



Certificate of Incorporation No. S-0061274

SOCIETY ACT

I CERTIFY THIS IS A COPY OF A DOCUMENT FILED ON

COPY OF RESOLUTION

AUG 08 2014

The following is a copy of

- Special resolution* passed, ordinary resolution, directors' resolution

Signature of Carol Prest, Registrar of Companies

in accordance with the by-laws of the Society on the 8th day of July, 2014

"RESOLVED

UPON MOTION DULY MADE AND SECONDED, IT WAS RESOLVED, AS A SPECIAL RESOLUTION, THAT the existing Bylaws of the Society be amended and restated as set out in Schedule "B" to the Notice of Meeting attached as Appendix "A" hereto.

[See Schedule "A" attached hereto for new Bylaws]

Dated this 24th day of July, 2014

Vancouver FC Soccer Association

Signature and title of Society Solicitor

* Strike out words which do not apply.

- Notes regarding special resolutions and contact information for the Registrar of Companies

Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA) notice

Schedule "A"

Vancouver FC Soccer Association

BYLAWS

Part 1 – Interpretation

1. In these Bylaws:
 - a. "BCSA" means the British Columbia Soccer Association;
 - b. "directors" means the directors of the Society;
 - c. "District" means Vancouver District or successor thereto, as established by the British Columbia Soccer Association;
 - d. "Fusion FC" means Fusion Football Club Soccer Association, a society incorporated under the Society Act;
 - e. "general meeting" shall mean the Annual General Meeting or a Special General Meeting;
 - f. "registered address" of a member means the member's address as recorded in the register of members;
 - g. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and amendments to it;
 - h. "Team" means a Youth Metro or Select soccer team that has its home ground playing field within the City of Vancouver and the University Endowment Lands and that is affiliated with the Vancouver Youth Soccer Association;
 - i. "Vancouver FC" or "Society" means the Vancouver FC Soccer Association;
 - j. "VYSA" means the Vancouver Youth Soccer Association;
 - k. "VYSA Board" means the board of directors of the Vancouver Youth Soccer Association; and
 - l. "VYSA District Club" means all youth soccer clubs in the District affiliated with VYSA.

Words importing the singular include the plural and vice versa unless the context otherwise requires, and words importing a male or a female person shall include the other.

Part 2 - Membership

2. Members of the Society shall be comprised of the following:
 - a. A player who has not yet attained their 18th birthday (U-18 Division) before the first day of January of the current calendar year who has registered, or who has been registered by a parent or guardian as a player with the Society or with Fusion FC in accordance with the registration rules and procedures implemented from time to time by the Society or by Fusion FC and whose registration has been accepted by the directors of the Society or of

Fusion FC, is a member, and for the purposes hereof is called a "junior member" and female players are "female junior members" and male players are "male junior members": however, only a parent or guardian of a junior member may exercise the right of that junior member to attend meetings of the Society or to vote at such meetings. Such parent or guardian is not a member by reason of the exercise of such rights on behalf of a junior member, though he or she may be a member in his or her own right.

- b. A person who allows their name to stand for election as a director of the Society, and is so elected, or who accepts an appointment as director is a member, and for the purposes hereof is called an "elected member" or an "appointed member", as the case may be.
- c. A person who is a member of the VYSA Board.
- d. A person who is the president of a VYSA District Club.

For clarity, no person shall be entitled to hold more than one membership or to exercise more than one vote by reason of qualifying under more than one of the foregoing membership criteria, or by exercising the vote of a junior member.

- 3. Every member shall uphold the constitution and comply with these Bylaws.
- 4. Membership dues:
 - a. The annual membership dues for a member shall be included within the annual registration fees as set each year by the directors.
 - b. The annual membership dues for all members other than junior members shall be waived unless the directors determine otherwise.
 - c. The directors may waive the membership dues, or registration fee, or any portion thereof, due to economic need of a junior member.
- 5. A person ceases to be a member:
 - a. In the case of an elected or appointed member, upon retiring from office or by delivering a resignation in writing to the society secretary or registrar or by mailing or delivering it to the address of the society secretary or registrar, or by expiration of their term of elected or appointed position.
 - b. In the case of a volunteer member, by notifying the society secretary or registrar, orally or in writing, of their resignation, or by indicating in any way that they are ceasing or have ceased to carry out their volunteer functions.
 - c. In the case of any other member, by resigning their membership, or being delinquent in the payment of annual membership fees as set out in section 6 below, (unless such fees are waived by the directors as provided for in these Bylaws).
 - d. On being expelled from membership by decision of the directors. In this context, all BC Soccer Association rules and regulations will be adhered to.
 - e. On his or her death.

6. Any junior member who has not paid the required membership fee as set from time to time by the directors before August 1st prior to the upcoming soccer season for which such fees are payable will be considered delinquent for the purposes of section 5c above, and shall thereupon cease to be a member in good standing. For the purposes of this section each membership year shall commence on June 1st and end on May 31st of the following calendar year.

Part 3 - General Meetings

7. The Annual General Meeting of Vancouver FC shall be held within four (4) calendar months following May 31 of each calendar year, on a date fixed by the directors.
8. Special General Meetings may be called at the discretion of the directors.
9. A Special General Meeting shall be called by the Chair or the President at the requisition in writing of a majority of the directors or at the requisition in writing of ten (10) per cent of registered members.
 - a. Any such request shall specify the purposes of such a meeting.
 - b. Only the business set out in the requisition calling for a Special General Meeting shall be dealt with at that meeting.
10. Proxy votes will be accepted at general meetings.
11. Each member in good standing is entitled to one vote at each general meeting.
12. General meetings will be chaired by the Chair or in the absence of the Chair, the President, or in the absence of both, any director of the Society.
13. At least fourteen (14) days notice of a general meeting shall be given to every member recorded on the register of members on the day the notice is given, accompanied by a form of proxy. No other person is entitled to receive notice of a general meeting. Interested persons not registered as members may attend general meetings but shall not be entitled to vote.
14. Notice of a general meeting shall specify the place, day and hour of meeting and in the case of a special meeting, the exact purpose of that meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice shall not invalidate the proceedings of that meeting.
15. A notice may be given to any member or director, either personally by mail at their registered address, by email or by fax in each case at the email address or fax number provided on the register of members or directors.
16. Nominations for the positions of the eight (8) elected directors may be submitted by any member and shall be provided in writing to the Chair, President or Secretary of the Society to be included in the slate of nominees at the Annual General Meeting. Each nomination shall include the name and address of the nominated parent or guardian of a junior member.
17. All nominations of duly qualified nominees received by not later than two (2) business days preceding the date of notice of the Annual General Meeting shall be included in the slate of nominees and set forth in the notice of meeting and form of proxy. Each member shall be entitled to vote in person or by proxy at a general meeting. All directors shall be eligible to act as proxy holders. Proxies shall be accepted if delivered to the Chair of the general meeting or Secretary of the Society prior to the time of commencement of the general meeting.

18. Quorum for a general meeting is the lesser of 10 members in good standing or 10% of the membership, but shall in event be not less than 3 members.
19. All general meetings of the Society shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in these Bylaws or other rules or regulations of the Society.

Part 5 – Directors

20. The board of Vancouver FC shall be comprised of fourteen (14) directors who shall be elected or appointed at the Annual General Meeting as follows:
 - a. Six (6) directors shall be elected from among persons who are or have in the immediately preceding two (2) years been the parents/guardians of female junior members (“female parent directors”) and male junior members (“male parent directors”), subject to the requirement that at least one director shall be a female parent director and at least one director shall be a male parent director.
 - b. Two (2) “at large” directors shall be elected from among those nominees who have served in a volunteer capacity with the Society in the immediately preceding year.
 - c. Two (2) directors shall be appointed annually by the VYSA from the members of the VYSA Board (“VYSA directors”) by notice in writing to the Society to take effect as of the Annual General Meeting and shall be a liaison between the two boards.
 - d. Four (4) directors shall be appointed annually by the presidents of the VYSA District Clubs (“District Club directors”) by notice in writing to the Society signed by a majority of the presidents to take effect as of the Annual General Meeting and shall be a liaison between the Society and the VYSA District Clubs.
21. Except as otherwise set out in sections 22 and 23 below, an elected director shall hold office for one (1) year. A VYSA director and a District Club director shall hold office for one (1) year.
22. Where a director is appointed to fill the unexpired term of an elected director, the term of such appointee shall expire at the next Annual General Meeting.
 - a. If a vacancy occurs among the eight (8) elected directors, the directors may make an appointment from the parents/guardians of the male or female junior members of the Society, or any eligible at-large persons, as applicable, to complete the term of office.
 - b. If a vacancy occurs among the two (2) directors appointed annually by the VYSA pursuant to section 20.c. above, the VYSA shall appoint a replacement director to complete the term of office.
 - c. If a vacancy occurs among the four (4) directors appointed annually by the presidents of the District Club directors pursuant to section 20.d. above, the District Club directors shall appoint a replacement director to complete the term of office.
 - d. A resolution in writing signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
 - e. The members may by special resolution remove an elected director before the expiration of that director's term of office, and may elect a successor to complete the term of office. The notice of special resolution for expulsion shall be accompanied by a brief statement

of the reason(s) for the proposed expulsion; and the member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

- f. The VYSA may replace one or both of the VYSA directors by notice in writing to the Society.
- g. The District Club directors may replace one or more of the four (4) District Club directors by notice in writing to the Society.
- h. Subject to the Society Act, every director and officer is deemed to have assumed office on the express understanding, agreement and condition that every such director and officer and their heirs, executors, administrators and estate respectively shall at all times be indemnified and save harmless out of the funds of Vancouver FC from and against all reasonable, as determined by Vancouver FC's board of directors, costs, charges and expenses whatsoever which such director or officer of Vancouver FC sustains or incurs in connection with the execution of their office, and also from and against all other expenses which that person sustains or incurs in connection with the affairs of Vancouver FC except as such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.
- i. No director or officer shall be remunerated for being or acting as a director or officer but a director or officer shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of Vancouver FC.
- j. The directors of Vancouver FC shall meet as the Chair deems required, and whenever required by two or more directors; and, in any event, not less than once every three (3) months.
- k. At all meetings of the directors a majority of directors shall constitute a quorum for the transaction of business.
- l. Any director absent without good reason (as interpreted by a majority of the other directors) from three (3) consecutive meetings of the directors may be required to resign as a director.
- m. Proxy votes will not be accepted at meetings of directors.

Part 6 – Officers

- 23. The Chair, President, Vice-President Girls and Vice-President Boys shall be elected annually from amongst the directors by the directors at the first meeting of directors after the Annual General Meeting and those directors shall constitute the executive committee. The Treasurer and the Secretary shall be elected annually and may but are not required to be directors. The directors may from time to time appoint other officers of the Society who need not be directors. Any officer may be removed by majority vote of the directors.
- 24. The Chair shall preside at all meetings of the Society and of the directors.
- 25. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 26. The Chair and the President shall carry out each other's duties during either's absence, or either of the Vice-Presidents may do so in the absence of both the Chair and the President.

27. The Secretary shall:
- a. conduct the correspondence of the Society;
 - b. issue notices of meetings of the Society and directors;
 - c. keep minutes of all meetings of the Society and directors;
 - d. have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - e. have custody of the common seal of the Society, if any; and
 - f. maintain the register of members.
28. The Treasurer shall:
- a. keep the financial records including books of account necessary to comply with the Society Act, and
 - b. render financial statements to the directors and members and others when required.
29. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary Treasurer.
30. In the absence of the Secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.

Part 7 – Communications and Records

31. All correspondence shall be directed through the Secretary for record purposes. The Secretary shall refer to the directors any communication received, and shall refer any communication received to the members at the next general meeting if such communication is of concern to the membership.
32. Copies of all minutes of meetings of the directors and general meetings of members will be provided to the secretary of the VYSA.

Part 8 – Finance and Accounting

33. The fiscal year of the Society shall end on May 31 of each calendar year.
34. The Society shall prepare financial statements in accordance with the Society Act.
35. The Society's financial statements shall be presented to the members at the Society's Annual General Meeting.

Part 9 – Banking and Borrowing

36. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Vancouver FC, shall be signed by any two (2) of the authorized signing officers of Vancouver FC. Any one (1) of such officers may alone endorse notes and drafts for collection on account of Vancouver FC through its bankers for the credit of Vancouver FC, or the same may be endorsed "for collection" or "for deposit" with the bankers of

Vancouver FC by using Vancouver FC's rubber stamp for the purpose. Any officers or agents appointed for that purpose may arrange, settle, balance and certify all books and accounts between Vancouver FC and Vancouver FC's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlements of balances and release or verification slips.

37. The directors may at any time by resolution direct the manner in which, and the person or persons by whom specific contracts or obligations of Vancouver FC may be executed.
38. Contracts in the ordinary course of Vancouver FC's operations may be entered into on behalf of Vancouver FC by the Chair, President, Vice-Presidents, Secretary or Treasurer or by any person authorized by the directors.
39. The directors shall not borrow on the credit of Vancouver FC, nor pledge, charge, mortgage, or hypothecate any of its property, real or personal, unless such borrowing, pledging, charging, mortgaging or hypothecating has first been approved and authorized by the members at a general meeting, by special resolution.

Part 10 – Indemnity

40. Members of the board of directors, the officers, employees and all other servants to the Society, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Society against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

Part 11 – Dispute resolution

41. The Society shall adhere to the dispute resolution process, if any, as published and approved by BCSA from time to time.
42. Any member of the Society may initiate the dispute resolution process by communicating in writing to BCSA, with a copy to the Society, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the dispute resolution process by assigning one or more neutral persons to the dispute.
43. The dispute resolution process shall not be used for game discipline which follows the normal discipline and appeals process.
44. The Society shall make available to any member a copy of the dispute resolution process published and approved by BCSA, if any, when requested.
45. All members shall utilize all appeal and dispute resolution mechanisms provided by BCSA prior to commencing civil litigation.

Part 12 – Harassment and Privacy Policies

46. The Society shall maintain harassment and privacy policies that are consistent with the published and approved policies of BCSA, if any.
47. The harassment and privacy policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Society.

48. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
49. The Society shall make available to any member a copy of its harassment and privacy policy when requested.

Part 13 - Seal

50. The directors may provide a common seal for Vancouver FC and may destroy a seal and substitute a new seal in its place.
51. 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 resolution, or if no other persons are prescribed, in the presence of the President, Vice-President, Secretary or Treasurer.

Part 14 – Amendments

52. No change or amendment shall be made in any part of these Bylaws except at the Annual General Meeting or at a Special General Meeting of the Association.
53. Changes and amendments to this constitution may be effected at the Annual General Meeting or a Special General Meeting upon an affirmative vote of 75% of the members present in person or by proxy.
54. Proposals from members to change or amend this constitution at the Annual General Meeting or a Special General Meeting shall be delivered in writing to the Secretary at least sixty (60) days before the date of any such Annual General Meeting or Special General Meeting and shall specify the changes to be proposed thereat.

Part 15 – Conflicts of Interest

55. Directors and officers of the Society must not only be free of conflict of interest but must also appear not to be in a conflict of interest.
56. Upon election to the position of director of the Society, such director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter, update such disclosure.
57. A director shall not permit their own interest to conflict in any way with their fiduciary responsibilities to the Society and shall not benefit directly or indirectly from any transaction with the Society unless it is to clear advantage of the Society as determined by the board.
58. A director shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to their involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization.
59. Directors shall adhere to BCSA's published conflict of interest policies, if any.