

BY-LAW NO. I

A by-law relating generally to the transaction of the business and affairs of
CHARLESWOOD YOUTH SOCCER ASSOCIATION INC.

CONTENTS

ONE	Interpretation
TWO	Business of the Corporation
THREE	Directors
FOUR	Committees
FIVE	Officers
SIX	Delegation
SEVEN	Protection of Directors, Officers and Others
EIGHT	Members
NINE	Meetings of Members
TEN	Notices
ELEVEN	Winding-Up
TWELVE	Effective Date

BE IT ENACTED AS A BY-LAW of the Corporation as follows:

SECTION ONE - INTERPRETATION

1.1.1 DEFINITIONS - In the by-laws of the Corporation, unless the context otherwise requires:

"ACT" means The Corporations Act, S.M. 1976 c.40 and the Regulations passed pursuant to that Act and any legislation that may be substituted therefor, as amended from time to time;

"AFFAIRS" means the relations among a Corporation, its affiliates and the Members, Directors and Officers of such bodies corporate, but does not include the business carried on by such bodies corporate;

"APPOINT" includes "elect" and vice versa;

"ARTICLES" means the Articles of Incorporation of the Corporation attached to the Certificate of Incorporation and dated the 20th day of February, 1991, as amended or restated from time to time;

"BOARD" means the board of Directors of the Corporation;

"BY-LAWS" means this by-law and all other by-laws of the Corporation from time to time enacted by the Corporation and being in force and effect;

"CORPORATION" means the body corporate incorporated or continued under the Act and named in the Articles;

"DEBT OBLIGATION" means a bond, debenture, note or other evidence of indebtedness or guarantee of a corporation, whether secured or unsecured;

"DIRECTOR" includes both an elected director and an ex-officio director;

"ELECTED DIRECTOR" means a person described in Section 3.03;

"MEETING OF MEMBERS" means an annual meeting of Members or a special meeting of Members or a regular meeting of Members;

"NON-BUSINESS DAY" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Canada);

"ORDINARY RESOLUTION" includes "resolution" or vice versa;

"PERSON" includes an individual, partnership, association, body corporate, Trustee, Executor, Administrator or legal representative;

"RECORDED ADDRESS" means in the case of a Member, director, officer, auditor or member

of a Committee of the Board, his last known address as recorded in the records of the Corporation;

"RESIDENT OF CANADA" means an individual who is (a) ordinarily resident in Canada, (b) not ordinarily resident in Canada but who is a member of a prescribed class of persons as outlined in the Regulations passed pursuant to the Act;

"SECURITY INTEREST" means an interest in or charge upon all or any of the property of the Corporation by way of a mortgage, hypothec, pledge, or otherwise taken by a creditor to secure payment of an obligation of the Corporation;

"SIGNING OFFICER" means any person authorized to sign any document on behalf of the Corporation;

"SPECIAL MEETING" means a meeting of Members called to transact specific items of business other than those normally transacted at annual meetings or regularly scheduled meetings.

All terms which are contained in the by-laws of the Corporation and which are defined in the Act but not defined in any by-law shall have the meanings given to such terms in the Act; words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION TWO - BUSINESS OF THE CORPORATION

- 2.1 **REGISTERED OFFICE** - Until changed in accordance with the Act, the registered office of the Corporation shall be at 1010-405 Broadway Ave. in the City of Winnipeg, in the Province of Manitoba or at such location within Manitoba as the board may from time to time determine.
- 2.2 **CORPORATE SEAL** - Until changed by the Board, the corporate seal, if any, of the Corporation shall be in the form impressed in the margin hereof or as impressed on any subsequent resolution of the Board which adopts a corporate seal.
- 2.3 **FINANCIAL YEAR** - The financial year of the Corporation shall be determined by the Board from time to time.
- 2.4 **EXECUTION OF INSTRUMENTS** - Deeds, transfers, assignments, contracts, obligations, certificates and other documents may be signed on behalf of the Corporation by two persons, one of whom is an elected director and the other of whom is an elected director or other person who may be designated by the Board as having either general or limited signing authority. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any document requiring the same.

- 2.5 BANKING ARRANGEMENTS - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies 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 the Board may from time to time prescribe or authorize.

SECTION THREE - DIRECTORS

- 3.1 NUMBER OF DIRECTORS AND QUORUM - Save and except for the founding Board (as described in Section 3.3), the Board shall consist of a minimum of five (5) and a maximum of fifteen (15) directors. The quorum for the transaction of business at any meeting of the Board shall consist of five (5) directors then in office or such greater number of elected directors as the Board may from time to time determine.
- 3.2 QUALIFICATION - No person shall be qualified for election as Director: if the director is less than 18 years of age; if the director is of unsound mind and has been so found by a court in Canada or elsewhere; or if the director has the status of a bankrupt; or if the director is otherwise disqualified as a director as determined by the Members at an annual meeting. An elected director shall be a Member and a resident of Manitoba.
- 3.3 ELECTION AND TERM -
- (a) The first directors named in the Articles shall constitute the Founding Board of the Corporation;
 - (b) The Board of Directors shall be constituted by such persons as shall be elected and nominated to the following positions, namely: president, vice-president, secretary, treasurer, registrar, webmaster, house league convener, girls convener, boys convener, programs facilitator, and public relations officer, provided that one or more of such positions may be assumed by the same person or no appointment may be made in respect of any one or more of such capacities from time to time;
 - (c) Directors shall be governed by the following provisions:
 - (i) president, registrar, secretary, house league convener, equipment manager, boys convener and shall be elected for terms commencing and expiring on even calendar years;
 - (ii) vice-president, treasurer, programs facilitator, girls convener, public relations officer, and webmaster shall be elected for terms commencing and ending on odd numbered calendar years.
- 3.4 REMOVAL OF DIRECTORS- Subject to the provisions of the Act, the Board of Directors may, by resolution of a two-thirds majority of Directors passed at a meeting of Directors, remove any elected director from office and fill the vacancy created by such removal.

- 3.5 VACATING OF OFFICE - An elected director ceases to hold office when:
- a) the director dies;
 - b) as provided in Section 3.4 the director is removed from office by resolution of the Directors;
 - c) the director ceases to be qualified for election as an elected director as provided in Section 3.2;
 - d) his/her written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later; or
 - e) his/her term as an elected director expires;
 - f) any director shall be deemed to have resigned office if:
 - i) the director shall resign for personal reasons and provides written notification to a Member of the Directors;
 - ii) the director shall fail to attend three or more consecutive Board meetings without written notice evidencing a valid reason acceptable to the Board.
- 3.6 VACANCIES - Subject to the provisions of the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the Members to elect the minimum number of directors. In the absence of a quorum of the Board, or if a vacancy has arisen from a failure of the Members to elect the minimum number of directors, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any Member may call the meeting.
- 3.7 ACTION BY THE BOARD - The Board shall manage the business and affairs of the Corporation. Subject to Section 3.8 the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum and the minimum number of directors remains in office.
- 3.8 MEETINGS BY TELEPHONE - If all the elected directors consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as 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.

- 3.9 PLACES OF MEETINGS - Meetings of the Board may be held at any place in the City of Winnipeg, in the Province of Manitoba.
- 3.10 CALLING OF MEETINGS - Meetings of the Board shall be held from time to time and at such place as any Director may determine by notice to the other Directors.
- 3.11 NOTICE OF MEETINGS - Notice of the time and place of each meeting of the Board shall be given no less than two days before the time when the meeting is to be held. A notice of meeting of directors need not specify the purpose of the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. A director may in any manner waive notice of or otherwise consent to a meeting of the Board.
- 3.12 FIRST MEETING OF NEW BOARD - Provided a quorum of elected directors is present, each newly elected Board on which new directors have been appointed may, without notice, hold its first meeting immediately following the meeting at which such Board is elected.
- 3.13 ADJOURNED MEETING - If a meeting of the Board is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of the Board is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 3.14 REGULAR MEETINGS - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings may be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 3.15 CHAIRPERSON - The Chairperson of any meeting of the Board shall be the President, in the absence of whom the directors present shall choose one of their numbers to be a Chairperson.
- 3.16 VOTES TO GOVERN - At all meetings of the Board every question shall be decided by a majority of the votes cast by the elected directors except the Chairperson on the question. In case of an equality of votes the Chairperson of the meeting may cast the deciding vote.
- 3.17 CONFLICT OF INTEREST - A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors of the Corporation the nature and extent of his or her interest at the time and in the manner provided by the Act. Any director or officer so interested shall not vote on any resolution to approve the contract except in the manner and to the extent provided in the Act.

- 3.18 REMUNERATION AND EXPENSES - The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by such director in the performance of their duties, including honoraria, and any director who is a bona fide employee of the Corporation (whether full-time or part-time) or provides services on behalf of the Corporation, may be paid remuneration with respect to such services performed by the said director as an employee or independent contractor, as the case may be.

SECTION FOUR - COMMITTEES

- 4.1 COMMITTEE OF DIRECTORS - The Board may appoint any number of committees of directors and delegate to such committee powers permitted to be delegated to the committee by Section 6.1 hereof provided that non-directors may be added to any such committee as the Board of Directors shall deem appropriate from time to time.
- 4.2 TRANSACTION OF BUSINESS - Subject to the provisions of Section 3.8 hereof, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees may be held at any place in the City of Winnipeg, Manitoba
- 4.3 ADVISORY COMMITTEES - The Board may from time to time appoint such other committees as it may deem advisable but the functions of any such other committees shall be advisory only.
- 4.4 PROCEDURE - Unless otherwise determined by the Board, each committee shall have the power to:
- a) fix its quorum at not less than a majority of its Members;
 - b) elect its Chairperson; and
 - c) regulate its procedure.

SECTION FIVE - OFFICERS

- 5.1 APPOINTMENT - The Board may from time to time appoint a President, one or more vice-president (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. The Board may specify the duties of any such officers. Subject to Section 5.2, an officer may but need not be a Director and one person may hold more than one office.
- 5.2 CHAIRPERSON OF THE BOARD - The Board may from time to time also appoint a Chairperson of the Board who, if appointed, shall be an elected director. If

appointed, the Board may assign to the Chairperson any of (and in the event that there is at any time no person appointed as President, the Chairperson shall have all of) the powers and duties that are by any provisions of this by-laws assigned to the President; and the Chairperson shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify.

- 5.3 PRESIDENT - If appointed, the President shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and the President shall have such other powers and duties as the board may specify.
- 5.4 VICE-PRESIDENT - a vice-president, if appointed, shall have such powers and duties as the Board may specify.
- 5.5 SECRETARY - The Secretary, if in attendance, shall be the Secretary of all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; the Secretary shall give or cause to be given, as and when instructed, all notices to Members, directors, officers, auditors and members or committees of the Board; the Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and the Secretary shall have such other powers and duties as the Board may specify. If there is no Secretary in attendance at a meeting, those in attendance at the meeting may appoint from among themselves a person to perform the function of a Secretary at that meeting.
- 5.6 TREASURER - The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the Board whenever required an account of all financial transactions and of the financial position of the Corporation; and the Treasurer shall have such other powers and duties as the Board may specify.
- 5.7 POWERS AND DUTIES OF OTHER OFFICERS - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.
- 5.8 VARIATION OF POWERS AND DUTIES - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 5.9 INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES - If any officer or director is unable to perform their functions or discharge their duties as such director or officer, the Board may appoint such other director(s) or officer(s) to perform the functions or to discharge the duties of that director or officer.
- 5.10 TERM OF OFFICE - The Board, in its discretion by ordinary resolution, may remove any officer of the Corporation, without prejudice to such officer's rights under any

employment contract. Otherwise each officer appointed by the Board shall hold office until his successor is appointed.

- 5.11 TERMS OF APPOINTMENT AND REMUNERATION - The terms of appointment and the remuneration of officers appointed by the Board shall be settled by it from time to time.

SECTION SIX - DELEGATION

- 6.1 DELEGATION BY THE BOARD OF DIRECTORS - The Board may, from time to time, delegate to a General Manager, Committee of Directors, or to such one or more of the directors and officers of the Corporation as may be designated by the Board all of any of the powers conferred upon the Board pursuant to the Act, or any articles or by laws of the Corporation to such extent and in such manner as the Board shall determine at the time of each delegation.

SECTION SEVEN - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 7.1 LIMITATION OF LIABILITY - No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any other act or conformity, or for any loss, damage or expense occurring to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the provisions thereof.
- 7.2 INDEMNITY - Subject to the limitations contained in the Act, the Corporation may indemnify a director or an officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which the director is made a party by reason of being or having been a director or officer of the Corporation or such body corporate (or having undertaken any such liability), of:
- (a) the director acted honestly and in good faith with a view to the best interests of the Corporation; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director had reasonable grounds for believing that the conduct was lawful;

and shall so indemnify such a person as aforesaid who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which the director is made party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred in respect of such acts or proceedings, notwithstanding sub-paragraphs (a) and (b) above.

- 7.3 INSURANCE - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

- 7.4 INDEMNIFICATION - The Corporation hereby confirms and acknowledges that each and every director of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every director of the Corporation and the directors heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such director 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 act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default, breach of duty or breach of trust of which the director may be guilty in relation to the Corporation.

SECTION EIGHT - MEMBERS

- 8.1 MEMBERSHIP - Membership in the Corporation shall be limited to the following persons:

- a) any person who is a director or officer of the Corporation;
- b) any person who is a member of any committee of the Corporation;
- c) any parent or legal guardian of a registered youth soccer player in any soccer program sponsored by the Corporation;
- d) any person who has been appointed as an honorary member by the Board of Directors of the Corporation

- 8.2 RESIGNATION - Any Member shall conclusively be deemed to have resigned as a Member, ipso facto, upon:

- (a) ceasing to be any of an officer, director or member of any committee of the Corporation unless a parent or guardian of a youth soccer player in any program sponsored or promoted by the Corporation;
- (b) any parent or guardian who ceases to have a registered youth soccer player in any soccer program sponsored or promoted by the Corporation.

SECTION NINE - MEETINGS OF MEMBERS

- 9.1 **ANNUAL GENERAL MEETINGS** - The annual general meeting of Members shall be held in October of each year and, subject to Section 9.3, at such place as the Board, failing which, the Chairperson of the Board, failing whom, the President, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or waiving the appointment of auditors and for the transaction of such other business as may properly be brought before the meeting.
- 9.2 **SPECIAL MEETINGS** - A Board member, the Chairperson of the Board, or the President shall have power to call a special meeting of Members at any time.
- 9.3 **PLACE OF MEETINGS** - Meetings of Members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the Articles so provide, or if the Board shall so determine, at some other place in the City of Winnipeg, in the Province of Manitoba.
- 9.4 **NOTICE OF MEETINGS** - Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10.1. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor, if any, shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Any person entitled to receive notice may in any manner waive notice of or otherwise consent to a meeting of Members.
- 9.5 **CHAIRPERSON AND SECRETARY** - The Chairperson of any meeting of Members shall be the President of the Board if present at the meeting. If the President is not present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Secretary of the Corporation is absent, the Chairperson of the meeting shall appoint some person, who need not be a Member, to act as Secretary of the meeting.
- 9.6 **PERSONS ENTITLED TO BE PRESENT** - The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or by-laws to be present at the meeting. Any other person may be admitted only with the consent of the meeting expressed by resolution passed at the meeting.

- 9.7 QUORUM - A quorum for the transaction of business at any meeting of Members shall be ten (10) persons present in person, each being a Member entitled to vote thereat.
- 9.8 RIGHT TO VOTE - Subject to the provisions of the Act at any meeting of Members, every person, except the Chairperson of the meeting, shall be entitled to vote. The Chairperson shall be entitled to vote in accordance with Section 9.10 hereof.
- 9.9 PROXIES - No proxies are allowed at a meeting of Members. Members must be present to vote.
- 9.10 VOTES TO GOVERN - At any meeting of Members every question shall, unless otherwise required by the Articles, by-laws or under the Act, be decided by a majority of votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairperson of the meeting may cast the deciding vote
- 9.11 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 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 one vote. Whenever a vote by a 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 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 Members upon the said question.
- 9.12 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 Member or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be decision of the Members upon the said question.
- 9.13 ADJOURNMENT - If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. 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 as for an original meeting.

SECTION TEN - NOTICES

- 10.1 METHOD OF GIVING NOTICES - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if it is made public through the Corporation website at least (30) days prior to the Annual General Meeting or at least (14)

days prior to a Special Meeting.

- 10.2 COMPUTATION OF TIME - In computing the 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.
- 10.3 OMISSIONS AND ERRORS - The accidental omission to give any notice to any Member, director, officer, auditor or member of a committee of the Board, or the non-receipt of any notice to any Member, director, officer, auditor or member of a committee of the Board or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

SECTION ELEVEN - WINDING UP

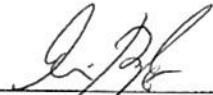
- 11.1 WINDING UP - The Members of the Corporation shall have no interest in the property and assets of the Corporation and upon a winding-up, amalgamation or dissolution, all of its assets and accumulated income, if any, are to be transferred to an organization with similar objects that qualified for exemption pursuant to paragraph 149(1) (f) or (1) (as amended from time to time) of the Income Tax Act.

SECTION TWELVE - EFFECTIVE DATE

- 12.1 EFFECTIVE DATE - This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ENACTED this 23rd day of October, 2019.

WITNESS the Corporate Seal of the Corporation.



President

The undersigned Secretary of Charleswood Youth Soccer Association Inc. DOES HEREBY CERTIFY THAT the foregoing is a true copy of By-Law No. 1 duly and properly passed or consented to by the members of the Corporation on October 23rd, 2019.

DATED at Winnipeg, Manitoba, this 23rd day of October 2019



Secretary