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CAROL PREST

BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **RICHMOND UNITED SOCCER CLUB**

Incorporation Number: S0027816

Business Number: 84109 8221 BC0001

Filed Date and Time: April 23, 2021 03:25 PM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: April 12, 2021

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, Julian Forman, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

Bylaws of Richmond United Soccer Club (the "Society")

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Coach" or "Coaches" mean individually, a coach or, if more than one, the coaches appointed by, and registered with, the Society as a coach or coaches of a Soccer Team;
 - b. "Directors" means the Directors of the Society for the time being;
 - c. "Registered Address" of a member means his address as recorded in the Society's register of members;
 - d. "Soccer Season" means the twelve consecutive month period from and including August 1 to and including July 31;
 - e. "Soccer Team" means a soccer team registered with the Society;
 - f. "Society" means the Richmond United Soccer Club;
 - g. "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments thereto.
2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
3. Words imparting the singular include the plural and vice versa.

Part 2 – Membership

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
5. The following persons shall be members of the Society:
 - (a) For each player on a youth Soccer Team, up to two adult members of the player's household, who may optionally be parents or guardians or other caregivers of the player, and who have, prior to January 31st of a Soccer Season, registered with the Society as members in the manner prescribed by the Society, which manner may change from time to time but which must be clearly advertised by the Society at the latest by December 1st of a Soccer Season. Notwithstanding the foregoing, in the case of a player on an adult team registered with the Society as a Soccer Team, only the adult player may register with the Society as a member under this Section 5(a) in the manner prescribed by the Society from time to time and the adult player may not nominate as members others from the adult player's household;
 - (b) Any Coach who has paid the prescribed fee, if any;

- (c) Any person who is a Director of the Society;
- (d) Any person who, prior or subsequent to the coming into force of the Bylaws, was or is recognised by the Directors as an Honourary Life Member; and
- (e) Any other person resident in British Columbia who has undertaken to contribute services to the Society and who voluntarily agreed to perform such duties as may be assigned, and who is proposed and approved for membership, by the Directors.

6. Every member shall uphold the constitution and comply with these bylaws.
7. Unless otherwise determined by the Directors from time to time, there shall be no membership fee.
8. A person shall cease to be a member of the Society
 - a. By delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;
 - b. On their death;
 - c. On being expelled in accordance with Section 9;
 - d. In the case of any person who became a member in accordance with Section 5(a), upon the expiration of the most recent Soccer Season for which they registered as a member;
 - e. In the case of a Coach who became a member in accordance with Section 5(b), upon the expiration of the most recent Soccer Season for which the Coach was appointed;
 - f. In the case of a person who has been approved for membership by the Directors in accordance with Section 5(e), upon the expiry of two years from the date of such approval;
 - g. In the case of a person who is a member in accordance with Section 5(c), upon such member ceasing to be a Director; and
 - h. Upon the member's failure to pay any membership fees, subscription or indebtedness due to the Society for a period of ninety (90) days following the mailing to the member at their registered address of written notice from the Society for the member to pay same and upon the Directors causing then name of such member to be removed from the register of members.
9. Any member may be expelled from the Society, or suspended from the Society on such terms as may be proposed by the Directors, by the vote of seventy-five (75%) percent of the members of the Society present at an extraordinary or general meeting of the members at which such suspension or expulsion is voted on, provided:
 - a. A notice containing notification of the proposed expulsion or suspension, accompanied by a brief statement of the reason or reasons therefor, is given to such member at least fourteen (14) days prior to any such meeting; and
 - b. The member who is the subject of the proposed expulsion or suspension is given an opportunity to be heard at said meeting prior to a vote on their expulsion or

suspension being taken.

10. All members are in good standing except a member who has failed to pay their current annual membership fee, if any, or any other debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

11. General Meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, whenever they think fit, convene an extraordinary general meeting.
14. Notice of a general meeting shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business and shall be given not less than fourteen (14) days before the meeting, unless waived or reduced by the unanimous consent in writing of the members of the Society.
15. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. An annual meeting shall be held at least once in every calendar year and not more than thirteen (13) months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

17. Special business is:
 - a. All business at an extraordinary general meeting except the adoption of rules of order; and
 - b. All business that is transacted at an annual general meeting, except:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;
 - v. the election of Directors;
 - vi. the appointment of the auditor, if required; and
 - vii. such other business as, under these bylaws, ought to be transacted at an annual general meeting.

18. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
19. If at any time during a general meeting there ceases to be quorum present, then its progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
20. A quorum is five (5) members present or such greater number as the members may determine at a general meeting.
21. 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 members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
22. Subject to Section 23, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present, shall preside as Chairman of a general meeting.
23. If at a general meeting:
 - a. there is no President, Vice-President, or other Director present within thirty (30) minutes after the time appointed for holding the meeting; or
 - b. the President and all the other Directors are unwilling to act as Chairman;the members present shall choose one of their number to be a Chairman.
24. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
25. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
26. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
27. No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.
28. In case of equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
29. A member in good standing present at a meeting of members is entitled to one vote.

30. Voting is by a show of hands.

31. Voting by proxy is not permitted.

Part 5 – Directors and Officers

32. The affairs of the Society shall be managed by the Directors who 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 Society in general meeting, or otherwise.

33. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if the rule had not been made.

34. The Society shall have ten (10) Directors serving two year terms. Directors shall be elected by the members of the Society at Annual General Meetings of the Society or, in the case of a Director who does not serve until their term expires pursuant to Section 36 (“Departing Director”), a replacement shall be appointed or elected pursuant to Section 37.

35. In the ordinary course, Director terms shall be staggered such that the terms of five (5) Directors shall expire at each Annual General Meeting and five (5) Directors will be elected in their place. Directors whose terms expire at an Annual General Meeting may run for re-election if they so choose. Notwithstanding the foregoing, the President of the Society, upon the expiry of their term as Director (“the retiring President”), unless they indicate otherwise in writing, shall continue as a Director and occupy the position of Past President for so long as the succeeding President stays in office and subject to Section 36.

36. Each Director shall serve as a Director until the election of Directors at the Annual General Meeting at which their term expires or until:

- a. They resign their office by delivering notice in writing to the Secretary and/or Registered Office of the Society;
- b. They die; or
- c. They are removed by special resolution of the members of the Society passed at a meeting of the Society, notice of which shall be given to the director in question, accompanied by a brief statement of the reason or reasons, and at which the Director in question shall be given an opportunity to be heard, before the proposed expulsion is put to a vote. If the vote is seventy-five (75%) percent majority in favour of expulsion, the Directors voted on shall cease to be a Director immediately following the vote.

37. Upon the:

- a. Resignation or death of a Director, the remaining Directors will appoint their successor, and
- b. Removal of a Director pursuant to sub-Section 36 (c), the members of the Society shall elect their successor by ordinary resolution.

Each such successor shall serve as Director until the annual general meeting at which the term of the Director who resigned or was removed was scheduled to expire in accordance with these Bylaws.

- 38. Each Director of the Society shall be nineteen (19) or more years of age and shall be resident in the Province of British Columbia.
- 39. No act or proceeding of the Directors is invalid only be reason of there being less than the prescribed number of Directors in office.
- 40. Where the Society fails to hold an annual general meeting in accordance with the Act or these Bylaws, the retiring Directors then in office shall be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held pursuant to these Bylaws and they may hold office until other Directors are appointed or elected in their place at an extraordinary general meeting or until the day on which the next annual general meeting is held.
- 41. If at any general meeting at which there should be an election of Directors, the places of any of the retiring Directors who are not re-elected as may be requested by the newly elected Directors shall, if willing to do so, continue in office until further new Directors are elected at a general meeting convened for that purpose. If any such election or continuance of Directors does not result in the election or continuance of the number of Directors for the time being fixed pursuant to these Rules, such number shall be fixed as the number of Directors actually elected or continued in office until the day the next annual general meeting is held.
- 42. No Directors shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 43. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, and each year shall meet together at least three (3) times during each calendar year.
- 44. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

45. The President shall be Chairman of all meetings of the Directors; but if at any meeting, the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairman, but if neither is present, the Directors present may choose one of their number to be Chairman at that meeting.
46. A Director may at any time, and the Secretary, on request of a Director shall, convene a meeting of the Directors.
47. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
48. A Director may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, facsimile transmission, or cable, email or other digital format, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- a. No notice of meeting of Directors shall be sent to that Director, and
 - b. Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
49. A Director or their alternate may participate in a meeting of the Directors by means of a conference telephone or videoconference or other communications facility by means of which all persons participating in the meeting can hear each other. Any Director or their alternate participating in a meeting in accordance with this section shall be deemed to be present at the meeting and shall be counted in the quorum therefor and shall be entitled to speak and vote thereat.
- 50.
- a. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
 - b. Each Director shall have one vote.
 - c. In case of an equality of votes, the Chairman does not have a second or casting vote.
51. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the Chairman of a meeting may move or propose a resolution.
52. A resolution consented to in writing, whether by document, telegram, telex, email or other digital format or any method of transmitting legibly recorded messages or other means, by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of

the Directors duly called and held. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

53. Notice of a meeting of the Directors shall be given to each Director at least twenty-four (24) hours before the time fixed for the meeting. Notice may be given orally, personally or by telephone, or in writing, delivered personally to the Director or to the resident address of which the Director in question has most recently given notice to the Secretary of the Society, or by any other means of communication in common usage. A Director may waive notice of any or all meetings of the Directors or consent to a reduction of the period of notice convening any meeting and may give such waiver or such consent before, during or after the meeting. No formal notice of any such meeting shall be necessary if all the Directors are present.

Part 7 – Duties of Officers

54. The Directors may appoint such Officers of the Society as they think fit and shall appoint a President, Vice-President, Secretary and Treasurer, such offices to be held at the pleasure of the Directors.
55. The President shall at all times be one of the Directors and shall supervise the other Officers in the execution of their duties.
56. The Vice-President shall carry out the duties of the President during their absence.
57. 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.
58. The Treasurer shall:
- a. Keep such financial records, including books of account, as are necessary to comply with the Society Act; and

- b. Render financial statements to the Directors, members and others when required.
- 59. The remaining Officers will carry out duties, as there are from time to time, assigned to them by the Directors.
- 60. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary of the meeting.

Part 8 – Committees

- 61. By resolution, the Directors may appoint an Executive Committee and may appoint, and from time to time disband, such other committees as it considers necessary from time to time to assist it in carrying out its duties. The Executive Committee shall consist of the President, the Secretary and two other Directors. Each other committee shall consist of such members of the Society as the board deems fit from time to time. Each committee shall have and may exercise such powers and authority as may be specified from time to time by the board.
- 62. Each committee shall keep regular minutes of its transactions and shall cause them to be recorded in the books and records of the Society kept for that purpose and shall report the same to the board at such time as the board may from time to time require.
- 63. Each committee may make rules for the conduct of its business and may appoint such resource persons with no voting privileges as it may consider necessary. The majority of the members of each committee shall constitute a quorum thereof.
- 64. Unless otherwise specified in the resolution creating a committee, meetings of any committee of the board may be convened by the board, the Chairman of the committee or on written request by two (2) or more members of the committee. The Chairman shall give reasonable notice of each meeting and the business to be discussed to each member of the committee and to the Secretary of the Society.
- 65. Meetings of committees shall otherwise be governed by the rules set out in Part 6 of these bylaws, mutatis mutandis.

Part 9 – Borrowing

- 66. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money, in such manner as they decide and, in particular, without limiting the generality of the foregoing, by the issue of debentures. No debenture shall be issued without a special resolution.

Part 10 – Seal

- 67. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

68. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of such person or persons as are authorized in writing by the Directors.

Part 11 – Auditor

69. This part applies only where the Society is required or has resolved to have an auditor.
70. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
71. At each annual general meeting the Society shall, if required by the *Society Act*, or may, if so resolved by special resolution, appoint an auditor to hold office until he is re-elected or their successor is elected at next annual general meeting.
72. An auditor shall be informed forthwith in writing of appointment or removal.
73. The auditor, if any, may attend general meetings.

Part 12 – Notice to Members

74. A notice may be given to a member personally, by mail to them at their registered address, or, if permitted in accordance with the terms of the *Society Act*, by email or other electronic means or by publication in a newspaper circulated in Richmond.
75. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
76. Notice of a general meeting shall be given to:
- a. Every member shown on the register of members on the day notice is given; and
 - b. The auditor, if Part 11 applies.
77. No other person is entitled to receive a notice of general meeting.

Part 13 – Bylaws

78. On being admitted to membership, a member, upon their request, is entitled to and the Society shall give them, without charge, a copy of the constitution and bylaws of the Society.
79. These bylaws shall not be altered or added to except by special resolution.

Part 14 – Indemnification and Insurance

80. Subject to the provisions of the *Society* Act, the Society shall indemnify each Director and former Director of the Society and their respective heirs and personal representative against all costs, charges, expenses, losses and damages, including any amounts paid to settle an action or satisfy a judgment, actually and reasonably incurred by reason of their being or having been a Director of the Society, including any action brought by the Society, except such costs, charges, expenses, losses or damages as may be incurred as a result of their own fraud, willful neglect, default or breach of these bylaws. Each Director of the Society, on being elected shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
81. Subject to the provisions of the *Society* Act, the Society may indemnify any Officer or former Officer of the Society and the heirs and personal representatives of any such person against all costs, charges, expenses, losses or damages, including any amounts paid to settle an action or satisfy a judgment, actually and reasonably incurred by reason of their acting or having acted as an Officer of the Society except such costs, charges, expenses, losses or damages as may be incurred as a result of their own fraud, willful neglect, default, or breach of these bylaws.
82. The Society may purchase and maintain insurance for the benefit of any person who is or was a Director or Officer of the Society and their heirs or personal representatives against any liability incurred by them as such.

Part 15 – Books and Records

83. Documents of the Society shall be kept at the registered office of the Society unless the Directors resolve otherwise.
84. A Director, upon reasonable notice, may inspect any documents of the Society on any weekday, except weekends, between 9:00 a.m. and 5:00 p.m., at the place where the records of the Society are kept.
85. A member of the Society may inspect any documents of the Society on any weekday, except weekends, between 9:00 a.m. and 5:00 p.m., at the place where the records of the Society are kept, if he has served the Society with two clear days' notice in writing stating the documents to be inspected, but the Directors may determine that no member may inspect minutes of a meeting of the Directors.

Part 16 – Provisions Previously in Constitution

86. The Society shall operate without purpose of gain or profit to its members and any profits or other accretions to the Society shall be used in promoting its purposes.
87. On the winding up or dissolution of the Society, the assets of the Society shall not be distributed among the members, or any of them, unless such recipient member or members

are charitable institutions in existence solely for charitable purposes. After all debts have been paid, or provision for their payment has been made, the assets remaining shall be paid, transferred and delivered to one or more charitable institutions in existence solely for charitable purposes, which shall be chosen by resolution of the members of the Society, or failing such resolution, by resolution of the Directors of the Society.