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KATHLEEN ASSAF

# Kootenay South Youth Soccer Association (KSYSA)
# BYLAWS

## PART 1: AFFILIATIONS

The Club shall be a Member of Kootenay Rockies Youth Soccer Association, which is a member of the British Columbia Soccer Association and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:

1. FIFA
2. Canada Soccer
3. British Columbia Soccer Association ("BC Soccer")
4. Kootenay Rockies Youth Soccer Association

## PART 2: INTERPRETATIONS

1. Definitions.
    a. In these Bylaws, unless the context otherwise requires:
        i. "Youth District" shall mean the Kootenay Rockies Youth Soccer Association;
        ii. "BC Soccer" shall mean the British Columbia Soccer Association;
        iii. "Club" shall mean Kootenay South Youth Soccer Association;
        iv. "Directors" shall mean the directors of the Club;
        v. "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;
        vi. "Registered Address" of a member shall mean the address as recorded in the register of members;
        vii. "Active Member" shall mean an individual who becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;
        viii. Club - Youth Club" shall mean an organization operating a minimum of four affiliated youth soccer teams having not less than 44 players and, under the jurisdiction of the Youth District;
        ix. "Team" shall mean a soccer team with not less than eleven registered players, (except for small sided teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;
        x. "Registered Player" shall mean a person whose application for registration with the Club has been validated by the Registrar for the current playing season;
        xi. "Board" shall mean the Board of Directors of the Club;
        xii. "Special Resolution" shall mean a resolution passed in a meeting of the members by a majority of not less than two-thirds of the votes cast as allowed under these Bylaws;
        xiii. "Ordinary Resolution" shall mean a resolution passed in a meeting of the members by a simple majority of the votes cast as allowed under these Bylaws; and
        xiv. "Respective Governing Body" shall mean Kootenay South Youth Soccer Association, which is a member of BC Soccer.

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

**PART 3: MEMBERSHIP**

1. The members of the Club are the applicants for incorporation of the Club, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.

2. An individual may apply for membership in the Club and upon acceptance by the Club pursuant to the terms of this Part 3, becomes a member.

3. Every member must uphold the Constitution and comply with these Bylaws.

4. There is one (1) class of Membership.
    a. ACTIVE MEMBERSHIP
        i. Active Membership shall be open to the following individuals, as approved by the Board at its discretion: a) One parent or legal guardian of a minor aged player(s) duly registered with this Club.
        ii. Each Active Member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Club. One vote per member (even if a member has more than one child involved in KSYSA).

5. Membership Fees
    a. The membership fees shall be set by the Board and ratified by the Membership at a General Meeting of the Club. All members are subject to the membership fees.

6. Approval of New Members
    a. An individual may be accepted into Active Membership upon:
        i. submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board, and
        ii. obtaining the approval of the Board.

7. Membership Renewal
    a. Membership shall cease at the end of each playing season (as defined by BC Soccer).
    b. Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

8. Rights of Active Members
    a. Active Members shall be accorded the following rights where applicable based on membership type:
        i. To be governed in accordance with BC Soccer, the Respective Governing Body and the Club's published Constitution, bylaws and rules,
        ii. To participate in BC Soccer sanctioned competitions and tournaments,
        iii. To participate in BC Soccer sanctioned programs such as player, coach and referee development,

iv. To participate in BC Soccer, the Respective Governing Body and Club sanctioned programs,
v. To attend and vote, in accordance with the Bylaws, at all meetings of the members called by the Club, and
vi. To participate in the BC Soccer Insurance Plan.

9. Discipline of a Member
    a. A member may be fined, placed on probation or performance bond, censured, suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BC Soccer's published rules.
    b. The Board may suspend a member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the member at issue in writing or verbally within seven days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board
    c. The Members may discipline or remove a member by special resolution at a meeting of the members, provided the meeting notice states the proposed reasons for the discipline or removal, and the member is provided with an opportunity to be heard at the meeting either orally or in writing.
    d. A member that is suspended loses all rights of membership until the suspension has been completed.

10. Termination of Membership
    a. Membership in the Club shall be deemed to have been terminated:
        i. If the member submits a signed letter of withdrawal to the Club,
        ii. If the member is expelled by the Club,
        iii. If the member dies, or in the case of a corporation or society, is dissolved,
        iv. If the member is not in good standing for a period of six months; or

11. Members Not in Good Standing
    a. The Board may declare a member to be not in good standing who has failed to pay the current annual membership fee, if any, or any other subscription or debt due and owing by the member to the Club or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the member is not in good standing and loses all rights of membership.

**PART 4: BOARD OF DIRECTORS**

1. The Club shall be governed by a Board which shall consist of a minimum 5 and maximum 10 individuals. (These individuals will ideally represent all founding communities of Trail, Rossland, Castlegar and Beaver Valley).
    a. These individuals shall hold the positions of:
    b. [Required as Directors]
        i. President
        ii. Vice-President
        iii. Treasurer

iv. Secretary
v. Directors-At-Large as may be appointed or elected.

2. A director may not hold more than one office.

3. A director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

4. A director shall serve for a term of 2 years [or modify as needed, “based on staggered terms below”] or until his or her successor is elected or appointed.

5. The Board may establish such staff, administrative, technical, coaching and volunteer positions as it considers necessary for the operation of the Club. The Board shall determine the duties, terms and conditions of such positions.

6. Paid employees of the Club shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.

7. After an initial Board has been elected, one half of the Directors should be elected on alternating years.

8. Director Resignation and Vacancy
    a. A director has the right to resign their position by submitting a signed letter of resignation to the Club.
    b. A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. The successor director shall hold their incumbent's position for the remainder of the term being filled or until the next annual meeting of the members, whichever comes first.
    c. If a vacancy occurs on the board of directors, the remaining directors may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term.
    d. A person appointed to fill a vacancy holds office until the earlier of:
        i. the expiry of the term of the director whose position was vacated; or
        the election or appointment of a successor in accordance with these bylaws.
        ii. If the number of directors in office is insufficient to constitute a quorum, the remaining directors may nevertheless appoint directors for the purpose of filling vacancies or calling a general meeting of members.
    e. A vacancy does not invalidate the acts of the remaining directors, provided that a quorum is maintained.

9. Removal of Director
    a. A director shall automatically be removed from their position if:
        i. they cease to be qualified as set out in the Act or these bylaws; or
        ii. they become, or are discovered to be, an undischarged bankrupt.

    b. A director may be removed from their position by resolution of the Board if:
        i. they become incapable of performing the business of the Club;
        ii. they are absent from two (2) or more regularly scheduled meetings of the Board in a year without satisfactory reason;

iii. they are no longer domiciled in British Columbia;
iv. they have failed to properly account for monies or other property belonging to the Club;
v. they have been found guilty of a criminal offence;
vi. they have been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

c. Such removal shall require the Board to give to all Board members, including the subject director, of a minimum of 14 days' notice of a hearing to consider the removal of a director. The subject director shall be given an opportunity to present evidence at the hearing. The decision to remove a director must be passed by a minimum two-thirds (2/3) majority vote of the directors present at the meeting.

d. A director may be removed by the membership provided:
i. the director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the members;
ii. all members will be given a minimum of thirty (30) days' notice of this agenda item prior to the members' meeting; and
iii. the decision to remove a director must be passed by a minimum two-thirds majority vote of the members present at the meeting.

10. Conflict of Interest and Standards of Conduct
a. The directors and senior managers of the Club shall adhere to BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Act.

11. Duties of Board
a. The Board shall conduct the business of the Club during the periods between meetings of the members of the Club and in accordance with the authority granted to it in the Bylaws of the Club.
b. The Board shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.
c. The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

12. Duties of Directors
a. President [Chair]
i. The President shall preside at all meetings of the members of the Club and meetings of the Board. The President shall: be an ex officio member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, and staff; and shall be the

spokesperson for the Club. The President has no authority to act unless directed to do so by the Board.

b. Vice-President [Vice-Chair]
    i. The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.
c. Treasurer
    i. The Treasurer shall: ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter; and submit an Annual Financial Report [(including budget)] at annual meetings of the members.
d. Secretary
    i. The Secretary shall: keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each meeting of the members; send out to the Board notice of each meeting of the Board; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.
e. Other Director Positions
    i. The duties of other Director Positions shall be determined by the Board.

13. Nominations and Elections.
    a. The members shall elect the Directors of the Club at the annual meeting of the members.
    b. The positions of President, Vice-President, Treasurer and Secretary shall be elected individually by the members. The remaining Director positions shall be elected as Directors at Large.
    c. Nominations for any Director position may be made by any member entitled to vote at the annual meeting, provided the nominee consents to the nomination and is qualified to serve as a Director under the Act and these Bylaws.
    d. Nominations and elections shall be conducted in the following order:
        i. President;
        ii. Vice-President;
        iii. Treasurer;
        iv. Secretary; and
        v. Directors at Large.
    e. If the number of nominees for a specific office does not exceed the number of vacancies for that office, the nominee or nominees shall be declared elected by acclamation. If more than one nominee is nominated for a specific office, the election for that office shall be conducted by secret ballot.

f. Each member entitled to vote shall have one vote for each office being elected. For the election of Directors at Large, each member shall have one vote for each available Director at Large position.
g. The nominee receiving the greatest number of votes for each specific office shall be elected to that office. The nominees receiving the greatest number of votes for the available Directors at Large positions shall be elected.

14. Directors shall hold office for the term specified in these Bylaws and shall continue to hold office until their successors are elected or appointed, subject to the provisions of the Act and these Bylaws.

15. Authority of President or Chair. The President or Chair shall speak on behalf of the Club based on the direction of the Board.

16. Deemed removal on election to other soccer organization:
    a. A Director of the Club may not hold an elected or appointed board of directors position on a Youth District Association or soccer-related youth league organization's Board.
    b. If a Director holds such a position for more than 60 days, they shall be deemed removed from Club's Board.

**PART 5: MEETINGS**

1. General Meetings
    a. An official notice of each meeting of the members shall be given to all members at least 7 days before the meeting is to be held, at such place, and at such date as the Board may determine. Such notification shall be by:
        i. e-mail, where an e-mail address has been provided by a member for that purpose;
    b. A quorum shall be those present at a duly constituted general meeting of the Club or a minimum of three (3) voting members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
    c. In the event a quorum is not achieved at the meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those voting members who are present.
    d. The accidental omission of notice does not invalidate the proceedings of that meeting.

2. Annual Meeting of Members
    a. The Club shall hold its annual meeting of the members no later than 6 months after the year end. The agenda of the meeting shall include:
        i. Roll Call
        ii. Credentials Report
        iii. Minutes of Previous annual meeting of the members
        iv. President's (Chair's) Address
        v. Officers' Reports
        vi. Treasurer's Report
        vii. Auditor's Report
        viii. Appointment of Auditors
        ix. Other Reports

x. Unfinished Business
xi. Amendments to the By-Laws
xii. Roll Call
xiii. Election of Officers and Directors
xiv. Any Other Business
xv. Adjournment

3. Requisitioning a Meeting of Members
    a. A meeting of the members of the Club:
        i. may be called by the Board by its own motion, or
        ii. shall be called by the Board upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by members in good standing and entitled to vote representing not less than ten per cent (10%) of
            1. the voting membership and complying with the requirements for members to requisition a general meeting under the Act.

4. The meeting of members shall be held within twenty-one (21) days of receipt of the written request from the Members. The Board has twenty (20) days after receipt to hold the meeting of the members. If it does not, on the twenty-first (21) day, the Members who requisitioned the meeting may call a meeting per the notice requirements in these bylaws and the Societies Act. Only the business set out in the notice to the meeting of the members shall be considered.

5. Voting at meeting of the members:
    a. Each Active Member shall have one vote.
    b. No Member shall have more than one (1) vote.
    c. Voting by proxy is not allowed.
    d. Member with more than one child enrolled get only one vote

6. Board Meeting
    a. The Board shall meet whenever the chair deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least once every two months. The Board shall meet at least six (6) times per year. Notice of the time and place of each meeting shall be given by the President [Chair] or Secretary to all directors at least fourteen (14) days before the meeting is to be held.
    b. A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

**PART 6: COMMITTEES**

1. The membership at any meeting of the members, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

**PART 7: PROCEDURES GOVERNING MEETINGS**

1. All meetings of the Club shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in these Bylaws or other Rules and Regulations of the Club.

**PART 8: BY-LAWS AND AMENDMENTS**

1. Bylaw amendments may be proposed by the Board, or submitted by a member to the Club in writing at least forty-five (45) days prior to a meeting of the members, and approved by Special Resolution at a meeting of the members where notice of the proposed amendments has been given.

2. All members shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of seven (7) days prior to the meeting called for that purpose.

**PART 9: RULES AND REGULATIONS**

1. The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.

2. Amendments to the Rules and Regulations may be made by a majority vote of the Board or the voting members at a meeting of the members. If the Rules and Regulations are amended by the Board, the amendment shall be presented for ratification at the next meeting of the members. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

3. Directors' Resolutions Without a Meeting
    a. A resolution of the directors may be passed without a meeting if a copy of the resolution is provided to all directors and at least two-thirds of the directors consent to the resolution in writing or by electronic means. A copy of the resolution and the consents of the directors must be kept with the records of the proceedings of the directors.

**PART 10: INDEMNITY**

1. In this Part, "eligible party" has the same meaning as in the Act.

2. Indemnification. Subject to the provisions of the Act, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:
    a. is or may be joined as a party to such legal proceeding or investigative action; or b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

3. Advancement of Expenses. To the extent permitted by the Act and these bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or

investigative action may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.

4. Indemnification Prohibited. Notwithstanding the above, the Club shall not indemnify an eligibly party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
    a. has already been reimbursed for such expenses;
    b. has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done; c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Club or subsidiary; or
    c. in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

5. Non-compliance. The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.

6. Deemed Contract. Every eligible party on being elected or appointed will be deemed to have contracted with the Club upon the terms of the foregoing indemnities.

**PART 11: FINANCE**

1. Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

2. Financial Statements
    a. The Club shall maintain complete and accurate financial records in accordance with the requirements of the Societies Act and applicable accounting standards.
    b. The Club's annual financial statements may be prepared using the Club's accounting records and accounting software and shall be prepared in accordance with the accounting basis and standards applicable to the Club.
    c. The financial statements shall include, as applicable, a statement of financial position and a statement of operations and such other statements or information as may be required by applicable legislation or considered appropriate by the Board.
    d. The Board may, at its discretion, engage an external accountant or licensed CPA to compile, review or audit the Club's financial statements.
    e. Unless an external compilation, review or audit is required by applicable legislation, a funding agreement, the Club's governing organizations, or otherwise approved by the Board or the members, the Club shall not be required to obtain an external compilation, review or audit of its financial statements.

3. Annual Financial Report

a. The annual financial statements, together with any external accountant's compilation report, review engagement report or auditor's report, if applicable, shall be presented to the members at the annual meeting of the members.

4. Budget
    a. The Board shall prepare and approve an annual budget for the Club. The budget shall include the proposed membership fees, player registration fees and other material fees to be charged by the Club, as applicable. The Board shall report on the Club's financial position and operations, and a budget, to the members at the annual meeting of the members.
    b. The Board of Directors may not cause the Club to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.

5. Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) directors.

6. The fiscal year end will be as determined by the Board.

**PART 12: DISPUTE RESOLUTION**

1. Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.

2. The Club shall adhere to any dispute resolution process as published and approved by the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BC Soccer, from time to time (the “Dispute Resolution” process).

3. Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to the Club, the nature and facts of the dispute. The Respective Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

4. The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Youth District Association or BC Soccer.

5. The Club shall make available to any member a copy of the Dispute Resolution process when requested.

6. The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

**PART 13: POLICIES**

1. The Club shall maintain policies that are consistent with the published and approved policies of the BC Soccer. The Club may set such additional policies as determined from time to time by the Board.

2. The policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.

3. The Club shall make available to any member a copy of the Club's policies when requested.

**PART 14: APPEALS**

1. Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.

2. The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.

3. A decision of the Club may be appealed to the Respective Governing Body, to be conducted in accordance with the Respective Governing Body's published rules. A decision of the Respective Governing Body may be further appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to Canada Soccer, to be conducted in accordance with Canada Soccer's published rules.

4. An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.

5. An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Club, District, or Regional team.

**PART 15: CONFIDENTIALITY AND PRIVACY**

1. Duty of Confidentiality
   Every director, officer, employee, committee member, and volunteer of the Society shall keep confidential all non-public information acquired during the course of their duties. This includes, but is not limited to, personal information of members, proprietary operational data, legal matters, financial records, and minutes of in-camera meetings.

2. Permitted Disclosure
   Confidential information may only be disclosed under the following circumstances:
   a. When explicitly authorized by the Board of Directors.
   b. When required by applicable federal, provincial, or state laws.
   c. When the information has lawfully entered the public domain.

3. Protection of Personal Information
   The Society shall collect, use, store, and disclose the personal information of its members, donors, and stakeholders in strict compliance with applicable privacy legislation. The Board shall maintain a separate Privacy Policy outlining these specific practices.

4. Survival of Obligation
   The duty to maintain confidentiality continues indefinitely, remaining in effect after an individual's term, employment, or relationship with the Society has ended.

5. Breach of Confidentiality
   Any breach of this confidentiality clause may result in disciplinary action, up to and including removal from office, termination of membership, or termination of employment."

**PART 16: DEFINITIONS/TERMINOLOGY**

1. Terminology used in these Bylaws shall have the same meaning as used by the Respective Governing Body and BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

**PART 17: DISSOLUTION**

1. Upon dissolution, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of the Club at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.