

NOTICE OF SPECIAL GENERAL MEETING OF THE MEMBERS

**ASSOCIATION OF PORT COQUITLAM F.C.
("Society")**

NOTICE IS HEREBY GIVEN that a meeting of the members of the Society will be held in the Wilson Centre Room at the Port Coquitlam Recreation Complex, 2150 Wilson Avenue, Port Coquitlam, British Columbia on Tuesday, February 13, 2018 at the hour of 7:00 pm for the following purposes:

1. To consider and pass a special resolution, attached to this Notice as Schedule A, in connection with the transition of the Society under the *Societies Act* (BC), for the purpose of approving the amendment of the Society's Constitution and Bylaws, attached to this Notice as Schedule B.
2. To transact such other business as may lawfully come before the meeting or any adjournment thereof.

DATED: January 5, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

**Schedule A to Notice of Special General Meeting -
Association of Port Coquitlam F.C.**

**Text of a Special Resolution to be Considered by the Members of
Association of Port Coquitlam F.C.**

“BACKGROUND

A. Pursuant to the *Societies Act* (BC) (the “**New Act**”), which replaced the former *Society Act* (BC) effective November 28, 2016, the Association of Port Coquitlam F.C. (the “**Society**”) is required to electronically file a Transition Application (the “**Transition Application**”) with the BC Registrar of Companies (the “**Registrar**”) which consists, in part, of the Society’s consolidated Constitution and Bylaws as of that date.

B. Any alteration to the Society’s Bylaws contained in the Transition Application, in addition to those alterations expressly prescribed by the New Act must - prior to its filing - have been authorized by special resolution of the Society’s members.

C. The members of the Society wish to amend the existing Bylaws of the Society so that they comply with the New Act and contain other provisions that are necessary, advisable or desirable in conjunction with the new legislation.

THEREFORE, BE IT RESOLVED as a special resolution that:

1. Effective as of the time at which the Society files its Transition Application:
 - (a) the Constitution of the Society, as filed with the Registrar prior to the New Act coming into force, be amended by deleting all of the provisions therein other than the name and purposes of the Society; and
 - (b) the Bylaws of the Society, as filed with the Registrar prior to the New Act coming into force, be altered by deleting all the provisions thereof, and that all the provisions in the Bylaws attached to the Notice of Meeting issued for this meeting be adopted as the Bylaws of the Society.
2. Any director or officer of the Society is authorized and directed for and on behalf and in the name of the Society to execute, deliver and file, as the case may be, the Transition Application and any other agreements, instruments and documents and to do such other acts or things as such director or officer, in his or her discretion, considers necessary, desirable or advisable for the purpose of giving effect to these resolutions.”

**Schedule B to Notice of Special General Meeting -
Association of Port Coquitlam F.C.**

CONSTITUTION

1. The name of the society is Association of Port Coquitlam F.C.
2. The purposes of the society are:
 - (a) To promote, teach and perpetuate the game of soccer at the Club level.
 - (b) To maintain membership in good standing with the British Columbia Soccer Association, hereinafter referred to as BCSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof encouraging sportsmanship and respect for the laws of the game, officials and membership.
 - (c) To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
 - (d) To operate without purpose of pecuniary gain to any of its members and any surplus of the Club shall be used solely for the purpose of the Club and the promotion of its objectives.

ASSOCIATION OF PORT COQUITLAM F.C.

BYLAWS

Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **“Active Member”** means a member of the Club;
- (b) **“Adult League”** means any one of Metro Women's Soccer League, Fraser Valley Soccer League Association, Vancouver Metropolitan Soccer League Association or any other adult league sanctioned by BC Soccer and confirmed as an “Adult League” by Board Resolution;
- (c) **“BC Soccer”** means British Columbia Soccer Association;
- (d) **“Board”** means the Directors acting as authorized by the Societies Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Club and exercising the powers of the Club;
- (e) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means; or
 - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Club as filed with the Registrar of Companies of the Province of British Columbia, as may be altered from time to time in accordance with the Societies Act;
- (g) **“Club”** means Association of Port Coquitlam F.C. or such other name by which the Club becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (h) **“Constitution”** means the constitution of the Club as filed with the Registrar of Companies of the Province of British Columbia, as may be altered from time to time in accordance with the Societies Act;
- (i) **“Directors”** means those individuals who are, or who subsequently become, directors of the Club in accordance with these Bylaws and who have not ceased to be directors;
- (j) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (k) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;;
- (l) **"Minor Registered Player"** means a Registered Player who is 18 years old or younger;
- (m) **"Ordinary Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast by those Active Members entitled to vote on such matter either at a duly constituted meeting of the Active Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Active Members and by Electronic Means; or
 - (ii) a resolution consented to in writing, after being sent to all of the Active Members entitled to vote on such matters, by at least 2/3 of such voting Active Members.
- (n) **"Playing Season"** means the soccer playing season identified by BC Soccer from time to time;
- (o) **"President"** means the person appointed or elected to the office of the president in accordance with these Bylaws;
- (p) **"Registered Address"** of an Active Member or Director means the address of that Active Member or Director, as applicable, recorded in the register of Active Members or register of Directors, as the case may be, including, if provided by the Active Member or Director for that purpose, that Active Member's or Director's facsimile number and electronic mail address;
- (q) **"Registered Player"** means a person whose application for membership with the Club has been validated by the Registrar of the Club for the current Playing Season;
- (r) **"Registration Fee"** means the registration fee paid by or on behalf of a Registered Player in respect of an upcoming Playing Season;
- (s) **"Respective Governing Body"** means the Youth District and/or the Adult League(s), as applicable.
- (t) **"Secretary"** means the person appointed or elected to the office of the secretary in accordance with these Bylaws;
- (u) **"Senior Manager"** means an individual appointed by the Directors to serve as a senior manager in accordance with the Societies Act;

- (v) **“Societies Act”** or **“Act”** means the *Societies Act* of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (w) **“Special Resolution”** means:
 - (i) a resolution passed by at least 2/3 of the votes cast by those Active Members entitled to vote on such matter either at a duly constituted meeting of the Active Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Active Members and by Electronic Means; or
 - (ii) a resolution consented to in writing by all of the Active Members entitled to vote on such matter;
- (x) **“Treasurer”** means the person appointed or elected to the office of the treasurer in accordance with these Bylaws;
- (y) **“Vice-President”** means the person appointed or elected to the office of the vice-president in accordance with these Bylaws; and
- (z) **“Youth District”** or **“TCYSA”** means the TriCities Youth Soccer Association.

1.2 BC Soccer Definitions

Terminology used in these Bylaws shall have the same meaning as used by the Respective Governing Body and BC Soccer in their constitution, bylaws and published rules. If there is a conflict between definitions, the definition used by BC Soccer will prevail.

1.3 Societies Act Definitions

Except as otherwise provided, the definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws. If there is a conflict between these Bylaws and the Societies Act, the Societies Act will prevail.

1.4 General Interpretation Rules

Words importing the singular include the plural and vice versa; and words importing a male individual include a female individual.

Part 2 - Active Members

2.1 Active Members

The Active Members are those individuals who are Active Members on the date these Bylaws come into force and those individuals who subsequently have become Active Members in accordance with these Bylaws and, in either case, have not ceased to be Active Members.

2.2 Classes of Membership

There will be one class of membership in the Club, being the class of Active Members.

2.3 Eligibility for Membership

In order to be eligible to be admitted as, and to remain, an Active Member, an individual must be either:

- (a) a Registered Player who is at least the age of majority in the Province of British Columbia; or
- (b) a parent or legal guardian of a Minor Registered Player,

provided that only one parent or legal guardian of a Minor Registered Player may be identified as an Active Member at any one time.

2.4 Admission to Membership

An eligible individual may apply for membership in the Club in accordance with these Bylaws and on acceptance by the Club and payment of the Registration Fees and accompanying membership dues, if any, will be a Member.

2.5 Application for Membership

Applications for membership in the Club must:

- (a) be on an application form or otherwise in the manner approved by the Directors from time to time;
- (b) include any documents or other information as the Club may require to confirm eligibility for membership;
- (c) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Club by facsimile or electronic mail, the facsimile number and electronic mail address of the applicant; and
- (d) be accompanied by any Registration Fees and membership dues which are payable.

2.6 Active Member Compliance with Constitution, Bylaws and Policies

Every Active Member will, at all times, uphold the Constitution and comply with these Bylaws and any policies of the Club adopted by the Directors from time to time.

2.7 Membership Dues

The amount of the annual membership dues will be determined by the Directors, by Board Resolution. In the absence of any such determination, it will be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding Playing Season until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required of any given Active Member from time to time.

2.8 Transferability of Membership

Membership in the Club is not transferable.

2.9 Membership Term

The membership of each Active Member shall expire at the end of the corresponding Playing Season.

2.10 Renewal of Membership

Active Members may renew their membership for the upcoming Playing Season by completing their registration as an Registered Player or, in the case of a Minor Registered Player, by the parent or legal guardian of a Minor Registered Player registering their child as a Minor Registered Player for the coming Playing Season and, in each case, paying the applicable Registration Fee.

2.11 Cessation of Membership

An Active Member's membership in the Club terminates immediately when:

- (a) the Active Member ceases to be qualified as an Active Member pursuant to these Bylaws, including when a Registered Player withdraws his or her registration or when a parent or legal guardian of a Minor Registered Player withdraws his or her registration;
- (b) the Active Member resigns in writing, the effective date of which will be the later to occur of (i) the receipt by the Club of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) the Active Member's membership expires, if not renewed in accordance with these Bylaws;
- (d) the Active Member dies;
- (e) the Active Member is expelled in accordance with the Bylaws or otherwise as permitted under the Societies Act; or
- (f) unless otherwise waived by the Board in its discretion, the Active Member has been not in good standing for 12 consecutive months.

2.12 Discipline of Active Members

- (a) An Active Member may be fined, placed on probation or performance bond, censured, suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BC Soccer's published rules.
- (b) The Board may suspend an Active Member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the Active Member at issue in writing or verbally within seven days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board
- (c) The Active Members may discipline or remove an Active Member by Special Resolution at a meeting of the Active Members, provided the meeting notice states the proposed reasons for the discipline or removal, and the Active Member is provided with an opportunity to be heard at the meeting either orally or in writing.
- (d) An Active Member that is suspended loses all rights of membership until the suspension has been completed.

2.13 Active Members Not in Good Standing

An Active Member is not in good standing if:

- (a) the Active Member fails to pay the Active Member's annual membership dues, if any, the Registration Fee or any other subscription or debt due and owing by him or her to the Club, and the Active Member is not in good standing so long as those dues or other debt remains unpaid; or
- (b) the Active Member has been disciplined pursuant to Bylaw 2.11 and the Active Member is not in good standing for the duration of such discipline.

2.14 Rights of Active Members

Active Members (and in the case of Active Members who hold their membership in respect of Minor Registered Players, the corresponding Minor Registered Players) have the following rights:

- (a) to be governed by BC Soccer, the Respective Governing Body and the Club's published constitution, bylaws and rules;
- (b) to participate in BC Soccer sanctioned competitions and tournaments;
- (c) to participate in BC Soccer sanctioned programs such as player, coach and referee development;
- (d) to participate in the Respective Governing Body and the Club's sanctioned programs;
- (e) to receive notice of, attend and vote, in accordance with these Bylaws, at all meetings of Active Members; and
- (f) to participate in the BC Soccer Insurance Plan.

2.15 Rights of Active Members Not in Good Standing

An Active Member that is not in good standing has the right to receive notice of and to attend all meetings of Active Members but is suspended from all other rights and privileges, including the right to vote at such meetings, for so long as such Active Member remains not in good standing.

2.16 Rights of Active Members on Cessation of Membership

All rights and privileges of an Active Member terminate immediately on cessation of membership.

Part 3 - General Meetings of Active Members

3.1 Time and Place of General Meetings

General meetings of the Club will be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.2 Annual General Meetings

Unless otherwise permitted in accordance with the Societies Act, the Club will hold an annual general meeting at least once in every calendar year.

3.3 Deemed Annual General Meetings

Subject to the Societies Act, the Club will be deemed to have held an annual general meeting if:

- (a) the matters that must, under these Bylaws or the Societies Act, be dealt with at that meeting are dealt with in a resolution; and
- (b) all of the Active Members consent in writing to that resolution on or before the date on which the annual general meeting must be held pursuant to the Societies Act.

3.4 Extraordinary General Meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.5 Calling of Extraordinary General Meeting

The Directors may, by Board Resolution, convene an extraordinary general meeting.

3.6 Requisition of General Meeting

The Active Members may, in accordance with the Societies Act, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition must be signed by not fewer than 10% of the Active Members and must otherwise comply with the Societies Act.

3.7 Notice of General Meeting

- (a) Subject to Bylaw 3.8, written notice of a general meeting must be sent to every Active Member at least 14 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must:
 - (i) specify the date, time and location of the general meeting; and
 - (ii) include the text of any special resolution to be submitted to the meeting.
- (c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Active Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

3.8 Deemed Sending of Notice of General Meeting

Notwithstanding Bylaw 3.7, for so long as the Club has more than 250 Active Members, notice of a general meeting may be sent:

- (a) by e-mail to every Active Member who has provided an email address to the Club, by email to that email address at least 14 days and not more than 60 days before the meeting; and

- (b) by publishing notice of the date, time and location of the meeting on the Club's website for at least 21 days immediately before the meeting.

3.9 Waiver of Notice

An Active Member may, in any manner, waive the Active Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of an Active Member at a general meeting is a waiver of the Active Member's entitlement to notice of the meeting unless the Active Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.10 Omission of Notice

The accidental omission to send notice of a general meeting to, or the non-receipt of a notice by, an Active Member does not invalidate any proceedings at that meeting.

3.11 Active Members Proposals

The Active Members may, in accordance with the Societies Act, send to the Club a notice of a matter that the Active Members propose to have considered at an annual general meeting, provided that such proposal:

- (a) is signed by no fewer than the number of Active Members that is the greater of (i) 5% of the Active Members of the Club; and (ii) two Active Members, and
- (b) otherwise complies with the Societies Act.

Part 4 - Proceedings at General Meetings

4.1 Ordinary Business at General Meetings

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

- (a) adoption of rules of order;
- (b) consideration of any Financial Statements of the Club 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 applicable; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Chair of General Meeting

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 of the meeting;
- (b) if the Board has not appointed an individual to preside as the chair of the meeting or the individual appointed by the Board is unable to preside as the chair of the meeting:

- (i) the President;
 - (ii) the Vice-President, if the President is unable to preside as the chair of the meeting; or
- (c) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the chair of the meeting; or
- (d) if there is no individual otherwise 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 Active Members who are present must elect an individual present at the meeting to preside as the chair of the meeting.

4.3 Quorum Required

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 Active Members is present.

4.4 Quorum

The quorum for the transaction of business at a general meeting is 15 Active Members in good standing, present in person or by Electronic Means, to the extent permitted by the Board, provided that if the Club has fewer Active Members than is required under this Bylaw, the quorum for the transaction of business at a general meeting is all of the Active Members.

4.5 Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of Active Members is not present:

- (a) in the case of a meeting convened on the requisition of Active Members, the meeting is terminated; and
- (b) in any other case, the meeting stands adjourned for 72 hours, 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 Active Members who are present constitute a quorum for that meeting.

4.6 If Quorum Ceases to be Present

If, at any time during a general meeting, there ceases to be a quorum of Active Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Adjourning a General Meeting

The chair of a general meeting may, or if so directed by the Active 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.

4.8 Notice of Continuation of Adjourned General Meeting

It is not necessary to send 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 14 days or more, notice of the continuation of the adjourned meeting must be sent.

4.9 Participation in General Meetings by Electronic Means

The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Active Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Individual participating in a general meeting by Electronic Means is deemed to be present at such meeting.

4.10 Proposing a Resolution

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.11 Ordinary Resolution Sufficient

A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Societies Act or these Bylaws to be decided by Special Resolution.

4.12 Entitlement to Vote

- (a) Each Active Member in good standing is entitled to one vote on matters for determination by the Active Members.
- (b) In case of an equality of votes, the individual presiding as chair of a meeting will not have a casting or second vote in addition to the vote to which such individual may be entitled as an Active Member and the proposed resolution will not pass.

4.13 Voting by Electronic Means Outside of a General Meeting

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Active Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Club must provide each Active Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how Active Members may cast their vote.

4.14 Methods of Voting

Voting by Active Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Active Members who are entitled to vote;
- (b) by written ballot; or
- (c) by Electronic Means,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Active Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Active Member voted.

4.15 Proxy Voting

Voting by proxy is not permitted.

Part 5 - Directors

5.1 Power of Directors

The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Club, including without limitation, the Societies Act; and
- (b) these Bylaws and the Constitution.

5.2 Management of Property, Activities and Internal Affairs

The Board has the authority and responsibility to manage, or supervise the management of, the property, activities and internal affairs of the Club.

5.3 Invalidation of Director Acts

- (a) No rule, made by the Club in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- (b) No act or proceeding of a Director or the Board is invalid merely because:
 - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
 - (ii) fewer than the required number of directors have been designated, elected or appointed;
 - (iii) the residency requirements for the Directors have not been met; or
 - (iv) a majority of the Directors, contrary to the Societies Act, receive or are entitled to receive remuneration from the Club under contracts of employment or contracts for services.

5.4 Number of Directors

The Club must have at least 5 Directors, or such greater number as may be determined by Ordinary Resolution, each of whom is elected in accordance with these Bylaws.

5.5 Composition of the Board

The Board will be comprised of individuals elected to one or more of the following positions in accordance with these Bylaws:

- (a) President;
- (b) Vice-President;
- (c) Treasurer;
- (d) Secretary; and
- (e) One or more Directors-at-Large,

provided that the individuals serving as President and Vice-President may not hold multiple officer positions.

5.6 Director Qualifications

In order to be eligible to be elected and to serve as a Director, an individual must comply with requirements in Societies Act and, without limiting the foregoing, must:

- (a) be resident in the Province of British Columbia;
- (b) be at least 18 years of age;
- (c) not have been found by any court to be incapable of managing his or her affairs;
- (d) not be an undischarged bankrupt;
- (e) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the Societies Act;
- (f) not receive nor be entitled to receive remuneration from the Club under contracts of employment or contracts for services;
- (g) comply with any additional requirements established by BC Soccer.

5.7 Consent to be a Director

No election, appointment or designation of an individual as a Director is valid unless:

- (a) that individual consents to be a Director in the manner provided for in the Societies Act; or
- (b) that individual is elected or appointed at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a Director.

5.8 Nomination and Election of Directors

- (a) Nominations for positions on the Board may be made by any Active Member at an annual general meeting of the Active Members.
- (b) Nominations and elections for open positions on the Board shall be held in the order of the positions listed in the Bylaws.

- (c) All Directors shall be elected by majority vote in the following order:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer;
 - (iv) Secretary; and
 - (v) Remaining Directors.
- (d) Elections shall be by secret ballot, but in the event that only one candidate is nominated for a given position, no vote is required and the nominated candidate shall be declared elected by acclamation.

5.9 Director Terms

- (a) Elections for Directors will normally occur at the annual general meeting.
- (b) Subject to paragraph (d), each Director will be elected for a two year term and will retire from office at the close of the second annual general meeting following his or her election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected.
- (c) For the purposes of calculating the duration of a Director's term of office, such term will be deemed to have commenced at the close of the annual general meeting at which the Director was elected provided that if the Director was elected at an extraordinary general meeting or by consent resolution of the Active Members, his or her term of office will be deemed to have commenced at the close of the annual general meeting immediately following his or her election.
- (d) The Directors shall be elected for staggered terms and in order to ensure staggered terms, the Directors may by Board Resolution prior to an election determine that some or all of the vacant Director positions will have a term of less than two years, the length of such term to be determined by the Directors in their discretion.

5.10 Term Limits

A Director may be elected for an unlimited number of consecutive terms.

5.11 Removal of Director

- (a) A Director may be removed before the expiration of his or her term of office by either of the following methods:
 - (i) Special Resolution; or
 - (ii) subject to paragraph (b), by a resolution of the Directors that is passed by at least 3/4 of the votes cast by those Directors who are entitled to vote on such matter or that has been consented to in writing by every Director entitled to vote on such matter.

- (b) A Director may not be proposed for removal by resolution of the Directors unless:
- (i) It has been determined by Board Resolution that such Director:
 - (1) Has become incapable of performing the business of the Club;
 - (2) Has been absent from two or more regularly scheduled meetings of the Board in a single year, without satisfactory reason;
 - (3) Is no longer domiciled in the Province of British Columbia;
 - (4) Has failed to properly account for monies or other property belonging to the Club;
 - (5) Has been found guilty of a criminal offence regardless of whether the offence directly affected the Club;
 - (6) Has been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer;; and
 - (ii) at least 14 days' written notice of the resolution has been provided to all Directors (including the Director who is proposed for removal) and, prior to the vote on the resolution, the Director who is proposed for removal has been given a reasonable opportunity to make representations to the Board respecting the proposed removal.
- (c) A Director who is proposed for removal by resolution of the Directors has a conflict of interest and may not vote on the proposed resolution.

5.12 Suspension of a Director

A Director may be suspended by a resolution of the Directors that is passed by at least 3/4 of the votes cast by those Directors who are entitled to vote on such matter or that has been consented to in writing by every Director entitled to vote on such matter, provided that:

- (a) all Directors are given at least 14 days' notice of the meeting of Directors at which the suspension will be considered;
- (b) the Club provides the affected Director with at least 14 days' written notice of the proposed suspension and such notice is accompanied by a brief statement of the reason or reasons for the proposed suspension; and
- (c) the Director who is the subject of the proposed suspension must be given an opportunity to make representations to the Board respecting the proposed suspension.

5.13 Ceasing to be a Director

An individual will immediately and automatically cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the Societies Act or these Bylaws;

- (b) the written resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Club of the written resignation; and (ii) the effective date, if any, specified in the written resignation;
- (c) his or her death;
- (d) the expiry of his or her term of office as a Director, unless re-elected; or
- (e) his or her removal from office as a Director.

5.14 Directors May Fill Casual Vacancy on Board

The Directors may at any time and from time to time, by Board Resolution, appoint an individual as a Director, provided that such individual is qualified under these Bylaws to serve 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.

5.15 Term of Appointment of Director Filling Casual Vacancy

An individual appointed to fill a vacancy on the Board will cease to be a Director at the conclusion of the next annual general meeting following such appointment, at which time the position will be filled by the Active Members.

5.16 Support of Club Purposes

Each Director will unreservedly subscribe to and support the purposes of the Club and, when exercising the powers and performing the functions of a Director, will act with a view to the purposes of the Club.

5.17 Director Remuneration

The Club will not pay a Director any remuneration for being or acting as a Director.

5.18 Reimbursement of Director Expenses

The Club may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

Part 6 - Proceedings of Directors

6.1 Directors' Meetings

The Directors may meet at the locations they think fit to conduct business and may otherwise regulate their meetings and proceedings as they see fit, provided that the Directors will meet at least one time every two months and at least six times each year.

6.2 Calling Directors' Meetings

A Directors' meeting may be called by the President or by any two Directors.

6.3 Notice of Directors' Meetings

At least 14 days' notice of a Directors' meeting must be sent to all Directors unless all of the Directors agree to a shorter notice period, provided that:

- (a) for a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Active Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to send 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;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the Secretary; and
- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

6.4 Board Proceedings Valid Despite Omission to Send Notice

The accidental omission to send 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.

6.5 Quorum of Directors

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum will be a majority of the Directors then in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Club will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

6.6 Chair of Directors' Meetings

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Vice-President will chair the meeting, provided that if the Vice-President is not present at such meeting within 15 minutes after the time appointed for holding the meeting or is unwilling to chair the meeting, the Directors present at the meeting will choose one of their number to chair the meeting.

6.7 Board Resolutions

Unless otherwise required under these Bylaws or under the Societies Act, any question arising at a meeting of the Directors or at a meeting of a committee of Directors will be decided by Board Resolution.

6.8 Director Entitlement to Vote

Each Director will be entitled to one vote. In case of an equality of votes, the individual presiding as chair of a meeting will not have a second or casting vote in addition to the vote which such individual is entitled as a Director and the proposed resolution will not pass.

6.9 Procedure for Voting by Directors

- (a) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
 - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
 - (ii) by written ballot; or
 - (iii) by Electronic Means,provided that where a vote is to be conducted in accordance with paragraph (a)(i), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Director voted.
- (b) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

6.10 Participation in Meetings of Directors by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

Part 7 - Director Conflict of Interest

7.1 Declaration of Conflict

A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or proposed contract or transaction, of the Club; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Club,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and must otherwise comply with the Societies Act and any policies adopted by the Board from time to time.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1 and will refrain from any action intended to influence the discussion or vote.

7.3 Participation in Discussions

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

7.4 BC Soccer Policies

Each Director will comply with BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Act.

Part 8 - Committees

8.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

8.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.4 Committee Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed, modified as necessary in the context, by the rules set out in these Bylaws governing proceedings of the Board.

8.5 Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

Part 9 - Senior Managers and Officers

9.1 Appointment of Senior Managers

The Directors may appoint one or more Senior Managers of the Club to exercise the Directors' authority to manage the activities or internal affairs of the Club as a whole or in respect of a principal unit of the Club.

9.2 Qualifications of Senior Managers

In order to be eligible to be appointed as a Senior Manager, an individual must comply with the requirements set out in the Societies Act and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless otherwise permitted under the Societies Act.

9.3 Senior Manager Conflicts of Interest

The provisions in Part 7 of these Bylaws apply to Senior Managers, modified as necessary in the context.

9.4 Election and Appointment of Additional Officers

At the first meeting of Directors following an annual general meeting, the Board will elect or appoint any additional officers of the Club as may be required, including but not limited to a Registrar of the Club and a Risk Management Officer, each of whom may - but need not be - a Director.

9.5 Officer Terms

Unless appointed for a longer term by Board Resolution, each officer appointed or elected by the Directors will hold office until the first meeting of the Board held after the next following annual general meeting.

9.6 Removal of Officers

- (a) The Board may at any time, by Board Resolution, remove an officer who is not a Director.
- (b) If any individual ceases to act as a Director at any time, he or she will simultaneously cease to act as an officer of the Club, if applicable.

9.7 Officer Duties - General

The President, Vice-President, Secretary and Treasurer will have at least the powers, functions and duties set out in this Part 9.

9.8 Role of President

The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The President shall speak on behalf of the Club based on the direction of the Board.

9.9 Role of Vice-President

The Vice-President is the vice-chair of the Board and are responsible for carrying out the duties of the President if the President is unable to act.

9.10 Duties of Secretary

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) keeping the records of the Club in accordance with the Societies Act (except for those records for which the Treasurer is responsible);
- (d) conducting the correspondence of the Board; and
- (e) filing the annual report of the Club and making any other filings with the Registrar of Companies of the Province of British Columbia under the Societies Act.

9.11 Duties of Treasurer

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

- (a) receiving and banking monies collected from the Active Members or other sources;
- (b) keeping financial records, including books of account, in respect of the Club's financial transactions in accordance with the Societies Act and the Income Tax Act;
- (c) preparing the Club's financial statements and rendering the same to the Directors, Active Members and others when required; and
- (d) making the Club's filings respecting taxes.

9.12 Absence of Secretary

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

Part 10 - Financial Matters

10.1 Financial Statements.

In this Part, "Financial Statements" shall mean the annual statement of financial position (balance sheet), statement of operations and statement of changes in net assets.

10.2 Accounting Records

The Club will maintain such financial and accounting records and books of account as are required by the Societies Act and applicable laws.

10.3 Requirement for Audit

The Financial Statements of the Club shall be audited by a licensed Chartered Professional Accountant (CPA).

10.4 Presentation of Financial Statements

The Financial Statements of the Club and the auditor's report shall be presented at the annual meeting of the members. The Financial Statements of the Club and the auditor's report shall be distributed to the membership at least 10 days before the annual meeting of the Active Members.

10.5 Budget

A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the Active Members. The budget shall include all proposed fees.

10.6 Distribution of Income

Notwithstanding any other provision of the Constitution or these Bylaws, no part of the income of the Club will be paid to or for the benefit of any Active Member and any income, profits or other accretions to the Club will be used in promoting the purposes of the Club.

10.7 Fiscal Year

The fiscal year of the Club will be determined by the Board from time to time.

10.8 Borrowing and Issuance of Securities

Subject to Bylaw 10.9, in order to carry out the purposes of the Club, the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, may:

- (a) borrow money; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any person and for any consideration.

10.9 Limits on Board Authority to Borrow

The Board may not, on behalf of and in the name of the Club, borrow funds in excess of an amount that is equal to 10% of the operating budget for the Club, as approved at the prior annual general meeting of the Club for the relevant fiscal year, without obtaining the prior approval of the Active Members by Special Resolution.

10.10 Investment of Property

The Board may invest the property of the Club in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that he or she exercises the

care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Club.

10.11 Investment Advice and Delegation of Investment Authority

The Directors may obtain advice with respect to the investment of the property of the Club and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Club's property that a prudent investor might delegate in accordance with ordinary business practice.

10.12 Appointment of Auditor

- (a) The auditor will be appointed at each annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Societies Act.
- (b) Except as provided in paragraph (c), the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.
- (c) An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Societies Act.
- (d) An auditor will be promptly informed in writing of his or her appointment or removal.

10.13 Auditor Qualifications

- (a) An auditor must be qualified to act as an auditor of the Club in accordance with the Societies Act and an auditor who is not or who ceases to be so qualified must promptly resign.
- (b) An auditor must be independent of the Club, to the extent required under the Societies Act and, for greater certainty, no Director nor employee of the Club may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

10.14 Auditor Participation in General Meetings

The auditor, if any, is entitled in respect of any general meeting to:

- (a) receive every notice relating to such meeting to which an Active Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

Part 11 - Seal and Execution of Documents

11.1 Seal

The Club may have a corporate seal in the form approved from time to time by the Board. If the Club has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal.

11.2 Affixing of Seal

A corporate seal is not required for the purpose of executing documents and may be affixed only when authorized by Board Resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one Director.

11.3 Execution of Instruments

All contracts, documents or instruments in writing requiring the signature of the Club may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by any two officers or Directors.

Part 12 - Inspection of Records

12.1 Inspection of Records

- (a) The records of the Club will be open to the inspection of any Directors in accordance with the Societies Act.
- (b) The Active Members will have the right to inspect the records required to be kept by the Club in accordance with section 20(1) of the Societies Act (as such section may be amended, restated, renumbered or replaced from time to time), including:
 - (i) the Club's certificate of incorporation, Constitution and these Bylaws;
 - (ii) the Club's register of Active Members and register of Directors,
 - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
 - (iv) the minutes of each general meeting of Active Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Active Members outside of a general meeting; and
 - (v) the financial statements of the Club and the auditor's report, if any, on those financial statement presented to the Active Members at a meeting of Active Members.
- (c) Except as expressly provided by law, an Active Member will not be entitled nor have the right to examine or inspect any other record of the Club, including those required to be kept by the Club in accordance with section 20(2) of the Societies Act, provided that, subject to such policies as the Board may establish from time to time, an Active Member in good standing may request, by written request delivered to the Club, to examine any other record of the Club and the Club may allow such Active Member to examine the record, either in whole or in part, and subject to such redaction as the Board deems appropriate all in the Board's sole discretion.

Part 13 - Distribution of Records

13.1 Method of Sending or Delivering Records

- (a) A record may be sent or delivered by or to a person in any manner permitted by the Societies Act or as may be agreed upon between the person sending the record and the intended recipient.
- (b) Without limiting Bylaw 13.1(a), a record may be sent or delivered to the Club, an Active Member, a Director or a Senior Manager by any one of the following methods:
 - (i) by leaving the record with that individual or an agent of that individual; or
 - (ii) by mail, courier, electronic mail or facsimile, as applicable, to that individual at his or her Registered Address.

13.2 Deemed Receipt of Notice

Subject to the Societies Act, a notice sent by mail will be deemed to have been given on the third day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received. Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

13.3 Days to be Counted in Determining Notice

If a number of days' notice or a notice extending over any other period is required to be sent, the day the notice is sent or deemed to have been sent and the day on which the event for which notice is sent will not be counted in the number of days required.

13.4 Entitlement to Notice of General Meeting

- (a) Notice of a general meeting will be sent to:
 - (i) every individual shown on the register of Active Members as an Active Member on the day notice is sent;
 - (ii) the Directors, to the extent not received by the individual in his or her capacity as an Active Member; and
 - (iii) the auditor, if applicable.
- (b) No other individual is entitled to receive a notice of general meeting.

Part 14 - Indemnification of Directors and Senior Managers

14.1 Definitions in this Part.

In this Part, "eligible party" has the same meaning as in the Societies Act.

14.2 Indemnification

Subject to the provisions of the Act, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.3 Advancement of Expenses

To the extent permitted by the Act and these Bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.

14.4 Indemnification Prohibited

Notwithstanding the above, the Club shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Club or subsidiary; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

14.5 Non-compliance

The failure of an eligible party to comply with the provisions of the Act, the Constitution, or these Bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.

14.6 Deemed Contract

Every eligible party on being elected or appointed will be deemed to have contracted with the Club upon the terms of the foregoing indemnities.

Part 15 - Distribution on Dissolution

15.1 Distribution on Dissolution

Upon dissolution of the Club, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may

be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the Active Members at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

Part 16 - Bylaws

16.1 Entitlement to a Copy of Constitution and Bylaws

On being admitted to membership, each Active Member is entitled to and, upon request, the Club will send, him or her, without charge, a copy of the current Constitution and Bylaws of the Club.

16.2 Amendment of Bylaws

- (a) Bylaw amendments may be proposed by the Board, or submitted by a Member to the club in writing at least 45 days prior to a meeting of the Members, and approved by Special Resolution at a meeting of the Members where notice of the proposed amendments has been given.
- (b) All Members shall be notified of the proposed Bylaw amendments referred to in paragraph (a). Such notification will be made at minimum of seven days prior to the meeting called for that purpose.
- (c) Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar of Companies of the Province of British Columbia in accordance with the Societies Act.

Part 17 - Soccer

17.1 Affiliations

The Club shall be a member of the BC Soccer and shall be subject to the published Bylaws, Rules and Regulations in declining order of authority of the following governing organizations:

- 1 FIFA;
- 2 The Canadian Soccer Association;
- 3 BC Soccer;
- 4 Youth District; and
- 5 Adult League(s).

17.2 Rules and Regulations

- (a) The Club shall have Rules and Regulations, as adopted by the Board from time to time, for the operation and administration of the game of soccer within the Club.
- (b) Amendments to the Rules and Regulations may be made by Board Resolution or by Ordinary Resolution, provided that if the Rules and Regulations are amended by Board Resolution, the amendment shall be presented for ratification by Ordinary Resolution at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

17.3 Dispute Resolution

- (a) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- (b) The Club shall adhere to any dispute resolution process as published and approved by the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BC Soccer, from time to time (the "Dispute Resolution" process).
- (c) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to the Club, the nature and facts of the dispute. The Respective Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- (d) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Adult League or Youth District Association, and BC Soccer.
- (e) The Club shall make available to any member a copy of the Dispute Resolution process when requested.
- (f) The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

17.4 Policies

- (a) The Club shall maintain policies that are consistent with the published and approved policies of the BC Soccer. The Club may set such additional policies as determined from time to time by the Board.
- (b) The policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.
- (c) The Club shall make available to any member a copy of the Club's policies when requested.

17.5 Appeals

- (a) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.
- (b) The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.
- (c) A decision of the Club may be appealed to the Respective Governing Body, to be conducted in accordance with the Respective Governing Body's published rules. A decision of the Respective Governing Body may be further appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.

- (d) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- (e) An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Club, District, or Regional team.

Part 18 - Miscellaneous

18.1 Operations

The operations of the Club are to be carried on chiefly in the City of Port Coquitlam, in the Province of British Columbia.