



FORM 3
SOCIETY ACT
CONSTITUTION



1. The name of the society is JBST Soccer Association
2. The purposes of the association are:
 - (a) To promote professional soccer principles and protocols;
 - (b) To work with other soccer leagues and clubs who run soccer games, tournaments and competitions;
 - (c) To provide sponsorships for talented youth soccer players from low income families;
 - (d) To assist each soccer player to reach his/her full potential by giving him/her the proper knowledge, required training, techniques, and skills;
 - (e) To develop soccer players to their fullest potential in order to introduce them to a competitive level of soccer locally or internationally.
3. The purpose will be carried out on exclusively charitable basis. This provision is unalterable in accordance with the Society Act.
4. On the winding up or dissolution of this society, funds or assets remaining, after all debts been paid, shall be transferred to a charitable institution with a similar purpose to those of this society, or, if this is recognized by Revenue Canada as qualified under the provision of the Income Tax Act of Canada. This provision is unalterable in accordance with the Society Act.
5. The purpose of the society shall be carried out without purpose of gain of its members, and any profit or other accretions to the society shall be used for promoting its purpose. This provision is unalterable in accordance with the Society Act.



BYLAWS OF JBST SOCCER ASSOCIATION

Part 1 – INTERPRETATION

1. (a) In these bylaws, unless otherwise stated, requires:
 - (b) “Directors” means the directors of the society for the time being;
 - (c) “Society Act” means the society act of the province of British Columbia from time to time in force and all amendments to it;
 - (c) “Bylaws” means the code or codes of rules adopted for the regulations or management of the affairs of the corporation irrespective of the name or names by which rules are designated;
 - (d) “Registered Address” of the member, means his address as recorded in the register of members.
 - (e) The definitions in the Society Act. On the date bylaws become effective apply to these bylaws.
2. Words important the singular include the plural and vice versa; and words importing a male person include a female person and corporation.

Part 2 – MEMBERSHIPS

Category 1

3. The members of the society are the application 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.
4. A person may apply to the directors for membership in the society and on acceptance, by the directors, shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.



7. A person shall cease to be a member of the society:
 - (a) By delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society.
 - (b) On his death or in the case of the society;
 - (c) On being expelled; or
 - (d) On having been a member not in good standing for 12 consecutive months.

8. A member may be expelled by special resolution.

The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for proposed expulsion.

The person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the special resolution is put to vote.

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 by him to the society and he is not in good standing so long as the debt remains.

Category 2

1. The Association shall be composed of the following categories of members.
2. Association Membership, which shall be open to only one properly constituted soccer associations or clubs:
 - (a) League Membership, Which shall be open to all properly constituted Professional Leagues;
 - (b) Professional Club Membership which shall be open Canadian Professional Clubs participating in a Professional Leagues;
 - (c) Associate Membership, which shall be open to all properly constituted organizations operating either to promote the game of soccer;
 - (d) Live membership, which shall be open to persons who have rendered valuable service to the Association.



3. Fees:

- (a) The affiliation fee for Membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of The Association.
- (b) Professional Clubs in Membership shall pay such fees as the Board of Directors may from time to time determine.
- (c) Recognized Leagues in Membership shall pay an annual levy as determined by the Board of Directors and communicated to League(s) in Membership.
- (d) Professional clubs of recognized Leagues in Membership and/or Associate Members shall pay such fees as the Board of Directors may from time to time determine.
- (e) Membership affiliation fees shall be due and payable before each Annual General Meeting and, in the case of new members, the affiliation fee shall be paid at the time of application to membership.

Part 3 – MEETING OF MEMBERS

- 10. General meetings of the society shall be held at time and place, in accordance with the Society Act. A fourteen day notice will be provided to all members.
- 11. Every general meeting, other than the annual general meeting, is an extraordinary meeting. Members must be present at the meeting 5 minutes before the meeting starts. Every member will be informed about the meeting by either regular mail, electronic mail or phone calls.
- 12. The directors may, when they think fit, convene an extraordinary meeting.
- 13. Notice of a general meeting shall specify the place, day and hour of the meeting, and, in case of special business, the nature of that business.

The accidental omission to give notice of a meeting to a, or the non-receipt of a notice by, in case of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after than an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.



Part 4 – PROCEEDINGS AT GENERAL MEETINGS

15. Special business is:
- (a) Business at an extraordinary general meeting except the adoption of rules of order and
 - (b) All business transacted at an annual general meeting, except:
 - (i) the adoption of the rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of directors;
 - (iv) the report of the auditor, if required; and
 - (v) the election of directors;
 - (vi) the appointments of the auditor, if required; and
 - (vii) the other business that, under these bylaws; ought to be transacted at a general meeting, or business which is brought under consideration by the report of the directors issues with the notice convening the meeting.
16. 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 3 members may be determined at a general meeting.
17. If within 30 minutes form the time appointed for a general 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 present within 30 minutes from the time constitutes a quorum.
18. Subject to bylaw 19, 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.
19. If at a general meeting:
- (a) there is no president, vice president or other director present within 15 minutes after the time a pointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their members to be chairman.



20. A general meeting may be adjourned from time to time and from 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.

- (a) 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.
- (b) Except as provided in this bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

- (a) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote which he may be entitled as a member and the proposed resolution shall not pass.

22. A member in good standing present at a meeting of members is entitled to one vote.

- (a) Voting is by show of hand.
- (b) Voting by proxy is not permitted; and Notice of meeting dates may be given by electronic mail.

23. 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-purpose with respect to a meeting of the society.

Part 5 – DIRECTORS AND OFFICERS

24. The directors may exercise all the powers and do all acts and things that 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, but subject, nevertheless, to:

- (a) all laws affecting the society;
- (b) These bylaws; and
- (c) Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule and not been made.



25. The president, vice-president, secretary, treasurer and one or more other persons shall be directors of the society.

The number of directors shall be 5 (five) or a greater number determined from time to time at a general meeting.

26. The directors shall retire from office at each annual general meeting when their successors shall be elected.

Separate elections shall be held for each office to be filled.

An election may be by acclamation, otherwise, it shall be ballot.

If no successor is elected, the person previously elected or appointed will continue to hold office.

27. The directors may at time and from time to time appoint a member as a director to fill a vacancy in the directors.

A director so appointed holds office only until the conclusion of next following annual general meeting of the society, but is eligible for re-election at the meeting.

28. 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.

No act or proceeding of the directors is invalid only by reason of the directors in office.

29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but, a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 – PROCEEDINGS OF DIRECTORS

31. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.



The president shall be chairman of all meetings of the directors, but if at a 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 present may choose one of their members to be chairman at the meeting.

A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of directors.

32. The directors may delegate any, but not all, of their powers to committees consisting of the directors as they think fit.

A committee so formed in the exercise of the powers so delegated shall conform to any rules 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.

33. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at a 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 members to be chairman of the meeting.

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

35. 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 constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society 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:

(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.

37. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

In case of an equality of votes the chairman does not have a second or casting vote.



38. 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.

39. 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 7 – DUTIES OF OFFICERS

40. The president shall preside at all meetings of the society and of the directors.

The president is the chief executive officer of the society and shall supervise the other offices in the execution of their duties.

41. The vice-president shall carry out the duties of the president during his absence.

42. 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; and
- (f) maintain the register of members.

43. The treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and other when required.

44. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

When a secretary treasurer holds office the total number of directors shall not be less than 5 (five) or the greater number that may have been determined pursuant to bylaws 25 (2).



45. In absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – SEAL

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47. 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 9 – BURROWING

48. In order to carry out the purpose 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 the manner they decide, and, in particular but without limiting the forgoing, by the issue of debentures.

49. No debenture shall be issued without the sanction of a special resolution.

50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – AUDITOR

51. This part applies only where the society is required or has resolved to have an auditor.

52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54. An auditor may be removed by ordinary resolution.

55. An auditor shall be promptly informed in writing of appointment or removal.

56. No director and no employee of the society shall be auditor.

57. The auditor may attend general meetings.



Part 11- NOTICES TO MEMBERS

58. A notice may be given to a member, either personally or by mail to him at his registered address.
59. Notice of meeting dates may be given by electronic mail.
60. 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 10 applies.

No other person is entitled to receive a notice of general meeting.

Part 12 – BYLAWS

61. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.
62. These bylaws shall not be altered or added to except by special resolution.

May 8, 2012