

**GENERAL BY-LAW  
OF THE FC NORTHWEST, INC.**

A By-law relating generally to the conduct and affairs of FC NORTHWEST, INC. (hereinafter referred to as the “Club”).

WHEREAS, the Club is committed to the development and operation of complete soccer programs and leagues for soccer players within its boundaries of any age including providing programs under which players, coaches, referees and parents associated with the Club can increase their knowledge and skills while having fun playing the world's most popular sport.

AND WHEREAS, representatives of the Club and member clubs have undertaken discussions relating to the most appropriate governance model for the development and operation of soccer programs within the boundaries of the Club taking account of the interests of the members of the Club and member clubs.

AND WHEREAS, the Club and member clubs have agreed upon a governance model which includes:

- (a) voting members of the Club being comprised of two representatives from each of the member clubs located within the boundaries of the Club and the Designated Number of directors of the Club (initially twelve) who are to be appointed as described in this By-law; and
- (b) the directors of the Club being responsible for the management of the business and affairs of the Club subject to the authority of the voting members.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the FC NORTHWEST, INC.

**SECTION ONE**

**I Interpretation**

1.01 Definitions – In this by-law and all other by-laws and special resolutions of the Club unless the context otherwise requires:

- (a) "Act" means The Corporations Act of Manitoba and any Act that may be substituted therefore, as from time to time amended;
- (b) "articles" means the articles of the Club upon which is endorsed the Certificate of Incorporation dated \_\_\_\_\_ as from time to time amended, supplemented or restated and as the term “articles” is more particularly defined in the Act;
- (c) "board" means the board of directors of the Club and includes a single director;
- (d) "boundaries of the Club" means the area encompassed by the following Community Centre catchments areas or any additional catchments areas approved by the board and ratified by the voting members from time to time:

East St. Paul Community Centre  
Garden City Community Centre  
Luxton Community Centre  
Maples Recreation Centre  
Norquay Community Centre  
Northwood Community Centre  
Ralph Brown Community Centre  
Red River Community Centre  
Sinclair Park Community Centre  
Tyndall Park Community Centre  
Vince Leah Recreation Centre  
West Kildonan Memorial Community Centre  
West St. Paul Community Centre  
Weston Community Centre

(hereinafter referred to as the “Member Clubs”);

- (e) "by-laws" means this by-law and all other by-laws of the Club from time to time in force and effect;
- (f) "recorded address" means, in the case of a member, his or its address as recorded in the most current registration forms or other register of players and members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Club;
- (g) "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Club pursuant to the provisions of this by-law or by a resolution passed pursuant thereto;
- (h) "voting members" means those members as described in clause 7.02.

1.02 Words and expressions defined in the Act have the same meanings when used herein.

1.03 In all by-laws of the Club, where the context so requires or permits, the singular shall include the plural and the plural shall include the singular; the word "person" shall include an individual, partnership and corporation, and the masculine shall include the feminine.

## **SECTION TWO**

### **II Conduct of Business of the Club**

2.01 Registered Office – Until changed in accordance with the Act, the registered office of the Club shall be at Winnipeg in the Province of Manitoba and at such location therein as determined by the board.

2.02 Execution of Instruments – Any contract, document or other instrument in writing approved by the board and requiring execution by the Club shall, if valued in excess of \$500.00, be executed by any two of four designated signing officers, and all contracts, documents or other instruments in writing so executed shall be binding upon the Club without any further authorization or formality. The board

is authorized from time to time by resolution to appoint four signing officers to execute and deliver contracts, documents or other instruments in writing. The term "contracts, documents or other instruments in writing" as used in this by-law shall include deeds, mortgages, charges, security agreements, conveyances, releases, cheques, bank drafts, receipts, discharges for the payment of money or other obligations, transfers and assignments of property. Contracts, payments or purchases valued at less than \$500.00 shall be executed in such manner as determined by the board from time to time.

2.03 Banking Arrangements – The banking business of the Club shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.04 Access to Information – Subject to the provisions of the Act, the board may from time to time determine in their sole, absolute and unfettered discretion, whether and to what extent and at what time and place, and under what conditions the accounts, records and documents of the Club or any of them shall be open to the inspection of non-voting members. Voting members shall be entitled to inspect minutes of meetings, budgets, accounts and other such documentation upon written request within a reasonable amount of time.

### **SECTION THREE**

#### **III Directors**

3.01 Number of Directors, Residency and Quorum – The articles of the Club provide that the Club shall have a board consisting of a minimum and maximum number of directors. Subject to subsection 100(4) of the Act, a majority of the directors of the Club shall be residents of Manitoba. The number of directors to form the board (the "Designated Number") shall be determined from time to time by the

voting members of the Club by way of special resolution. The initial Designated Number of directors shall be twelve (12). The initial slate shall be appointed by the First Directors listed in the articles. A quorum of the board shall be 50% plus one of the Designated Number of the board. No business shall be transacted at a meeting unless a quorum of the board is present and, subject to subsection 100(4), a majority of the directors present are residents of Manitoba at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of sitting directors may exercise all the powers of the board.

3.02 The business and affairs of the Club shall be managed by the board.

3.03 Each director shall be elected for a term of two years except for the initial slate which is to be appointed pursuant to Article 3.01. For the initial slate, the positions will be limited as follows and, thereafter, will be subject to being elected for a term of two years:

- (a) the first named six (6) directors shall serve an initial term of one year expiring at the 2009 annual general meeting;
- (b) the other six (6) directors will serve the full term of two years expiring at the 2010 annual general meeting.

All elections shall be based on a slate of all nominees to be presented by a nominating committee and each voting member shall cast no less than one (1) vote and no more votes than the number of open positions up for election at that time. The nominees with the most votes will be elected as directors. The slate of nominees must be in place no less than two (2) weeks prior to the election, no nominations will be accepted from the floor. All elections shall be conducted by secret ballot vote. Directors filling a vacancy during the vacant director's term shall serve until the next annual general meeting at which time they shall be entitled to be nominated to be elected for a two year term.

3.04 Club Directors – For those positions whose terms are expiring, and any other vacancies required to be filled to have the Designated Number of directors, the

voting members shall elect replacements at the annual general meeting. Directors shall be elected by an ordinary resolution. No election or appointment of a person as a director shall be effective unless:

- (a) he consents to act as a director before his election or appointment or within ten (10) days thereafter, or
- (b) he was present at the meeting when he was elected or appointed and did not refuse at that meeting to act as a director.

3.05 Removal of Director – Subject to the provisions of the Act, the voting members of the Club may, by special resolution at a special meeting called for that purpose or at the annual general meeting, remove from office for cause any director or directors appointed or elected and may elect any qualified person or persons in his or their stead for the remainder of his or their term. Similarly, the directors appointed or elected may, by special resolution at a meeting of directors called for that purpose, remove any director or directors from office for cause and may elect or appoint any qualified person or persons in his or their stead for the remainder of his or their term, to be ratified at the next annual general meeting or special meeting by a simple majority vote. No proxy votes will be permitted for circumstances such as this.

3.06 Vacation of Office – The office of a director shall be vacated upon the occurrence of any one of the following events:

- (a) disqualification pursuant to the provisions of the Act;
- (b) removal pursuant to the provisions of this by-law; or
- (c) if by notice in writing to the Club he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

- 3.07 Vacancies – Subject to the Act and clause 3.05 herein, a quorum of the board may fill a vacancy on the board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the voting members to elect the minimum number of directors. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the voting members to elect the minimum number of directors, the board shall forthwith call a special meeting of voting members to fill the vacancy. If the board fails to call such meeting or if there are no such directors then in office, any voting member may call the meeting. Any vacancy filled by the board or voting members shall be for the remaining term of the vacated board position.
- 3.08 Place of Meetings – Meetings of the board may be held at any place within Winnipeg. A voting member, upon giving seven days written notice to the President, may request to attend a board meeting and have any item placed on the agenda.
- 3.09 Calling of Meetings – Meetings of the board may be held at a regularly scheduled time of each month **or** may be called upon five days notice in writing, by e-mail or by telephone by either the President or any two directors of the Club. Any meeting of directors may be held at any place and time without such notice if all the directors are present or if a quorum is present and those directors who are absent have signified their consent to the holding of the meeting in writing. Any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- 3.10 Meetings by Telephone – If all the directors present at a meeting consent, a director may participate in a meeting of the board or of a committee of the board by means of telephone or other communication facilities. Such facilities must permit all persons participating in the meeting to hear each other and a director participating in such a meeting by such means is deemed to be present at the

meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

- 3.11 Meeting of Board Without Notice – For the first meeting of the board to be held immediately following the election of directors at the annual general meeting or for a meeting of the board at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.
- 3.12 Voting at Meetings – Unless a special resolution is required by the Act or this by-law, questions arising in any duly called and constituted meeting of directors shall be decided by majority vote of the directors present. The President shall be the Chairperson at all directors' meetings (or in his place, the Vice President or, alternatively, the Treasurer or, alternatively, the Secretary) and may not move, second or vote upon any resolution, by-law, amendment or other such matter except in case of an equality of votes in which case the Chairperson at the meeting shall have a casting vote. In the absence of a Chairperson and his alternatives, the directors present shall choose one of their members to act as Chairperson of such meetings and to otherwise assume the role of Chairperson in his absence.
- 3.13 Conflict of Interest – A director shall not be disqualified by reason of his office from contracting with the Club. Subject to the provisions of the Act, a director shall not by reason only of his office be accountable to the Club or its members for any profit or gain realized from a contract or transaction in which he has an interest. Such contract or transaction shall not be voidable by reason only of such interest or by reason only of the presence of a director so interested at a meeting, or by reason only of his presence being counted in determining a quorum at a meeting of the directors at which such a contract or transaction is approved, provided that a declaration and disclosure of such interest shall have been made at

the time and in the manner prescribed by section 115 of the Act, and the director so interested shall have refrained from voting as a director on the resolution approving the contract or transaction (except as permitted by the Act) and such contract shall have been reasonable and fair to the Club and shall have been approved by the directors or voting members of the Club as required by section 115 of the Act.

- 3.14 Remuneration and Expenses – The directors shall receive no remuneration as such, unless approved by the board in which case remuneration shall be limited to reimbursement for expenses properly incurred on Club business.
- 3.15 Resolution in Lieu of Meeting – A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first director signed the resolution.

## **SECTION FOUR**

### **IV Officers**

- 4.01 The directors shall elect from amongst themselves the positions of President, Vice-President, Treasurer and Secretary. These four directors will constitute the Executive Committee of the Club.
- 4.02 President – The President shall be the chief executive and operating officer of the Club and, subject to the authority of the board, shall have general supervision of the business of the Club.
- 4.03 Vice-President – The Vice-President shall have all of the powers and authority delegated by the board and subject to the authority of the board. The Vice-President shall perform all of the duties of the President in the absence of, disability or refusal to act of the President.

- 4.04 Treasurer – The Treasurer shall have the care and custody of all of the funds of the Club and shall deposit same in the name of the Club in such bank or banks or with such depository or depositories as the board may direct. He shall keep or cause to be kept the books of accounting records required by the Act and at all reasonable times exhibit his books and accounts to any director of the Club upon application at the office of the Club during business hours. He shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the board. He shall consider and provide recommendation to the board on financial affairs including budgets.
- 4.05 Secretary – The Secretary shall attend and be the secretary of all meetings of the board and voting members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given, as and when instructed, all notices to voting members, directors, officers, auditors and members of committees of the board; shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Club (if any) and of all books, papers, records, documents and instruments belonging to the Club except when some other officer or person has been appointed for that purpose. He shall also provide recommendations on matters of Club governance including by-laws, rules, policies or other such matters.
- 4.06 Variation of Duties – From time to time, the board may vary, add to, or limit the powers and duties of any officer.
- 4.07 Duties of officers may be delegated – In case of the absence or inability to act of any officer of the Club or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act. Notice of any such delegation shall be provided to the officer affected.

- 4.08 Agents and Attorneys – The board shall have power from time to time to appoint agents or attorneys for the Club with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **SECTION FIVE**

### **V Committees**

- 5.01 Constitution of committees – The board may, from time to time, constitute such standing or adhoc committees, including a nominating committee, as it deems necessary to assist and directors in carrying on the affairs of the Club.
- 5.02 Membership of committees – The board of directors shall when creating a committee and thereafter so long as the said committee exists or as required due to vacancy or need of the said committee, appoint not less than one person to each committee. The members of such committees need not be directors, however, the board shall have authority to designate that one or more director be members of such committees and, unless expressly stated to the contrary, such director shall be the chairperson of the committee. Subject to clause 5.05 herein, the President, or in his place the Vice-President, shall be an ex-officio, non-voting member of each committee. The board may delegate to the committee the selection of additional committee members. The Chair of each Committee will provide a report to the board at the next regularly scheduled meeting of the board.
- 5.03 Meetings – Except as may be provided by the board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes. The chairperson shall not have a vote except in case of an equality of votes, in which case the chairperson shall have a casting vote.
- 5.04 Nominating Committee – The nominating committee, if any, shall make recommendations and reports to the board as to candidates for election of

directors of the Club whose terms are expiring and shall submit a slate of directors to each annual meeting of voting members and shall recommend persons to fill any vacancy on the board of directors or any committee or to fill any vacant office. The Chair of any such nominating committee shall be a director whose term is not due to expire in the current year. The membership of the committee shall be recommended by the Executive Committee and appointed by the board. Any recommendations arising from the nominating committee shall be submitted to the board no less than 30 days prior to the annual general meeting. There will be no nominations from the floor at any annual general meeting.

5.05 Executive Committee – The Executive Committee shall be comprised of the President, the Vice-President, Treasurer and Secretary. The President shall be the Chair of the Executive Committee and shall be entitled to move, second and vote on all matters before the Committee. Subject to the authority of the board, the Executive Committee shall be responsible for the operation and management of the Club. This Committee shall also act as the Appeals Committee of any disciplinary actions taken by the Discipline Committee. All requests to hire any paid employee, or any honorarium position, must have the Executive Committee's approval prior to board approval. This Committee shall also designate the representatives to attend meetings of any affiliated entities on behalf of the Club.

5.06 Discipline Committee – The Discipline Committee shall be responsible for the development and implementation of a process for managing complaints including a code of conduct for players, parents, coaches, and voting members and policies for the implementation of suspensions or other such disciplinary action. This Committee shall also be responsible for the implementation of the referee liaison system and a team parent representative program. The Discipline Committee shall consider and determine all disciplinary matters in accordance with any relevant rules, policies, resolutions and by-laws of the Club or any such relevant governing documents of the Winnipeg Youth Soccer Association ("WYSA"), the Manitoba Soccer Association ("MSA") or the Canadian Soccer Association ("CSA"). Any decision of the Discipline Committee is valid and binding unless

and until overturned. The Discipline Committee shall be responsible for establishing the process to be followed in the event that a party wishes to appeal a decision, and the Executive Committee shall be responsible for deciding any appeals from this committee.

- 5.07 Finance Committee – The Treasurer shall be Chair of the Finance Committee. The membership of the Committee shall be recommended by the Treasurer and appointed by the board. This Committee shall oversee the financial affairs of the Club including reviewing all budget submissions from standing or other committees and making recommendations to the board with respect to budgetary decisions and their impact on the Club's financial position. This Committee shall also advise on, monitor and control the receipt and expenditure of funds including preparing annual budgets, monthly reports, payroll, referee's payments and the collection of dues or fees. This Committee shall also ensure that all expenditures incurred by the Club were approved by the board in the annual budget or otherwise from time to time as may be necessary.
- 5.08 Coach Development Committee – The Coach Development Committee shall amongst other things, be responsible for overseeing the Head Coach and organizing, recruiting and the training/development of coaches at all levels including but not limited to; mini, recreation, premier and senior soccer; organizing and coordinating coaching clinics and work in concert with the member clubs to retain qualified coaches.
- 5.09 Referee Committee – The Referee Committee shall, amongst other things, organize, recruit and train the referees including the appointment of a Referee-in-Chief and referee assigners, document the available list of referees, organize and coordinate referee clinics, organize the referee compensation system and develop a system for handling of no-show referees.
- 5.10 Registration Committee – The Registration Committee shall, amongst other things, organize the registration process for the outdoor season, indoor season,

training academies, developmental camps and summer camps. It shall create documentation required for individual players to register including documentation for the senior, premier, regional, developmental and recreational players.

- 5.11 Volunteer Registration Committee – The Volunteer Registration Committee shall, amongst other things, be responsible for the policies and guidelines surrounding the recruitment of volunteers including the process and organization of the necessary CPIC and CAR applications for all volunteers, policies associated with a volunteer not passing their CPIC clearance and creation of a process to review situations for which a volunteer does not qualify under the CPIC process.
- 5.12 Publicity/Communications Committee – The Publicity Committee shall, amongst other things, be responsible for all communications to the member clubs, teams, players and parents including organizing and consolidating the Club's website. This Committee shall be responsible for all logos and clothing of the Club in accordance with the standard set by the board. This Committee shall also have responsibility for sponsorship and fundraising efforts as well as generating all necessary brochures and advertising to better promote the programs.
- 5.13 Premier/Technical Committee – The Premier/Technical Committee shall, amongst other things, be responsible for implementation of the Premier, Regional and Developmental programs consistent with the policies for the Club. This Committee shall work with the Technical Staff to provide guidance to the board on policies surrounding these programs and shall be responsible for establishing policies and guidelines for coaches, parents and players and ensuring that all policies are communicated to coaches and parents. This Committee shall be initially comprised of a Director as well as those willing members of the board of the Northern Lights Soccer Club until such a time when FCNW assumes responsibility for the Premier/Technical program.
- 5.14 Recreation/Convenors Committee – The Recreation/Convenors Committee shall, amongst other things, be responsible for coordinating the efforts of the

Community Centre Convenors, developing a system for streamlining the registration process, establishing processes for creating teams at the 9, 10, 11 and 12 year old levels that are fair and equitable, including the consolidations of players within Community Centres to ensure that all players have an equal chance to play with others of their own caliber and skill level. This Committee shall ensure that teams are assigned (or hosted) by Community Centres that are in close proximity to one another and shall coordinate scheduling of games through the area scheduler to ensure that all scores are updated on the website.

- 5.15 Mini Committee – The Mini Committee shall, amongst other things, be responsible for coordinating the efforts of the Community Centre Convenors, developing a system for streamlining the registration process, establishing processes for creating teams at the 5, 6, 7 and 8 year old levels that are fair and equitable.
- 5.16 Senior Committee – The Senior Committee shall, amongst other things, be responsible for the implementation of a Senior level field of play to enable participants to continue their involvement past the youth level of competition consistent with the policies for the Club. This Committee shall work with the Technical Staff to provide guidance to the board on policies surrounding this program and shall be responsible for establishing policies and guidelines for coaches and players and ensuring that all policies are communicated to same.

## **SECTION SIX**

### **VI Protection of Directors, Officers and Others**

- 6.01 Indemnification of directors, officers and employees – The Club shall indemnify directors, officers and employees of the Club, a former director, officer or employee of the Club or a person who acts or acted at the Club's request as a director, officer or employee of a body corporate of which the Club is or was a member or creditor, and his heirs and legal representatives to the extent permitted by the Act. No director, officer or employee shall initiate action against another

director, officer or employee in their capacity of director, officer or employee while still holding a position within the organization.

- 6.02 Indemnity of others – In addition to the indemnification required by clause 6.01, the Club may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he is or was an employee or agent of the Club, or is or was serving, at the request of the Club, as a director, officer, employee, agent of or participant in any other entity, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Club, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, where the individual had reasonable grounds for believing that his conduct was lawful. The settlement of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Club.
- 6.03 Right of indemnity not exclusive – The provisions for indemnification contained in the by-laws of the Club shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, insurance coverage or otherwise.
- 6.04 No liability of directors or officers for certain acts, etc. – To the extent permitted by law, no director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or organization, or for any loss, conversion,

misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Club or for any other loss damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust unless the same shall happen by or through his failure to act honestly and in good faith. The directors and officers of the Club shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done or entered into in the name or on behalf of the Club except such as shall have been submitted to and authorized or approved by the board of directors of the Club. If any director or officer of the Club shall be employed by or shall perform services for the Club otherwise than as a director or officer or shall be a member of a firm or a member, shareholder, director or officer of a company which is employed by or performs services for the Club, the fact of his being a director or officer of the Club shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

- 6.05 Insurance – The Club may, as permitted under the Act, purchase and maintain insurance for the benefit of any person referred to in clause 6.01, 6.02 or 6.04.

## **SECTION SEVEN**

### **VII Members**

- 7.01 Qualification for Membership – The voting members may from time to time determine the classes of persons, firms, organizations or clubs eligible for membership in the Club.
- 7.02 The voting members of the Club shall be:
- (a) the directors of the Club in office as at the date of the annual general meeting (or any special meeting) which would be the Designated Number of directors (initially twelve directors) except in the case of an existing vacancy, and including those directors whose terms are set to expire upon completion of the annual general meeting (incoming directors are not

eligible to vote at the meeting at which they are elected) or their proxies as may be allowed from time to time; and,

- (b) the President of each member club within the boundaries the Club as well as his designate, which designate must be an officer or director of that member club, or their proxies as may be allowed from time to time.

7.03 Non-voting members of the Club shall include players, and parents or legal guardians of any such players, who have been registered in either an indoor, outdoor or any other program administered by the Club either in the current year or the immediately preceding year. In addition, coaches, assistant coaches, managers, the Club Head Coach, age directors and other such persons shall be non-voting members of the Club.

7.04 All voting and non-voting members of the Club shall be bound by this by-law and agree to abide by any rules, policies and resolutions of the Club, any governing documents or policies relating to discipline, harassment, privacy and other such guidelines or policies of WYSA, the MSA or the CSA. All members of the Club, voting and non-voting, subject to any rights of appeal, agree to be bound and abide by any decisions of the board, Discipline Committee or other such properly constituted entity of the Club. All members further agree to pay any dues, fees or other expenses payable by them to the Club as approved in the budget at the annual general meeting or a special meeting of voting members.

## **SECTION EIGHT**

### **VIII Meetings of Members**

8.01 Annual Meeting – Subject to the provisions of the Act, the annual general meeting of the members shall be within Winnipeg and at a time and date as the board may determine within 120 days after the fiscal year end of the Club. The fiscal year end of the Club shall be determined by the board.

- 8.02 Special Meetings – Subject to the provisions of the Act, special meetings of the members may be convened at any time and at any place by order of a majority of the Executive Committee or by the board on their own motion or on the requisition of voting members as provided for in the Act.
- 8.03 Notice – Notice of the time and place of each meeting of members shall be given in the manner provided in clause 9.01 not less than 21 nor more than 50 days before the date of the meeting. Notice is also to be given to the Club's auditor, if any.
- 8.04 Meetings Without Notice – Notwithstanding the provisions of the Act relating to notice, a meeting of members may be held without notice at any time and at any place permitted by the Act or the articles or in the event of an emergency, provided a waiver of notice is obtained in accordance with section 130 of the Act.
- 8.05 Quorum – The quorum for the transaction of business at the annual general meeting and any special meetings shall consist of not less than thirty (30) voting members present or represented by proxy as set out in clause 8.11 below, of which thirty (30) voting members there must included no less than seven (7) directors.
- 8.06 Chairperson – The President shall be Chairperson of such meetings. Alternatively, the Chairperson shall be determined in accordance with clause 3.12 herein.
- 8.07 Vote to Govern – At any meeting of members, every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast by voting members on the question. The Chairperson shall not be entitled to vote except in case of an equality of votes in which case the Chairperson of the meeting shall be entitled to cast a vote.
- 8.08 Show of Hands – Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands of voting members unless a

ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have the number of votes as per the entitlement described in clause 8.11 herein. A voting member holding a valid proxy in accordance with clause 8.11 shall be entitled two votes. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the voting members upon the said question.

- 8.09 Ballots – On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any voting member entitled to vote at the meeting may require or demand a ballot. The result of the ballot so taken shall be the decision of the members upon that said question.
- 8.10 Adjournment – The Chairperson may, with the consent of a majority of voting members at any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than 30 days, no notice of such adjournment need be given to the members except those members not in attendance at the meeting. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.
- 8.11 Proxies – A voting member, either by way of being a director or a Community Centre President (or his delegate as per section 7.02), may deliver a proxy to another voting member which proxy must be in writing indicating the date of the meeting, the name of the person and, if applicable, the Community Centre giving

the proxy and the name of the person to whom the proxy is given. Subject to any restriction indicated on the proxy, the proxy shall be deemed to allow the voting member present at the meeting to vote with the proxy on all matters calling for a vote at that meeting or as may be directed in the form of proxy. All proxies shall be delivered to the Chair at the outset of the meeting. Each voting member shall only be permitted to hold one proxy such that no voting member shall be permitted to cast more than two votes on any matter regardless of the number of proxies delivered to him.

## **SECTION NINE**

### **IX Notices**

9.01 Method of Giving Notices – Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, articles, by-laws or otherwise to a member, voting member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address, or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of transmitted or recorded communication including by e-mail, or in the case of notice to non-voting members of the annual or any special meeting, by posting the date, time and place of such meeting on the Club's website. A notice so delivered shall be deemed to have been given when it is delivered personally on the date delivered; when mailed, three business days after the date deposited in any post office or public letter box; when sent by any means of transmitted or recorded communication on the date when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, voting member, director, officer or auditor in accordance with any information believed by him to be reliable.

- 9.02 Signature to Notices – The signature or signatures to any notice to be given by the Club may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 9.03 Computation of Time – In computing a date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 9.04 Omissions and Errors – The accidental omission to give any notice to any member, voting member, director, officer, auditor or member of a committee of the board, or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 9.05 Waiver of Notice – Any member (or his duly appointed proxy holder), director, officer, auditor or member of a committee of the board may waive any notice required to be given to him under the provisions of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.
- 9.06 Proof of service – A certificate of the Secretary or other duly authorized officer of the Club in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, voting member, director, auditor or officer or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, voting member, director, auditor or officer of the Club as the case may be.

## **SECTION TEN**

### **X General**

10.01 Invalidity of any provision of this by-law – The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.