

# **WINSLOE CHARLOTTETOWN ROYALS FC INC.**

## **BY-LAW NO.1**

A by-law to regulate the affairs of **WINSLOE CHARLOTTETOWN ROYALS FC INC.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **WINSLOE CHARLOTTETOWN ROYALS FC INC.** (hereinafter the "Company") as follows:

## **DEFINITIONS**

In these By-Laws:

- (1) "Board" shall mean the Board of Directors of the Company;
- (2) "By-Laws" shall mean this By-Law No.1, as amended from time to time, together with any other by-laws of the Company;
- (3) "Company" shall mean Winsloe Charlottetown Royals FC Inc.;

## **HEAD OFFICE**

1. The head office of the Company shall be at 389 Lower Malpeque Road, Winsloe, PE, C1E 1Z2, or such other location as the Directors may determine from time to time.

## **SEAL**

2. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Company. The President shall have custody of the corporate seal.

## **MEMBERS**

3. The members of the Company shall consist of the subscribers to the Memorandum of Agreement hereto and all such further members who may apply for membership and who uphold the objects and purposes of the Company who are approved by the Board, and who contribute such membership fee as approved by the Board.
4. The Company shall have three types of members - Senior, Junior and Honorary:
  - (a) Senior - shall be a person who is over eighteen (18) years of age and is a registered player, a registered volunteer or a parent of a junior member;
  - (b) Junior - shall be a registered player under eighteen (18) years of age; and
  - (c) Honorary - such persons or entities so designated by the Board in recognition of their contribution to the Company, its objects and purposes and/or on such other basis as the Board may deem appropriate.

5. The membership fee for members shall be prescribed annually by the Board, and except as set out herein, such fee shall be paid each and every year at a time identified by the Board and, in the case of a new member, the fee shall be paid at the time of application for membership. The Board may waive the payment of membership fees of any person as the Board may deem appropriate.

6. All members over the age of eighteen (18) years of age shall be entitled to attend and vote at any annual or special meeting of the Company.

7. Any corporation or unincorporated association which is an Honorary member of the Company may designate by written instrument, filed with the Secretary of the Company, a nominee to represent such corporation or unincorporated association in all matters pertaining to the Company, and such nominees so designated shall have the right to attend meetings of members of the Company and to vote thereat on behalf of the corporation or unincorporated association until the corporation or unincorporated association making such designation ceases to be a member. No one person may be a nominee of more than one corporation or unincorporated association.

8. Any member may resign his or her membership by notifying the Board in writing. The Board shall also have the right to terminate a member's membership for any reason which, to a majority of not less than two-thirds of the Directors shall deem sufficient, upon special resolution at a special Board meeting called for that purpose. In the instance of either resignation or termination of membership, no membership fee will be refunded. The interest of a member in the Company is not transferrable and lapses and ceases to exist upon his or her death.

### **MEETINGS OF MEMBERS**

9. An Annual General Meeting of the members shall be held on or before the 15th day of March of each year at such place and time as may be determined by the Board or at such other time and place in each year as the Board may determine. At such meeting, the members shall carry on such business as may properly come before the meeting.

10. The Order of Business for the Annual General Meeting shall be:

- (a) Call to Order
- (b) Adoption of Agenda
- (c) Roll Call and verification of voting members
- (d) Minutes of previous Annual General Meeting
- (e) Business arising from the Minutes
- (f) President's Report
- (g) Registrar/Secretary's Report
- (h) Treasurer's Report
- (i) Audit Report (if any)
- (j) Establishment of fees for coming year

- (k) Reports of Directors
- (l) Approval of Budget
- (m) Amendments to the Bylaws
- (n) Election of Directors
- (o) New Business
- (p) Adjournment

11. Special General Meetings of the members may be called at any time by the Chairperson, or upon written request of ten percent (10%) of the Senior members of the Company.

12. Written notice of every annual or special meeting shall be distributed to all Senior members at least ten (10) days prior to the date of the meeting, which notice shall briefly outline the purpose(s) for which the meeting is being called. At any such meeting any business may be presented or transacted which the Company at annual or special meetings may transact.

13. No business shall be transacted at any meeting of members unless a quorum of at least ten (10) Senior members, including at least fifty-one percent (51%) of the Directors, is present.

14. Each member over eighteen (18) years of age shall be entitled to one (1) vote on each motion at each annual general or special meeting of the Company. There shall be no proxy voting. Except as otherwise provided herein all motions and resolutions arising at any meeting of the members or of the Board shall be decided by a majority of votes or, in the case of any tie, the Chairperson shall have the deciding vote.

15. The Chairperson shall preside as chair at meetings of the Company, or, in the Chairperson's absence, the Vice-President, or the Chairperson's designate, shall preside as chair of the meeting.

### **DIRECTORS**

16. The property and affairs of the Company shall be administered by a Board of a minimum of three (3) and a maximum of fifteen (15) directors. The Directors shall elect from amongst their number a Chairperson, who shall also serve as President.

17. The Board may designate Directors for specific roles from time to time, which, without limitation, may include a Fundraising Director, Fields and Equipment Director, Technical Director, Tournament Director, Awards and Social Director, Youth Director, Senior Director, Mini Director, and Communications Director.

18. The Board has the powers of the Company and may delegate any of its powers, duties and functions. The Board's powers include, without limitation, the following:

- (a) To enact operational policies, procedures and rules for
  - (i) Managing the affairs of the Company;
  - (ii) Relating to management of disputes and discipline of members, and the authority to resolve disputes and discipline members accordingly; and

- (iii) Relating to such other matters as the Board may determine from time to time;
  - (b) To establish such committees to report to the Board as it deems necessary, to appoint members of committees, and delegate such terms of reference, operating procedures, powers, duties and functions to such committees, as the Board may determine from time to time; and
  - (c) To appoint, contract or employ such persons as it deems necessary to carry out the work of the Company.
19. Any member of the Company who is over eighteen (18) years of age shall be eligible to be elected to the Board.
20. The Board shall be elected by the members at the Annual General Meeting, by simple majority, for a term of three years and except as otherwise provided herein, shall serve until their successors are elected at the next annual meeting. All Directors of the Company are eligible for re-election for no more than a total of three (3) successive terms.
21. Notwithstanding paragraph 20, the term of the Chairperson may be extended so that the Chairperson may complete their two year mandate as President.
22. Notwithstanding paragraph 20, the term of the Director then serving as Past-President may be extended so that they may complete their one year mandate.
23. All Directors of the Company, when representing the Company, shall present the position of the Company or the Board established in accordance with the By-laws.
24. Any Director may withdraw from the Board by delivering a written resignation to the Secretary/Registrar, which resignation shall be effective upon receipt by the Secretary/Registrar.
25. The Board may remove a Director from office, for sufficient cause, by special resolution having a majority of two-thirds (2/3) support of Directors.
26. In the event that any Director should die, resign, be removed from office or cease to be qualified to be a director, the remaining directors may fill the vacancy for the unexpired portion of such director's term.
27. Directors shall not receive such remuneration for their services, but may receive such reimbursement of out-of-pocket expenses as the Board may determine.

### **PROTECTION OF DIRECTORS**

28. The Officers and Directors acting in relation to any of the affairs of the Company and every of them, and every of his or her heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of his or her heirs, executors, or administrators shall or may incur or sustain by or by reason of any act, concurred in or omitted in or about the execution of his or her duty or supposed duty In his or her respective office or trusts, except such (if any) as he or she shall incur or sustain by or through his or her own willful neglect or default respectively.

29. The Company may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **MEETINGS OF DIRECTORS**

30. Other than as set out in paragraph 35, the Board shall meet at the call of the Chairperson, for such business as may properly come before the meeting, and notice of any meeting of the Board specifying the time and place thereof shall be given to each Director at least forty-eight (48) hours before the meeting is to take place, provided that a meeting of the Board may be held at any time or place without previous notice if all the directors are present or if the absent directors sign a written waiver of notice of the time and place of such meeting.

31. Directors may vote in person, by telephonic conference call, or by other electronic means approved by the Board from time-to-time. Each Director shall have one (1) vote only and the Chairperson shall vote only in the event of a tie.

32. At all meetings of the Board, the presence of at least fifty-one percent (51%) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the resolution of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or in the By-laws of the Company.

33. All acts done by any meeting of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

### **OFFICERS**

34. The officers of the Company shall be the President, Vice-President, Past-President, Secretary/Registrar and the Treasurer.

35. The Officers shall be elected by the Directors from among their number at a meeting held without notice immediately after every second Annual General Meeting of the Company for the purpose of electing the Officers of the Company, which Officers shall serve for a two (2) year term. Notwithstanding the foregoing, the term of the Past-President shall be one year only and shall be filled by the President upon the expiry of their term as President.

36. Vacancies among the officers of the Company may be filled by the Board, at a meeting called in accordance with paragraph 30 of these By-laws.

37. The President shall, without limitation:

- (a) provide leadership in executing and carrying out the resolutions of the members and Board to meet the objects and purposes of the Company;
- (b) prepare an Annual Report to be delivered at the Annual General Meeting;
- (c) communicate, co-operate, and liaise with members, other associations, governing bodies, governments, individuals, corporations and such other stakeholders as may be required;

- (d) be an authorized co-signing authority on behalf of the Company;
- (e) have a casting vote in the case of a tie vote at all meetings, except in the election of Officers at an Annual General Meeting;
- (f) rule on all points of order at meetings;
- (g) be the primary contact and spokesperson for the Company; and
- (h) otherwise perform all duties pertaining to the office of President and such other roles and responsibilities as may be required from time to time to assist in the Company's achievement of its objects and purposes.

38. The Vice-President shall perform all duties of the President in the President's absence or inability to serve. For purposes of continuity on the Board, while not mandatory, it is recommended that the Vice-President succeed into the position of Chairperson. In the absence of the President and Vice-President, a chairperson shall be chosen to preside at meetings. The Vice-President shall also, without limitation:

- (a) oversee and coordinate committee and director annual reports;
- (b) assist the President in providing leadership and carrying out and coordinating Company activities;
- (c) conduct annual planning meetings;
- (d) undertake special projects at the request of the Board;
- (e) be an authorized co-signing authority in the absence of the President;
- (f) coordinate all media coverage, and ensure league and game results are published and reported;
- (g) co-ordinate advertisement and publication of specific Company events, including, without limitation, registration, tournaments, and social activities;
- (h) promote and enhance the general awareness and image of the Company through reports of activities, events, etc. in news and social media;
- (i) be responsible for internal Company communications;
- (j) coordinate with the Registrar/Secretary to ensure required notification is provided regarding meetings, banquets, and other Company activities and events; and
- (k) otherwise perform all duties pertaining to the office of Vice-President and such other roles and responsibilities as may be required from time to time to assist in the Company's achievement of its objects and purposes.

39. The Secretary/Registrar shall keep proper records of all meetings of members and directors shall have charge of the registration records and other books and records of the Company, except insofar as may be otherwise arranged by the directors. The Secretary shall give notice of all meetings of members and directors and shall perform such other duties as may be

assigned and shall have the custody of the seal of the Company. The Secretary/Registrar shall also, without limitation:

- (a) attend to organizational matters of the Company;
- (b) manage all the Company's written requirements; and
- (c) be an authorized co-signing authority on behalf of the Company; and
- (d) otherwise perform all duties pertaining to the office of Secretary/Registrar and such other roles and responsibilities as may be required from time to time to assist in the Company's achievement of its objects and purposes.

40. The Treasurer shall perform such duties in connection with the funds and securities of the Company as the Directors may require, including:

- (a) have custody of all the funds of the Company and make such disbursements as directed by the Board;
- (b) keep accurate records and accounts of all revenue and expenditures of the Company;
- (c) receive all funds of the Company and keep same deposited in a chartered bank, credit union or trust company;
- (d) be an authorized co-signing authority on behalf of the Company;
- (e) collect the fees payable by members or other moneys and revenue accruing to the Company;
- (f) render an accounting of all financial transactions at meetings of the membership and of the Board, and exhibit the books of the Company when called upon to do so;
- (g) prepare an Annual Budget and an Annual Financial Report to be delivered at the Annual General Meeting; and
- (h) otherwise perform all duties pertaining to the office of Treasurer and such other roles and responsibilities as may be required from time to time to assist in the Company's achievement of its objects and purposes.

41. The Past-President shall carry out such duties as assigned by the Board, and act as an advisor to the Board.

42. All officers of the Company, when representing the Company, shall present the position of the Board established in accordance with the By-laws.

### **VOTING SHARES AND SECURITIES**

43. All shares or other securities carrying voting rights of any company or corporation held from time to time by the Company may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stock holders or holders of other securities (as the case may be) by such person or persons as the Board shall from time to time determine.

### **CUSTODY OF SECURITIES**

44. All shares or other securities owned by the Company shall be lodged (in the name of the Company) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board.

### **CHEQUES, DRAFTS AND NOTES**

45. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President and the Treasurer, or such officer or officers or person or persons, whether or not officers of the Company, and in such manner as the Board may from time to time designate.

### **EXECUTION OF INSTRUMENTS**

46. Contracts, documents or any other instruments in writing requiring the signature of the Company may be signed by the President or the Vice-President of the Company together with the Secretary/Registrar or Treasurer and all contracts, documents and other instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the Company either to sign contracts, documents and other instruments in writing generally or to sign specific contracts, documents and other instruments in writing.

47. The seal of the Company may when required be affixed to contracts, documents and other instruments in writing signed as aforesaid by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

### **AUDITORS**

48. The financial statements of the Company shall be reviewed annually by an Independent accounting firm and may be audited, if the Board determines such is required in the best interests of the Company, in which case the Auditors shall be appointed at the Annual General Meeting of the members. The auditors of the Company when appointed shall hold office until the next Annual General Meeting after being appointed or until their successors are appointed, unless previously removed by resolution of the Board.

### **FISCAL YEAR**

49. The first fiscal period of the Company shall terminate on December 31, 2015 and thereafter the fiscal year of the Company shall terminate on the 31st day of December in each year or on such other date as the directors shall by resolution from time to time determine.

### **CONFLICTS OF INTEREST**

50. A Director or Officer or member of a committee who has an interest in a matter, proposed contract or transaction with the Company shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, shall refrain from voting or speaking in debate on such matter, contract or transaction, shall refrain from influencing the decision on such matter, contract or transaction, and shall otherwise comply with the generally accepted requirements regarding conflict of interest.



**DISSOLUTION**

51. The funds and property of the Company shall be used solely for its purposes and in the event of winding up or other dissolution of the Company, there shall not be any distribution of any kind among members and the property and funds of the Company shall be applied to some charitable purpose recognized by the Income Tax Act of Canada.

**AMENDMENT OF BY-LAWS**

52. The By-laws may be amended, repealed or added to by resolution of two-thirds (2/3) majority at the Annual General Meeting or a special meeting called for that purpose, provided that a copy of the proposed amendment(s) has been provided to all Senior members at least fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced.

**INTERPRETATION**

53. In all By-laws of the Company, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine.

AMENDED by the Board this \_\_\_\_\_ day of March, 2019.

WITNESS the corporate seal of the Company.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

WINSLOE CHARLOTTETOWN ROYALS FC INC.

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BY-LAWS

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STEWART McKELVEY  
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