

**FORM 3**  
**Society Act**  
**CONSTITUTION**

1. The name of the society is United Summer Soccer Association (the "**Society**").
2. The purposes of the Society are:
  - (a) to foster, develop, and promote skills, knowledge and enjoyment of the game of soccer;
  - (b) to support and encourage the participation in the game of soccer among youth and adult players;
  - (c) to teach sportsmanship and emphasize fair play at all times;
  - (d) to govern the rules of play of the game of soccer among all players; and
  - (e) to mediate all issues that may arise between affiliated leagues and tournaments.

3. Boundaries of the Society

The operations of the Society shall be carried on within Canada. This provision shall be alterable.

4. Dissolution of the Society:

Upon the dissolution of the Society and after the payment of all its debts and liabilities, and remaining property shall be turned over, transferred and assigned to all member clubs playing in the sanctioned events of the Society and the Indo Canadian Soccer Tournament Committee in accordance with the number of teams each member club has at the time of the dissolution. This provision shall be unalterable.

5. Activities and purposes of the Society:

The activities and purposes of the Society shall be carried on without purpose of gain for its members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society. This provision shall be alterable

BY LAWS OF

**UNITED SUMMER SOCCER ASSOCIATION**

1. INTERPRETATION

- (a) In these by-laws, unless the context otherwise requires,
- (i) "Active Member" means a non-voting Member which becomes and remains an Active Member in accordance with these by-laws;
  - (ii) "Associate Member" means a non-voting Member which becomes and remains an Associate Member in accordance with these by-laws;
  - (iii) "Club" means a legal entity formed for the purpose of organizing one or more soccer teams;
  - (iv) "Delegate Member" means a voting Member which becomes and remains a Delegate Member in accordance with these by-laws;
  - (v) "Directors" means the directors of the Society for the time being;
  - (vi) "Disciplinary Committee" means a committee convened by the Directors;
  - (vii) "Discipline and Transfer Policy" means a policy approved by a Special Resolution of the Members at an annual general meeting;
  - (viii) "Executive Committee" means the executive director, treasurer and secretary;
  - (ix) "External Affairs Committee" means a committee convened by the Directors;
  - (x) "Honorary Member" means a non-voting Member which becomes and remains an Honorary Member in accordance with these by-laws;
  - (xi) "ICSTC" means the Indo Canadian Soccer Tournament Committee;
  - (xii) "Life Member" means a non-voting Member which becomes and remains a Life Member in accordance with these by-laws;
  - (xiii) "Member" means an Active Member, Associate Member, Delegate Member, Honorary Member or Life Member.
  - (xiv) "Membership Committee" means a committee convened from time to time by the Directors for the purposes of receiving applications for membership and for collecting fees.
  - (xv) "Nations Cup" means a tournament organized annually by the Nations Cup Soccer Society;
  - (xvi) "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - (xvii) "Tryout Committee" means a committee convened by the Directors;

- (xviii) "USSL" means the United Summer Soccer League;
- (xix) "Registered Address" of a Member means his address as recorded in the register of Members.

(b) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.

(c) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## 2. MEMBERSHIP

(a) 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 by-laws and, in either case, have not ceased to be Members.

(b) Every Member shall uphold the constitution and comply with these by-laws.

(c) Any Club that affiliates with the Society and

(i) has played soccer teams that affiliate with the USSL, or

(ii) has played in ICSTC affiliated tournaments

may apply to the Membership Committee to become an Active Member up to one week prior to the date of the first annual general meeting of the Society. If a Club applies, and its application has been verified by the Membership Committee, the applicant shall become an Active Member.

(d) Any Club that participates in the leagues and tournaments affiliated with the Society may apply to the Membership Committee to become an Associate Member. After the Membership Committee has verified that an applicant is qualified, the applicant shall, upon approval by a special resolution passed by the Members at an annual general meeting, become an Associate Member. Any rejection of a Club applying to become an Associate Member at an annual general meeting shall be considered final and that Club shall not be permitted to apply again for a period of 2 years.

(e) All Associate Members may apply to the Society to become an Active Member after being a Member in Good Standing for not less than 2 years. All Associate Members applying to become Active Members, on approval by a special resolution passed by the Members at an annual general meeting, shall become an Active Member. Any rejection of an Associate Member applying to become an Active Member at an annual general meeting shall be considered final and that Associate Member shall not be permitted to apply again for a period of 2 years.

(f) Each Active Member shall, one week prior to each annual general meeting, forward to the Membership Committee a slate of nominations for Delegate Members. Each Active Member shall make its nomination in accordance with the following guidelines:

Total Number of Teams Per Active Member	Total Number of Delegate Member Nominations per Active Member
Less than 10	1
More than 10 up to 20	2
More than 20 up to 30	3
More than 30 up to 40	4
More than 40	5

Upon approval by the Membership Committee of each Active Member's slate, those individuals nominated shall become Delegate Members for a term of one year expiring at the following annual general meeting.

(g) The Directors may nominate a maximum of one person per year to be an Honorary Member or a Life Member. A person nominated by the Directors to become a Life Member shall, on approval by a special resolution passed by the Members at an annual general meeting, become a Life Member. A person nominated by the Directors to become an Honorary Member shall, on approval by a special resolution passed by the Members at an annual general meeting, become an Honorary Member. Any rejection of a person applying to become an Honorary or Life Member at an annual general meeting shall be considered final and that person shall not be able to be nominated again for a period of 2 years. The Directors shall review the membership of all Honorary Members every two years and may, in accordance with 2(j), expel any Honorary Member.

(h) The amount of the first annual membership fees shall be determined by the Directors subject to approval by an ordinary resolution of the majority of Members. After that the annual membership fees shall be determined at the annual general meeting of the Society. The annual membership fees shall be due by the close of business on a date set from time to time by the Directors. The Membership Committee is responsible for the collection of membership fees.

(i) A person shall cease to be a Member of the Society:

- (i) by delivering his resignation in writing or by electronic mail to the secretary of the Society or by mailing or delivering it to the address of the Society, and in the case of an Active Member or an Associate Member the resignation must be approved by the executive of that Club, or
- (ii) on his death or in the case of a corporation on dissolution,
- (iii) on being expelled,
- (iv) on having been a Member not in good standing for 5 consecutive months, or
- (v) in the case of Delegate Members upon the expiration of their one year term of membership.

(j) A Member may be expelled by a resolution of a 3/4 majority of the Directors present at a meeting of the Directors.

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

(l) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard by the Disciplinary Committee prior to passing of the special resolution of the Directors.

(m) Any Member who has been expelled may request reinstatement from a majority of the Members voting at an annual general meeting. Any such request must be submitted to the Directors for approval at least 21 days before the annual general meeting.

(n) All Members are in good standing except:

(i) 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, or

(ii) a Member who has been Suspended by the Disciplinary Committee.

### 3. MEETINGS OF MEMBERS

(a) The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that 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.

(b) All annual general meetings shall be held on or before the 30th day of November each year at a place and time in the City of Surrey that the Directors may determine from time to time. Notice of an annual general meeting shall be provided not less than 30 days prior to that annual general meeting.

(c) General meetings of the Society shall be held at the time and place, in accordance with the Society Act, as the Directors decide.

(d) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

(e) The Directors may, whenever they think fit, convene an extraordinary general meeting.

(f) 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.

(g) 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.

### 4. PROCEEDINGS AT GENERAL MEETINGS

(a) Special business is:

(i) all business at an extraordinary general meeting except the adoption of rules or 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 appointment of Directors,
  - (F) the election of the Executive Committee,
  - (G) the appointment of the auditor, if required, and
  - (H) the other business that, under these by-laws, 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.
  
- (b) No business, other than the election of a chairman and the adjournment of termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  
- (c) 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.
  
- (d) A quorum is 4 Active Members and 1 Delegate Member present or such greater number as the Members may determine at a general meeting.
  
- (e) 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.
  
- (f) Subject to By-law 4(g), the executive director of the Society, or if the executive director is not present the secretary of the Society, or if both the executive director and the secretary are not present then one of the other Directors present, shall preside as chairman of a general meeting.
  
- (g) If at a general meeting:
  - (i) there is no executive director or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (ii) the executive director and all the other Directors present are unwilling to act as chairman, the Members present shall choose one of their number to be chairman.

- (h) 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.
- (i) When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (j) 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.
- (k) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (l) In case of an equality of votes the chairman shall have a casting or second vote in addition to the vote to which he may be entitled as a Member.
- (m) A Delegate Member in good standing present at a meeting of the Members is entitled to one vote.
- (n) Voting is by show of hands.
- (o) Voting by proxy is permitted.
- (p) A corporate Member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a Member and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Society.
- (q) Any proposed amendment to the constitution or bylaws shall only be considered at an annual general meeting if a notice of motion of the proposed amendment is given by an Active Member or Associate Member, in writing, to the executive director by August 15th of each year.

## 5. DIRECTORS AND OFFICERS

- (a) The Directors may exercise all the powers and do all the acts and things that 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:
  - (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.
- (b) The duties and responsibilities of the Directors include, but are not limited to;
  - (i) the preparation of an annual budget,
  - (ii) preparing and implementing a program of activities,

- (iii) soliciting funds from time to time in a manner as the Directors deem advisable, and
  - (iv) setting up and maintaining a website for the Society..
- (c) 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.
- (d) The Directors of the Society shall be appointed for a term of one year by the Membership Committee, subject to the following conditions:
  - (i) subject to 5(d)(iii), the number of Directors shall equal the number of Active Members,
  - (ii) each Active Member shall nominate one person to be a Director and that nominee shall be appointed a Director by the Membership Committee, and
  - (iii) there shall never be less than three Directors at any time.
- (e) The Directors shall retire from office at each annual general meeting when their successors shall be appointed.
- (f) If no successor is appointed the person previously appointed continues to hold office.
- (g) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.
- (h) 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.
- (i) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.
- (j) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in the office.
- (k) The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- (l) Subject to the Society Act, every Director is deemed to have become a Director on the express understanding, agreement and condition that every such Director and his heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all reasonable, as determined by the Directors, costs, charges and expenses whatsoever which such Director of the Society sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any deed matter or thing, whatsoever made, done or permitted by him or her or any other Director or Directors of the Society in or about the execution of the duties of his or their office, and also from and against all other reasonable, as determined by the Directors costs charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except as such costs charges or expenses as are occasioned by his own wilful neglect or default.

(m) No Director shall be reimbursed 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.

(n) The Active Members and Associate Members shall delegate to the Directors the responsibility for ensuring that all the players playing in Active Member and Associate Member Clubs are properly insured.

(o) The officers of the Society shall be the members of the Executive Committee.

(p) Unless otherwise provided by the Members present at the annual general meeting, the Executive Committee shall be elected at each annual general meeting, by acclamation or by ballot, as determined at the meeting. Any Director may be nominated to run for a position on the Executive Committee and any Delegate Member may nominate a Director for a position on the Executive Committee.

(q) The term of the Executive Committee shall be one year.

(r) Any person who holds the position of executive director may not be nominated again for that position for a period of 4 years.

## 6. PROCEEDINGS OF DIRECTORS

(a) The Directors shall meet at such times and places as the executive director thinks fit for the dispatch of business but in any case not less than once every month. The Directors may adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be 50% plus 1 of the Directors then in office.

(c) The executive director shall be chairman of all meetings of the Directors, but if at a meeting the executive director is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be chairman at the meeting.

(d) Any Director who is absent from 3 consecutive meetings of the Directors and, in the opinion of a majority of the Directors, does not have just cause or is wilfully neglecting his duties to the Society, may be removed by a resolution of a 3/4 majority of the Directors.

(e) If two or more Directors are involved in a conflict of interest regarding a matter before the Directors, those Directors shall, before a vote on the matter, declare their interests and shall not be entitled to vote on that matter. The Directors may, by resolution, disqualify any Director from voting on a matter that, in the opinion of the Directors, he has a conflict of interest in.

(f) A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.

## 7. COMMITTEES

(a) The Directors may by resolution appoint one or more committees consisting of such Directors as the Directors may decide. The Directors may by resolution also appoint one or more committees consisting of such Directors and other individuals who are not Directors as the Directors may decide. Any committee so formed shall conform to those restrictions to it as the

Directors may impose. Notwithstanding the foregoing, no delegation of authority by the Directors to a committee shall preclude the Directors from exercising the authority required to meet their responsibilities for the conduct of the Society's affairs.

(b) All committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose, and shall report same to the Directors at such times as the Directors may require.

(c) The Directors shall have the power at any time to remove or override any authority given to or acts to be done by a committee, excepting out those acts of the committee done before such revocation.

(d) Subject to any conditions imposed on a committee by the Directors, a committee shall meet at such times as the Members of the committee see fit.

(e) The proceedings at a Committee Meeting shall be as follows:

- (i) Resolutions arising at a meeting of a committee shall be carried by a majority of votes.
- (ii) No resolution proposed at a meeting of a committee need be seconded and the chair of a meeting may move or propose a resolution.
- (iii) In case of an equality of votes at a meeting of a committee, the chair of the meeting does not have a second or casting vote.
- (iv) A resolution consented to in writing, whether by document, fax, portable document format or any method of transmitting legibly recorded messages, by all the Members of a committee shall be as valid and effectual as if passed at a committee meeting duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the committee and shall be effective on the date stated therein or on the latest date stated in any counterpart.
- (v) A meeting of a committee may take place by means of telephone conference or such other communications facilities as the committee may decide, provided all Members of the committee participating can hear and speak to each other, and such meeting shall be deemed to be an actual meeting of the committee.

(f) The Disciplinary Committee shall be convened within 30 days of each annual general meeting and shall have tenure of one year. The Disciplinary Committee shall be responsible for the handling of all disciplinary related issues within all affiliated leagues and tournaments as well as all matters relating to the transfers of all players within the affiliated leagues and tournaments. The Disciplinary Committee shall follow the Discipline and Transfer Policy when addressing all discipline and transfer related issues.

(g) The External Affairs Committee shall be convened within 30 days of each annual general meeting and shall have tenure of one year. The External Affairs Committee shall be solely responsible for communicating with other organizations in regards to all matters of the Society and the affiliated leagues and tournaments. The External Affairs Committee may

delegate to any Member any, but not all, of their powers for the purposes of representing the Society as well as entering into agreements with other organizations on behalf of the Society.

(h) The Tryout Committee shall be convened within 30 days of each annual general meeting and shall have tenure of one year. The Tryout Committee shall be solely responsible for the selection of all the teams put forth at the Nations Cup as well as providing proper coaches, fields, training and team kits for all the teams representing India at the Nations Cup.

## 8. DUTIES OF OFFICERS

(a) The executive director shall preside at all meetings of the Society and of the Directors.

(b) The executive director, in the absence of a paid employee, is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

(c) 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 custody of all records and documents of the Society except those required to be kept by the treasurer,
- (v) have custody of the common seal of the Society if any, and
- (vi) maintain the register of Members.

(d) The treasurer shall:

- (i) keep such financial records, including books of account, necessary to comply with the Societies Act, and
- (ii) render financial statements to the Directors, Members and others when required.

(e) In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

## 9. SEAL AND AUTHORIZED SIGNATURES

(a) The signing officers of the Society shall be any two of the executive director and two other Directors authorized by the Directors from time to time. Two signatures are required for all financial matters including payments.

(b) The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

(c) The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the executive director and secretary or executive director and treasurer.

10. BORROWING

(a) The Society is prohibited from borrowing money without the sanction of a special resolution by the Members at an annual general meeting.

11. AUDITOR

(a) This Section applies only where the Society is required or has resolved to have an auditor.

(b) The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

(c) 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.

(d) An auditor may be removed by ordinary resolution.

(e) An auditor shall be promptly informed in writing of appointment or removal.

(f) No Director and no employee of the Society shall be auditor.

(g) The auditor may attend general meetings.

12. NOTICES TO MEMBERS

(a) A notice may be given to a Member, either personally or by mail to him at his registered address.

(b) 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.

(c) Notice of a general meeting shall be given to:

- (i) every person shown on the register of Members on the day notice is given, and
- (ii) the auditor, if Section 10 applies.

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

13. AFFILIATION

(a) Any league or tournament can apply for affiliation with the Society. The decision of the Directors shall be final for any application and shall be reached upon by a resolution of a 3/4 majority of the Directors.

(b) All Active Members and Associate Members can only participate in the events, leagues and tournaments sanctioned by or affiliated with the Society.

(c) All affiliated leagues or tournaments shall be responsible for paying the fee for affiliation, set by the Directors from time to time.

(d) All affiliated leagues or tournaments shall be responsible for paying those amounts required to obtain, in the sole discretion of the Directors, proper insurance for all the players playing in those affiliated leagues or tournaments.

(e) All affiliated leagues and tournaments shall delegate to the Directors the responsibility to set all of their rules and regulations. All affiliated leagues and tournaments shall forward all discipline matters to the Disciplinary Committee and shall abide by all the rules set forth in the Discipline and Transfer Policy. It shall be the responsibility of the affiliated leagues and tournaments to enforce the decisions of the Disciplinary Committee.

14. BY-LAWS

(a) 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.

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

Dated: \_\_\_\_\_, 2011

WITNESS NAMES	WITNESS ADDRESSES	APPLICANTS FOR INCORPORATION:	APPLICANT ADDRESS
SIGN & PRINT NAME:			
SIGN & PRINT NAME:			
SIGN & PRINT NAME:			
SIGN & PRINT NAME:			
SIGN & PRINT NAME:			