

C O N S T I T U T I O N

OF

KELOWNA MINOR FOOTBALL ASSOCIATION

1. The name of the Society is **KELOWNA MINOR FOOTBALL ASSOCIATION.**
2. The purposes of the Society are:
 - a) To promote and organize amateur minor football and to develop the highest possible standard of sportsmanship and citizenship for the youth participating in football;
 - b) To maintain and increase interest in the game of football and to encourage healthy competition and good fellowship;
 - c) To assist and support other existing minor football association groups and programs that are not at variance with the objects and aims of the Society;
 - d) To promote and arrange matches and competitions of every nature and to offer, grant, and contribute toward prizes, awards and distinctions;
 - e) To purchase and administer playing equipment and maintain the same in safe and reasonable condition;
 - f) To ensure that the Society's finances and properties are not misused or used for purposes at variance with the purposes of the Society; and,
 - g) To organize, educate and provide officials of every nature and kind whatsoever needed and used in connection with amateur football.
3. Upon any winding up or dissolution of the Society, any funds or other assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting interest in minor amateur sports as may be decided by the persons who are the members of the Society at the time of any such winding up or dissolution. This clause is unalterable.
4. The operations of the Society are to be chiefly carried on within the Province of British Columbia and in particular in the Central Okanagan Regional District. This Clause is unalterable.

B Y - L A W S

OF

KELOWNA MINOR FOOTBALL ASSOCIATION

PART 1

INTERPRETATION

1.1 In these bylaws, unless the context otherwise requires, "directors" means the directors of the Society for the time being.

"registered address" of a member means his or her address as recorded in the register of members.

"Society" means this society, the KELOWNA MINOR FOOTBALL ASSOCIATION.

"Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2

MEMBERSHIP

2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member, provided that such membership shall be restricted to such individual persons who are interested in the sport of amateur football and who are of the age of nineteen years or older.

2.3 Every member shall uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined by the directors prior to each annual general meeting of the Society.

2.5 A person shall cease to be a member of the Society:

(i) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or

(ii) his death, or

(iii) on being expelled, or

(iv) on having been a member not in good standing for thirty consecutive days.

2.6 A member may be expelled by a special resolution of the directors passed at a directors' meeting.

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

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

2.9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

PART 3

MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, whenever they think fit, convene an extraordinary general meeting.

3.4 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

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

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

PART 4

PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business is:

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

(ii) all business that is transacted at an annual general meeting, except,

(a) the adoption of rules of order,

(b) the consideration of the financial statements,

(c) the report of the directors,

(d) the report of the auditor, if any,

(e) the election of directors,

(f) the appointment of the auditor, if required, and

(g) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum is 3 members present or ten percent (10%) of the members in good standing, whichever is greater.

4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.6 Subject to By-law 4.7, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

4.7 If at a general meeting:

(i) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or

(ii) the president and all the other directors present are unwilling to act as chairman,

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

4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

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

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

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

4.14 Voting is by show of hands unless otherwise determined by the directors, and save and except for the election of directors which shall be by secret ballot.

4.15 Voting by proxy is not permitted.

PART 5

DIRECTORS AND OFFICERS

5.1 The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- (i) all laws affecting the Society,
- (ii) these by-laws, and
- (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

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

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

5.4 The number of directors shall be 5 or such greater number as may be determined from time to time at a general meeting.

5.5 The directors and officers shall retire from office at each annual general meeting when the new directors shall be elected.

5.6 The directors shall appoint and elect the officers of the Society within thirty days after each annual general meeting.

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

5.8 If no successor is elected the person previously elected or appointed continues to hold office.

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

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

5.11 If a director or officer resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director or officer.

5.12 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

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

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

5.15 No person shall be an officer or director of the Society unless he is a member in good standing of the Society.

PART 6

PROCEEDINGS OF DIRECTORS

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

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

6.3 The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.

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

6.5 The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.

6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.7 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

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

6.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

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

(i) no notice of meeting of directors shall be sent to that director, and

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

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

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

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

6.14 A resolution in writing, signed by all the directors and

placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7

DUTIES OF OFFICERS

7.1 The president shall preside at all meetings of the Society and of the directors.

7.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

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

7.4 The secretary shall:

- (i) conduct the correspondence of the Society,
- (ii) issue notices of meetings of the Society and directors,
- (iii) keep minutes of all meetings of the Society and directors,
- (iv) have authority concerning custody of all records and documents of the Society except those required to be kept by the treasurer,
- (v) have authority concerning custody of the common seal of the Society, and
- (vi) maintain the register of members.

7.5 The treasurer shall:

- (i) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- (ii) render financial statements to the directors, members and others when required, and without limiting the generality of the foregoing, arrange for the preparation of financial statements properly prepared in accordance with generally accepted accounting principles in Canada, and provide the same to the members at the annual general meeting together with such further explanations and clarification as may be reasonably required.

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

7.7 When a secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 5.4.

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

PART 8

SEAL

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

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

PART 9

BORROWING, PURCHASING, AND SELLING

9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

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

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

9.4 The directors shall be at liberty at all times at their sole discretion to purchase, sell, lease, or otherwise acquire and dispose of such real and personal property for and on behalf of the Society and upon such terms and conditions as the directors at their sole discretion deem fit in the best interests and for the furtherance of the purposes of the Society.

PART 10

AUDITOR

10.1 This Part applies only where the Society is required or has resolved to have an auditor.

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

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

10.4 An auditor may be removed by ordinary resolution.

10.5 An auditor shall be informed forthwith in writing of appointment or removal.

10.6 No director and no employee of the Society shall be auditor.

10.7 The auditor may attend general meetings.

PART 11

NOTICES TO MEMBERS

11.1 A notice may be given to a member, either personally or by mail to him at his registered address.

11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

11.3 Not less than fourteen days notice of a general meeting shall be given to:

- (i) every member shown on the register of members on the day notice is given, and
- (ii) the auditor, if Part 10 applies.

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

PART 12

BY-LAWS

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

12.2 These by-laws shall not be altered or added to except by special resolution.

DATED at the City of Kelowna, in the Province of British Columbia, this 8th day of October, 1991.

Witness

Applicants for Incorporation

Brenda M. Sheemaker
Signature - Witness

Brenda M. Sheemaker
Name of Witness

2744 Cameron Road
Resident Address

Kelowna, B.C. V1Z3K5

Secretary
Occupation

Signature - Witness

Name of Witness

Resident Address

Ann Schneider
Signature - Applicant

Ann Schneider
Name of Applicant

3310 Parkers Court
Resident Address

Kelowna, B.C. V1W2W3

Contract General Accountant
Occupation

Signature - Applicant

Name of Applicant

Resident Address

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhonda Cres
Resident Address

Kelowna, BC.

CA.
Occupation

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhonda Cres
Resident Address

Kelowna BC

CA.
Occupation

Stuart Jennens
Signature - Applicant

STUART JENNENS
Name of Applicant

1476 WESTRIDGE CRT
Resident Address

V1Y8R3

KELOWNA B.C.

CHARTERED ACCOUNTANT
Occupation

Stuart Jennens
Signature - Applicant

Stuart Jennens
Name of Applicant

3349 Gordon Dr
Resident Address

Kelowna BC V1Y3L1

Practical Nurse
Occupation

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhonda Cres
Resident Address

Kelowna BC

CA
Occupation

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhonda Cres
Resident Address

Kelowna BC

CA
Occupation

Ann LeGoyt
Signature - Applicant

Ann LeGoyt
Name of Applicant

#4-4131 Lakeshore Rd
Resident Address

Kelowna, B.C. V1W1V8

Bookkeeper
Occupation

Cheryl Scanlon
Signature - Applicant

Cheryl Scanlon
Name of Applicant

#201-2420 Ingram Rd
Resident Address

Westbank, BC. V0N 2A0

Clerk
Occupation

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhondda Cres
Resident Address

Kelowna BC

CA
Occupation

John McCormack
Signature - Witness

John McCormack
Name of Witness

2395 Rhondda Cres
Resident Address

Kelowna BC

CA
Occupation

[Signature]
Signature - Applicant

[Name]
Name of Applicant

1365 Lund Rd Compt H
Resident Address
5/14/15

Kelowna, BC V1Y 4T1

Capital Workon School District
Occupation #23

[Signature]
Signature - Applicant

[Name]
Name of Applicant

1406 ELIN STREET
Resident Address

Kelowna, BC V1Y 3W6

[Occupation]
Occupation

Telephone: 250 356-8609

FILING FEE: \$25.00

IMPORTANT: Please read instructions on reverse before completing this form.

Page 1 of 2

A NAME OF SOCIETY **B** ADDRESS OF SOCIETY - MUST BE A PHYSICAL ADDRESS **C** ACCESS CODE - OFFICE USE ONLY

KELOWNA MINOR FOOTBALL ASSOCIATION
200 - 1465 ELLIS STREET
KELOWNA BC V1Y 2A3

D CERTIFICATE OF INCORPORATION NUMBER
S-0028187

E DATE OF INCORPORATION
OCTOBER 15, 1991

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

Sent for filing with the
REGISTRAR OF COMPANIES
on the 8th day of
FEBRUARY, 2008.

F ANNUAL GENERAL MEETING DATE

This report contains information about the society
as at the close of the annual general meeting held on

YYYY / MM / DD

2008 / 01 / 14

G DIRECTORS - Current list of Directors on file (Please update this list - see instruction No. 2 on reverse)

| LAST NAME | FIRST NAME & INITIALS (IF ANY) | RESIDENTIAL ADDRESS (MUST BE A PHYSICAL ADDRESS) | POSTAL CODE |
|----------------------|--------------------------------|---|-------------------|
| ANDERSON, | ROY | 107-665 COOK RD KELOWNA BC | V1W4T4 |
| BER, | CARY | 4358 EDINBURGH CRT. KELOWNA BC | V1W2M4 |
| CHAMBERLAIN, | BOB | 1581 HIGH ROAD KELOWNA BC | V1Y7B7 |
| DAVIES, | DAVE | 801 DEHART RD KELOWNA BC | V1Y6A2 |
| EGGWIN, | MIKE | 3262 MCIVR RD WESTBANK BC | V4T1G2 |
| HENDERSON, | RICHARD | 855 KINNISKI KELOWNA BC | V1X4C9 |
| JAMES, | RAWLE | 1291 BELAIRE AVE KELOWNA BC | V1Y6B8 |
| KELLER, | RICK | 2271 WESTVILLE PL WESTBANK BC | V4T1S1 |

Note: Please sign and date on last page

