

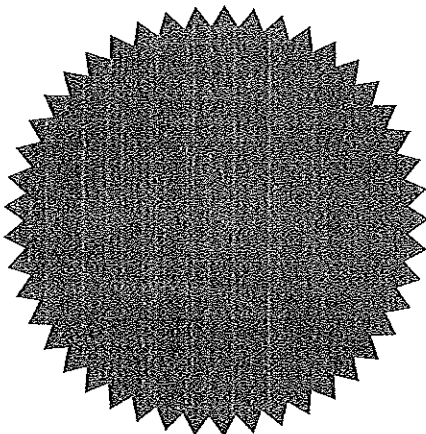


Number: S-0063560

# CERTIFICATE OF INCORPORATION

*SOCIETY ACT*

*I Hereby Certify that VANCOUVER UNITED SPORTS CLUB was incorporated under the Society Act on January 21, 2015 at 12:33 PM Pacific Time.*



*Issued under my hand at Victoria, British Columbia,  
on January 21, 2015*

CAROL PREST  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA



**File Number: S-0063560**

**VANCOUVER UNITED SPORTS CLUB**

**I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on January 21, 2015.**

A handwritten signature in cursive script, appearing to read "Carol Prest".

CAROL PREST  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

## CONSTITUTION AND BYLAWS

# Vancouver United Sports Club

# CONSTITUTION

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## **ARTICLE 1- Name:**

The name of the society shall be **Vancouver United Sports Club**.

## **ARTICLE 2- The purposes of the Society are:**

- a to foster, develop, and promote skills, knowledge and enjoyment of the game of soccer;
- b to generally provide whatsoever assistance that could be available to support and encourage the participation in the game of soccer among adult and youth players
- c to teach sportsmanship and emphasize fair play at all times;
- d to govern the rule of play of the game of soccer among the players of Vancouver United Sports Club.

## **ARTICLE 3- Boundaries of the Club**

The boundaries of the club shall be within the province of British Columbia;  
**This Clause shall not be altered.**

## **ARTICLE 5- Dissolution of the Society:**

Upon the dissolution of the Vancouver United Sports Club and after the payment of all its debts and liabilities, and remaining property shall be turned over, transferred and assigned to such organization(s) as may be involved with the game of soccer, or to such other recognizable charitable organizations(s) in the Province of British Columbia or in Canada as directed by the members.  
**This Clause shall not be altered.**

## **ARTICLE 6- Activities and purposes of the Society:**

The Activities and purposes of the Vancouver United Sports Club shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.  
**This Clause shall not be altered**

**VANCOUVER UNITED SPORTS CLUB BYLAW**  
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# BYLAWS

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Here set out, in the numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the Society Act and other bylaws.

## PART 1- INTERPRETATION

### 1. A In these bylaws, these words mean the follows:

- “Board of DIRECTORS” mean the directors of the club elected only for the time period as set forth in the bylaws.
- “Executive committee” means the Board of Directors and the working executive as appointed by the board of Directors as per the rules set forth in the bylaws
- “Working Executive” means a panel of executives nominated by the Board of Directors to assist them with day to day operations of the club.
- “Directors” mean the person who sits as directors on the Board of Directors of Vancouver United Sports Club.
- “Voting member” means a coach who has been coaching with the club for a minimum of two seasons as well is a member in good standing.
- “Society Act” means the BC Societies Act.
- “Registered player” means a youth and adult player whose application for membership has been validated by the Registrar of the Vancouver United Sports Club
- “Special Resolution” means a resolution passed in a general meeting or Annual General Meeting by a majority of no less than seventy-five percent (75%) of the votes of those Club members entitled to do so, voting in person, provided that notice specifying the intention to propose the resolution as a special resolution has been duly given as provided herein. (Amendment of or addition to the constitution or bylaws of the Vancouver United Sports Club requires a special resolution).
- “Ordinary resolution” means a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes of those Club delegates, being entitled to do so, voting in person provided that notice specifying the intention to propose the resolution as an ordinary resolution has been duly given as provided herein.

- 1. B** The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws, save and except for the definition of “Club Association” which shall be as herein before set out.
- 1. C** Words importing the singular include the plural, and vice versa; and words importing a female person, include male person or a corporation, and any other organization or association, whether incorporated or unincorporated as the context may require.

## **PART 2- MEMBERSHIP**

- 2. A** Membership Criteria: The members of the Vancouver United Sports Club are those Members that have the following membership criteria:
- 2. A. 1** completed all club registration requirements for a head coach in accordance with Vancouver United Sports Club registration requirements in accordance with these Bylaws and has successfully preformed the duty of the head coach within the club for a minimum of two years. Must be present to vote and may only cast one vote. To clarify further any paid coach, outside of the official Vancouver United Sports Club's coaching staff and hired directly by the team or a third party i.e. parents, players or coaches, shall not be considered a voting member of the club and shall not be entitled to participation at AGM or SGM.
- 2. B** Honorary and Life members: Honorary members and Life members may be nominated by resolution of the directors, on the basis of outstanding contribution to youth soccer, and shall be approved by the members by a special resolution at the annual general meeting. There shall be a limit of 1 honorary or Life member every two years. Honorary membership shall be reviewed after every 2 years and both honorary and life members shall not be entitled to exercise any vote at a meeting of the Vancouver United Sports Club.
- 2. C** Membership Application: The membership committee of the Vancouver United Sports Club as appointed from time to time by the Board shall be responsible for receiving, processing, and approving applications for membership and shall be responsible for collection of fees and advising the Board of the membership list. The membership committee shall review any such applications to ensure that the applicant qualifies, and in addition, the membership committee may refuse any application on the grounds that it is not in the best interests of the Vancouver United Sports Club to have the applicant as a member. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.
- 2. D** Members' Obligation: Every Club member and Honorary and Life member shall uphold the constitution and comply with these Bylaws.
- 2. E** Membership Fees: The amount of the annual membership fees shall be determined by the executive committee and shall be approved as an ordinary resolution at the annual general meetings of the Vancouver United Sports Club.
- 2. F** Cessation of membership: A Club Member shall cease to be a member of the Vancouver United Sports Club.
- 2. F. 1** by delivering the intent to resign in writing or electronic mail to the President or by mailing or delivering it to the address of the Vancouver United Sports Club;
  - 2. F. 2** or on being expelled;



**2. F. 3** or on having been a member not in good standing for two (2) consecutive months;

**2. F. 4** or as otherwise set out in these bylaws.

**2. G** Expulsion: A Club Member may be expelled by a special resolution of the directors passed at a Board meeting of the Vancouver United Sports Club's Executive committee.

**2. G. 1** Notice of resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion;

**2. G. 2** The Club Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Vancouver United Sports Club's disciplinary committee as set by the board of directors before the special resolution is put to a vote. All club members have the right to appeal to the board of DIRECTORS C/O the president.

**2. G. 3** Any Club Member expelled may request reinstatement at a General Meeting voted by the membership. Such requests to be presented to the board of directors for approval 15 days before the AGM;

**2. H** Good Standing: All members of the Vancouver United Sports Club are deemed to be in good standing except a member who has failed to pay any annual membership fee, including a current annual membership fee, and is considered not in good standing so long as the membership fee remains unpaid. Any club members under suspension shall also be deemed as not in good standing.

**2. I** Membership Fee Payment Date: Annual membership fee is due by close of business on the last day of registration except when that day falls on a Sunday, then, by close of business the following Monday.

## **PART 3- MEETING OF MEMBERS**

- 3. A** Vancouver United Sports Club's ANNUAL GENERAL MEETING shall be held on or before the thirtieth (30<sup>th</sup>) day of April each year at a place somewhere in the City of Surrey as the directors may determine and on a day to be fixed by the directors and thirty (30) days written notice of such meeting shall be given to the members by posting it on the club's official website.
- 3. B** ANNUAL GENERAL MEETING of the Vancouver United Sports Club shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3. C** General meetings of the Vancouver United Sports Club shall be held at such time and place, in accordance with the Society Act, that the directors may decide.
- 3. D** The accidental omission to give notice of a meeting to or the non-receipt of a notice by a member does not invalidate proceedings at that meeting, and any meeting where there is a quorum present shall be valid notwithstanding that one or more members shall not have received notice of such meeting.
- 3. E** A quorum at any general meeting shall be 10 accredited members in good standing, present in person. Honorary and Life members may be present at any general meeting, but shall not be counted in the quorum.

## **PART 4- PROCEEDINGS AT GENERAL MEETINGS**

- 4. A** The election of the Board of Directors of the Vancouver United Sports Club shall proceed as follows:
- 4. A. 1** At the ANNUAL GENERAL MEETING, nominations shall be solicited from the floor. Any member in good standing may stand as a candidate for President, Treasurer, Secretary and a Director for the Board of Directors. A candidate may be nominated by any person who is able to cast a ballot in the election of the Board of the Vancouver United Sports Club.
  - 4. A. 2** At the ANNUAL GENERAL MEETING, the accredited members may vote in the election of the Board of Directors of the Vancouver United Sports Club.
  - 4. A. 3** At the ANNUAL GENERAL MEETING, each Club Member shall have one (1) vote. Any person who is able to cast a ballot in the election of the Board of the Vancouver United Sports Club shall cast a single ballot in person; votes may not be transferred or cast in abstention.
  - 4. A. 4** No Club Member in arrears with its annual membership fee or indebted to the Vancouver United Sports Club in any way shall be eligible to vote or otherwise participate in the business of the Vancouver United Sports Club at the ANNUAL GENERAL MEETING.
  - 4. A. 5** No Club Member which is under suspension from Vancouver United Sports Club shall be eligible to vote or otherwise participate in the business of the Vancouver United Sports Club at the ANNUAL GENERAL MEETING;
  - 4. A. 6** The order of business at the ANNUAL GENERAL MEETING shall be as follows: Roll Call; Credentials, Minutes; Business Arising; Correspondence; Officer's Reports; Constitutional Amendments; Bylaws; Setting the Annual Membership Fee; Approval of a Budget; Election of Board of Directors; New Business; Adjournment.
- 4. B** All Vancouver United Sports Club meetings, including ANNUAL GENERAL MEETING, shall be governed by Robert's Rules of Order.
- 4. C** Club Meetings: Every General Meeting other than an ANNUAL GENERAL MEETING is a Special General Meeting
- 4. D** Chair at Meetings: The President of Vancouver United Sports Club, or in the President's absence one of the other Board Members present, shall preside as Chair of a meeting of the Vancouver United Sports Club.

## PART 5- BOARD OF DIRECTORS

### 5. A Board of Directors:

5. A. 1 the business of the Vancouver United Sports Club shall be conducted by a Board consisting of a president, Secretary, Treasurer and three (3) Directors;
5. A. 2 the terms of the President and of the Treasurer of the Vancouver United Sports Club shall be for two (2) years commencing on even years. The terms of the Secretary shall be for two (2) years commencing on odd years. The terms of the directors at large shall be two (2) years with two (2) director terms commencing on even years and one (1) director terms commencing on odd years;
5. A. 3 the term of office for a director of the Vancouver United Sports Club shall commence next day after the date of the Annual General Meeting and shall a period of two (2) years from that date;
5. A. 4 the directors will determine among themselves which member will be responsible to attend to whatever function/duties the Board may deem necessary to be performed;
5. A. 5 The Board shall notify all Club members of any vacancy that may occur on the Board. Such vacancies shall be filled within a period of Thirty (30) days after the vacancy occurs by an appointment till the next AGM.
5. A. 6 The Board shall meet whenever the President deems it necessary, or if do so by a majority of the Board, but in any case shall meet at least once in every month;
5. A. 7 at all meetings of the Board, 50% + 1 of the directors shall constitute a quorum for the transaction of business;
5. A. 8 Any member of the board absenting himself from three (3) consecutive meetings of the Board without just cause, and willfully neglecting his duties to the Vancouver United Sports Club, may be determined to have forfeited his position on the Board. Such determination shall be made by a special resolution of the Board;
5. A. 9 Any Board Member who has a personal interest in a matter before the Board shall before a vote on the matter declare their interest and shall not be entitled to vote on the matter in which they have a personal interest. The Board may by resolution disqualify a Board member if the Board is of the opinion that the Board member has a personal interest in the matter;

## **PART 8 – CONSTITUTIONAL AMENDMENTS:**

### Amendments to the Constitution and Bylaws:

- 8. A** Amendments or addition to the Vancouver United Sports Club constitution and bylaws may be effected at the Annual General Meeting of the Vancouver United Sports Club upon a seventy-five percent (75%) affirmative vote of a special resolution to change the Club constitution and bylaws;
- 8. B** Notice of motion of the proposed changes or amendments shall be made in writing by January 15<sup>th</sup> each year to the President and shall be approved by the board of directors. Club members shall be circulated via posting it on the club's official website with copies of all proposed amendments or changes or additions at least thirty (30) days prior to the Annual General Meeting;
- 8. C** Proposed amendments or additions to the constitution and bylaws shall only be considered if submitted by a Club member or by the Board of Directors of the Vancouver United Sports Club;
- 8. D** Changes or amendments to this constitution and bylaws may also be made at any time at a General Meeting of the Vancouver United Sports Club upon a seventy-five (75%) affirmative vote of a special resolution by voting members in attendance to change the Vancouver United Sports Club constitution and bylaws. Notice of motion of any proposed changes or amendments must be give in writing to the President of the Vancouver United Sports Club and shall be approved by the board of directors, who shall give each Club Member thirty (30) days notice of such meeting with a copy of the proposed changes or amendments posted on the club's official website.

- 5. A. 10** Subject to the *Society Act*, every director is deemed to have assumed office on the express understanding, agreement and condition that every such Director and his or her heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Vancouver United Sports Club From and against all reasonable, as determined by the Board, costs, charges and expenses whatsoever which such Director of the Vancouver United Sports Club sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her or him for or in respect of any deed matter or thing, whatsoever made, done or permitted by him or her or any other Director or Directors of the Vancouver United Sports Club in or about the execution of the duties of his or her or their office, and also from and against all other reasonable, as determined by the Board costs charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof except as such costs charges or expenses as are occasioned by his or her own willful neglect or default.
- 5. B** Removal: Any member of the Vancouver United Sports Club Board of Directors can only be removed from office by a special resolution at the AGM and another director shall be elected only to serve the balance of the term.
- 5. C** Working Executive
- 5. C. 1** The Board may appoint a working Executive to assist with the day to day business of the Vancouver United Sports Club. The number of members of such committee shall not exceed 6.
- 5. C. 2** all members of the working executive shall work on a volunteer basis and not expect any remuneration for their work
- 5. D** Employees
- 5. D. 1** The Board may engage paid employees as it shall deem necessary. Such persons shall have such authority and responsibility, as the Board shall determine.
- 5. D. 2** the remuneration of any employees of the Vancouver United Sports Club shall be fixed by the Board. In addition to remuneration of any employees, the Board may authorize the provision of such benefits as pension, life insurance, sickness and accident insurance.
- 5. D. 3** The Board shall assess the need for and fix the bond requirements of its directors, or employees who have control of the funds of the Vancouver United Club
- 5. E** No director or members of the working executive of the Vancouver United Sports Club shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Vancouver United Sports Club.

- 5. F** Only members of Vancouver United Sports Club shall be entitled to hold a position at the board of directors and/or the executive committee

## **PART 6- DUTIES OF BOARD OF DIRECTORS:**

- 6. A** The President shall be the chief executive officer of the Vancouver United Sports Club. The President shall supervise the other officers in the execution of their duties. The President shall be responsible for calling meetings of the Board of Directors and of all general meetings of the Vancouver United Sports Club.
  
- 6. B** The Board may appoint a person to be a volunteer of the Board, to perform whatever duties seen fit to assign to that person, for a period of time determined by the Board, however, while such volunteers can participate in any discussion, subject to the direction of the Chair, they do not vote in any business of the Board.
  
- 6. C** The Duties and responsibilities of the Board of Directors include the following:
  - 6. C. 1** Prepare an annual budget;
  - 6. C. 2** Prepare and implement a program of activities during its period of office;
  - 6. C. 3** Organize an annual general meeting;
  - 6. C. 4** Solicit funds at such time and in such manner as it may be deemed advisable;
  - 6. C. 5** Generally be responsible to handle the day-to-day affairs of the Vancouver United Sports Club and perform such other duties, responsibilities and obligations as may be required by law.



## **PART 7 – SEAL AND AUTHORIZED SIGNATURES:**

- 7. A** The signing officers of the Vancouver United Sports Club shall be the President and two other authorized directors appointed by the directors. Two signatures are required for all financial matters including payments.
- 7. B** The Directors may provide a common seal for the Vancouver United Sports Club and may destroy a seal and substitute a new one in its place.
- 7. C** The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed, in the presence of the Chair and one other authorized director appointed by the directors.
- 7. D** The Vancouver United Sports Club is prohibited from borrowing any monies, and, unless expressly approved at a Special Meeting, may not become financially indebted to any entity.