



Phoenix Soccer Inc.

UNDERTAKING, OBJECTS AND BYLAWS

Version 3

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Article I. CONTENTS

PREAMBLE.....	1
Article II. INTERPRETATION	1
Section 2.01 DEFINITIONS GENERALLY	1
Section 2.02 DEFINITIONS	1
Section 2.03 MASCULINE AND FEMININE	2
Section 2.04 ROBERTS RULES	2
Article III. BUSINESS MATTERS.....	2
Section 3.01 REGISTERED OFFICE	2
Section 3.02 SEAL.....	2
Section 3.03 AFFIX SEAL	2
Section 3.04 SPECIAL SIGNING AUTHORITY	2
Section 3.05 POLICY STATEMENTS	3
Article IV. FINANCIAL.....	3
Section 4.01 NO BENEFIT TO MEMBERS	3
Section 4.02 FINANCIAL YEAR.....	3
Section 4.03 FINANCIAL REVIEW	3
Section 4.04 ACCESS TO BOOKS BY MEMBERS	4
Section 4.05 ACCESS TO BOOKS BY OTHERS	4
Section 4.06 TRUE ACCOUNTS.....	4
Section 4.07 BANKING.....	4
Section 4.08 GENERAL BORROWING PROVISIONS	5
Section 4.09 ANNUAL BUDGET	5
Section 4.10 NON-BUDGET EXPENDITURE.....	5
Section 4.11 DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CLUB	5
Article V. MEMBERSHIP	5
Section 5.01 MEMBERSHIP.....	5
Section 5.02 WITHDRAWAL OF MEMBERSHIP	6
Section 5.03 SUSPENSION OF MEMBERS.....	6
Article VI. MEETINGS OF MEMBERS AND BOARD OF DIRECTORS	6
Section 6.01 ANNUAL GENERAL MEETING.....	6
Section 6.02 NOTICE OF THE ANNUAL GENERAL MEETING	6
Section 6.03 SPECIAL GENERAL MEETING.....	6

Section 6.04	PETITION FOR SPECIAL GENERAL MEETING	7
Section 6.05	NOTICE OF A SPECIAL GENERAL MEETING	7
Section 6.06	MEETINGS OF THE BOARD OR DIRECTORS	7
Section 6.07	SPECIAL MEETING OF THE BOARD	7
Section 6.08	QUORUM.....	7
Section 6.09	CHAIRMAN.....	7
Section 6.10	5.10 DECISIONS.....	7
Section 6.11	ADJOURNMENT OF MEETINGS.....	8
Section 6.12	PREPARING AND KEEPING THE MINUTES OF MEETINGS	8
Article VII.	BOARD OF DIRECTORS.....	8
Section 7.01	COMPOSITION OF BOARD	8
Section 7.02	ELECTIONS AND APPOINTMENTS	8
Section 7.03	Qualification of Directors	9
Section 7.04	FILLING VACANCY	9
Section 7.05	REMOVAL OF A DIRECTOR	9
Section 7.06	RESIGNATION OF A DIRECTOR.....	9
Section 7.07	DUTIES OF A DIRECTOR - GENERAL	9
Article VIII.	COMMITTEES	10
Section 8.01	Committees of the Board of Directors.....	10
Article IX.	MISCELLANEOUS PROVISIONS	10
Section 9.01	IMPARTIALITY	10
Section 9.02	INDEMNITY OF DIRECTORS	10
Section 9.03	BY-LAWS	10
Article X.	GENERAL	11
Section 10.01	LOGO	11
Section 10.02	STATIONERY.....	11
Section 10.03	UNIFORMS.....	11

PREAMBLE

Phoenix Soccer Inc. also operating as Winnipeg Phoenix Football Club (WPFC) was formed in 2003 and is Canada Soccer Certified Quality Soccer Provider (SQS-QSP) that provides soccer programming for youths ages 4-18. WPFC is located in northeast Winnipeg and provides programming for soccer players in that area and beyond.

WPFC is the only youth soccer club in Winnipeg to have their own multi-field complex and clubhouse on site, at our Anderson Park location.

WPFC offers programming for the introductory ages of 4-8 years old. At the U9-U18 ages we are committed to individual player development in a team setting.

Our U9-U12 Developmental teams, U13-U17 Premier teams and our U9-18 recreational teams all compete in the Manitoba Soccer Association sanctioned WYSA league. WPFC develop and retain only highly certified coaches who follow our club curriculum, and they are supported by our experienced and highly trained Technical Staff.

At WPFC, we aim to meet and exceed the requirements of Canada Soccer so that we instill our players with the training and tools to continue on in the soccer pathway.

WPFC has developed countless players who have gone on to National, University and Professional soccer at many levels.

Article II. INTERPRETATION

Section 2.01 DEFINITIONS GENERALLY

When interpreting these By-laws, reference shall be made to the MANITOBA CORPORATIONS ACT and words and expressions used in these By-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

Section 2.02 DEFINITIONS

The following words, when used in the By-laws, shall mean as stated hereinafter:

- a) "Act" means Manitoba's The Corporations Act C.C.S.M. c. C225 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "board" means the board of directors of the Corporation;
- d) "By-laws" mean these By-laws.
- e) "Club" means the PHOENIX SOCCER INC.
- f) "Director" means a member of the Board of Directors of PHOENIX SOCCER INC.
- g) "Member" means a member of the PHOENIX SOCCER INC.
- h) "meeting of members" includes an annual meeting of members or a special meeting of members;
- i) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

- j) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 131(1) of the Act;
- k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l) "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- m) "Special Resolution" means a resolution which must be passed by two thirds of the members of PHOENIX SOCCER INC., present at the meeting where prior notice of such resolution or the general nature of same has been given by posting such information in a Winnipeg newspaper for three consecutive appearances prior to the meeting.

Section 2.03 MASCUline AND FEMININE

Words indicating the masculine gender are to be interpreted as both masculine and feminine gender.

Section 2.04 ROBERTS RULES

In all matters of interpretations or procedures not specifically addressed by these By-laws, Robert's Rules of Order, as amended from time to time, shall apply in the same manner and have the same effect as if were part of these By-laws.

Article III. BUSINESS MATTERS

Section 3.01 REGISTERED OFFICE

The registered office of the Club is 900 Raleigh Street, in the City of Winnipeg, in the Province of Manitoba, Canada.

Section 3.02 SEAL

The seal, bearing the registered name of the Club, shall be the corporate seal of the Club. The seal will be the responsibility of the President and kept in the registered office.

Section 3.03 AFFIX SEAL

Any two of the President, Vice President (Finance) or Vice President (Administration) are hereby authorised to affix the seal. Any contracts, documents or any instruments in writing requiring the signature of the Club may be signed by any two of the above mentioned after approval of the members of the Senior Executive present at the time of the vote. All such contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorisation or formality.

Section 3.04 SPECIAL SIGNING AUTHORITY

The Directors shall have power from time to time, by resolution, to appoint any person or persons who, together with any one of the aforementioned signing officers, on behalf of the Club to either sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Section 3.05 POLICY STATEMENTS

The Club may from time to time adopt statements of policy concerning the operations of the Club or concerning any issue of concern to the Club. The Board of Directors must first approve such policy statements. Upon approval, the same shall be recorded in an appropriate book of policy. Every effort will be made by the Board of Directors to advance and promote the policy so adopted. Such policy may be changed from time to time by ordinary resolution of the Board of Directors. The Board shall advise in writing the Friends of Soccer in Manitoba Foundation of any change in policy.

Article IV. FINANCIAL

Section 4.01 NO BENEFIT TO MEMBERS

It is hereby ordained and declared that the Club shall be carried out without the purpose of gain for its members and any profits or other accretion to the Club shall be used in promoting its objects;

No part of the income of the Club may be payable to or otherwise available to the members for the personal benefit of any member thereof;

It is hereby further ordained and declared that the directors shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit nor material gain from that director's position as a director or officer; provided that a director may be paid reasonable expenses incurred by that director in the performance of their duties hereunder;

These articles shall not be altered or amended except with at least a 70% majority approval of all the members present and voting at a special or annual general meeting of the members. However no amendment or alteration may be made without a written consent to it by the Friends of Soccer in Manitoba Foundation who for the purposes of section 273 (2) of the Corporations Act shall have the sole vote to approve or disapprove the Amendment.

Section 4.02 FINANCIAL YEAR

The financial year of the Club shall be a twelve (12) month period set by the first Board of Directors.

Section 4.03 FINANCIAL REVIEW

The books, accounts and records of the Club shall be reviewed annually by an independent public accountant duly appointed by the membership and reviewed by the members and submitted within six (6) months of the fiscal year end to the Friends of Soccer in Manitoba Foundation:

If there is a failure to carry out the above at the annual general meeting, the Friends of Soccer in Manitoba Foundation may appoint an independent public accountant to carry out an audit of the Club at the expense of the Club. A detailed report on the records prepared by the auditor shall be submitted for the consideration and approval of the membership at the annual general meeting and to the Friends of Soccer in Manitoba Foundation no later than three months immediately following the financial year end.

Section 4.04 ACCESS TO BOOKS BY MEMBERS

The books and financial records of the Club may be inspected by any member of the Club up ongoing reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records. Each member of the board shall have access to such books and financial records during normal business hours.

Section 4.05 ACCESS TO BOOKS BY OTHERS

The books of accounts shall be kept at such place or places as the Board of Directors designate and no person (other than a Director, auditor, member, officer, or person whose duty to the Club requires him to do) shall have any right of inspecting any account, book or document of the Club except as conferred by the statute or authorised by the Board of Directors or by resolution of the Club's membership at a meeting of the members.

Section 4.06 TRUE ACCOUNTS

The Board of Directors shall cause true accounts to be kept of the sums of money received and expended by the Club and the manner in which said receipts and expenditures take place, of all sales, purchases, payment of fees and other disbursements and of assets and liabilities of the Club. The records of such accounts must be kept safe for a minimum period of time as required by law.

Section 4.07 BANKING

Any two of the following: President, Vice-President (Financial), Vice-President (Administration), or such other person, together with any one of the aforementioned, as the Board of Directors may from time to time designate by the banking resolution of said Board, are hereby authorised for and in the name of PHOENIX SOCCER INC.:

- a) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- b) To receive all moneys and to give acquaintance for the same;
- c) Subject to the approval of the Board of Directors, to assign and transfer to the Bank all or any stocks, bonds and other securities;
- d) Subject to the approval of the Board of Directors, from time to time to borrow money from a bank by incurring an overdraft or otherwise;
- e) To negotiate, deposit with, endorse or transfer to a bank, but for the credit of the PHOENIXSOCCER CLUB only, all or any bills of exchange, promissory notes, cheques, or money orders for payment of money and other negotiable papers;
- f) From time to time to arrange, settle, balance and certify all books and accounts between the PHOENIX SOCCER CLUB and the said Club's bank;
- g) To receive all paid cheques and vouchers;
- h) To sign the bank forms of settlement of balances and release;
- i) And generally, in the name and on behalf of the Club, to transact with the said bank any business they may think fit.

Section 4.08 GENERAL BORROWING PROVISIONS

The Board of Directors of the Club may, when they deem it expedient for the purposes of carrying out the Club's objective, borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only on majority vote of two-thirds of the members present at a special general or annual general meeting of the members.

Section 4.09 ANNUAL BUDGET

The Board shall cause a budget to be prepared and this budget must be approved by a majority of the members of the Board of Directors in attendance at the meeting. The budget shall form the basis for the registration fees.

No budget that provides for a deficit shall be either submitted or approved by the Board of Directors. A contingency fund in an amount not to exceed 10% of the total budget shall be incorporated in the budget.

The budget shall be approved no later than three months prior to the fiscal year end each year.

Supplementary budgets shall be submitted to and voted upon by the Board of Directors as required.

Section 4.10 NON-BUDGET EXPENDITURE

Any expenditures not included in the budget may be approved by the Board of Directors on a majority vote of those present, provided such expenditures do not exceed the amount of the contingency in any one year, or the amount approved replaces a budget amount no longer required.

Section 4.11 DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CLUB

In the event that the Phoenix Soccer Inc., should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be distributed to the Friends of Soccer in Manitoba Foundation, and in the event that the Friends of Soccer in Manitoba Foundation is not at that time a non-profit organization or charitable organization or is dissolved, then in such event all remaining assets shall be distributed to another recognized charitable likeminded organization or non-profit organization in the Province of Manitoba or then elsewhere in Canada; such other charitable or non-profit organization shall be designated by the Manitoba Soccer Association first or in the demise of the Manitoba Soccer Association, by the Canadian Soccer Association.

Article V. MEMBERSHIP

Section 5.01 MEMBERSHIP

The membership of the corporation shall be made up of the Directors of the corporation.

No person shall sit on the Board of Directors of the Corporation who has not been approved to the Board of Directors by the Friends of Soccer in Manitoba Foundation and evidenced in writing.

These articles shall not be altered or amended except with at least a 70% majority approval of all the members present and voting at a special or annual general meeting of the members. However no amendment or alteration may be made without a written consent to it by the Friends of Soccer in Manitoba Foundation who for the

purposes of section 273 (2) of the Manitoba Corporations Act shall have the sole vote to approve or disapprove the Amendment.

Section 5.02 WITHDRAWAL OF MEMBERSHIP

Any member who wishes to withdraw his membership may do so upon written notice to the president.

Section 5.03 SUSPENSION OF MEMBERS

Any member who does not conduct his/herself in accordance with the policies, rules and regulations of the Phoenix Soccer Inc., the Manitoba Soccer Association or the Canadian Soccer Association, is deemed, by the Board of Directors of the Phoenix Soccer Inc. or the Friends of Soccer in Manitoba Foundation, not to act or have acted in the best interest of the Club, may have his/her membership revoked by the Friends of Soccer in Manitoba Foundation.

Article VI. MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

Section 6.01 ANNUAL GENERAL MEETING

An annual general meeting shall be held once per year for the purpose of electing the Offices of President, Vice President (Administration), Vice President (Finance), and other such Office/s as the Board may appoint from time to time. The annual meeting shall be held not later than six (6) months after the fiscal year end, at such date, time and place as the Directors shall determine.

The President shall present to the annual general meeting a report of the activities of the previous year, the Vice President (Finance) shall present the reviewed financial statement together with a statement from the Auditors as to the accuracy of such financial statement submitted, as set out in these By-laws.

The Vice President (Administration) shall ensure proper notice and an invitation to attend the Annual General Meeting of the Club be issued to the Friends Of Soccer in Manitoba Foundation and shall provide the minutes of the Annual General Meeting along with the reviewed financial reports.

Section 6.02 NOTICE OF THE ANNUAL GENERAL MEETING

Notices of the annual general meeting shall be provided in writing within three weeks preceding the meeting and shall indicate the date, time and place of the meeting. If business other than that set out in 5.01 is to be transacted, special notice specifying the general nature of such business must be given and such notice included in the aforementioned newspaper publication.

Section 6.03 SPECIAL GENERAL MEETING

Special general meetings of the members may be called at any time by the President or by resolution of the Board of Directors and must be held within 22 days of such call. The Special general meeting of the members shall be such date, time and place as the Directors shall determine.

Section 6.04 PETITION FOR SPECIAL GENERAL MEETING

Upon presentation of a valid petition to either the Vice President (Administration), Vice-President (Finance) or President stating the purpose for the meeting and signed by 60% of the voting members as defined by Article 4.01, the president shall call a special general meeting within fourteen (14) days of the receipt of the petition.

Section 6.05 NOTICE OF A SPECIAL GENERAL MEETING

Written notices of a special general meeting shall indicate the date, time and place of the meeting and be issued at least three days prior to said meeting. Such notice must specify the general nature of the business to be transacted there at, and no other business than that specified shall be transacted without the unanimous consent of all the members present.

Section 6.06 MEETINGS OF THE BOARD OR DIRECTORS

Meetings of the board of directors shall be called by notice from the Vice President (Administration) at the request of the President. A minimum of six (6) meetings and no more than ten (10) shall be held each year at a maximum interval of two months.

Section 6.07 SPECIAL MEETING OF THE BOARD

Special meetings of the board shall be called pursuant to written notice stating the agenda for the meeting, given to the Vice President (Administration), and signed by a majority of the board.

Section 6.08 QUORUM

A Quorum for the transaction of business at a special meeting or a general meeting or a meeting of the Board of Directors shall be constituted by the presence of a simple majority of the Directors.

Section 6.09 CHAIRMAN

The chairman of the annual general and special general meetings of the members, as well as of the meetings of the Board of Directors shall be the President of the Club, in absence, the Vice-President (Administration), or in absence the Vice President (Finance), or in the absence of all of them, a chairman shall be elected by those members in good standing present at the meeting.

Section 6.10 DECISIONS

At all meetings an issue must be first "moved and seconded" prior to any discussion on the issue taking place. Once all relevant discussion has taken place and there is evidence of no new discussion, any director can request the question to be called whereupon it is the duty of the Chair to call the question. At all meetings, inclusive of meetings of the members of the Board of Directors every question shall be decided by a majority of the votes of the members present in person as set out in these By-laws. Every question shall be decided in the first instance by a show of hands and unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such a manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Club or the Board of Directors upon the matter in question.

In case of equality of votes at any meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

Any one member can request a secret ballot whereupon a secret ballot must be cast.

Section 6.11 ADJOURNMENT OF MEETINGS

Any general meeting and meeting of the Board of Directors may be adjourned and any unfinished business may be transacted at the first meeting following the adjourned meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

Section 6.12 PREPARING AND KEEPING THE MINUTES OF MEETINGS

The Vice President (Administration) is responsible to ensure that the taking of minutes occurs (confirming the presence of the Club administrator/recording secretary) at all Club meetings and that these minutes are recorded. All committee chairpersons are responsible to ensure the recording of committee minutes and providing copies of these minutes to the Club administrator who is responsible for keeping these minutes. Copies of all minutes are filed in the Club office.

Article VII. BOARD OF DIRECTORS

Section 7.01 COMPOSITION OF BOARD

The affairs of the Club, subject to the By-laws, shall be managed by a Board of Directors consisting of a minimum of three (3) maximum of fifteen (15) Directors.

The Club shall have not less than one third of the directors be of opposite gender to the other directors.

The Board shall remain properly constituted notwithstanding one or more vacancies on the Board.

Such vacancies are not to exceed 50% of the positions on the board.

Section 7.02 ELECTIONS AND APPOINTMENTS

The Friends of Soccer in Manitoba Foundation shall appoint the Directors.

Persons interested in becoming a Director shall submit their application to the nomination chair during the advertised nomination period.

Section 7.03 QUALIFICATION OF DIRECTORS

Directors shall meet all qualifications set out in a policy of the board, and must also:

- a) be individuals;
- b) be at least 18 years of age;
- c) not have been declared incapable by a court in Canada or in another country; and
- d) not have the status of bankrupt.

The Offices of President, Vice-President (Administration) and Vice-President (Finance), shall be elected annually by the Directors at the first meeting of the Board following the Annual General Meeting.

Section 7.04 FILLING VACANCY

The Friends of Soccer in Manitoba Foundation shall fill any vacancy occurring in a position of the Directors. The Board of Directors shall appoint a nominating chairperson.

Section 7.05 REMOVAL OF A DIRECTOR

Any Director shall be subject to removal for reasons as set out in article 5.03 by the Friends of Soccer in Manitoba. Any Director shall be subject to removal for being absent from three consecutive board meetings without being excused by the president such removal will be by majority vote of not less than two-thirds of the Board of Directors present at the time of the taking of the vote, however such removal may be appealed to the Friends of Soccer in Manitoba at a special general meeting called in accordance with Article 6 of these bylaws. If the Board's decision is reversed by the Friends of Soccer in Manitoba Foundation by majority vote of the Foundation members present, the Director shall be immediately reinstated.

The following are instances where a director can be removed;

- a) the director becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy and Insolvency Act (Canada), or any statute that may be substituted therefor;
- b) an order is made declaring the director to be a mentally incompetent person or incapable of managing his own affairs;
- c) the director is convicted of any criminal offence;
- d) the director dies.

Section 7.06 RESIGNATION OF A DIRECTOR

A Director may resign by notice in writing to the board which resignation shall be effective upon the acceptance of the Board of Directors by majority vote.

Section 7.07 DUTIES OF A DIRECTOR - GENERAL

The duties of the Directors shall be as follows:

- a) To use his best efforts at all times to promote the objectives of the Club and to uphold the By-laws and rules and regulations of the Club;

- b) To safeguard and ensure the exercise of due diligence in the management of the funds held by the Club;
- c) To attend meetings as and when called;
- d) To carry out or cause to be carried out the duties assigned to his office as defined in the Club's Policy;

No member of the Board of Directors shall enter in to any business arrangement in which he has a direct interest with the Club.

Article VIII. COMMITTEES

Section 8.01 COMMITTEES OF THE BOARD OF DIRECTORS

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Article IX. MISCELLANEOUS PROVISIONS

Section 9.01 IMPARTIALITY

PHOENIX SOCCER INC., shall be non-sectarian and shall not promote or seek to advance nor shall it adopt views or policies against any religious or ethnic group. The Club shall not lend its support to or work against any candidate in any public office.

Section 9.02 INDEMNITY OF DIRECTORS

Every Director of the Club acting in good faith who has undertaken or is about to undertake any liability on behalf of the Club, shall from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Club from and against: All costs, charges and expenses whatsoever which such Director sustains or incurs or about any action, suit or proceedings 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.

Section 9.03 BY-LAWS

The By-laws may be rescinded, altered or added to by a special resolution passed by the majority of not less than two-thirds or such greater percentage as may be required by the Manitoba Corporations Act of the members present in person and in good standing at an annual general or special general meeting provided that notice has been given as set out in Article 5.02, 5.03, 5.04, and 5.05 of these By-laws.

Article X. GENERAL

Section 10.01 LOGO

The Club's logo shall be decided from time to time by two-thirds majority vote at a general or special meeting of the members.

Section 10.02 STATIONERY

The Club's stationery shall bear the official logo of PHOENIX SOCCER INC.

Section 10.03 UNIFORMS

The Board of Directors shall determine the Club colors.

All players and teams registered under the Club shall wear club colours no exceptions. No Team shall independently produce any item of clothing incorporating the Clubs logo without the expressed written consent of the Board of Directors.

Affiliated Community Club teams and players playing in the Recreational Programme shall wear the uniforms and colours of their home community club.