



S0042834

***SOCIETIES ACT***

*I Hereby Certify that* the documents annexed hereto and relating to **GOLDEN MINOR SOCCER ASSOCIATION** are true copies of the documents on file with the Registrar of Companies.



*Issued under my hand and Seal of Office  
at Victoria, British Columbia,  
on March 21, 2024*

A handwritten signature in black ink, appearing to read "T.K. Sparks".

**T.K. SPARKS**  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

NAME OF SOCIETY: **GOLDEN MINOR SOCCER ASSOCIATION**

Incorporation Number: S0042834  
Business Number: 89020 1312 BC0001  
Filed Date and Time: September 20, 2018 09:03 AM Pacific Time

The name of the Society is GOLDEN MINOR SOCCER ASSOCIATION

The purposes of the Society are:

- 2.1 To promote soccer in the Golden area for the enjoyment and pleasure of its participants.
- 2.2 To promote the safety, the importance of following the rules of the sport of soccer and teamwork among the participants.
- 2.3 To promote the sport of soccer to the general public so that they have a better understanding of the sport.
- 2.4 To hold real and personal property and investments and to carry on operations required for the fulfilment of the purposes of the Association and to dispose of by sale or otherwise such real and private property and investments of the Association as is not required for the said purpose.



**BY-LAWS OF THE ASSOCIATION OF  
GOLDEN MINOR SOCCER ASSOCIATION**

**PART I - Interpretation**

1. (1) In these by laws, unless the context otherwise requires,
  - (a) "Directors" means the directors of the Association for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members.
- (2) The definition in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**PART II - Membership**

3. The members of the Association are the applicants for incorporation of the Association and those persons who subsequently have become members, in accordance with these by-laws and, in either case have not ceased to be members.
4. The following shall be members of the Association:
  - (1) any parent or guardian of any player upon payment of registration fees and in good standing with the Association; and
  - (2) any person over the age of 19 who is actively involved in the general work of the Association including coaches, managers and referees, and applies of membership.
5. Every member shall uphold the Constitution and comply with these by-laws.
6. A person shall cease to be a member of the Association
  - (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association, or
  - (b) on his death, or in the case of a corporation on dissolution, or
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 2 consecutive months.

7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. Any previous member who has been expelled, pursuant to Clause 7 (1) may make application for reinstatement, but no such reinstatement shall become effective within one year of the effective date of his expulsion.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.
10. Any previous member who has become ineligible for membership may make application for reinstatement upon again becoming eligible for membership.
11. Any previous member who has been expelled, pursuant to clause 7 (1) may make application for reinstatement, but no such reinstatement shall become effective within one year of the effective date of his expulsion.
12. Assessments: Whenever it shall be necessary or desirable to have additional funds to operate the organization or to accomplish the purposes for which it is created, there may be fixed by a majority vote of the membership not more than once in an fiscal year, an assessment on each member in an amount not to exceed the annual dues of such member.
13. Fiscal Year: The fiscal year-end of the Association shall be October 31 in each and every year.

### **PART III - Meetings of Members**

14. General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The Directors may, whenever they think fit, convene an extraordinary general meeting.
17. The Annual General Meeting shall be held in British Columbia each year not more than six months after the financial year end. There shall be a least 14 days' notice of such meeting.
18. The business to be transacted at the Annual General Meeting shall be the election of Directors, Officers and members to serve on elected committees, the presentation of a financial

statement and reports of various officers and such other business as is usually transacted at an annual general meeting, and such special business as may be specified in the notice convening the meeting.

19. Notice of the general meeting shall specify the place, the date and the hour of the meeting, and, in case of special business, the general nature of that business.

#### **PART IV - Proceedings at General Meetings**

20. (1) Only members present at a general meeting of the Association shall be eligible to vote. No member shall be entitled to have more than one vote.

(2) Voting shall be by show of hands.

(3) Voting by proxy shall not be permitted.

21. Special business is

(1) All business at an extraordinary general meeting except the adoption of rules of order, and

(2) All business that is transacted at an annual general meeting, except,

(a) the adoption of rules of order,

(b) the reading of the Minutes of the last annual general meeting and action there on,

(c) correspondence,

(d) the consideration of the Treasurer's Report,

(e) the reports of the committees,

(f) reports of the Directors,

(g) reports of the members,

(h) unfinished business,

(i) the election of the Directors and Officers,

(j) new business, and

(k) adjournment.

22.

- (1) 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.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) a quorum is five (5) Active Members present or such greater number as the members may determine at a general meeting.

23. If within 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

24. Subject to By-Law 25, the President of the Association, the vice-president, or in the absence of both, one of the other directors present shall preside a chairman of a general meeting.

25. If at a general meeting;

- (1) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (2) the president and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

26.

- (1) 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

27.

- (1) no resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an 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.

28. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Association.

#### **PART V - Directors and Officers**

29.

- (1) The director may exercise all such powers and do all such acts and things as the Association 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 Association in general meeting, but subject nevertheless, to the provisions of
  - (a) all laws affecting the Association
  - (b) these by-laws, and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Association in general meeting.
- (2) No rule, made by the association in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

30.

- (1) The President, Vice-President, Secretary and Treasurer and three members at large shall be the directors of the Association.
- (2) The number of directors shall be seven or such greater or lesser number as may be determined from time to time at a general meeting.

31.

- (1) the directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation, otherwise it shall be by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.

32.

- (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.

33.

- (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

34. The members may by a two-thirds vote of the Directors remove a director before the expiration of his term of office who by remiss or neglect of duties or by conduct has impaired his usefulness as a Director of the Association, and may elect a successor to complete the term of office.

35. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessary and reasonably incurred by him while engaged in the affairs of the Association.

#### **PART VI - Proceedings of Directors**

36.

- (1) 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.
- (2) 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.
- (3) Only those Directors present at the meeting of Directors may vote.
- (4) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors may choose one of their number to be chairman at the meeting.
- (5) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

37.

- (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

38. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding



the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

39. The members of a committee may meet and adjourn as they think proper.

40. 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.

41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn.

(1) no notice of meetings of directors shall be sent to that director, and

(2) any and all meetings of the directors of the Association, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

42.

(1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of any equality of votes the chairman does not have a second or casting vote.

43. 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.

44. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

#### **PART VII - Duties of Officers**

45. **President** - the president shall be ex-officio a member of all committees. He shall, when present, preside at all meetings of the association and directors, and shall supervise other officers in the execution of their duties.

46. **Vice President** - It shall be the duty of the vice-president to perform the duties of the president when the latter is absent or when requested to do so by the President.

47. **Secretary** - The secretary shall attend all meetings of the Association to keep minutes of the meetings and to attend to all correspondence and other clerical work under the direction of the officers.

48. **Treasurer** - The treasurer shall be eligible for bonding and shall keep the accounts of the Association. He shall collect all fees and other revenue of the Association. He shall be authorized to settle legitimate bills incurred by the Association.

### **PART VIII - Seal**

49. The directors may provide a common seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

50. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

### **PART IX - Borrowing**

51. The directors shall have the power to borrow on behalf of the Society monies not exceeding five hundred dollars. The borrowing of any amount of monies by the society in excess of five hundred dollars shall require approval of a seventy-five percent (75%) vote of the Directors at any Director's meeting, subject to the provisions of the Society Act.

### **PART X - Auditing**

52. The books of account shall be audited at the end of each fiscal year by a duly qualified accountant or by two members of the society elected for that purpose.

53. The books and records of the society may be inspected by any member of the society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

### **PART XI - Notices to Members**

54. A notice may be given to a member, either personally or by mail to him at his registered address, or by publishing a notice in a newspaper circulating in the Golden area.

55. A notice sent by mail shall be deemed to have been given on the second 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.

56. (1) 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 X applies.
- (2) No other person is entitled to receive a notice of general meeting.

### **PART XII - Bylaws**

57. On being admitted to membership, each member is entitled to and the Association shall give him upon request, without charge, a copy of the constitution and by-laws of the Association.

58. These bylaws shall not be altered or added to except by special resolution.

59. These bylaws may be rescinded, altered, or added to by a "Special Resolution" passed by a majority of not less than three fourths of such members entitled to vote as are present in person at a general meeting provided that notice in writing of the proposed change is mailed to each member with notice of meeting at least 14 day before the date of the meeting.

### **PART XIII – Formerly Unalterable Clause**

60. In the event of winding up or dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to a charitable organization operating in Golden or surrounding area with a similar purpose of the Association as may be determined by the Members of the Association at the time of winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; PROVIDED THAT such organization referred to in this paragraph shall be charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada from time to time in effect. This clause was formerly unalterable.