Schedule A

BYLAWS OF THE BRITISH COLUMBIA PROVINCIAL FOOTBALL ASSOCIATION

(Known as "BCPFA")

BC Society No. S-0064922

Section 1 - General

1.1 Definitions

(a) Affiliate Member – any registered society, education institution, or other registered organization, admitted to Affiliate Membership by the Board.

(b) Authorized Representative – A representative of a Delegate Voting Member who has been authorized in writing by the directors or governing body of the Delegate Voting Member to attend and vote at a BCPFA general meeting as the representative of the Delegate Voting Member and who is authorized to vote on behalf of each of the Represented Individual Members who is recorded with BCPFA as registered with the Delegate Voting Member.

(c) BCPFA – a commonly used name for The British Columbia Provincial Football Association.

(d) Board – the BCPFA Board of Directors.

(e) Board Committee – an advisory group appointed by the Board from time to time to be responsible for governance, policy, or a strategic function, project, or program or for such other tasks or functions as may be specified by the Board.

(f) Bylaws - means these Bylaws as amended from time to time.

(g) Executive Director - means the person appointed by

the Board from time to time to be the Executive Director of the BCPFA.

(h) Club – any registered society or other registered non-profit organization whose purposes include the delivery of football-related programs.

(i) Delegate Voting Member - a Club, non-profit organization or an educational institution who is admitted as a Delegate Voting Member in accordance with Section 2.2(d).

(j) Director - an individual elected or appointed to serve on the Board.

(k) Discipline Committee - the committee appointed by the Board pursuant to Section 14.1(b) of these Bylaws.

(l) Elected Director – an individual elected to the Board by acclamation or by simple majority vote of the Voting Members at an annual general meeting.

(m) Executive Committee - the committee appointed by the Board pursuant to section 7.3(a) of these Bylaws.

(n) Honorary Life Member – any individual proposed by the Board for recognition of service to Football in BC and approved by a simple majority vote of Voting Members.

(o) Individual Member – any individual who has registered with the BCPFA as an Individual Member but excluding any individual who is registered as a event participant.

(p) Interim Director – an individual appointed to the Board by the Board to provide expertise or to fill a casual vacancy.

(q) Interpretation Act - means the Interpretation Act, R.S.B.C. 1996, c. 238.

(r) Member –a Voting Member, an Affiliate Member, a Delegate Voting Member, or an Honorary Life Member of the BCPFA.

(s) Non-Represented Individual Member – an Individual Member who is registered with the BCPFA and is not recorded with the BCPFA as being registered with a Delegate Voting Member and also includes a Represented Individual Member who has delivered written notice to the BCPFA that the Represented Individual Member has revoked the appointment of the Delegate Voting Member (or its Authorized Representative) as such Represented Individual Member's authorized voting delegate.

(t) Officer – an elected Director appointed by the Board to the role of President, Vice President (Internal), Vice-President (Finance) as an Officer of BCPFA.

(u) Operational Committee – an advisory group appointed from time to time by the Executive Director to be responsible for a tactical or operational function, project, or program.

(v) Person – is to be broadly interpreted and includes an individual, a corporation,
society, or other body corporate, a partnership, a joint venture, a trust, an association, an unincorporated organization, a regulatory body or agency, a government or governmental agency or authority or entity, an executor or administrator or other legal or personal representative, or any other entity.

(w) Registered Address – a member's address as recorded in the Register of Members.

(x) Represented Individual Member – An Individual Member who is registered with the BCPFA and recorded as registered with a Delegate Voting Member and who has not delivered written notice revoking the appointment of the Delegate Voting Member as the authorized voting delegate of the Represented Individual Member.

(y) Football – the sport of football and its game variations.

(z) Societies Act - the *Societies Act*, S.B.C. 2015, c. 18, as amended, restated, or replaced from time to time, and includes its regulations.

(aa) Term – is the time period commencing on the date of election and expiring at the commencement of elections at second following annual general meeting (roughly 2 years).

(bb) Voting Authorization Form - a written appointment of an Authorized Representative in a form approved in accordance with Section 5.2(b).

(cc) Voting Entitlement - The number of votes that the Authorized Representative of a Delegate Voting Member is entitled to cast in accordance with Section 4.8.

(dd) Voting Member – any Non-Represented Individual Member and all Represented Individual Members, as authorized through their Delegate Voting Members.

The definitions in the *Societies Act* apply to these Bylaws.

1.2 Compliance with Societies Act, Interpretation Act, and Other Enactments

Subject to Section 1.1, if a provision in these Bylaws is inconsistent with the *Societies Act* or any other enactment of British Columbia or Canada, such provision shall have no effect and may be severed from these Bylaws without affecting any other provision hereof. If there is a conflict between a definition of the *Societies Act* and a definition or rule in the Interpretation

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Act relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws.

The *Interpretation Act* applies to the interpretation of these Bylaws as if these articles were an enactment.

1.3 Interpretations

In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include all other genders.

Section 2 - Membership

2.1 Membership

The Members of the BCPFA are those persons, or organizations, who have become Members in accordance with these Bylaws and have not ceased to be Members.

2.2 Application For Membership

(a) A person, Club, registered society, education institution, or other registered organization, may apply to the Board or its designates for membership in the BCPFA and, upon acceptance by the Board or its

designates, the person, Club, registered society, education institution, or organization, becomes a Member.

(b) An individual may register for membership as an Individual Member and designates shall be admitted as an Individual Member in the BCPFA, provided that the proposed Individual Member:

(i) has completed the BCPFA registration process; and

(ii) is otherwise in good standing with the BCPFA

An Individual Member is a Voting Member of the BCPFA. Any Individual Member who is recorded with the BCPFA as registered with a Delegate Voting Member shall be deemed to have authorized the Delegate Voting Member and its Authorized Representative to act as the Represented Individual Member's voting delegate at any meeting and to

vote on behalf of such Represented Individual Member unless such Represented Individual Member has delivered written notice to the BCPFA that such authorization has been revoked in which case the Represented Individual Member shall be entitled to vote personally at any meeting.

(c) A registered society, or other registered organization may apply to the Board or its designates for membership as an Affiliate Member and upon acceptance by the Board or its designates shall be admitted as an Affiliate, provided that the proposed Member:

(i) has a permanent mailing address;

(ii) the admission to membership will not conflict with the policies promulgated from time to time by the BCPFA; and

(iii) is otherwise in good standing with the BCPFA.

An Affiliate Member is a non-voting Member of the BCPFA.

(d) A Club, league, non-profit organization or an educational institution may apply to the Board or its designates for membership as a Delegate Voting Member and upon acceptance by the Board or its designates shall be admitted as a Delegate Voting Member, provided that the proposed Voting Member:

(i) has a permanent mailing address;

(i) the admission to membership will not conflict with the policies promulgated from time to time by the BCPFA; and

(ii) is otherwise in good standing with the BCPFA;

(iii) does not purport to represent a geographical area and demographic group already partly or wholly represented by another Voting Member of the BCPFA; and

(iv) is not a collective of organizations, except with the approval of the Board.

At any meeting of the Members of the BCPFA a Delegate Voting Member (by its Authorize Representative) shall be entitled to exercise that number of votes as is

equal to the number of Represented Individual Members who are recorded as registered and in good standing with the BCPFA and with such Delegate Voting Member in accordance with these Bylaws.

(b) The Board shall admit to Honorary Life Membership a person proposed by the Board and approved by a majority of votes cast by the Voting Members of the BCPFA voting at a BCPFA annual general meeting, in recognition of such person's service to Football in BC. Each Honorary Life Member shall remain in good standing unless such Member shall have resigned from membership or shall have died.

An Honorary Life Member is a non-voting Member of the BCPFA.

(c) Membership is not transferable.

2.2 Duties of Members/Good Standing

(a) Every Member must uphold the BCPFA Constitution and must comply with these Bylaws and BCPFA Code of Conduct.

(b) Each Individual Member, Delegate Voting Member and Affiliate Member shall be in good standing with the BCPFA provided that such Member:

(i) shall have paid the annual dues set by the BCPFA for such membership and all other monies owed by it to the BCPFA, not later than 45 days after payment is due;

(ii) in the case of Delegate Voting Members and Affiliate Members, submit to the BCPFA annually: (a) a copy of the annual report filed by the Member with the relevant regulatory authority, which submission is to include: (i) confirmation of the names of the persons holding office as directors or officers of the organization; and (ii) any changes to the Member's constitution and/or bylaws; and (B) if requested by the BCPFA, a declaration of adherence to any BCPFA policies applicable to the Member;

(iii) if a Delegate Voting Member or Affiliate Member, continues to be engaged in the growing, developing, and/or managing of Football;

(iv) shall not be in conflict or non-conformity with the policies promulgated from time to time by the BCPFA and/or Football Canada;

(v) if a Delegate Voting Member, shall maintain its permanent mailing address and Board of Directors contact information and shall advise the BCPFA of any change thereof within 15 days; and

(vi) conducts its affairs to the satisfaction of the Directors, which satisfactory conduct shall be presumed in the absence of a resolution by majority of the Directors to the contrary.

2.3 Membership Dues

The membership dues for each category of Individual Membership will be such amounts as may be set by the Board from time to time and ratified by the membership. Dues shall be payable on such date as prescribed by the Board from time to time.

2.4 Termination of Membership

(a) The membership of a BCPFA Member terminates when:

(i) the membership terminates in accordance with these Bylaws;

(ii) the Member resigns;

(iii) the Member, in case of an individual, dies or, in case of a Delegate Voting Member or Affiliate Member, dissolves; or

(iv) the Member is expelled from membership in accordance with these Bylaws or the *Societies Act*.

(b) Any fees or dues owing by a Member at the time of termination of membership shall remain due and owing to the BCPFA

(c) In case of a member who has failed to pay any fees, special assessments, dues or other debts owed to the BCPFA, membership in the BCPFA is terminated if the member is not in good standing for six consecutive months.

(d) Any Member who ceases to be a Member of the BCPFA forfeits all rights, claims, privileges or interest arising from membership in the BCPFA

2.5 Discipline and Expulsion

(a) A Member may be disciplined by resolution of the Board or by resolution of the Discipline Committee or may be expelled by resolution of the Board for any reason which is deemed by the Board or the Discipline Committee to be in the best interest of the BCPFA including, without limitation:

(i) violating any provisions of the *Societies Act*, the BCPFA constitution, these Bylaws or any rules or policies adopted by the BCPFA from time to time;

(ii) carrying out any conduct which the Board or the Discipline Committee considers to be detrimental to the BCPFA; or

(iii) for any other reason that the Board or the Discipline Committee considers to be reasonable, having regard to the purposes of the BCPFA.

(b) Disciplining a Member may include a suspension of membership rights. Before a Member is disciplined or expelled, the Discipline Committee or the Board must give the Member notice of the proposed discipline or expulsion, including reasons, and give the Member a reasonable opportunity to make representations to the Discipline Committee or the Board respecting the proposed discipline or expulsion.

2.6 Good Standing

(a) A Member who has been suspended in accordance with Section 2.6, or who has failed to pay the Member's annual membership dues, special assessments or fees, if any, or any other debt due and owing by the Member to the BCPFA, is not in good standing so long as the suspension continues or any amount outstanding remains unpaid.

(b) A Delegate Voting Member, who is not in good standing, shall not be entitled to vote as voting delegate on behalf of its Represented Individual Members at general meetings of the Members or to consent to a resolution of Members.

Section 3- Meetings of Members

3.1 Annual General Meeting (AGM)

(a) AGM - Unless the holding of an annual general meeting is deferred in accordance with the *Societies Act*, BCPFA Directors must call annual general meetings so that an annual general meeting is held in each calendar year.

(b) Resolution Instead of AGM - An annual general meeting is deemed to have been held if all matters that must, under the *Societies Act* or these Bylaws, be dealt with at that meeting, including the presentation to the members of the financial statements and auditor's report, if any, are dealt with in a resolution and all of the Delegate Voting Members and any Non-Represented Individual Members consent in writing to the resolution on or before the date on which the annual general meeting must be held in accordance with Section 3.1(a).

3.2 Notice of Meetings

(a) Calling of General Meetings - Subject to Section 3.1(a), the Board may at any time call a general meeting of members at such date, time and location in British Columbia as may be determined by the Board.

(b) Other Persons at General Meetings- Each Member, the auditor, the Directors, the Officers, if any, and any lawyer for the BCPFA shall be entitled to attend a general meeting of the BCPFA, and in addition any other person invited by the Board is entitled to attend a general meeting. For purposes of determining the quorum at a meeting, any person attending a general meeting who is not either an Authorized Representative of a Delegate Voting Member or a Non-Represented Individual Member shall not be counted in the quorum and shall not be entitled to vote at the meeting. An Authorized Representative of a Delegate Voting Member shall be deemed to be the proxy for, and entitled to vote on behalf of, each Represented Individual Member who is recorded with the BCPFA as registered with the Delegate Voting Member.

(c) Notice of General Meetings – the BCPFA shall give not less than 21 days written notice of the date, time, and location of a general meeting to its Members. Notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the

meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business and must include the text of any special resolution to be submitted to the meeting for approval.

(d) Waiver of Notice - A Member entitled to notice of a general meeting may, in any manner, waive that Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(e) Form of Notice – the BCPFA may give notice of a general meeting by:

(i) Sending an email with the date, time and location of the general meeting and all other required information to every member who has provided an email address to the BCPFA; and

(ii) Posting notice of the date, time, and location of the general meeting, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the BCPFA website.

(f) Accidental Omission - The accidental omission to send a notice of a general meeting to a member or the non-receipt of any notice by a member or any of the persons entitled to receive notice does not invalidate any proceedings at the general meeting.

(g) Notice of Adjourned General Meeting - It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.3 Requisition of General Meetings

(a) 10% of the Voting Member- Delegate Voting Members in good standing whose Represented Individual Members constitute at least 10% of the total Voting Members may requisition the Directors to call a general meeting for the purposes stated in the requisition.

(b) Requisition Document - A requisition may be made in a single document or may

consist of several documents in similar form, and must:

(i) Contain the names of, and be signed by, Delegate Voting Members whose Represented Individual Members in good standing constitute not fewer than 10% of the Voting Members in good standing;

(ii) State, in 200 words or less, the business to be considered at the meeting, including any special resolution intended for consideration at the meeting.

(iii) Be delivered to BCPFA's registered office; and

(iv) Be sent to each Director listed in BCPFA's Register of Directors.

(c) Requisition Notice - Promptly after the BCPFA receives a requisition in accordance with Section 3.3(b), the Directors must call a general meeting, to be held within 60 days after the BCPFA receives the requisition, to consider the business stated in the requisition, and the BCPFA must send, with the notice of the meeting, the text of the statement referred to in Section 3.3(b)(ii).

(d) Notice by Members - If, within 21 days after the date of BCPFA's receipt of requisition, the Directors do not call a general meeting, a majority of the requisitionists listed in 3.3(b)(i) may call the meeting. A general meeting called under this Section 3.3(d) must be called within 60 days after the expiry of such 21 day period, and must be called and held in the same manner, as nearly as possible, as a general meeting called and held by the Board except that notice of the meeting must be sent to every Director as well as to every Member.

(e) Expenses - Unless otherwise resolved by ordinary resolution at the general meeting, the BCPFA must reimburse the Delegate Voting Members who called the meeting according to Section 3.3(d) for the out-of-pocket expenses actually and reasonably incurred by them in calling and holding that meeting.

Section 4 - Proceedings at General Meetings

4.1 Ordinary Business at General Meetings

At a general meeting, the following business is ordinary business:

(a) Adoption of rules of order;

(b) Consideration of any BCPFA financial statements presented to the meeting;

(c) Consideration of the report, if any, of the Directors or auditor;

(d) Election or appointment of Directors;

(e) Appointment of an auditor; and

(f) Business arising out of a report of the Directors not requiring the passing of a special resolution.

4.2 Order of Business at General Meetings

(a) The order of business at a general meeting is as follows:

(i) If required, elect an individual to chair the meeting;

(ii) Determine that there is a quorum;

(iii) Approve the agenda;

(iv) Approve the minutes from the last general meeting;

(v) Deal with unfinished business from the last general meeting;

(vi) If the meeting is an annual general meeting:

- Receive the Directors' report on the BCPFA's financial statement for the previous financial year, and the auditor's report, if any, on those statements;

- Receive any other reports of Directors' activities and decisions since the previous annual meeting;

- Elect or appoint directors; and

- Appoint an auditor;

(vii) Deal with new business, including any matters about which notice has been given to the Members in the notice of meeting; and

(viii) Terminate the meeting.

(b) No business, other than ordinary business, shall be conducted at a general meeting of the Members except as may be set forth in the notice of the meeting, or that is proposed or authorized by the Chair.

(c) Meeting Minutes - Minutes of all the BCPFA general meetings shall be recorded, stored, and made available to the Members in such a manner or format as may be approved by the Board from time to time.

4.3 Matters to Be Decided

(a) Ordinary Resolution - A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. Ordinary resolutions require a simple majority of votes cast by or on behalf of Voting Members for the resolution to pass.

(b) Special Resolution - The majority of votes required for a special resolution to be passed at a general meeting is two-thirds of the votes cast by or on behalf of Voting Members.

4.4 Chairing Meetings

(a) The Chair - The following individual is entitled to preside as Chair at a general meeting:

(i) the President;

(ii) if the President is unable or unwilling to act as Chair of the meeting, one of the Vice-Presidents; or

(iii) one of the other Directors present at the general meeting, if both the

President and the Vice-Presidents are unable or unwilling to act as Chair of the general meeting.

(b) Selection of Alternate Chair - If there is no individual entitled under Section 4.4(a) who is able or willing to preside as Chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to chair the meeting.

4.5 Quorum

(a) Quorum Necessary - Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present, whether in person or represented by an Authorized Representative.

(b) Quorum for General Meetings - The quorum for the transaction of business at a general meeting is the presence of the greater of:

(i) the Authorized Representatives of ten (10) Delegate Voting Members; and

(ii) the Authorized Representatives of Voting Members who, together with the Non-Represented Individual Members in attendance, collectively hold or represent not less than 25% of the aggregate number of eligible votes.

(c) Lack of Quorum - If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present, whether in person or represented by Authorized Representatives:

(i) In the case of a general meeting convened by requisition of Members, the meeting is terminated; and

(ii) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present, whether in person or represented by Authorized Representatives, constitute the quorum for that meeting.

(d) Quorum Ceases to Be Present - If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or the meeting is adjourned or terminated.

4.6 Participation by Telephone or other Communications Medium

(a) A person who is entitled to participate in, including vote at, a general meeting may participate in person or by telephone or other communications medium if all of the persons participating in the meeting, whether in person, by telephone or other communications medium, are able to communicate with each other.

(b) Notwithstanding the foregoing, the BCPFA is not obligated to take any action to facilitate the use of a communications medium at a general meeting to allow Members to participate by telephone or other communications medium.

(c) A Member who participates in a meeting in a manner contemplated by Section 4.6(a) is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

4.7 Proposing a Motion

(a) The Chair of any general meeting is entitled to propose or second a motion.

(b) Board Motions – At a general meeting of the Members, any Director shall be entitled to propose motions or resolutions that have been approved by the Board, but only if prior written notice of the motion or resolution has been provided to the BCPFA registered address at least 28 days in advance of the meeting, and such notice includes:

(i) the proposed motion; and

(ii) a statement in support of the motion. The motion and statement together, must not exceed 200 words in length.

(c) Member's Motions – Delegate Voting Members in good standing whose Represented Individual Members hold not less than 5% of the eligible votes for a meeting or a minimum of two Delegate Voting Members in good standing, whichever is greater, may send to the BCPFA a notice of a motion that such Members propose to have considered at a general meeting of the Members provided that:

(i) such written notice sent to the BCPFA must contain the names of the Delegate Voting Members proposing the motion as required in this Section 4.7(c) and must be signed on behalf of each Delegate Voting Member by a duly

authorized officer or director of the Delegate Voting Member.

(ii) proposed motions must be provided to the BCPFA registered address at least 28 days in advance of the meeting, and must include with such notice:

- The proposed motion;
- The names, positions, and signatures of the authorized officers and/or directors of the Delegate Voting Members submitting the motion; and
- A statement in support of the motion.

Provided that the motion and statement together, must not exceed 200 words in length.

(iii) The BCPFA must circulate the motion to the Members, if all requirements from 4.7(c) are satisfied.

(iv) The BCPFA need not comply with Section 4.7(c)(ii), if substantially the same proposal was considered at a general meeting held within the two previous calendar years.

(d) Speaking to a Motion - All Members, including Directors, and all Authorized Representatives shall be entitled to speak to any motion presented at general meetings of the Members, subject to the direction of the Chair.

4.8 Voting on a Motion

(a) Only Voting Members in good standing, or Authorized Representatives acting on their behalf as voting delegate, shall be entitled to vote at meetings of the Members.

(b) On a vote held in respect of any resolution or other matter put before a meeting of Members, each Authorized Representative of a Delegate Voting Member shall be entitled to one vote for each Represented Individual Member who is recorded with the BCPFA as registered with that Delegate Voting Member as of the immediately preceding December 31st and who has not delivered a revocation of the appointment of the Delegate Voting Member as the authorized voting delegate of such Represented Individual Member.

(c) The determination of the number of votes to be exercised by each Delegate Voting Member for any meeting of Members shall be made based on the Represented Individual Members who have paid annual dues of the BCPFA as of December 31st of immediate preceding year and the number of votes that may be exercised by each Delegate Voting Member as of December 31st of each year shall apply for any meetings of the Members held in the subsequent year commencing January 1st until the following December 31st, including the annual general meeting.

(d) For the purposes of determining the number of Votes that may be exercised by each Delegate Voting Member, only one vote can be exercised for each Individual Member registered with the BCPFA and if any Individual Member is a member of or associated with more than one Delegate Voting Member, the Individual Member must provide the BCPFA with written notification of which Delegate Voting Member the Individual Member elects to be recorded as registered with for the purposes of determining Voting Entitlement.

(e) Each Delegate Voting Member must designate in writing the name of an Authorized Representative to attend on behalf of the Delegate Voting Member and each of its Represented Individual Members and cast the votes on behalf of such Represented Individual Members at each BCPFA general meeting. Written notice of the person designated to act as the Authorized Representative of the Delegate Voting Member at any meeting must be delivered to the BCPFA registered address at least 72 hours prior to the meeting or presented to the Chair of the meeting, or their designate, prior to the commencement of the meeting.

(f) Votes at a general meeting of the Members shall be by show of Voting Entitlement for each Delegate Voting Member except that if, either before or immediately after such a vote is held by show of Voting Entitlement, two or more Delegate Voting Members request a ballot or if a ballot is directed by the Chair of the meeting, then any vote shall be made by ballot.

(g) For a show of Voting Entitlement, or on a ballot, the Authorized Representative of a Delegate Voting Member must cast all of its votes as a single unified block of votes either for or against, or abstain, in respect of the resolution or other matter which is being voted upon and there can be no partial allocation or partial exercise of Voting Entitlement whether by the Authorized Representative or otherwise.

(h) Except where required by these Bylaws, the British Columbia *Societies Act* or otherwise by law, any resolution or other matter to be decided by a vote of Members at general meetings of the Members shall be determined by a simple majority of

Members who are present (including whether on their own behalf or by being represented by an Authorized Representative) at the meeting in person, by telephone or by other communication medium, and who cast a vote (whether personally or indirectly through an Authorized Representative) on the resolution or other matter being voted upon.

4.9 Declaration of Results

(a) Vote Results - The Chair of a general meeting must declare to the meeting the outcome of each vote and that outcome must be recorded in the minutes of the meeting. A declaration of the Chair that a resolution is carried by the necessary majority or is defeated is final.

(b) Retention of Ballots and Proxies – the BCPFA must, for at least three months after a general meeting, keep each ballot cast at the meeting, and, during that period, make them available for inspection during statutory business hours by any Non-Represented Individual Member, Delegate Voting Member or Authorized Representative entitled to vote at the meeting. At the end of such three-month period, the BCPFA may destroy such ballots.

4.10 Meeting Adjournment

(a) The Chair of a general meeting may, or, if so directed by ordinary resolution must, adjourn the meeting.

(b) No business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

Section 5 - Authorized Representation at General Meetings

5.1 Appointment of Authorized Representatives

(a) Authorized Representative – the BCPFA will recognize one Authorized Representative of a Delegate Voting Member to attend and act at a general meeting in the manner and with the powers normally held by the Represented Individual Members of the Delegate Voting Member who is represented by the Authorized Representative. Each of the Represented Individual Members of the Delegate Voting Member who are represented at a meeting by the Authorized Representative in accordance with this Section 5.1(a) shall be deemed to be present in person at the meeting for the

purposes of these Bylaws.

(b) Dedicated Representative - An Authorized Representative may represent only one Delegate Voting Member and the Represented Individual Members of such Delegate Voting Member.

(c) Directors Cannot Represent - Current BCPFA Directors, or any nominee for election as Director at that meeting, cannot be an Authorized Representative.

5.2 Validity of Authorized Representatives

(a) Written Voting Authorization Form – The appointment of an Authorized Representative to represent a Delegate Voting Member at a general meeting must be in writing and must:

(i) Be received at the registered address of the BCPFA or at any other place specified in the notice of meeting, at least 72 hours before the day set for the holding of the meeting; or

(ii) Be delivered to the Chair of the meeting or their designate prior to the commencement of the meeting.

(b) Voting Authorization Form - A Voting Authorization Form, whether for a specified general meeting or otherwise, must be in a form approved by the Board or the Chair of the meeting. The form must be signed by a duly authorized director or officer of the Delegate Voting Member.

If no form is approved by the Directors or the Chair at least 28 days prior to the meeting, the following form may be used to appoint a Delegate Voting Member's Authorized Representative.

BCPFA Voting Authorization Form

Schedule A

1. Name of Club or Other Organization that is the Delegate Voting Member:

_____

2 Name of authorized director or officer of Delegate Voting Member executing this form

_____

3 Title of authorized director or officer of Delegate Voting Member executing this form:

_____

Please provide the name of the person who has been appointed as the Authorized Representative for you as a Delegate Voting Member and who is authorized to attend and vote on behalf of your Represented Individual Members at the BCPFA general meeting to be held on [day, month, location].

A. Full Name _____

B. Email Contact _____

C. Phone _____

Please provide the name of any alternate delegate(s) attending the meeting who, should the Authorized Representative listed above fail to attend, is authorized to represent the Delegate Voting Member and vote on behalf of your Registered Voting Members at the meeting.

A. Full Name _____

B. Email Contact _____

C. Phone _____

Signature of director or officer of Delegate Voting Member:

_____

(c) Voting Authorization Form Delivery - A Voting Authorization Form may be sent to the BCPFA by written instrument, fax, email, or any other method of transmitting legibly written messages.

(d) Validity of Authorized Representative Vote - A vote given by an Authorized Representative at a general meeting is valid notwithstanding the revocation of the appointment or the revocation of the authority under which the appointment is given, unless notice in writing of that revocation is received:

(i) At the registered address of the BCPFA, at any time up to and including the last business day before the day set for the holding of the general meeting at which the Authorized Representative was appointed; or

(ii) By the Chair of the meeting, at the start of the meeting.

(e) Production of Evidence of Authority to Vote - The Chair of any general meeting may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

5.3 Revocation of Vote Authority

(a) Revocation in Writing - Subject to Section 5.3(b), any Authorized Representative may have their voting authority revoked by either the Delegate Voting Member or by a Represented Individual Member, as applicable, by an instrument in writing that is:

(i) Received at the registered address of the BCPFA at any time up to and including the last business day before the day set for the holding of the general meeting for which the Authorized Representative was appointed; or

(ii) Provided to the Chair of the general meeting at the start of the meeting.

If a Represented Individual Member revokes the authorization of the Authorized Representative to vote on behalf of such Represented Individual Member, such revocation applies only in respect of that Represented Individual Member's vote and the Voting Authorization Form continues to apply in full force and effect in respect of all other Represented Individual Members recorded with the BCPFA as registered with the Delegate Voting Member.

(b) Revocation Must Be Signed - An instrument referred to in Section 5.3(a) must be signed by the President of the Delegate Voting Member or their designate duly authorized in writing or by the Represented Individual Member, as applicable.

Section 6 - Directors

6.1 Authority of Directors

(a) Powers and Function of Directors - Subject to the *Societies Act* and these Bylaws, the Board shall oversee and supervise the management of the BCPFA's activities and internal affairs.

(b) Appointment of Attorney - The Board exclusively may from time to time, by power of attorney or other instrument, appoint any person to be the attorney of the BCPFA for such purposes, and with such powers, authorities and discretions and for such period, and with such remuneration and subject to such conditions as the Board may think fit.

(c) Validity of Acts of Directors - An act of a Director or of the BCPFA is not invalid merely because:

(i) A defect in the Director's designation, election or appointment or in the qualifications of that director;

(ii) Fewer than the required number of Directors have been designated, elected or appointed;

(iii) The residency requirements, if any, for the Directors have not been met, or

(d) Directors' Acts Not Invalidated - No Member's resolution invalidates a prior act of the Directors that would have been valid if that resolution had not been made.

(e) Remaining Directors Power to Act - The Directors may act notwithstanding any vacancy in the Board, but if the BCPFA has fewer Directors in office than the minimum number of Directors set pursuant to these Bylaws, the Directors may only act for the purpose of appointing Directors up to that number or of calling a general meeting for the purpose of filling any vacancies on the Board.

6.2 Board Composition

(a) Board Diversity - To the extent it is reasonably practical with available volunteers, Board composition will reflect diversity of personal and professional perspectives, including diversity in genders, ages, regions, ethnicities, expertise, game variants, and levels of football. Furthermore, at least one Director must be a member of a Club or a League in:

(i) Vancouver Island;

(ii) The Fraser Valley west of Hope;

(iii) The cities or municipalities of Metro Vancouver

(iv) British Columbia outside of the areas as described in (i), (ii) and (iii) above.

(b) Board Expertise - To the extent that it is reasonably practical, the Board of Directors will hold qualifications, expertise, and/or high-level experience in the following areas:

- Organizational Leadership
- Canadian and/or British Columbian Law
- Education
- Sport Administration
- Not-for-profit organizations
- Finance and Accounting
- Risk Management and/or Insurance
- Marketing, Public Relations and/or Communications
- Sponsorship and/or Fund-raising

(c) Number of Directors – The Voting Members may, by ordinary resolution from time to time, determine the number of Directors, but there shall be no fewer than 3 and no greater than 9 Directors.

(d) Individuals not Qualified to be Directors - An individual is not qualified to be a BCPFA Director if the individual is:

(i) Less than 19 years of age;

(ii) Found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;

(iii) An undischarged bankrupt; or

(iv) Convicted in or out of British Columbia of an offence in connection with the promotion, formation, or management of a Society or unincorporated entity, or of an offence involving fraud, unless:

- The court orders otherwise,

- 5 years have elapsed since the last to occur of: the expiration of the period set for suspension of the passing of sentence without a sentence having been passed, the imposition of a fine; the conclusion of the term of any imprisonment; and the conclusion of the term of any probation imposed, or

- A pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

(e) Director not Qualified Must Resign - A Director who is not, or who ceases to be, qualified to be a Director must promptly resign.

(f) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office or by reason of the composition of the Board not being in compliance with its Board composition guidelines.

6.3 Nominating Directors

(a) Any Individual Member may be nominated for election as a Director by a nomination in writing signed by the nominee, a duly authorized director or officer of one Delegate Voting Member, and at least six Individual Members, that:

(i) Contains the full name, address, and occupation of the nominee and a brief description of the qualifications and reason(s) of the nominee running for the position of Director; and

(ii) Is received at the registered address of the BCPFA not less than 28 days before the general meeting at which the election is to take place.

(b) The Board may nominate any individual for election as a Director by board resolution at least 28 days prior to the AGM and circulate to the Members.

6.4 Electing Directors

(a) Election and Term of Directors - At each annual general meeting, Voting Members of the BCPFA shall elect or appoint the Directors. Term will be two (2) years in duration and/or

(b) Consent to be a Director - No designation, election, or appointment of an individual as a Director is valid unless:

(i) That individual consents to be a Director in writing; or

(ii) The designation, election or appointment is made at a meeting at which the individual is present, and the individual does not refuse, at the meeting, to be a Director.

(c) Election Process - An election may be by acclamation or simple majority shown by Voting Entitlement or by ballot.

6.5 Appointing Interim Directors

(a) Directors May Fill Casual Vacancies - The Board may, at any time, by simple majority vote of the Directors appoint an individual qualified to be a Director as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during such Director's term of office. A Director appointed by the Board to fill a vacancy ceases to be a Director at the next general meeting.

(b) Interim Directors - Between successive annual general meetings, the Board has the authority to appoint one or more additional Interim Directors by a simple majority vote of the Directors. Any Interim Director so appointed shall hold office only until the following BCPFA annual general meeting but shall be eligible for election at such meeting and, so long as the person is an additional Director, the number of Directors may be increased accordingly.

(c) Number of Interim Directors - The number of Interim Directors shall not be more than one-third of the number of Elected Directors (including as an Elected Director any Director appointed to fill a casual vacancy created upon the death, resignation, or incapacity of an Elected Director).

(d) Failure to Re-Elect - Where the BCPFA fails to hold an annual general meeting in accordance with the Societies Act, the Directors then in office will 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 or until the day on which the next annual general meeting is held.

(e) Insufficient Number of Directors - If, at any annual general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, some retiring Directors may be required, if willing, to continue in office until further new Directors are elected at a general meeting specially convened for that purpose or at the annual general meeting in the next or some subsequent year. If the membership has determined it will reduce the number of Directors, this consideration may not apply.

6.6 Duties of Directors

(a) Duties of Directors - A Director of the BCPFA must, when exercising the powers and performing the functions of a Director, act with a view to the BCPFA Purpose and must:

(i) Act honestly and in good faith with a view to the best interests of the BCPFA;

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

(iii) Act in accordance with BCPFA's Code of Conduct;

(iv) Act in accordance with the *Societies Act*; and

(v) Subject to Sections 6.6(a)(i), (iii) and (iv), act in accordance with these Bylaws.

(b) Employment of Directors - The Directors shall not receive or be entitled to receive remuneration from the BCPFA under contracts of employment or contracts for service.

(c) Remuneration and Reimbursement of Directors – the BCPFA shall not pay a Director remuneration for being a Director. Subject to 6.6(b) and the *Societies Act*, the BCPFA may pay remuneration to a Director for services provided by the Director to BCPFA in another capacity as a match official, coach or similar role. The BCPFA may reimburse a Director for out-of-pocket expenses reasonably incurred by the Director in performing the duties of a Director.

(d) Delegation By Directors - For greater certainty, the powers of the Board under Section 6.1 may be exercised by a Director, senior manager, committee or other delegate, direct or indirect, of the Board authorized by the Board to exercise such powers.

6.7 Termination of Directorship

(a) Ceasing to be a Director - A Director ceases to be a Director when:

(i) The Director's term of office expires;

(ii) The Director dies, resigns or becomes incapacitated;

(iii) The Director is removed from office pursuant to Section 6.7(c); or

(iv) The Director otherwise ceases to hold office in accordance with these Bylaws.

(b) Resignation of Directors - A Director who intends to resign must give the resignation to the BCPFA in writing, and the resignation takes effect on either of the following at the discretion of the Board:

(i) The receipt by the BCPFA of the written resignation; or

(ii) If the written resignation states that the resignation is to take effect on a specified date, specified date and time, or on the occurrence of a specified event:

- If a date is specified, the beginning of the day on the specified date;
- If a date and time are specified, that date and time; or
- If an event is specified, the occurrence of that event.

(c) Removal of Director - A BCPFA Director may be removed from office by special resolution. In that event, the Voting Members may elect, or appoint by ordinary resolution, an individual as Director to fill the resulting vacancy. If the Members do not elect or appoint a Director to fill the resulting vacancy contemporaneously with the removal, then the Directors may appoint or the Members may elect, or appoint by ordinary resolution, a Director to fill that vacancy. An individual elected or appointed pursuant to this Section 6.7(c) shall serve as Director for the balance of the term of the removed Director.

(d) Director Expulsion for Many Missed Meetings - The Directors may expel a Director from the Board who is absent without reasonable excuse from three successive meetings of the Directors.

(e) Any Director who is expelled from membership in the BCPFA, is deemed to have resigned as Director upon such expulsion or upon ceasing to be a Member in good standing.

Section 7 - Proceedings at Directors' Meetings

7.1 Board Meetings

(a) Board Meetings - The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit, and meetings of the Board held at regular intervals may be held at the place, at the time and on the notice, if any, that the Board may by resolution from time to time determine.

(b) Chair of Meetings - Meetings of the Board will be chaired by:

(i) The President;

(ii) In the absence of the President, one of the Vice-Presidents; or

(iii) Any other Director chosen by the Directors if:

- Neither the President nor the Vice-Presidents are present at the meeting within 15 minutes after the time set for holding the meeting;

- Neither the President nor the Vice-Presidents are willing to chair the meeting; or

- The President and the Vice-Presidents have advised any Director, that they will not be present at the meeting.

(c) Board Meetings by Telephone or Other Communications Medium - A Director may participate in a meeting of the Board in person or by telephone or other communications medium if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A Director who participates in a meeting in this manner is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

(d) Calling of Meetings – The President or a majority of directors may call a Board meeting at any time.

(e) Notice of Meetings - Other than for meetings held at regular intervals as determined by the Board pursuant to Section 7.1(a), reasonable notice of each Board meeting, specifying the place, day and time of that meeting must be given to each of the Directors.

(f) When Notice Not Required - It is not necessary to give notice of a meeting of the Board to a Director if:

(i) The meeting is to be held immediately following a general meeting at which that Director was elected or appointed or is the Board meeting at which that Director is appointed; or

(ii) The Director has waived notice of the meeting.

(g) Meeting Valid Despite Failure to Give Notice - The accidental omission to give notice of any Board meeting to any Director, or the non-receipt of any notice by any Director, does not invalidate any proceedings at that meeting.

(h) Waiver of Notice of Meetings - A Director may, in any manner, waive that Director's entitlement to notice of a Board meeting or may agree to reduce the period of that notice. Attendance of a Director at a Board meeting is a waiver of that Director's entitlement to notice of the Board meeting unless that Director attends the Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board meeting is not lawfully called.

(i) Quorum - The quorum necessary for the transaction of the business of the Board is no less than 5 Directors.

(j) Meeting Minutes - An individual will be designated for all Board meetings to record the minutes of Board meetings.

7.2 Board Voting

(a) Voting at Meetings - Questions arising at any Board meeting are to be decided by a majority of votes and, in the case of an equality of votes, the Chair of the meeting does not have a second or casting vote. The "Officer Directors" will have a minimum of one less vote than the other elected directors.

(b) Written Resolutions - A resolution in writing, signed by all the Directors is as valid and effective as if regularly passed at a meeting of Directors.

7.3 Board Committees

(a) Appointment and Powers of Executive Committee - The Board may, by resolution, appoint an Executive Committee consisting of such Director or Directors and/or executives or members of management that the Board considers appropriate, and this committee has, during the intervals between meetings of the Board, all of the Directors' powers, except:

(i) The power to fill vacancies on the Board;

(ii) The power to change the membership of, or fill vacancies in, any committee of the Board; and

(iii) Such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.

(b) Appointment and Powers of Other Committees - The Board may, by resolution:

(i) Appoint one or more committees (other than the Executive Committee) consisting of such Director or Directors, or any other individuals that the Board considers appropriate;

(ii) Appoint the Chair of each Board Committee;

(iii) Delegate to a committee appointed under Section 7.3(b)(i) any of the Directors' powers, except:

- The power to fill vacancies on the Board;
- The power to change the membership of, or fill vacancies in, any committee of the Board, and
- The power to appoint or remove senior managers appointed by the Board; and,

(iv) Make any delegation referred to in Section 7.3(b)(iii) subject to the conditions set out in the resolution.

(c) Obligations of Committee - Any committee appointed under Section 7.3(a) or (b), in the exercise of the powers delegated to it, must:

(i) Conform to any rules that may from time to time be imposed on it by the Board; and

(ii) Report every act or thing done in exercise of those powers as the Board may require.

(d) Powers of Board - All committees are advisory committees and, notwithstanding any powers that the Board may delegate to a Committee, the Board always retains overall responsibility and authority for the affairs of the BCPFA. The Board may, at any time, with respect to a committee appointed under Sections 7.3(a) or (b):

(i) Revoke or alter the authority given to a committee, or override a decision made by a committee, except that the revocation or alteration of a committee's authority does not invalidate a prior act of that committee that would have been valid if the revocation or alteration had not occurred;

(ii) Terminate the appointment of, or change the membership of, a committee; and

(iii) Fill vacancies on a committee.

(e) Committee Meetings - Subject to Section 7.3(c)(i), and unless the Board otherwise provides in a resolution, with respect to a committee appointed under Section 7.3(a) or (b):

(i) The committee may meet and adjourn as it thinks proper;

(ii) If, at any meeting, the Chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of the committee may choose one of their number to chair the meeting;

(iii) A majority of the members of a committee constitute a quorum of the committee; and

(iv) Questions arising at any meeting of the committee are determined by a majority of votes of the members of the committee present, and in case of an equality of votes, the Chair of the meeting has no second or casting vote.

(f) Committee Meetings by Telephone or Other Communications Medium - A Director or individual may participate in a Board Committee meeting in person, by telephone, or other communications medium if all participants in the meeting, whether in person, by telephone, or by other communications medium, are able to communicate with each other. A Director or individual who participates in a meeting in this manner is deemed for all purposes of the *Societies Act* and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

(g) Committee Resolutions - A resolution in writing, signed by all of the members of a Board Committee, is as valid and effective as if regularly passed at a meeting of a Board Committee.

(h) Meeting Minutes - An individual will be designated for all Board Committees to record the minutes of the committee meeting.

Section 8 - Officers

8.1 Appointing Officers

(a) Appointing Officers - The Board may appoint a President, a Vice-President (Internal) and Vice-President (Finance) from among the Directors.

(b) Officer Qualifications - An individual who is not qualified to be a Director pursuant to Section 6.2(d) is not qualified to be an Officer of the BCPFA. One individual may hold more than one position as a BCPFA Officer.

8.2 Officer Positions, Functions, and Terms

(a) President – The President shall, when present, preside at all general meetings, and any meetings of the Board, sign all instruments which require the President's signature in accordance with the Bylaws or otherwise, represent BCPFA at public or official functions, and have such other powers and duties as may from time to time be assigned to the President by the Board. The President shall be appointed for a one year term by the Board, beginning immediately following an Annual General Meeting.

(b) Vice President – If appointed, the Vice President shall oversee the governance and act as the alternate for the President in their absence. The Vice President (Internal) shall be appointed for a one year term beginning immediately following the Annual General Meeting by the Board, and may serve multiple consecutive terms in that position.

(c) Vice President (Finance) – If appointed, the Vice President (Finance) shall have banking, financial and risk management oversight of the BCPFA and such other powers and duties as the Board may specify. A Vice President (Finance) shall be appointed for a one year term beginning immediately following the Annual General Meeting by

the Board, and may serve multiple consecutive terms in that position.

8.3 Termination of Officer Duties

(a) Subject to Section 6.6(b) and the *Societies Act*, all appointments of Officers are to be made on the terms and conditions that the Board thinks fit. Each Officer shall serve at the pleasure of the Board and shall hold office until the earlier of:

(i) Being removed by the Board;

(ii) A successor being appointed by the Board;

(iii) The Officer's resignation, death or incapacity; or

(iv) No longer being qualified in accordance with Section 8.1(b);

(b) Such removal shall be without prejudice to any contractual rights, or rights under law, of the Officer.

8.4 Appointing Senior Managers

(a) Subject to the Societies Act, the Board may from time to time:

(i) Specify duties of senior managers;

(ii) Delegate powers to manage BCPFA activities and affairs to senior manager(s); and

(iii) Vary, add to, or limit such duties and powers.

Section 9 - Disclosure of Interest by Directors and Officers

9.1 Definitions

For the purposes of this Section 9:

(a) Disclosable Interest - means a direct or indirect material interest in a Matter; and

(b) Matter - means:

(i) A contract or transaction, or a proposed contract or transaction, of the BCPFA; or

(ii) A matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a BCPFA Director, but does not include a contract or transaction, or proposed contract or transaction, or matter that relates to:

- Reimbursement of a Director by BCPFA for the Director's expenses;

9.2 Disclosure of Interest and Conduct by Director

A Director who has a Disclosable Interest in a Matter must:

(a) Disclose fully and promptly to the other Directors the nature and extent of the Disclosable Interest;

(b) Abstain from voting on a Board resolution or, other than for purposes of being counted in the quorum, abstain from consenting to a consent resolution of the Board in respect of the Matter;

(c) Leave the Board meeting, if any, when the Matter is discussed, unless asked by the other Directors to be present to provide information, and when the other Directors vote on the Matter; and

(d) Refrain from any action intended to influence the discussion or vote by the other Directors.

9.3 Disclosure of Interest and Conduct by Officer or Senior Manager

An Officer or senior manager who has a Disclosable Interest in a Matter must:

(a) Disclose fully and promptly to the Board the nature and extent of the Disclosable Interest;

(b) If the Matter is to be the discussed at a Board meeting at which the Officer or senior manager is present, leave the Board meeting, if any, when the Matter is discussed, unless asked by the Board to be present to provide information, and when the Board

votes on the Matter; and

(c) Refrain from any action intended to influence the discussion or vote by the Board.

9.4 Evidence of Disclosure

A disclosure under Sections 9.2 or 9.3 must be evidenced in at least one of the following records:

(a) The minutes of a Board meeting;

(b) A consent resolution by the Board; or

(c) A record addressed to the Board that is delivered to the delivery address or mailed by registered mail to the mailing address, of the registered address of the BCPFA.

9.5 Exceptions

If all of the Directors have disclosed a Disclosable Interest in a Matter, any or all of the Directors may vote on a Board resolution or consent to a consent resolution of the Board in respect of the Matter and Sections 9.2(c) and (d) do not apply.

9.6 Validity of Contracts

Subject to the *Societies Act*, the fact that a Director or senior manager is in any way, directly or indirectly, materially interested in a contract or transaction that the BCPFA has entered into, or proposes to enter into, does not make the contract or transaction void.

Section 10 - Indemnification and Insurance

10.1 Definitions

(a) Eligible Party - means a current or former Director, Officer of the BCPFA, an individual who holds or held an equivalent position in a BCPFA subsidiary.

(b) Eligible Proceeding - means a legal proceeding (including a civil, criminal, quasi-criminal, administrative or regulatory proceeding) or investigative action, whether current, threatened, pending, or completed, in which an Eligible

Party or a Representative by reason of such Eligible Party holding or having held a position of current or former Director, Officer or senior manager of the BCPFA or an equivalent position in a subsidiary of the BCPFA.

(c) Expense - includes costs, charges, and expenses, including legal and other fees, but does not include Penalties.

(d) Penalty - means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an Eligible Proceeding.

(e) Representative - means an heir, or personal or other legal representative, of an Eligible Party.

10.2 Indemnification

(a) Indemnification - Subject to the provisions of the Societies Act and Section 10.3, The BCPFA may, and in the case of Section 10.2(a)(iii), shall:

(i) Indemnify an Eligible Party or a Representative against all penalties to which the Eligible Party or the Representative is or may be liable in respect of an Eligible Proceeding;

(ii) Pay the expenses actually incurred by an Eligible Party or a Representative in respect of an Eligible Proceeding:

- After the final disposition of such proceeding; or

- As they are incurred in advance of the final disposition of an Eligible Proceeding provided the BCPFA has first received from such Eligible Party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited pursuant to the Societies Act or Section 10.3, the Eligible Party or the Representative will repay the amounts advanced;

(iii) Pay, after the final disposition of an Eligible Proceeding, the expenses actually and reasonably incurred by an Eligible Party in respect of such proceeding if the Eligible Party has not been otherwise reimbursed for such expenses and such party was not adjudged to have committed any fault or to have omitted to do anything that the Eligible Party ought to have done.

(b) Indemnification Prohibited - Subject to the provisions of the *Societies Act*, the BCPFA

shall not indemnify or pay the expenses of an Eligible Party or a Representative in respect of an Eligible Proceeding if:

(i) The Eligible Party did not act honestly and in good faith with a view to the best interests of the BCPFA or a subsidiary of the BCPFA, as the case may be;

(ii) The Eligible Proceeding is not a civil proceeding and the Eligible Party did not have reasonable grounds for believing that their conduct, in respect of which the Eligible Proceeding was brought, was lawful; or

(iii) Such Eligible Proceeding is brought by or on behalf of the BCPFA or a subsidiary of the BCPFA unless the Supreme Court of British Columbia, on the application of the BCPFA, approve the indemnification or payment of expenses.

10.3 Insurance

The BCPFA may purchase and maintain insurance for the benefit of an Eligible Party or a representative of such Eligible Party against any liability that may be incurred by reason of the Eligible Party being or having been a Director, Officer or senior manager of the BCPFA or holding or having held an equivalent position in a subsidiary of the BCPFA.

Section 11 - Auditor

11.1 Appointment of Auditor

(a) Appointment - The auditor shall be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting. If a subsequent auditor is not appointed as required above, the auditor in office continues as auditor until a successor is appointed.

(b) Remuneration of Auditors - The remuneration of the auditor shall be such amounts as may be approved by the Board.

(c) Vacancy - If there is a vacancy in the office of auditor created by resignation, death or otherwise, other than by removal under Section 11.2, the Board may appoint an auditor to hold office until the close of the next annual general meeting.

11.2 Removal of Auditor

(a) Removal – the BCPFA may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office, and must, by ordinary resolution passed at such general meeting, appoint a person as auditor for the remainder of the term of office of the auditor so removed.

(b) Notice to Auditor Proposed to be Removed - Before calling a general meeting for the purpose of removing its auditor, the BCPFA must send to the auditor a written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be sent, and a copy of all of the materials proposed to be sent to the Members in connection with the meeting. The BCPFA must send to the auditor who is proposed to be removed the records referred to above at least 14 days before the date on which the notice of the meeting is sent. The auditor may send to the BCPFA written representations respecting the auditor's proposed removal as auditor, and, if the BCPFA receives those written representations at least 7 days before the date on which the notice of the meeting is sent, the BCPFA must send a copy of those representations with the notice of the meeting.

11.3 Qualification and Duties of Auditor

(a) Qualified and Independent - A person appointed as auditor of the BCPFA must be a Chartered Professional Accountant (CPA) to act as an auditor and be independent of the BCPFA within the meaning of the Societies Act.

(b) Auditor to Attend General Meetings - The auditor of the BCPFA is entitled, in respect of a general meeting, to receive each notice and other communication relating to the meeting to which a Member is entitled, to attend the general meeting, and to be heard at the general meeting on any part of the business of the general meeting that deals with the financial statements of the BCPFA or any other matter with respect to which the auditor has a duty or function. A Member may, by written notice received by BCPFA at least 7 days before such general meeting, require the attendance of the auditor at a general meeting at which the financial statements of the BCPFA are to be considered, or the auditor is to be appointed or removed. If the BCPFA receives such written notice from a Member, the BCPFA must promptly inform the auditor, the auditor must attend the general meeting and the BCPFA must pay the expenses of that attendance.

Section 12 - Investments, Borrowing, Distributions, and Disposal of Undertaking

12.1 Investments

The BCPFA may invest its funds only in an investment or investments in which a prudent investor might invest.

12.2 Borrowing

The BCPFA may from time to time, if authorized by the Board:

(a) Borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Board may determine;

(b) Issue bonds, debentures, notes or other evidences of debt obligations either outright or as security for any liability or obligation of the BCPFA at any time, to any person and for any consideration that the Board may determine.

(c) Guarantee the repayment of money by any other person or the performance of any obligation of any other person; and

(d) Mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the BCPFA.

12.3 Restrictions on Distributions

The BCPFA must not distribute any of its money or other property other than:

(a) For full and valuable consideration;

(b) In furtherance of the purposes of the BCPFA;

(c) To a qualified recipient; or

(d) For a distribution required or authorized by the *Societies Act*.

12.4 Disposal of Undertaking

The BCPFA must not sell, lease or otherwise dispose of all or substantially all of its undertaking unless the BCPFA has been authorized to do so by special resolution.

Section 13 - Notices, Access to Records, and Signatories

13.1 Notices

(a) Method of Giving Notices - Unless the *Societies Act* or these Bylaws provide otherwise, a record (including any notice, statement or report) required or permitted by the *Societies Act* or these Bylaws to be sent to a Member, Director, senior manager, auditor or other person may be sent by any of the following methods:

(i) By mail:

- For a record mailed to a Member, Director or senior manager to that person's registered address; and

- In any other case, the intended recipient's most recent mailing address known to the sender;

(ii) By delivery:

- For a record delivered to a Member, Director or senior manager at that person's registered address;

- For a record delivered to the BCPFA at the delivery address of its registered office, by leaving the record in a mailbox or mail slot for that delivery address; and

- In any other case by leaving the record with the person or an agent of the person or, in case of a person other than an individual, by leaving the record in a mailbox or mail slot for the address at which the person carries on activities or business; or

(iii) If the intended recipient has provided an email address or fax number for that purpose, by email or fax to that email address or fax number.

(b) Deemed Receipt - A record that is mailed to a person by ordinary mail to the applicable address for that person referred to in Section 13.1(a) is deemed to be received by the person to whom it was mailed on the beginning of 5th day after the record is mailed. A record that is delivered to a person at the applicable address for that person referred to in Section 13.1(a) is deemed to be received by the person to whom it was delivered on the beginning of the next business day after the record is delivered. If the person has provided an email address or fax number to which records may be sent, a record sent to such email address or fax number is deemed to

be received by that person on the beginning of the next business day after the record is emailed or faxed to that email address or fax number.

(c) Certificate of Sending - A certificate signed by a Director or Authorized Staff of the BCPFA stating that a record was sent as required by Section 13.1(a) is conclusive evidence of the fact.

13.2 Access to Records

(a) Members Entitled to Records - A Member in good standing is entitled to receive, without charge, one copy of the current BCPFA Constitution and Bylaws and the most recent financial statements of the BCPFA.

(b) No Access to Board Documents - A Member is not entitled to inspect, or receive copies of, the minutes of Board meetings, Board consent resolutions (including in camera meeting minutes) for matters that are covered in the *Privacy of Information Act* or any other applicable law.

13.3 Signatories

(a) Signatures - Except for documents executed in the usual and ordinary course of the BCPFA activities, which may be signed by any senior manager or employee of the BCPFA acting within the scope of their authority, the following are the only persons authorized to sign any document on behalf of the BCPFA:

(i) The President, together with any other Officer;

(ii) If the President is unable to provide a signature, both Vice-Presidents;

(iii) The senior manager together with any other Officer; or

(iv) Any individual appointed by resolution of the Board to sign the specific document, or that type of document or documents generally on behalf of the BCPFA.

(b) Facsimile Signatures - The signature of any individual authorized to sign on behalf of the BCPFA may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed, or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until

revoked by resolution of the Board.

Section 14 - Discipline

14.1 Board Authority on Discipline

(a) The Board of Directors shall have the responsibility and the authority to discipline, for any infringement or violation of Football Canada Rules, the BC *Societies Act*, the Constitution, the Bylaws, the Rules or Policies of the BCPFA, the BCPFA Code of Conduct, or any other conduct which in the opinion of the Board is prejudicial to football or the BCPFA:

(i) Any Member;

(ii) Any Director, Officer, or employee of the BCPFA;

(iii) Any ~~player,~~ referee, match official, coach, manager, club member, executive, and visiting member of a football club or team, in respect of activities under the jurisdiction of the BCPFA; or

(iv) Any individual in attendance at any competition or event organized, owned or sanctioned by the BCPFA.

(b) The Board of Directors may delegate discipline authority (other than the authority to expel a Member from membership in the BCPFA) to the Discipline Committee and set the Terms of Reference for the Discipline Committee.

(c) The Board will appoint the Chair and the Vice Chair of the Discipline Committee

(d) No Member shall participate or permit its members to participate in football activities with any person, group or organization which has been expelled from membership in the BCPFA, is under suspension, or acts contrary to and in violation of any disciplinary penalty imposed hereunder.

Section 15 - Bylaws and Rules

15.1 Bylaw Authority

(a) The BCPFA shall maintain a current online copy of the Constitution and Bylaws of the BCPFA that is accessible by members.

(b) These Bylaws shall not be altered or added to except by special resolution.

(c) All amendments to the BCPFA Bylaws must be compliant with BC *Societies Act*.

15.2 Rules of Procedure

(a) The Board may make rules, from time to time, to direct the conduct of the business and affairs of the BCPFA, including the procedures to be followed by Board Committees or Management Committees.

Section 16- Miscellaneous

16.1 Affiliations

The BCPFA has the power and authority to belong to other societies or associations, whether or not incorporated, with purposes similar, complementary or beneficial to the BCPFA and without limiting the generality of the foregoing, the BCPFA may be a member of Football Canada.

16.2 Winding up or Dissolution of the BCPFA

Upon the winding up or upon dissolution of the BCPFA, the assets which remain after payment of all costs, charges and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations registered under the provisions of the *Income Tax Act* (Canada) as may be determined by the Voting Members at the time of winding up or dissolution.

16.3 Charitable Status

The business of the BCPFA shall be conducted without purpose of monetary gain for its Members and any surplus which may accrue shall be used for promoting its purposes set out in its constitution.