



This package contains:

Certified copy of the Transition Application



TRANSITION APPLICATION

BC Society · Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: WHISTLER YOUTH SOCCER CLUB

Incorporation Number: S0045988

Business Number: 88946 3105 BC0001

Filed Date and Time: June 21, 2017 02:06 PM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

Delivery Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1

Mailing Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1

DIRECTOR INFORMATION

Last Name, First Name Middle Name:

FEAGAN, M. WESLEY

Delivery Address:

8 - 8119 MCKEEVERS PL
WHISTLER BC V0N 1B8

Last Name, First Name Middle Name:

MELUN, PHILIPPE

Delivery Address:

18 - 1375 CLOUDBURST DR
WHISTLER BC V0N 1B1

Last Name, First Name Middle Name:

O'HEANY, PATRICK

Delivery Address:

6424 BALSAM WAY
PO BOX 1390
WHISTLER BC V0N 1B0

Last Name, First Name Middle Name:

SALDAT, JOHN

Delivery Address:

8509 ROPE TOW WAY
WHISTLER BC V0N 1B9

TRANSITION APPLICATION

BC Society • Societies Act

Last Name, First Name Middle Name:

SOANE, ROGER

Delivery Address:

8131 MEADOW LANE
WHISTLER BC V0N 1B8

Last Name, First Name Middle Name:

WELTON-HAGEN, AMANDA

Delivery Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1



CONSTITUTION

NAME OF SOCIETY

WHISTLER YOUTH SOCCER CLUB

SOCIETY'S PURPOSES

1. The name of the Society is the Whistler Youth Soccer Club.
2. The Association shall have the following purposes:
 - (a) To promote, develop and administer the game of soccer at the youth level in and around Whistler, B.C.
 - (b) To maintain membership in good standing with the British Columbia Soccer Association, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
 - (c) To represent and act on behalf of its Members and assist them in developing and effectively administering soccer programs.
 - (d) To operate without purpose of pecuniary gain to any of its members, and any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.
3. The headquarters of the Association shall be within the boundaries defined and approved by the BC Soccer Association and the North Shore Youth Soccer Association.
4. Upon dissolution of the Association, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such charitable organization or organizations in British Columbia, as defined in the Income Tax Act (Canada) as may be determined by the members of the Association at the time of dissolution. Any assets that are a result of gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia. This clause is unalterable.

CERTIFICATION

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



Bylaws

ARTICLE 1: AFFILIATIONS

The Association shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

- 1) FIFA
- 2) The Canadian Soccer Association
- 3) BC Soccer Association
- 4) The North Shore Youth Soccer Association

ARTICLE 2: INTERPRETATIONS

- 1)
 - a) In these Bylaws, unless the context otherwise requires:
 - i) "Directors" shall mean the directors of the Club;
 - ii) "*Society Act*" shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
 - iii) "Registered Address" of a member shall mean the address as recorded in the register of members;
 - iv) "Active Member" shall mean an individual who becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;
 - v) "Life Member" shall mean a person who becomes and remains a Life Member in accordance with these Bylaws;
 - vi) "Board" shall mean the Board of Directors of the Association;
 - vii) "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws; and
 - viii) "Ordinary Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws.
 - b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
- 2) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

ARTICLE 3: MEMBERSHIP

- 1) The members of the Association are the applicants for incorporation of the Association, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.
- 2) An individual may apply for membership in the Association and upon acceptance by the Association becomes a member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) There are two (2) classes of Membership being Active and Life:

ACTIVE MEMBERSHIP

Active Membership shall be open to any minor-aged individual duly registered with the Association.

LIFE MEMBERSHIP

The Board of Directors may confer a Life Membership upon a person who has rendered valuable service to the Association; Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Association.

- 5) Membership Fees

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the Association.

- 6) Approval of New Members

An individual may be accepted into Active Membership upon:

- a) submitting an application to the Association showing good and sufficient need for such an application and other documentation as required by the Board of Directors; and
- b) obtaining the approval of the Board of Directors.

- 7) Membership Renewal

- a) Membership shall cease at the end of each playing season (as defined by BCSA); and
- b) Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

- 8) Rights of Active Members

Active Members shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with BCSA and the Association's published rules;

- b) To participate in BCSA sanctioned competitions and tournaments;
- c) To participate in BCSA sanctioned programs such as player, coach and referee development;
- d) To participate in Association sanctioned programs;
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association; and
- f) To participate in the BCSA Insurance Plan.

9) Discipline of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with BCSA's published rules.
- b) The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
- c) A Member who is suspended loses all rights of Membership until the suspension has been completed.

10) Termination of Membership

Membership in the Association shall be deemed to have been terminated:

- a) If the Member submits a signed letter of withdrawal to the Association;
- b) If the Member is expelled by the Association; and
- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

11) Members Not in Good Standing

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to the Association or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Member is not in good standing and loses all rights of membership.

ARTICLE 4: BOARD OF DIRECTORS

- 1) The Association shall be governed by a Board of Directors which shall consist of a minimum of three (3) individuals.
 - a) These individuals shall hold the following positions (at a minimum):
 - i) President
 - ii) Vice- President
 - iii) Treasurer

- iv) Secretary
 - v) Director-At-Large
- b) A Director may hold more than one portfolio.
- c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- d) A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.
- 2) A paid employee of the Association or any of its subordinate bodies may not hold a position on the Board of Directors of that Association.
- 3) After an initial Board of Directors has been elected, the one half of the Directors should be elected on alternating years.
- 4) Director Vacancy
- a) A Director has the right to resign his or her position by submitting a signed letter of resignation to the Association.
 - b) A vacancy on the Board of Directors, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold the departed Director's position for the remainder of the term being filled or until the next AGM, whichever comes first.
- 5) Removal of Director
- a) No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
 - i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 1. if she/he becomes incapable of performing the business of the Association;
 2. if she/he is absent from two (2) or more meetings of the Board without satisfactory reason;
 3. if she/he is no longer domiciled in British Columbia;
 4. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - ii) the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
 1. if she/he has been found guilty of an offence under the Harassment Policy of BCSA;
 2. if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA;
 3. if she/he has failed to properly account for monies or other property belonging to the Association;

4. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association;
 5. if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA; or
- iii) A member of the Board of Directors may be suspended for good and sufficient cause provided:
1. The Director is given the opportunity to present evidence in his/her defence at a hearing of the Board;
 2. All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
 3. The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing; or
- iv) A member of the Board of Directors may be removed for good and sufficient cause provided:
1. The Director is given the opportunity to present evidence in his/her defence at the next duly constituted General Meeting;
 2. All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting;
 3. The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting.

6) Conflict of Interest and Standards of Conduct

The Directors shall adhere to the BCSA's Conflict of Interest Policy.

7) Duties of Board of Directors

- a) The Board of Directors shall conduct the business of the Association during the periods between General Meetings of the Association and in accordance with the authority granted to it in the Bylaws of the Association.
- b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within the Association except for those positions elected by the Membership of the Association. This shall include the appointment of volunteer and paid positions within the Association's operations.
- c) The Board of Directors may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

8) Duties of Directors

a) President

The President shall preside at all General Meetings of the Association and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff;

and shall be the spokesperson for the Association. The President has no authority to act unless directed to do so by the Board of Directors.

b) Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

c) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report (including budget) to the Annual General Meeting.

d) Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Association's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each General Meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the President and Vice-President to preside until the immediate election or appointment of a new presiding officer.

e) Other Director Positions

The duties of other Director positions shall be determined by the Board of Directors.

9) Nominations and Elections

a) Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.

b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.

c) Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

i) All Directors shall be elected by majority vote;

ii) At the first Board of Directors meeting the Board shall elect the positions of President, Vice-President, Treasurer, Secretary and remaining Directors.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
- b) Such notification shall be by any of regular mail, email, fax, website notice, newspaper announcement, public notice, posting at League office, or any other method determined by the Members.
- c) A quorum shall be those present at a duly constituted general meeting of the Association or a minimum of five (5) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- d) In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members are present.
- e) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting shall include:
 - 1. Roll Call
 - 2. Credentials Report
 - 3. Minutes of Previous Annual General Meeting
 - 4. President's Address
 - 5. Officers' Reports
 - 6. Treasurer's Report
 - 7. Auditor's Report (if any)
 - 8. Appointment of Auditors (if required)
 - 9. Other Reports
 - 10. Unfinished Business
 - 11. Amendments to the By-Laws
 - 12. Roll Call
 - 13. Election of Officers and Directors
 - 14. Any Other Business
 - 15. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Association:
 - i) may be called by the Board by its own motion, or
 - ii) shall be called by the Board upon receipt of a written request submitted to the Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per

cent (10%) of the voting Membership, setting out the items of business to be conducted at the Special General Meeting.

- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
 - c) Only the business set out in the notice to the Special General Meeting shall be considered.
- 4) Voting at Annual General Meeting
- a) One parent or legal guardian of an Active Member shall have one (1) vote;
 - b) In the event of a dispute between parents or legal guardians of an Active Member as to that vote a coin toss will decide; and
 - c) No Active Member shall have more than one (1) vote.
- 5) Board of Directors Meeting
- a) The Board of Directors shall meet at least four (4) times per year, upon fourteen (14) days notice given by the President and/or Secretary, at such place and time as the Board of Directors may determine.
 - b) A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.

ARTICLE 6: COMMITTEES AND ADMINISTRATOR

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Association, and may appoint an Administrator or other individual to perform such functions for the Association's benefit as may properly be delegated by the Membership or the Board of Directors.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Association shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Association.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Association in writing at least forty-five (45) days prior to a General Meeting of the Association, and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Association duly called for that purpose.
- 2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

ARTICLE 9: RULES AND REGULATIONS

- 1) The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.
- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

ARTICLE 10: INDEMNITY

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

ARTICLE 11: FINANCE

- 1) The accounts of the Association shall be reviewed at a minimum of every two years by an independent review committee consisting of not less than 3 persons.
- 2) The audit or the Financial Review shall be presented to the Annual General Meeting for adoption, as applicable.
- 3) Subject to the *Society Act*, the Board of Directors, in conducting the business of the Association, may not borrow upon the credit of the Association without seeking the prior approval of the Membership.
- 4) The signing officers shall be a minimum of two (2) Directors, or one (1) Director and the Administrator.

ARTICLE 12: DISPUTE RESOLUTION

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
- 2) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to the Association, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 3) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 4) The Association shall make available to any Member a copy of the Dispute Resolution process when requested.
- 5) The Member shall utilize all appeal and dispute resolution mechanism prior to civil litigation.

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) The Association shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
- 2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Association.
- 3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- 4) The Association shall make available to any Member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant directly affected by a decision of the Association may appeal such decision.
- 2) The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.
- 3) A decision of the Association may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
- 4) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- 5) An individual shall not appeal a decision made by the Association regarding a player's team assignment on any team within the Association.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

Terminology used in this Bylaw shall have the same meaning as used by BCSA in its letters patent, Bylaws and published rules.



This package contains:

- Certified copy of the Constitution
- Certified copy of the Bylaws
- Certified copy of the Statement of Directors and Registered Office



CONSTITUTION

BC Society · Societies Act

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CAROL PREST

NAME OF SOCIETY: **WHISTLER YOUTH SOCCER CLUB**

Incorporation Number: S0045988

Business Number: 88946 3105 BC0001

Filed Date and Time: June 21, 2017 02:06 PM Pacific Time

The name of the Society is WHISTLER YOUTH SOCCER CLUB

The purposes of the Society are:

1. The name of the Society is the Whistler Youth Soccer Club.
2. The Association shall have the following purposes:
 - (a) To promote, develop and administer the game of soccer at the youth level in and around Whistler, B.C.
 - (b) To maintain membership in good standing with the British Columbia Soccer Association, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
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3. The headquarters of the Association shall be within the boundaries defined and approved by the BC Soccer Association and the North Shore Youth Soccer Association.
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CAROL PREST

Bylaws

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 3. if she/he has failed to properly account for monies or other property belonging to the Association;

4. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association;
 5. if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSCA; or
- iii) A member of the Board of Directors may be suspended for good and sufficient cause provided:
1. The Director is given the opportunity to present evidence in his/her defence at a hearing of the Board;
 2. All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
 3. The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing; or
- iv) A member of the Board of Directors may be removed for good and sufficient cause provided:
1. The Director is given the opportunity to present evidence in his/her defence at the next duly constituted General Meeting;
 2. All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting;
 3. The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting.

6) Conflict of Interest and Standards of Conduct

The Directors shall adhere to the BCSCA's Conflict of Interest Policy.

7) Duties of Board of Directors

- a) The Board of Directors shall conduct the business of the Association during the periods between General Meetings of the Association and in accordance with the authority granted to it in the Bylaws of the Association.
- b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within the Association except for those positions elected by the Membership of the Association. This shall include the appointment of volunteer and paid positions within the Association's operations.
- c) The Board of Directors may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

8) Duties of Directors

a) President

The President shall preside at all General Meetings of the Association and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff;

and shall be the spokesperson for the Association. The President has no authority to act unless directed to do so by the Board of Directors.

b) Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

c) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report (including budget) to the Annual General Meeting.

d) Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Association's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each General Meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the President and Vice-President to preside until the immediate election or appointment of a new presiding officer.

e) Other Director Positions

The duties of other Director positions shall be determined by the Board of Directors.

9) Nominations and Elections

a) Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.

b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.

c) Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

i) All Directors shall be elected by majority vote;

ii) At the first Board of Directors meeting the Board shall elect the positions of President, Vice-President, Treasurer, Secretary and remaining Directors.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
- b) Such notification shall be by any of regular mail, email, fax, website notice, newspaper announcement, public notice, posting at League office, or any other method determined by the Members.
- c) A quorum shall be those present at a duly constituted general meeting of the Association or a minimum of five (5) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- d) In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members are present.
- e) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting shall include:
 - 1. Roll Call
 - 2. Credentials Report
 - 3. Minutes of Previous Annual General Meeting
 - 4. President's Address
 - 5. Officers' Reports
 - 6. Treasurer's Report
 - 7. Auditor's Report (if any)
 - 8. Appointment of Auditors (if required)
 - 9. Other Reports
 - 10. Unfinished Business
 - 11. Amendments to the By-Laws
 - 12. Roll Call
 - 13. Election of Officers and Directors
 - 14. Any Other Business
 - 15. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Association:
 - i) may be called by the Board by its own motion, or
 - ii) shall be called by the Board upon receipt of a written request submitted to the Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per

cent (10%) of the voting Membership, setting out the items of business to be conducted at the Special General Meeting.

- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
 - c) Only the business set out in the notice to the Special General Meeting shall be considered.
- 4) Voting at Annual General Meeting
- a) One parent or legal guardian of an Active Member shall have one (1) vote;
 - b) In the event of a dispute between parents or legal guardians of an Active Member as to that vote a coin toss will decide; and
 - c) No Active Member shall have more than one (1) vote.
- 5) Board of Directors Meeting
- a) The Board of Directors shall meet at least four (4) times per year, upon fourteen (14) days notice given by the President and/or Secretary, at such place and time as the Board of Directors may determine.
 - b) A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.

ARTICLE 6: COMMITTEES AND ADMINISTRATOR

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Association, and may appoint an Administrator or other individual to perform such functions for the Association's benefit as may properly be delegated by the Membership or the Board of Directors.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Association shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Association.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Association in writing at least forty-five (45) days prior to a General Meeting of the Association, and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Association duly called for that purpose.
- 2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

ARTICLE 9: RULES AND REGULATIONS

- 1) The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.
- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

ARTICLE 10: INDEMNITY

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

ARTICLE 11: FINANCE

- 1) The accounts of the Association shall be reviewed at a minimum of every two years by an independent review committee consisting of not less than 3 persons.
- 2) The audit or the Financial Review shall be presented to the Annual General Meeting for adoption, as applicable.
- 3) Subject to the *Society Act*, the Board of Directors, in conducting the business of the Association, may not borrow upon the credit of the Association without seeking the prior approval of the Membership.
- 4) The signing officers shall be a minimum of two (2) Directors, or one (1) Director and the Administrator.

ARTICLE 12: DISPUTE RESOLUTION

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
- 2) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to the Association, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 3) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 4) The Association shall make available to any Member a copy of the Dispute Resolution process when requested.
- 5) The Member shall utilize all appeal and dispute resolution mechanism prior to civil litigation.

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) The Association shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
- 2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Association.
- 3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- 4) The Association shall make available to any Member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant directly affected by a decision of the Association may appeal such decision.
- 2) The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.
- 3) A decision of the Association may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
- 4) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- 5) An individual shall not appeal a decision made by the Association regarding a player's team assignment on any team within the Association.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

Terminology used in this Bylaw shall have the same meaning as used by BCSA in its letters patent, Bylaws and published rules.



STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society · Societies Act

CERTIFIED COPY
Of a document filed with the
Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: WHISTLER YOUTH SOCCER CLUB

Incorporation Number: S0045988

Business Number: 88946 3105 BC0001

Filed Date and Time: June 21, 2017 02:06 PM Pacific Time

REGISTERED OFFICE ADDRESS INFORMATION

Delivery Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1

Mailing Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1

DIRECTOR INFORMATION

Last Name, First Name Middle Name:

FEAGAN, M. WESLEY

Delivery Address:

8 - 8119 MCKEEVERS PL
WHISTLER BC V0N 1B8

Last Name, First Name Middle Name:

MELUN, PHILIPPE

Delivery Address:

18 - 1375 CLOUDBURST DR
WHISTLER BC V0N 1B1

Last Name, First Name Middle Name:

O'HEANY, PATRICK

Delivery Address:

6424 BALSAM WAY
PO BOX 1390
WHISTLER BC V0N 1B0

Last Name, First Name Middle Name:

SALDAT, JOHN

Delivery Address:

8509 ROPE TOW WAY
WHISTLER BC V0N 1B9



STATEMENT OF DIRECTORS AND REGISTERED OFFICE

BC Society • Societies Act

Last Name, First Name Middle Name:

SOANE, ROGER

Delivery Address:

8131 MEADOW LANE
WHISTLER BC V0N 1B8

Last Name, First Name Middle Name:

WELTON-HAGEN, AMANDA

Delivery Address:

C/O MOUNTAIN LAW CORPORATION
#200 - 1410 ALPHA LAKE ROAD
WHISTLER BC V0N 1B1

