Filed Date and Time: September 2, 2025 07:34 AM Pacific Time
Society Incorporation Number: S0060681

SOCIETIES ACT

BYLAWS
OF THE
NORTH SHORE YOUTH SOCCER ASSOCIATION

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BYLAWS
OF THE
NORTH SHORE YOUTH SOCCER ASSOCIATION

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

(a) "**Act**" means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;

(b) "**Address of the Society**" means the registered office address of the Society on record from time to time with the Registrar;

(c) "**Associate Club Members**" means those Clubs that are, or that subsequently become, Associate Club Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Associate Club Members of the Society;

(d) "**BC Soccer**" means the British Columbia Soccer Association, a society governed under the laws of British Columbia, and the legal successor thereto;

(e) "**Board**" means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;

(f) "**Board Resolution**" means:

(1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:

(A) in person at a duly constituted meeting of the Board,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person and by Electronic Means; or

(2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,

and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;

(g) "**Bylaws**" means the bylaws of the Society as filed with the Registrar;

(h) "**Chair**" means the Person elected to the office of chair of the Society in accordance with these Bylaws;

(i) "**Club**" means a body corporate (whether a society, a corporation, or otherwise) that is operating as a youth soccer club:

(1) within the geographical boundaries of the District; and

(2) with a minimum of four (4) affiliated youth soccer teams and having not less than one hundred (100) players in total;

(3) that carries on youth soccer operations or programs that meet the applicable requirements set out in the bylaws, rules, regulations, guidelines, procedures, codes, policies, or other like publications of the governing organizations named in Bylaw 2.1;

(j) "**Constitution**" means the constitution of the Society as filed with the Registrar;

(k) "**Delegate**" means a Person who:

(1) is at least 19 years old;

(2) has been appointed as the delegate of a Full Club Member pursuant to Bylaws 3.5 and 3.6; and

(3) has not ceased to be the delegate of a Full Club Member, whether pursuant to these Bylaws or otherwise;

(l) "**Directors**" means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

(m) "**District**" means the area consisting of the City and District of North Vancouver, the Municipality of West Vancouver, Bowen Island and extending north to include the Municipalities of Squamish, Whistler, Pemberton, the Sechelt Peninsula and any municipalities therein;

(n) "**Electronic Means**" means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

(1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and

(2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

(o) "**Full Club Members**" means those Clubs that are, or that subsequently become, Full Club Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Full Club Members of the Society;

(p) "**General Meeting**" means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;

(q) "***Income Tax Act***" means the *Income Tax Act*, R.S.C. 1985 (5^{th} Supp.), c.1 as amended from time to time;

(r) "**Members**" means those Clubs and Persons that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members of the Society;

(s) "***mutatis mutandis***" means with the necessary changes having been made to ensure that the language makes sense in the context;

(t) "**Ordinary Resolution**" means:

(1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:

(A) in person at a duly constituted General Meeting, or

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,

and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;

(u) "**Person**" means a natural person (i.e., a human being);

(v) "**Proxy Holder**" means a Voting Delegate Member in good standing designated in accordance with these Bylaws to attend a General Meeting and to exercise the voting rights on behalf of another Voting Delegate Member in good standing in accordance with Bylaw 7.4;

(w) "**Registered Address**" of a Member or Director means the address of that Member or Director as recorded in the register of Members or the register of Directors, as applicable;

(x) "**Registered Player**" means a Person duly registered with a Full Club Member as a player on its youth soccer team that is administered by the Society and reflected in the player list on file with BC Soccer as of December 31 of the previous year;

(y) "**Registrar**" means the Registrar of Companies of the Province of British Columbia;

(z) "**Secretary**" means a Person elected to the office of secretary of the Society in accordance with these Bylaws;

(aa) "**Society**" means the "**North Shore Youth Soccer Association**";

(bb) "**Special Resolution**" means:

(1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least seventy-five percent (75%) of the votes cast in respect of the resolution by those Members entitled to vote:

(A) in person at a duly constituted General Meeting,

(B) by Electronic Means in accordance with these Bylaws, or

(C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or

(2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;

(cc) "**Treasurer**" means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;

(dd) **"Vice-Chair"** means a Person elected to the office of vice-chair of the Society in accordance with these Bylaws; and

(ee) "**Voting Delegate Members**" means those Persons that are, or that subsequently become, Voting Delegate Members of the Society in accordance with these Bylaws and, in either case, have not ceased to be Voting Delegate Members of the Society.

1.2 ***Societies Act*** **Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. POLICIES AND PROCEDURES

2.1 **Membership in BC Soccer**

The Society is a member of BC Soccer and shall be subject to the published bylaws, rules, regulations, guidelines, procedures, codes, and policies of the following governing organizations, in declining order:

(a) the Fédération Internationale de Football Association;

(b) the Canadian Soccer Association; and

(c) BC Soccer

2.2 **Policies and Procedures**

The Board may establish such written rules, regulations, guidelines, procedures, codes, policies, or other like publications relating to the activities or affairs of the Society as the Board deems expedient.

2.3 Adoption of Governing Rules

If the Society does not itself have bylaws, rules, regulations, guidelines, procedures, codes, or policies with respect to a matter, the published bylaws, rules, regulations, guidelines, procedures, codes, or policies applicable to that matter, as set forth in Bylaw 2.1, are deemed to be adopted as the bylaws, rules, regulations, guidelines, procedures, codes, or policies of the Society.

2.4 Paramountcy

No bylaw, rule, regulation, guideline, procedure, code, or policy of the Society (whether established by the Board, deemed to be adopted pursuant to Bylaw 2.1 or 2.3, or otherwise) is valid to the extent that it is inconsistent with the Act, the Constitution, or the Bylaws.

3. MEMBERSHIP

3.1 Transition of Membership

At the time these Bylaws come into force:

(a) notwithstanding Bylaw 3.3, each Club named in **Appendix A** as a Full Club Member is deemed to be admitted and will continue only as a Full Club Member until the Club ceases to be a Full Club Member pursuant to these Bylaws;

(b) notwithstanding Bylaw 3.4, each Club named in **Appendix B** as an Associate Club Member is deemed to be admitted and will continue only as an Associate Club Member until the Club ceases to be an Associate Club Member pursuant to these Bylaws;

(c) notwithstanding Bylaw 3.5, each Person who was a “Voting Member” under the former bylaws of the Society immediately before that time and who continues to be a Delegate of a Full Club Member will continue only as a Voting Delegate Member until the Person ceases to be a Voting Delegate Member pursuant to these Bylaws; and

(d) each Person who was a member of the Society immediately before that time and who is not eligible for any class of membership under these Bylaws ceases to be a member of the Society and is deemed to have resigned from membership at that time.

3.2 Classes of Members

There are three (3) classes of Members, being:

(a) Full Club Members;

(b) Associate Club Members; and

(c) Voting Delegate Members.

3.3 Full Club Members

Full Club membership is available only to those Clubs who meet the following qualifications:

(a) Meets all criteria of Membership Policy including:

- i) Providing a clearly defined benefit to the game of soccer in their geographical area; including player opportunities, resources and/or programming.
- ii) Providing proof of registration with the province of BC as a registered society, sole proprietor, partnership and/or incorporation.
- iii) Providing upon request a Constitution and Bylaws and/or equivalent documentation stating the organizations principles, purpose and how decisions are made.
- iv) Maintaining a comprehensive listing of executive officers and/or directors with a description of roles and responsibilities of each with contact information for each.
- v) Providing confirmation of field space annually for training and match play
- vi) Being committed to non-discrimination and inclusive programming delivering both male and female programming regardless of where an individual identifies on the gender spectrum.
- vii) Being committed to financial strength, responsibility and transparency as outlined in the membership policy.
- viii) Operating with an operations and/or technical plan
- ix) Being committed to safe sport and ethical conduct through the development of policies including, at a minimum,
  - a. Risk Management
  - b. Privacy
  - c. Discipline and Ethics
  - d. Code of Conduct for players, coaches, spectators and officials
- x) Being committed to Compliance and friendly relations

(b) Prepares, in advance of each calendar year, an annual plan for the purpose of satisfying the membership obligation of providing confirmed field space for training and match play within the geographic boundaries of the NSYSA.

To be admitted in the Society as a Full Club Member, a Club must apply for Full Club membership in the manner prescribed by the Board and be accepted for Full Club membership in the Society by Board Resolution or in such other manner as may be determined by the Board. For greater certainty, the Board (or such other Person or decision-making body appointed by the Board) has absolute discretion to accept, postpone, or reject an application for Full Club membership for any reason which, in the Board's or other decision-maker's view, is necessary or prudent. A Club becomes a Full Club Member on the date the Club is accepted for Full Club membership pursuant to this Bylaw 3.3 or such later date as may be specified by the applicable decision-maker.

3.4 **Associate Club Members**

Associate Club membership is available only to those Clubs who meet the following qualifications:

(a) Satisfies nine of the criteria set out in a membership policy scorecard, as adopted and amended by Board Resolution from time to time including:

i) Providing a clearly defined benefit to the game of soccer in their geographical area; including player opportunities, resources and/or programming.
ii) Has proof of registration with the province of BC as a registered society, sole proprietor, partnership and/or incorporation.
iii) Can provide upon request a Constitution and Bylaws and/or equivalent documentation stating the organizations principles, purpose and how decisions are made.
iv) Maintains a comprehensive listing of executive officers and/or directors with a description of roles and responsibilities of each with contact information for each.
v) Being committed to non-discrimination and inclusive programming delivering both male and female programming regardless of where an individual identifies on the gender spectrum.
vi) Being committed to financial strength, responsibility and transparency
vii) Operates with an operations and/or technical plan
viii) Being committed to safe sport and ethical conduct through the development of policies including, at a minimum,
   a. Risk Management
   b. Privacy
   c. Discipline and Ethics
   d. Code of Conduct for players, coaches, spectators and officials
ix) Being committed to Compliance and friendly relations

To be admitted in the Society as an Associate Club Member, a Club must apply for Associate Club membership in the manner prescribed by the Board and be accepted for Associate Club membership in the Society by Board Resolution or in such other manner as may be determined by the Board. For greater certainty, the Board (or such other Person or decision-making body appointed by the Board) has absolute discretion to accept, postpone, or reject an application for Associate Club membership for any reason which, in the Board's or other decision-maker's view, is necessary or prudent. A Club becomes an Associate Club Member on the date the Club is accepted for Associate Club membership pursuant to this Bylaw 3.4 or such later date as may be specified by the applicable decision-maker.

3.5 **Voting Delegate Members**

The Voting Delegate Members are the Delegates who have been admitted as Voting Delegate Members pursuant to this Bylaw 3.5 and have not ceased to be Voting Delegate Members.

Each Full Club Member that is entitled to appoint a Delegate pursuant to Bylaw 3.6 must promptly give notice in writing to the Society (in accordance with the procedures established by the Board) of the name and contact details of each of its Delegates. A rightfully appointed Delegate is deemed to be admitted as a Voting Delegate Member on the later of the date the Society receives written notice of the Delegate's appointment and the date for appointment specified in the notice (if any).

A Full Club Member may remove or replace a Delegate at any time by giving notice in writing to the Society (in accordance with the procedures established by the Board) of the removal or replacement, which notice must specify the Delegate to be removed or replaced, the effective date of the removal or replacement, and the name and contact details of any replacement Delegate. A Delegate is deemed to be removed or replaced as a Voting Delegate Member, and a rightfully appointed replacement Delegate is deemed to be admitted as a Voting Delegate Member, as applicable, on the later of the date the Society receives written of the removal or replacement, as applicable, and the date for removal or replacement specified in the notice (if any).

3.6 **Appointment of Delegates by Full Club Members**

Each Full Club Member with five hundred (500) or fewer Registered Players is entitled to appoint no more than one (1) Delegate.

Each Full Club Member with five hundred and one (501) to one thousand (1,000) Registered Players is entitled to appoint no more than two (2) Delegates.

Each Full Club Member with one thousand and one (1,001) or more Registered Players will be entitled to appoint:

(a) no more than two (2) Delegates; plus

(b) one (1) additional Delegate for each additional Five Hundred (500) Registered Players (or portion thereof) exceeding one thousand (1,000) Registered Players.

3.7 **Decrease in Number of Registered Players**

In the event the number of Registered Players represented by a Full Club Member falls below the threshold required to support the number of Voting Delegate Members appointed by such Full Club Member:

(a) the Full Club Member must promptly remove the excess number of Voting Delegate Members in accordance with the procedure set forth in Bylaw 3.5; and

(b) if the Full Club Member fails to do so within the earlier of fourteen (14) days from the date on which the shortfall occurs and the date by which the Society is required to finalize its register of Voting Delegate Members for any purpose, then the requisite number of Voting Delegate Members appointed by such Full Club Member is deemed to be removed, effective immediately, in the following order:

(1) from the most to least recently admitted Voting Delegate Member; and

(2) where two (2) or more Voting Delegate Members were admitted at the same time, they will be deemed ordered alphabetically by surname, followed by given name, with those ranked lower alphabetically deemed more recently admitted.

3.8 **Membership not Transferable**

Membership is not transferable.

3.9 **Term of Membership**

A Member's term of membership shall be from the date the member was admitted or deemed to be admitted into membership in the Society until the date that the Member's membership ceases pursuant to these Bylaws.

3.10 **Cessation of Membership**

A Person or Club will immediately cease to be a Member:

(a) upon the expiration of the Member's term of membership, if any;

(b) upon the Member's removal, expulsion, or termination in accordance with these Bylaws;

(c) in the case of a Full Club Member or Associate Club Member, upon the dissolution of the Full Club Member or Associate Club Member, or upon the date the Full Club Member or Associate Club Member ceases to operate within the geographical boundaries of the District;

(d) in the case of a Voting Delegate Member, upon:

(1) the death of the Voting Delegate Member;

(2) the date that the Full Club Member responsible for the Voting Delegate Member's appointment ceases to be a Full Club Member for any reason; or

(3) the date that the Full Club Member responsible for the Voting Delegate Member's appointment removes or replaces the Voting Delegate Member in accordance with these Bylaws;

(e) upon the date which is the later of:

(1) the date of delivering the Member's resignation in writing to the Secretary or to the Address of the Society; and

(2) the effective date of the resignation stated thereon; and

(f) upon the date which is ninety (90) days from the date on which such Member ceases to be in good standing.

4. MEMBERSHIP RIGHTS AND OBLIGATIONS

4.1 Rights of Full Club Membership (Non-Voting)

In addition to any rights conferred by the Act, a Full Club Member has the right and privilege of membership to receive notice of and to attend all General Meetings.

Subject to the Act, a Full Club Member does not have the right or privilege of membership:

(a) to make or second motions at a General Meeting, or to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; or

(b) to exercise any vote on matters for determination by the Members, whether or not at General Meetings.

4.2 Rights of Associate Club Membership (Non-Voting)

In addition to any rights conferred by the Act, an Associate Club Member has the right and privilege of membership to receive notice of and to attend all General Meetings.

Subject to the Act, an Associate Club Member does not have the right or privilege of membership:

(a) to make or second motions at a General Meeting, or to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; or

(b) to exercise any vote on matters for determination by the Members, whether or not at General Meetings.

4.3 Rights of Voting Delegate Membership

In addition to any rights conferred by the Act, a Voting Delegate Member has the following rights and privileges of membership:

(a) to receive notice of, and to attend, all General Meetings;

(b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and

(c) to exercise one vote on matters for determination by the Members, including at General Meetings.

4.4 Obligations of Members

Each Member shall, at all times:

(a) uphold the Constitution and further, and not undermine, the purposes, aims, and objects of the Society;

(b) comply with these Bylaws and any written rules, regulations, guidelines, procedures, codes, policies, or other like publications of the Society (whether established by the Board, deemed to be adopted pursuant to Bylaw 2.1 or 2.3, or otherwise);

(c) meet all of their direct and indirect financial obligations to the Society or to BC Soccer; and

(d) promptly provide the Society with, and allow the Society to inspect, any information, books, or records requested by the Society, whether regarding the Member's corporate governance, conduct, operations, or otherwise (including the Member's fiscal year-end, annual general meeting date, interim or annual financial statements, filings with the Registrar, and register of director and officers).

4.5 **Society Activities**

Each Member acknowledges that:

(a) membership in the Society, without more, does not entitle the Member or any of its related Registered Players (if any) to participate in the activities of the Society;

(b) the Member's and its related Registered Players' (if any) participation in the activities of the Society is subject to the terms and conditions set out in the written rules, regulations, guidelines, procedures, codes, policies, or other like publications of the Society (whether established by the Board, deemed to be adopted pursuant to Bylaw 2.1 or 2.3, or otherwise); and

(c) those terms and conditions might not permit certain Members, classes of Members, or Registered Players to participate in the activities of the Society.

4.6 **Standing of Members**

Each Member is deemed to be in good standing unless:

(a) in the case of a Full Club Member or an Associate Club Member:

(1) the Full Club Member or Associate Club Member has failed to pay any fees, debts, or other amounts owing to the Society by the applicable payment due date; or

(2) the Full Club Member or Associate Club Member has been suspended by the Society in accordance with these Bylaws; and

(b) in the case of a Voting Delegate Member:

(1) the Full Club Member responsible for the Voting Delegate Member's appointment is not in good standing; or

(2) the Full Club Member responsible for the Voting Delegate Member's appointment has been suspended by the Society in accordance with these Bylaws;

and a Member will be restored to good standing once the circumstances in Bylaw 4.6(a)(1), 4.6(a)(2), 4.6(b)(1), or 4.6(b)(2), as applicable, have been corrected, unless the Member sooner ceases to be a Member under these Bylaws.

4.7 **Member not in Good Standing**

A Voting Delegate Member who is not in good standing will not be entitled to vote as a Member for so long as the Voting Delegate Member is not in good standing.

4.8 **Fees**

The Board will, by Board Resolution, determine the annual fees or other amounts payable by Members from time to time.

The Board may, in its sole discretion, determine that:

(a) different dues or fees will apply to different classes of membership; and

(b) dues may be pro-rated, reduced or waived in cases or hardship or other appropriate circumstances.

Once determined, annual fees or other amounts are deemed to continue each year until altered by Board Resolution.

4.9 **Suspension or Discipline of a Member**

Following an appropriate investigation or review of a Member's conduct or actions, the Board may, by Board Resolution suspend or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

(a) is improper or unbecoming for a Member;

(b) is contrary to these Bylaws; or

(c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed suspension or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member which is the subject of the proposed suspension or discipline will be provided a reasonable opportunity to respond to the proposed discipline at or before the Board Resolution for suspension or discipline is considered by the Board.

4.10 **Expulsion of Member**

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member which is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

4.11 **No Distribution of Income to Members**

The activities of the Society 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 is alterable.

5. MEETINGS OF MEMBERS

5.1 **Time and Place of General Meetings**

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

5.2 **Annual General Meetings**

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

5.3 **Extraordinary General Meeting**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

5.4 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

(a) at the call of the Chair;

(b) when resolved by Board Resolution; or

(c) when such a meeting is requisitioned by the Members in accordance with the Act.

5.5 **Notice of General Meeting**

The Society will, in accordance with Bylaw 18.1, send notice of every General Meeting to:

(a) each Member shown on the register of Members on the date the notice is sent; and

(b) the auditor of the Society, if any is appointed,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

5.6 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

5.7 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

(a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;

(b) consideration of the financial statements and the report of the auditor thereon, if any;

(c) consideration of any Members' proposals submitted in accordance with the Act;

(d) the election of Directors; and

(e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

6.2 Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

6.3 **Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

6.4 **Quorum**

A quorum at a General Meeting is fifteen (15) Voting Delegate Members in good standing on the date of the meeting present in person, by Electronic Means or by proxy.

6.5 **Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Voting Delegate Members in good standing, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

6.6 **Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.7 **Chair at General Meetings**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the Chair, Vice-Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chair at that meeting.

6.8 **Alternate Chair**

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

6.9 **Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

7. VOTING BY MEMBERS

7.1 Ordinary Resolution Sufficient

Unless the Act*,* these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Voting Delegate Members will be decided by an Ordinary Resolution.

7.2 Entitlement to Vote

Each Voting Delegate Member in good standing is entitled to one (1) vote on matters for determination by the Voting Delegate Members.

7.3 Voting Methods

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

(a) by show of hands or voting cards;

(b) by written ballot; or

(c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Active Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Delegate Member voted.

7.4 Voting by Proxy

Proxy voting is permitted at General Meetings, subject to these Bylaws and in accordance with the following rules:

(a) a Voting Delegate Member in good standing may, by form of proxy, appoint another Voting Delegate Member in good standing, to be his or her Proxy Holder and to attend and act at a specified General Meeting on his or her behalf, provided that such Proxy Holder and the Voting Delegate Member responsible for his or her proxy appointment are each Voting Delegate Members appointed by the same Full Club Member;

(b) notwithstanding Bylaw 7.4(a) immediately above, where a Full Club Member is only entitled to appoint one (1) Delegate in accordance with Bylaw 3.6, then the sole Voting Delegate Member in good standing of that Full Club Member may, by form of proxy, appoint any Voting Delegate Member in good standing as his or her Proxy Holder;

(c) a form of proxy appointing a Proxy Holder must:

(1) be in a form approved by the Board; and

(2) be signed and dated by the Voting Delegate Member appointing the Proxy Holder,

or it is void and of no effect; and

(d) a form of proxy must state the specific meeting at which the Proxy Holder is authorized to act on behalf of the Voting Delegate Member in good standing, provided that if a form of proxy does not state the General Meeting at which it is to have effect, the authority of the Proxy Holder is deemed to be for the next General Meeting held on or after the date indicated on the form of proxy.

8. DIRECTORS

8.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

8.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

(a) is less than nineteen (19) years of age;

(b) is, other than referees, an employee, or a spouse of an employee of the Society;

(c) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;

(d) is an undischarged bankrupt; or

(e) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

8.3 Composition of Board

The Board will be composed of a minimum of five (5) and a maximum of twelve (12) Directors, each of whom will be elected or appointed in accordance with these Bylaws.

8.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

8.5 Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as a Director up to two (2) qualified Persons who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

8.6 Election of Directors

A Director is elected by an Ordinary Resolution electing the Person as a Director in accordance with these Bylaws.

Directors will normally be elected at the annual general meeting of the Society and will take office commencing at the close of the annual general meeting.

8.7 Term of Directors

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

8.8 Consecutive Terms and Term Limits

Directors may be elected for consecutive terms, without limit.

8.9 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

8.10 Extension of Term to Maintain Statutory Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

8.11 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 8.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

8.12 **Removal of Director**

The Voting Delegate Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

8.13 **Ceasing to be a Director**

A Person will immediately cease to be a Director:

(a) upon the date which is the later of:

(1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and

(2) the effective date of the resignation stated therein;

(b) upon the expiry of his or her term;

(c) upon the date such Person is no longer qualified pursuant to Bylaw 8.2;

(d) upon his or her removal; or

(e) upon his or her death.

9. NOMINATION AND ELECTION OF DIRECTORS

9.1 **Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

(a) a nomination must be made in writing, in a form established by the Society;

(b) a Delegate Voting Member may nominate himself or herself and, in such case, the nomination must be signed by the nominee and one (1) other Member in good standing."a Member may not nominate more nominees than the number of Director positions available for election;

(c) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and

(d) nominations will not be permitted from the floor at a General Meeting.

9.2 **Elections Generally**

Directors, other than those appointed in accordance with Bylaw 8.5, will be elected by acclamation or by vote of the Voting Delegate Members in good standing, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

9.3 **Election at Annual General Meeting**

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

9.4 **Election by Acclamation**

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

9.5 **Election by Secret Ballot**

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

(a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;

(b) ballots will be sent or otherwise made accessible to all Voting Delegate Members in good standing;

(c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;

(d) no Voting Delegate Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;

(e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;

(f) nominees will be deemed to be elected in order of those nominees receiving the most votes;

(g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and

(h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

9.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

10. POWERS AND RESPONSIBILITIES OF THE BOARD

10.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society 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 Members in General Meeting, but nevertheless subject to the provisions of:

(a) all laws affecting the Society; and

(b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

10.2 Duties of Directors

Pursuant to the Act, every Director will:

(a) act honestly and in good faith with a view to the best interests of the Society;

(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and

(c) act in accordance with the Act and the regulations thereunder.

10.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

10.4 Remuneration of Directors and Officers and Reimbursement of Expenses

No Director, Chair, Vice Chair, Secretary or Treasurer shall be remunerated for being or acting as a Director or Officer, but they may be reimbursed for all expenses necessarily and reasonably incurred by that Director or Officer while engaged in the affairs of the Association. This clause is alterable.

10.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise 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 Society.

10.6 Investment Advice

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

10.7 Delegation of Investment Authority to Agent

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

11. PROCEEDINGS OF THE BOARD

11.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

11.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

11.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

11.4 Quorum

The Board 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.

11.5 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

(a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;

(b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;

(c) is not entitled to vote on the contract, transaction or matter;

(d) will absent him or herself from the meeting or portion thereof:

    (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

    (2) in any case, during the vote on the contract, transaction or matter; and

(e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

11.6 **Chair of Meetings**

The Chair (or, in the absence or inability of the Chair, the Vice-Chair) will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chair at that meeting.

11.7 **Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chair.

12. DECISION MAKING AT BOARD MEETINGS

12.1 **Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

12.2 **Resolution in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

12.3 **Entitlement to Vote**

Subject to Bylaw 11.5, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

12.4 **Procedure for Voting**

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

(a) by show of hands;

(b) by written ballot;

(c) by roll-call vote or poll; or

(d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

13. OFFICERS

13.1 **Officers**

The officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

13.2 **Election of Officers**

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

13.3 **Term of Officer**

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 13.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

13.4 **Removal of Officers**

A Person may be removed as an officer by Board Resolution.

13.5 **Replacement**

Should the Chair or any other officer for any reason be unable to complete his or her term, the Board will remove such officer from his or her office and will elect a replacement without delay.

13.6 **Duties of Chair**

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

13.7 **Duties of Vice-Chair**

The Vice-Chair will assist the Chair in the performance of his or her duties and will, in the absence of the Chair, perform those duties. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

13.8 **Duties of Secretary**

The Secretary will be responsible for making the necessary arrangements for:

(a) the issuance of notices of meetings of the Society and the Board;

(b) the keeping of minutes of all meetings of the Society and the Board;

(c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;

(d) the maintenance of the register of Members; and

(e) the conduct of the correspondence of the Society.

13.9 **Duties of Treasurer**

The Treasurer will be responsible for making the necessary arrangements for:

(a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

13.10 **Absence of Secretary at Meeting**

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

13.11 **Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society 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 Person by reason of his or her holding or having held authority within the Society:

(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.

14.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

15. COMMITTEES

15.1 Creation and Delegation to 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 Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

15.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

(a) the completion of the specified time period; or

(b) the completion of the task for which it was created.

15.3 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 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.

15.4 Meetings

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

16. EXECUTION OF INSTRUMENTS

16.1 Seal

The Society may have a corporate seal.

16.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

(a) by the Chair, together with one (1) other Director, or

(b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17. FINANCIAL MATTERS

17.1 Accounting Records

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

17.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

17.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

17.4 When Audit Required

The Society is not required to be audited. However, the Society will conduct an audit of its annual financial statements if:

(a) the Directors determine to conduct an audit by Board Resolution; or

(b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

17.5 Appointment of Auditor at Annual General Meeting

If the Society determines to conduct an audit, an auditor will be appointed at an 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 Act or until the Society no longer wishes to appoint an auditor.

17.6 Vacancy in Auditor

Except as provided in Bylaw 17.7, 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.

17.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

17.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

17.9 Auditor's Report

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

17.10 Participation in General Meetings

The auditor, if any, is entitled in respect of a General Meeting to:

(a) receive every notice relating to a meeting to which a Member is entitled;

(b) attend the meeting; and

(c) 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.

18. NOTICE GENERALLY

18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

18.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the 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.

18.3 Days to be Counted in Notice

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

19. MISCELLANEOUS

19.1 Dissolution

In the event of winding up or dissolution of the Association, any funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations within British Columbia promoting the same objectives of this Association. If effect cannot be given to the foregoing provisions, then such funds shall be given or transferred to some other organization within British Columbia. This clause is alterable.

19.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

(a) the Constitution and these Bylaws, and any amendments thereto;

(b) the statement of directors and registered office of the Society;

(c) minutes of any General Meeting, including the text of each resolution passed at the meeting;

(d) resolutions of the Members in writing, if any;

(e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;

(f) the register of Directors;

(g) the register of Members;

(h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

(i) copies of orders made by a court, tribunal or government body in respect of the Society;

(j) the written consents of Directors to act as such and the written resignations of Directors; and

(k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

19.3 Right to Affiliate and become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

The Society is a member of BC Soccer.

20. BYLAWS

20.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

20.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

20.3 **Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

APPENDIX A
FULL CLUB MEMBERS

The following Clubs are the Full Club Members of the Society as at the date these Bylaws become effective:

Club:
Bowen Island Football Club
Faly Football Club
North Shore Girls Soccer Club
North Vancouver Football Club
Pemberton Youth Soccer Association
Squamish Youth Soccer Association
Sunshine Coast Youth Soccer Association
West Vancouver Football Club
Whistler Youth Soccer Club

APPENDIX B
ASSOCIATE CLUB MEMBERS

The following Clubs are the Associate Club Members of the Society as at the date these Bylaws become effective:

Club: