment is for more than 10 days, notice shall be given again.

5.3 A general meeting may be adjourned, 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.

a. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

b. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

5.4 The President, Vice-President, or in the absence of both, any Director present shall preside as chair of any AGM or general meeting. If none of these are present or willing to chair the meeting, then the Voting Members present at the meeting shall elect a chair.

5.5 The Secretary shall be the secretary of any AGM or general meeting and shall keep minutes thereof, or in their absence any person appointed by the chair shall act as secretary.

5.6 No resolution proposed at a meeting under this Part need be seconded, and the chair of a meeting may move or propose a resolution.

5.7 Any matter may be passed by Ordinary Resolution unless these Bylaws specify that it must be passed by Special Resolution.

5.8 Voting Members must attend in person or may have a proxy attend in person if the proxy has been approved by the Board or the President in advance of the meeting.



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5.9 Voting entitlement shall be recognized when a Voting Member or their proxy presents themselves to the secretary of the meeting.

5.10 Every Voting Member is entitled to one vote. For greater certainty:

a. if a Voting Member has more than one player under the age of 18 registered at the Club, they are entitled to one vote regardless of the number of children registered. (e.g. a Voting Member with three children is entitled to one vote, the same as a Voting Member that has one child registered).

b. There can only be one Voting Member per registered player.

c. Only the person who registered the player is entitled to be a Voting Member.

5.11 At the discretion of the Board voting shall be by a show of hands or by ballot, except for the election of Board members which must be done by ballot.

Part VI Directors and Officers

6.1 The Club's first Board will consist of the eight Directors named in the Club's Amalgamation Application, plus up to 2 appointed Directors at the discretion of the Board, and subject to the Societies Act and these Bylaws, those Directors shall hold office until the Club's 2025 AGM.

6.2 Thereafter the Club's Board shall have a maximum of 8 elected Directors and 2 appointed Directors, for a total of 10 Directors, the majority of which must be residents of Burnaby, British Columbia. Additionally, there must be a minimum of 2 female Directors.

6.3 A Director is qualified to be nominated and elected as a Director if they meet the qualifications under the Societies Act and have been involved with the Club for at least one year as a coach or a volunteer.

6.4 An appointed Director does not need to have been involved with the Club as a coach or volunteer to be appointed as a Director. However, an appointed Director must meet the qualifications under the Societies Act, have attributes consistent with the purposes of the Club, and be approved by a majority of the elected Directors.

6.5 No two persons who are Related Persons may be a Director at the same time.



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6.6 Each elected Director shall be elected at the AGM by ballot.

- a. Only Voting Members may vote for Directors.
- b. The four Directors who receive the most votes shall be elected for a two- year term and the remaining Directors elected for a one-year term.

6.7 A Director may be elected or appointed for more than one term.

6.8 If any Director ceases to hold office during a term, the Board may appoint a Director to take their place to complete the term of the departing Director.

6.9 A Director may be removed and ceases to be a Director immediately on the happening of any one of the following events:

- a. The Director does not participate in any three consecutive Board meetings held during the particular Director's term;
- b. The Director is removed in accordance with the provisions of the Societies Act.
- c. A Director who has been removed under this Part may seek re-election as a Director at the next membership meeting at which Directors are to be elected.

6.10 The Board shall appoint a President, Vice-President, Treasurer, and Secretary from the elected or appointed Directors. One Director may hold multiple appointments if another Director is unable to carry out the duties of the role.

6.11 The President's duties shall include:

- a. Assuming responsibility for the general supervision and operations of the Club.
- b. Acting as Chair at Board, AGM, and general meetings.
- c. Any other such duties as may be established by the Board.

6.12 The Vice President's duties shall include:

- a. Performing the duties of the President if needed.
- b. Management of the Discipline Committee.



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c. Any other such duties as may be established by the Board.

6.13 The Treasurer's duties shall include:

a. Having and exercising the requisite experience and understanding of financial reporting, management and controls to discharge their responsibilities for the stewardship of the Club's financial resources. If none of the Directors have such qualifications then the Board may appoint a Treasurer.

b. Communicating with the Board on behalf of the Financial Committee, and with the auditor and other persons as required in regard to financial matters.

c. Be responsible for the preservation of all financial records of the Club.

d. Any other such duties as may be established by the Board.

6.14 The Secretary's duties shall include:

a. Keeping custody of all official documents and records of the Club, except those required to be kept by the Treasurer, equipment manager, or other manager as agreed to by the Board.

b. Recording the minutes of any Board, AGM, or general meeting.

c. Providing notice to all Voting Members of an AGM or general meeting.

d. Maintaining familiarity with all relevant provisions of the Societies Act, and the governance of the Club.

e. Any other such duties as may be established by the Board.

6.15 The Board may exercise all the powers and do all the acts and things that the Club may lawfully do, in accordance with the Societies Act, and which are not inconsistent with these Bylaws or otherwise prohibited by law.

6.16 No Director shall vote on any matter directly affecting them or any team in which they are involved with.



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6.17 A Director must not be remunerated for acting as a Director but may be reimbursed for any expenses reasonably incurred by the Director while engaged in the performance of their duties as a Director.

6.18 Any expenses paid to a Director must be approved by the President and Treasurer.

6.19 All Directors must be familiar with, and abide by, the Conflict of Interest provisions in the Societies Act.

Part VII Proceedings of Directors and Officers

7.1 The Club will hold Board meetings regularly, and at a minimum eight times a year, in any manner convenient to the Board, to discuss and conduct Club business and ensure adequate oversight and governance of the Club.

7.2 A simple majority of the Board may at any time request a meeting of the Board, and the Secretary on such request shall convene a meeting of the Board.

7.3 Quorum for a Board meeting shall consist of a majority of the Club's Directors.

7.4 The President or Vice President shall act as Chair of the meetings. If neither is present the Directors may choose one of their numbers to be chair at that meeting.

7.5 A resolution proposed at a meeting of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

7.6 A resolution in writing, proposed by a Director, and approved by all Directors by email or on a conference call, is as valid and effective as if passed at an in person meeting of the Board.

7.7 All votes of the Board shall be by simple majority of the Directors present in person or in such other manner as specified in the notice of a Board meeting.

7.8 The Board may delegate any, but not all, of its powers to Committees. A Committee shall conform to any rules that may be imposed on it by the Board and shall report every act or thing done in exercise of the delegated powers to the Board.

7.9 Subject to directions by the Board, a Committee may determine its own procedures and the members of a Committee may meet and adjourn as they think proper.



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7.10 Every Committee shall keep written minutes of its meetings.

7.11 No two persons who are Related Persons may sit on the same Committee at the same time.

7.12 Committees shall provide a report to the Board at Board meetings as requested and, at a minimum, once a quarter.

Part VIII Financial Matters

8.1 The Club's financial statements shall:

- a. Be prepared on either a review engagement or audit basis of assurance by a certified public accounting firm.
- b. Be for the period beginning on the date of incorporation or, if the Club has completed its financial year, from the end of the last completed financial year and the year end.
- c. Consist of a statement of receipts and disbursements for the period, or a statement of income and expenditure and a balance sheet as of the end of the period, but the statements need not be identified by those names.
- d. Provide information regarding the remuneration paid by the Club to its employees or persons under a contract for services, but need not identify those individuals by name.

8.2 The Board will appoint an auditor to hold office.

8.3 An auditor may be removed by ordinary resolution at a general meeting.

8.4 An auditor must be promptly informed in writing of the auditor's appointment or removal.

8.5 A Director, Officer, Member, or employee of the Club cannot be the auditor.

8.6 The auditor may attend general meetings.

8.7 To carry out the purposes of the Club the Club may, in accordance with the Societies Act and with Board approval, raise, borrow, invest, or secure the payment or repayment of money.



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8.8 The members may, by Special Resolution, restrict the borrowing powers of the Club, but any restriction imposed expires at the next AGM.

Part IX Discipline Matters

9.1 The Club shall have a Discipline Committee managed by the Vice President, and composed of Directors and / or other persons appointed by the Vice President.

9.2 The Discipline Committee shall make decisions regarding the discipline of Members, Voting Members, or any other individuals, on any issues involving the Club in regard to any alleged infringements of the Constitution, Bylaws, any Codes of Conduct, Club policy, rules, failure to pay fees, failure to return Club property, or any other matter of good sportsmanship.

9.3 The Discipline Committee may hear and decide on any matter referred to it by assigning one or any odd number of Directors or other persons.

9.4 The Discipline Committee may sanction or penalize any Member, Director, or any other individual, including stripping a Member of their membership,

suspending the Member, placing the Member on probation with conditions, or any other just punishment that the Committee considers reasonable in the circumstances.

a. The Discipline Committee may only impose a sanction or penalty if the majority of the Committee are satisfied on a balance of probabilities that an infringement referred to in section 9.2 has occurred.

9.5 Any person (the “Complainant”) may refer a potential discipline matter in writing to any Board member. If the matter raises an issue under section 9.1 the Board will forward the matter to the Discipline Committee, which shall hold a hearing into the matter within 30 days of the matter being referred to it.

9.6 The Discipline Committee shall afford any person who is the subject of a complaint, a hearing (either in person or in writing) as is fair in the circumstances.

9.7 A Board member or person appointed to the Discipline Committee who is the subject of a complaint, or who is a Related Person to anyone involved in the complaint, shall not sit on the Discipline Committee investigating the complaint.



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9.8 The Discipline Committee shall provide its decision in writing within 14 days of the hearing to the person who referred the matter to the Board, the Complainant, the subject of the complaint, the Board, and, at the discretion of the Discipline Committee, any other person affected by the matter.

9.9 If the decision of the Discipline Committee is not unanimous then the Committee shall provide the majority, minority, or each Committee member's decision in writing to the Complainant, the subject of the complaint, the Board, and at the discretion of the Discipline Committee, any other person affected by the matter.

9.10 A Member is in good standing at a particular time unless they have been determined by the Discipline Committee to not be in good standing.

9.11 Any person who receives a sanction or penalty, may appeal a decision (the "Appellant") of the Discipline Committee to an Appeal Committee, composed of

at least three Directors for the purpose of hearing the appeal, none of whom shall be a member of the Committee whose decision is appealed, or a Related Person to any person involved in the complaint.

9.12 Within 14 days of the decision appealed from the Appellant shall notify the Secretary in writing of their intention to appeal and briefly state the reasons for the appeal.

9.13 The Secretary shall forthwith transmit the appeal notice to the Board, which shall appoint the Appeal Committee within 14 days of receiving the appeal notice.

9.14 The Appeal Committee shall notify the Appellant in writing of the time, place and rules for the hearing of the appeal, which shall be in person unless the Appellant approves otherwise, and shall be heard within 30 days of the Appeal Committee being appointed.

9.15 A decision of at least a majority of the Appeal Committee shall be transmitted in writing to the Complainant, the Appellant, the Board, and at the discretion of the Appeal Committee, any other person affected by the complaint, within 14 days of the hearing and shall be final and binding on all parties.

Part X Seal

10.1 The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.



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10.2 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary.

Part XI Notices to Members and Conduct of Meetings

11.1 Not less than 30 days written notice of a general meeting shall be given to Voting Members entitled to receive notice of the meeting, and the Club's auditor.

a. Voting members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

11.2 Notice of a meeting of the Club shall specify the place, day and hour of the meeting and the business to be conducted at the meeting.

11.3 A notice may be given to a Member either personally, or by email or mail to the last civic or email address given by the Member to the Registrar.

11.4 A notice sent by mail to that address shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly

addressed and put in a Canadian post office receptacle. A notice sent by email to that address shall be deemed to have been received on the day sent.

11.5 All meetings of the Board, general meetings, and Committee meetings shall be governed by Roberts Rules of Order as modified by a majority of the persons present at the meeting.

Part XII Constitution and Bylaws

12.1 On being admitted to membership each Member is entitled to receive, on request and without charge, a copy of the Constitution and Bylaws of the Club, which

may be provided in electronic format.

12.2 These Bylaws or any part thereof may only be changed by Special Resolution.