

RESTATED BYLAWS

BC SOCCER ACADEMIES ASSOCIATION

Incorporation No. S0067747

Adopted by Special Resolution on: October 23, 2025

PART 1 – INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

"**Act**" means the Societies Act, S.B.C. 2015, c. 18, and all regulations made under it, as amended from time to time;

"**Association**" or "**BCSAA**" means BC Soccer Academies Association;

"**ASL**" means the Academy Super League operated by the Association;

"**Board**" means the board of directors of the Association;

"**Child**" or "**Youth**" means any person under 19 years of age;

"**Director**" means a director of the Association;

"**Member**" means a member of the Association in good standing;

"**Officer**" means the President, Vice-President, Secretary, or Treasurer of the Association;

"**Ordinary Resolution**" means a resolution passed by a simple majority of votes cast by members entitled to vote;

"**Special Resolution**" means a resolution passed by at least 75% of the votes cast by members entitled to vote at a general meeting of the Association;

"**Society**" has the same meaning as "Association";

"**Written notice**" includes notice delivered by hand, mail, or email.

1.2 Words in the singular include the plural and vice versa. Headings are for convenience only and do not affect interpretation.

PART 2 – MEMBERSHIP

Classes of Membership

2.1 The Association shall have the following classes of membership:

- (a) **Academy Member** — any soccer academy operating youth soccer programs in British Columbia that has been admitted to membership by the Board, pays the applicable membership fees, and whose players are registered in ASL or other programs operated by the Association;

- (b) **Individual Member** — any individual, including directors, officers, coaches, team officials, volunteers, and parents of registered players, who has been admitted to membership and is registered with the Association for a current season; and
- (c) **Honorary Life Member** — an individual recognized for outstanding service to the Association, admitted by Special Resolution of the members.

Admission

- 2.2 Applications for Academy Membership shall be submitted in writing to the Board and shall include proof of the academy's legal status, contact information, and agreement to abide by these Bylaws and all policies of the Association. The Board may admit or refuse any applicant at its discretion.
- 2.3 Individual membership is obtained upon registration with the Association for a season and payment of applicable fees.

Fees

- 2.4 Membership fees for each class shall be set by the Board from time to time and communicated to members no later than 30 days before the fee becomes due.

Rights of Members

- 2.5 Members in good standing are entitled to:
 - (a) attend and vote at general meetings of the Association;
 - (b) receive notice of general meetings as required by these Bylaws; and
 - (c) receive copies of approved financial statements upon request.
- 2.6 Each Academy Member in good standing is entitled to one vote at general meetings. Individual Members are entitled to one vote each at general meetings, subject to any voting restrictions set out in the Association's policies.

Member Obligations

- 2.7 Every member shall:
 - (a) abide by these Bylaws and all policies, rules, regulations, codes of conduct, and decisions of the Association and the Board;
 - (b) promote the safety, well-being, and positive experience of all participants, especially children and youth; and
 - (c) keep their contact and registration information current with the Association.

Suspension and Termination

- 2.8** The Board may suspend or terminate the membership of any member for cause, including breach of these Bylaws, policies, or codes of conduct, or conduct prejudicial to the Association, subject to the discipline and appeals process in Part 14.
- 2.9** A member may resign from the Association by giving written notice to the Secretary. Resignation does not relieve the member of obligations incurred prior to resignation, including payment of fees.
- 2.10** Membership terminates automatically if fees are not paid within 30 days of the due date, unless the Board grants an extension in writing.

PART 2A – FOUNDING MEMBERS

Designation

- 2A.1** The Association recognizes the following individuals as **Founding Members** of BC Soccer Academies Association:
- **Araz Hajiyev**
 - **Rem Dinga**
- 2A.2** **Founding Member** status is **permanent and personal**. It cannot be revoked, suspended, transferred, or removed by any vote, resolution, decision, or action of the Board, the members, or any committee, regardless of the circumstances.
- 2A.3** A Founding Member may only relinquish their Founding Member status voluntarily, by delivering a signed written declaration to the Secretary expressly stating their intention to relinquish that status. No such relinquishment shall be effective unless it is personally signed by the Founding Member and delivered in their own hand or by their direct written communication.
- 2A.4** The death or incapacity of a Founding Member extinguishes that individual's Founding Member rights. Founding Member status is not hereditary and may not be assigned or transferred to any other person.

Permanent Board Seat

- 2A.5** Each Founding Member shall be entitled to serve as a Director of the Association for as long as they wish, without requirement for election, re-election, nomination, or approval by the Board or the members. Their directorship shall be continuous and shall not be subject to any term limit.
- 2A.6** A Founding Member's position as Director may not be removed by any vote, resolution, or action of the Board or the members. The only ways a Founding Member's directorship ends are:

- (a) the Founding Member voluntarily resigns their directorship in writing; or
- (b) the Founding Member voluntarily relinquishes their Founding Member status under Section 2A.3; or
- (c) the Founding Member dies or is found by a court to lack legal capacity.

Power to Appoint Directors

- 2A.7** The Founding Members, acting jointly or individually by written notice delivered to the Secretary, may at any time appoint any qualified individual as a Director of the Association. Such appointment takes effect immediately upon delivery of the written notice and does not require the approval of the Board or the members.
- 2A.8** A Director appointed under Section 2A.7 serves until the next Annual General Meeting, at which point they may stand for election by the members, or may be reappointed by a Founding Member under Section 2A.7 for a further period.

Power to Remove Directors

- 2A.9** The Founding Members, acting jointly or individually by written notice delivered to the Secretary, may at any time remove any Director (other than a fellow Founding Member) from their position as Director. Such removal takes effect immediately upon delivery of the written notice and does not require any vote, resolution, or approval of the Board or the members.
- 2A.10** A Director removed under Section 2A.9 shall have no claim against the Association arising from their removal.

Power to Admit and Remove Members

- 2A.11** The Founding Members, acting jointly or individually, may at any time admit any person or entity as a member of the Association in any class of membership, without requiring application, Board approval, or payment of fees, if they consider it in the interests of the Association to do so.
- 2A.12** The Founding Members, acting jointly or individually, may at any time terminate the membership of any member (other than a fellow Founding Member) by delivering written notice to that member and to the Secretary. Before a membership is terminated under this Section, the affected member shall be given at least five (5) days written notice and a brief opportunity to submit a written response, which the Founding Members shall consider before making a final decision. The Founding Members' decision following that process shall be final and not subject to appeal.

Veto Over Fundamental Decisions

- 2A.13** The following decisions of the Association shall require the **prior written approval of all living Founding Members who have not voluntarily relinquished their Founding**

Member status before they may take effect, regardless of whether they were approved by the Board or by any member vote:

- (a) any amendment to these Bylaws or the Association's Constitution;
- (b) dissolution or winding up of the Association;
- (c) merger, amalgamation, or affiliation of the Association with any other organization;
- (d) any application for membership in, sanctioning by, or recognition from any provincial, national, or international soccer governing body;
- (e) any change to the name or stated purposes of the Association; and
- (f) any decision to remove, alter, or limit the rights of Founding Members under this Part.

2A.14 A decision listed in Section 2A.13 that is made without the prior written approval of all Founding Members is void and of no effect, even if it was approved by the required majority of the Board or the members.

2A.15 The written approval of a Founding Member under this Part shall be signed personally by that Founding Member and delivered to the Secretary before or at the time the relevant decision is made.

No Limitation by Other Provisions

2A.16 In the event of any conflict or inconsistency between this Part 2A and any other provision of these Bylaws, this Part 2A shall prevail.

PART 3 – DIRECTORS

Number and Composition

3.1 The Association shall have a minimum of three (3) and a maximum of nine (9) directors. The exact number within this range shall be set by Ordinary Resolution of the members at each Annual General Meeting.

3.2 Directors must be individuals who are at least 19 years of age, are not undischarged bankrupts, and have not been found by any court to lack legal capacity.

Election and Term

3.3 Directors shall be elected by Ordinary Resolution at each Annual General Meeting. Each director serves a two-year term and may be re-elected without restriction.

3.4 To ensure continuity, directors shall be elected in two classes where possible, with approximately half elected in alternating years.

3.5 Nominations for director shall be submitted to the Secretary in writing at least seven (7) days before the Annual General Meeting at which the election is to take place.

Vacancies

- 3.6 If a director's position becomes vacant between Annual General Meetings, the remaining directors may appoint a qualified person to fill the vacancy for the remainder of the unexpired term.
- 3.7 The Board may act despite a vacancy, provided a quorum of directors remains in office.

Removal of Directors

- 3.8 A director may be removed before the expiry of their term by Special Resolution of the members at a general meeting called for that purpose, after providing the director with at least 14 days' written notice and an opportunity to be heard.
- 3.9 A director ceases to hold office if they:
- (a) resign by delivering written notice to the Secretary;
 - (b) are absent without notice or excuse from three consecutive Board meetings;
 - (c) are no longer qualified under Section 3.2; or
 - (d) are removed by Special Resolution.

Remuneration

- 3.10 Directors shall serve without remuneration, but may be reimbursed for reasonable expenses incurred in carrying out their duties, upon approval by the Board.

PART 4 – OFFICERS

- 4.1 The Board shall elect, from among its members, the following Officers:
- (a) **President** — chairs all meetings of the Board and general meetings; is the official spokesperson of the Association; coordinates the work of the Board and Officers; and carries out such other duties as the Board may assign;
 - (b) **Vice-President** — acts in the place of the President when the President is absent or unable to act, and carries out other duties as assigned by the Board;
 - (c) **Secretary** — keeps accurate minutes of all meetings of the Board and members; handles official correspondence; gives proper notice of meetings; and maintains the Association's records, registers, and files, including the register of members and directors as required by the Act; and
 - (d) **Treasurer** — maintains the Association's financial records; receives and deposits all funds in the Association's name at an approved financial institution; ensures two authorized signatures appear on all cheques and electronic payments; prepares financial reports for the Board; and produces annual financial statements.
- 4.2 Officers shall be elected by the Board at its first meeting following each Annual General Meeting and shall serve until their successors are elected or until they cease to be directors.

- 4.3 One individual may hold no more than one Officer position at a time, except that the same person may serve as both Secretary and Treasurer if the Board so determines.

PART 5 – ANNUAL GENERAL MEETING

- 5.1 The Association shall hold an Annual General Meeting (AGM) each year, within six (6) months after the end of the Association's fiscal year, at a date, time, and location determined by the Board.
- 5.2 The business of the AGM shall include:
- (a) calling the meeting to order;
 - (b) approval of the agenda;
 - (c) approval of the minutes of the previous AGM;
 - (d) reports of the President and Treasurer;
 - (e) presentation and approval of the financial statements for the preceding fiscal year;
 - (f) election of directors;
 - (g) appointment of an auditor or reviewer if required;
 - (h) any other business properly brought before the meeting.
- 5.3 Written notice of the AGM, including the date, time, location, and a summary of business to be conducted, shall be given to all members at least 21 days before the meeting.
- 5.4 A quorum for the AGM shall be a majority of the current directors plus at least five (5) members in good standing (excluding directors), or 10 members in good standing (including directors), whichever is lower. If no quorum is present within 30 minutes of the scheduled start, the meeting shall be adjourned to a date not less than seven (7) days later.

PART 6 – SPECIAL GENERAL MEETINGS

- 6.1 The Board may call a Special General Meeting at any time.
- 6.2 The Board shall call a Special General Meeting within 30 days of receiving a written request signed by at least 10% of members in good standing or at least five (5) Academy Members, stating the purpose of the meeting.
- 6.3 Notice of a Special General Meeting, including the specific business to be conducted, shall be given to all members at least 14 days before the meeting. No business other than that stated in the notice shall be conducted at a Special General Meeting.
- 6.4 The quorum for a Special General Meeting shall be the same as for the AGM.

PART 7 – VOTING AT GENERAL MEETINGS

- 7.1 Each member in good standing shall have one vote at general meetings, unless these Bylaws provide otherwise.
- 7.2 Voting shall be by show of hands unless a poll is requested by any member. In the event of a poll, voting shall be by secret ballot if so required by a majority of members present.
- 7.3 Proxy voting is not permitted.
- 7.4 An Ordinary Resolution is passed by a simple majority of votes cast. A Special Resolution is passed by at least 75% of votes cast.
- 7.5 In the case of a tie on an Ordinary Resolution, the President shall cast a deciding vote.

PART 8 – MEETINGS OF DIRECTORS

- 8.1 The Board shall meet at least six (6) times per year, or as otherwise required by the business of the Association.
- 8.2 Meetings may be held in person, by telephone, videoconference, or any other electronic means by which all participants can hear and be heard.
- 8.3 Notice of Board meetings shall be given to each director at least five (5) days in advance, unless all directors waive notice in writing.
- 8.4 A quorum for Board meetings shall be a majority of the directors then in office. No business shall be transacted unless a quorum is present.
- 8.5 Decisions of the Board shall be made by a majority of directors present and voting. In the case of a tie, the President shall cast a deciding vote.
- 8.6 The Board may also make decisions by written resolution (including email) signed by all directors, which shall be as valid as a resolution passed at a Board meeting.
- 8.7 Minutes of all Board meetings shall be recorded by the Secretary, approved at the next meeting, and retained in the Association's records.

PART 9 – COMMITTEES

- 9.1 The Board may establish standing or ad hoc committees to assist with the business of the Association.
- 9.2 The following standing committees shall be maintained:
 - (a) **Discipline Committee** — shall consist of at least three members appointed by the Board, none of whom shall be directly involved in the matter being heard. The Discipline Committee shall address all matters of on-field and off-field misconduct,

policy violations, and breaches of the code of conduct in accordance with Part 14 of these Bylaws.

- (b) **Appeals Committee** — shall consist of at least three members appointed by the Board, none of whom sat on the original Discipline Committee panel for the matter being appealed. The Appeals Committee shall hear appeals of Discipline Committee decisions in accordance with Part 14.
- (c) **SafeSport and Child Protection Committee** — shall consist of at least two directors and the SafeSport Officer (if appointed). This Committee shall oversee the implementation and enforcement of the Association's SafeSport policies and child protection program.

9.3 Each committee shall report to the Board and shall not have authority to bind the Association unless expressly authorized to do so by the Board.

PART 10 – CONFLICT OF INTEREST

- 10.1** A director or officer has a conflict of interest when they have a direct or indirect material interest — financial, personal, professional, or otherwise — in a matter before the Board or a committee.
- 10.2** A director or officer who has or may have a conflict of interest in respect of any matter shall:
 - (a) disclose the nature and extent of the interest to the Board as soon as they become aware of it;
 - (b) absent themselves from any discussion of that matter;
 - (c) not vote on the matter; and
 - (d) not attempt to influence the discussion or vote.
- 10.3** The Secretary shall record all conflict-of-interest disclosures in the minutes of the relevant meeting.
- 10.4** A director or officer shall not use their position or access to Association information for personal gain or for the benefit of any person or entity with whom they have a personal, financial, or professional relationship.
- 10.5** Only one immediate family member may serve on the Board at any time.
- 10.6** The Board shall adopt a written Conflict of Interest Policy that supplements this Part and shall ensure all directors, officers, and committee members review and acknowledge the policy annually.

PART 11 – CHILD PROTECTION AND SAFESPORT

- 11.1** The Association is committed to the safety, health, and well-being of all children and youth participating in its programs and events. The protection of children and youth from abuse, neglect, harassment, and maltreatment is a paramount obligation of the Association and every person associated with it.
- 11.2** The Board shall adopt, maintain, and enforce a written SafeSport Policy and Child Protection Policy that:
- (a) define prohibited conduct, including physical, emotional, sexual, and psychological abuse, grooming, and bullying;
 - (b) require criminal record checks (including vulnerable sector checks) for all coaches, team officials, and volunteers who have direct and ongoing contact with children and youth, before they begin their roles;
 - (c) establish mandatory reporting obligations, including reporting obligations under the Child, Family and Community Service Act (British Columbia) and the Association's own internal reporting procedures;
 - (d) provide a safe and confidential mechanism for individuals to report concerns;
 - (e) set out procedures for investigating and responding to reports of abuse or misconduct involving children and youth;
 - (f) include training requirements for coaches, officials, and volunteers on recognizing, preventing, and responding to abuse; and
 - (g) set out rules for appropriate one-on-one interactions between adults and children, including a requirement that an adult not be alone with a child in a non-public space without another adult present.
- 11.3** The SafeSport Policy shall apply to all directors, officers, employees, coaches, team officials, volunteers, parents, and members in all activities of the Association.
- 11.4** Compliance with criminal record check requirements and SafeSport training is a condition of participation for any adult in a position of trust with children and youth. The Board may bar or remove any individual who fails to meet these requirements.
- 11.5** The Board shall appoint a SafeSport Officer responsible for overseeing the implementation of the SafeSport Policy, receiving initial reports, and coordinating investigations.

PART 12 – FINANCIAL MATTERS

- 12.1** The fiscal year of the Association runs from January 1 to December 31 of each year.
- 12.2** All funds of the Association shall be deposited in the name of the Association in an account at a chartered bank or credit union approved by the Board.

- 12.3** All cheques, bank drafts, electronic transfers, and other instruments of payment shall require the signatures or authorizations of two signing authorities designated by the Board. Signing authorities must be directors or officers of the Association.
- 12.4** No single director or officer may authorize expenditures or incur obligations on behalf of the Association without the prior approval of the Board, except for routine operating expenses within limits set by the Board.
- 12.5** The Treasurer shall present financial statements to the Board at each meeting and produce audited or reviewed annual financial statements within 90 days of the end of each fiscal year.
- 12.6** The annual financial statements shall be presented to members at each AGM.
- 12.7** The Board shall determine annually whether the Association's financial statements shall be audited or reviewed by a qualified accountant, having regard to the Association's revenue and member requirements.
- 12.8** No director, officer, or member shall receive any payment from the Association's funds except as reimbursement for reasonable expenses duly approved by the Board, unless the Board has expressly authorized remuneration for a specific role.

PART 13 – INSURANCE

- 13.1** The Association shall maintain commercial general liability insurance of not less than \$2,000,000 per occurrence for its programs and activities, including the Academy Super League and any events using municipal or park facilities.
- 13.2** Where required by a facility operator or municipality, the Association shall ensure that its insurance policy names the applicable party (such as the City of Vancouver or Vancouver Board of Parks and Recreation) as an additional insured.
- 13.3** The Board shall review the Association's insurance coverage at least annually and shall ensure coverage remains adequate for the Association's activities.

PART 14 – DISCIPLINE AND APPEALS

Grounds for Discipline

- 14.1** The Association may discipline any member, director, officer, coach, team official, or volunteer for:
- (a) breach of these Bylaws or any policy, rule, or regulation of the Association;
 - (b) conduct unbecoming of a member or participant, including unsporting conduct, harassment, bullying, or discrimination;
 - (c) breach of the SafeSport Policy or Child Protection Policy;

- (d) provision of false information to the Association; or
- (e) any conduct that is prejudicial to the reputation, interests, or operation of the Association.

Discipline Process

- 14.2** Allegations of misconduct shall be submitted in writing to the Secretary or SafeSport Officer as appropriate. The Secretary shall refer the matter to the Discipline Committee.
- 14.3** Before any disciplinary decision is made, the respondent shall:
 - (a) receive written notice of the allegations against them with sufficient particularity to understand the case;
 - (b) have at least five (5) days to respond in writing; and
 - (c) have the opportunity to appear before the Discipline Committee (in person, by telephone, or videoconference) to present their position.
- 14.4** The Discipline Committee shall conduct its process fairly and shall consider all relevant information. Its decisions shall be provided in writing to the respondent within seven (7) days of the conclusion of the process.
- 14.5** Disciplinary sanctions may include: a formal warning; a requirement to complete training; suspension from participation for a defined period; removal from a position or role; or termination of membership.
- 14.6** In cases involving an immediate risk to the safety of children or others, the Board may impose an interim suspension pending completion of the discipline process. An interim suspension does not constitute a finding of guilt.

Appeals

- 14.7** A respondent who wishes to appeal a decision of the Discipline Committee shall deliver a written notice of appeal to the Secretary within fifteen (15) days of receiving the Discipline Committee's written decision, stating the grounds of appeal.
- 14.8** The Appeals Committee shall hear the appeal within 30 days of receiving the notice of appeal. The respondent shall have the opportunity to present their case. The Appeals Committee may affirm, vary, or overturn the decision of the Discipline Committee.
- 14.9** The decision of the Appeals Committee shall be final and binding within the Association.
- 14.10** No member of the Discipline Committee that heard the original matter shall sit on the Appeals Committee for the same matter.

PART 15 – AMENDMENT OF BYLAWS

15.1 These Bylaws may be altered by Special Resolution of the members (at least 75% of votes cast) at a duly convened Annual General Meeting or Special General Meeting, provided that:

- (a) the proposed amendment has been set out in writing in the notice of meeting delivered to all members at least 21 days before the meeting; and
- (b) the amendment is filed with the BC Registry as required by the Act.

15.2 No amendment to these Bylaws shall take effect until it is filed with the BC Registry.

PART 16 – DISSOLUTION

16.1 Upon winding up or dissolution of the Association, after payment of all costs, charges, and expenses properly incurred in the winding up, the remaining assets shall be distributed in accordance with the unalterable winding-up provision set out in Part 3 of the Association's Constitution.

APPROVAL RECORD

Adopted by Special Resolution on	October 23, 2025
Authorized signatory	Araz Hajiyeve, Director
Signature	_____
Date signed	_____
BC Registry filing date	_____