



OFFICIAL
SUPPORTERS' CLUB

BYLAWS

of

Vancouver Spurs Supporters Club

PART 1

INTERPRETATION

1. (a) In these Bylaws:

"Directors" means the Directors of the Club for the time being

"Act" means the 'Societies Act of British Columbia' from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

"Board" means the Executive Board of the Club.

- (b) The definitions in the Act apply to these Bylaws.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
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

PART 2

MEMBERSHIP

4. There are two types of Membership at present:
 - (a) Regular
 - (b) Minor
5. Persons under the age of 19 years shall only be admitted as a Minor Member.
6. The members of the Club are the applicants for incorporation of the Club, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
7. A person may apply for membership to the Club, and on acceptance by the Board, and on payment of such fees (if applicable), shall become a member.
8. Every member must uphold the Club's Constitution and comply with these Bylaws.
9. The amount of annual membership dues, if any, shall be determined by the Board.
10. Every Member must be a Season Ticket Holder, a One Hotspur Member, or have a THFC Client Reference Number.

11. Members who are Season Ticket Holders cannot obtain additional tickets through the priority booking scheme.

To be eligible to benefit from Home Ticket allocations, each member must be a one Hotspur Member. In the case where there are more member ticket requests than tickets allotted by Tottenham Hotspur FC, then tickets will be allocated to members based upon years of membership of Vancouver Spurs (and formerly Spurs Canada) and date of ticket application request.

12. A person ceases to be a member of the club:

- (a) by delivering his or her resignation to the Secretary of the Club, or by informing a member of the Board by email;

- (b) on being expelled;

- (c) if the member is not in good standing for 6 consecutive months

13.
 - (a) A member who is not a member of the Board, may be expelled by a resolution of the Directors passed at a Board meeting.

- (b) The notice of the Board meeting at which the resolution for expulsion is proposed, must be accompanied by a brief statement of the reasons for the proposed expulsion.

14. Members who post on social media under this Club's name, are writing as an officially sanctioned body of Tottenham Hotspur Football Club. Any inappropriate, abusive, discriminatory, or inflammatory posts will result in the expulsion of the member.

15. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due, and owing by the member to the Club. The member is not in good standing so long as the debt remains unpaid after it has become due.

16. Minor members are not permitted at any event serving liquor, unless the establishment has a liquor license that states they are permitted.
17. Minor members are not permitted to vote at the AGM until they reach the age of 18. On reaching the age of 18, Minor members are allowed to vote at the AGM, provided they have shown proof of age prior to the start of the AGM.

PART 3

MEETINGS OF MEMBERS

18. General meetings of the Club must be held at the time and place, in accordance with the Societies Act, that the Board decide, but must be between the end of the season and prior to September each year.
19. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
20. The Board or President may, when they think fit, convene an extraordinary general meeting
21.
 - (a) Notice of a general meeting must specify the place, day and hour of the meeting. In the case of special business, the general nature of that 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.
 - (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
22. An Annual General Meeting must be held at least once in every calendar year between the end of the season and September, and not more than 15 months after the holding of the last preceding Annual General Meeting.

PART 4

PROCEEDINGS AT MEETINGS OF MEMBERS

23. Special business is
- (a) all business at an Extraordinary General Meeting, except the adoption of rules of order, and
 - (b) all business conducted at an Annual General Meeting, except the following:
 - (i) fixing or changing of the number of Directors;
 - (ii) adoption of rules of order;
 - (iii) consideration of the financial statements of the Club presented to the meeting;
 - (iv) consideration of the reports, if any, of the Directors of the Club;
 - (v) consideration of the report of the auditor, if any;
 - (vi) election of appointment of Directors;
 - (vii) appointment of an auditor, if required;

(viii) business arising out of a report of the Directors not requiring the passing of a special resolution.

24. (a) Business other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated;

(c) A quorum is 5% of the members present, or a greater number that the members may determine at a general meeting.

25. If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

26. Subject to bylaw 27, the President of the Club, the Vice President or, in the absence of both, one of the other Directors present, may preside as a chair of a general meeting.

27. If at a general meeting

(a) There is no President, Vice President, or other Director present within 15 minutes after the time appointed for the holding of the meeting; or

(b) The President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their members to be the chair,

28. (a) The chair of a general meeting may, or if so directed by 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 the business left unfinished at the meeting from which the adjournment took place.
- (b) 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 meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
29. (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote in which he or she may be entitled as a member, and the proposed resolution does not pass.
30. (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by show of hands, unless it is requested and agreed by 25% of the members present that a secret ballot vote take place.
- (c) Voting by proxy is not permitted.
31. The chair of the general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

PART 5

DIRECTORS AND BOARD MEMBERS

32. (a) The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to
- (i) all laws affecting the Club,
 - (ii) these Bylaws, and
 - (iii) rules, not being inconsistent with these Bylaws, that are made from time to time by the Club in a general meeting.
- (b) A rule, made by the Club in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
33. (a) The President, Secretary and Treasurer are the Directors of the Club.
- (b) The Board must consist of 5 or more officers. The number of Directors must be 3, or a greater number determined from time to time at a general meeting.
- (c) The Directors will have the authority to appoint additional members to the Board. These members of the Board will have voting privileges thereon.

34. (a) A Director or member of the Board must be a member in good standing of the Club.
- (b) Separate elections must be held for each office to be filled.
- (c) An election may be by acclamation; otherwise it must be by ballot.
- (d) If a successor is not elected, the person previously elected or appointed continues to hold office.
35. (a) The Directors may at any time from time to time, appoint a member as a Director to fill a vacancy in the Directors.
- (b) A Director so appointed, holds office for 2 years, from one Annual General Meeting, until the conclusion of the second next annual general meeting of the Club, but it is eligible for re-election at that meeting.
36. (a) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.
- (b) An act, or proceeding of Directors, is not invalid merely because there is less than the prescribed number of Directors in office.
37. The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
38. A Director or member of the Board must not be remunerated for being or acting as a Director, but a Director or member of the Board must be reimbursed for all expenses necessarily and reasonably incurred, while engaged in the affairs of the Club. Receipts must be provided to the Treasurer for all expenses.

PART 6

PROCEEDINGS OF DIRECTORS

39. (a) The Board may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. There must be at least one meeting of the Board every three months where Minutes are taken.
- (b) The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Board.
- (c) The President is the chair of all meetings of the Board, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the chair at the meeting.
- (d) A Director may at any time, and the Secretary on the request of a Director, must convene at meeting of the Directors.
40. (a) The Directors may delegate any, but not all, of their powers to committees consisting of members as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated must confirm to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board, held after the act or thing has been done.
41. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the persons present who are members of the committee, must choose one of their number to be the chair of the meeting.

42. Tottenham Hotspur reserves the right to review the Board Minutes at any time upon request.
43. For the first meeting of the Board held immediately following the appointment or election of a director or Directors at an annual or other general meeting of members, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
44. (a) Questions arising at a meeting of the Board and any sub-committee, must be decided by majority of votes.

(b) In the case of a tie vote, the chair does not have a second or casting vote and the proposed resolution does not pass.
45. A resolution proposed at a meeting of the Board or any sub-committee need not be seconded, and the chair of a meeting may move or propose a resolution.
46. A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of Directors.
47. The Club must be non-profit making.
48. The Directors will ensure that the Club is GDPR compliant.

PART 7

DUTIES OF OFFICERS

49. (a) The President presides at all meetings of the Club and of the Directors.
- (b) The President is the chair of the Board, and is responsible for supervising the other directors in the execution of their duties.
- (c) The President will check the Tottenham Hotspur Football Club 'Terms and Conditions for Supporters Club members' every year, and recommend changes to the Bylaws (if required), prior to the AGM to ensure that the Club is compliant with the current rules.
- (d) The President will maintain and update the register of members on the THFC Official Supporters Club ticketing portal and allocate all ticket requests of members.
50. The Secretary is responsible for doing, or making the necessary arrangements for the following:
- (a) conduct the correspondence of the Club;
- (b) issue notices of meetings of the Club and the Board;
- (c) keep Minutes of all meetings of the Club and Board;
- (d) have the records and documents of the Club in accordance with the Act, except those required to be kept by the Treasurer;

(e) the custody of the common logo of the Club.

51. The Treasurer is responsible for doing, or making the necessary arrangements for the following:

- (a) keeping financial records, including books of accounts, necessary to comply with the Societies Act;
- (b) render Financial Reports to the Directors & Board at mee, and to others when required;
- (c) prepare and present a Financial Report once a year to all members, to be included with the AGM notice;
- (d) receiving and banking monies collected from the members of other sources;
- (e) deposit all money in a separate account in the name of the Club. Ensure that no withdrawals are made from the account without the signatures of both the President and the Treasurer;
- (f) ensure that any money made from the Club is put back into the Club, or donated to charity;
- (g) making the Club's filings respecting taxes if applicable;
- (h) prepare an audited copy of the financial Report by the 30th June each year, to be ready to send to Tottenham Hotspur Football Club on request. Tottenham Hotspur Football Club reserves the right to audit the accounts and view bank statements on request.

PART 8

CLUB LOGO

52. The Directors are provided with a logo for the Club from Tottenham Hotspur Football Club, and will use the current logo to identify the Club.

PART 9

BORROWING

53. The Club shall not borrow money to achieve its purposes.

PART 10

NOTICES TO MEMBERS

- 54. A notice may be given to a member, either personally, or by mail or e-mail to the member at the member's registered address or e-mail address.
- 55. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 56.
 - (a) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and
 - (b) No other person is entitled to receive a notice of a general meeting.

PART 11

BYLAWS

57. On being admitted to membership, each member is required to read and fully understand the Constitution and Bylaws of the Club. The Constitution and Bylaws of the Club can be found on the website.
58. These Bylaws must not be altered or added to except by special resolution.