

AMALGAMATION AGREEMENT

This AGREEMENT ("Agreement") dated the 1st day of May, 2023.

BETWEEN:

Richmond United Soccer Club,
a society organized under the British Columbia
Societies Act

("RUSC")

AND:

Richmond Youth Soccer Association
(dba Richmond Football Club),
a society organized under the British Columbia
Societies Act

("RFC")

WHEREAS:

RUSC and RFC (collectively the "Amalgamating Clubs") operate youth soccer clubs, and pursuant to the provisions of the British Columbia *Societies Act* (the "Act") the Amalgamating Clubs have agreed to amalgamate under the terms and conditions set out in this Agreement.

In consideration of the covenants and agreements and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Amalgamating Clubs agree as follows:

AMALGAMATION

- 1.1 Each of the Amalgamating Clubs agrees to amalgamate in accordance with the provisions of the *Act* with the amalgamation becoming effective on the filing of the amalgamation application with British Columbia Registries and Online Services (the "Registry").

NAME

- 2.1 The name of the Amalgamated Society shall be Richmond United Football Club (the "Amalgamated Society").

GOVERNANCE

- 3.1 The Constitution and Bylaws of the Amalgamated Society shall be in the forms set out in Schedule A and Schedule B to this Agreement.

AMALGAMATION APPLICATION

- 4.1 If this Agreement is adopted by each of the Amalgamating Clubs as required under the *Act*, the Amalgamating Clubs agree that they will file the amalgamation application with the Registry.

REGISTERED OFFICE

- 5.1 The mailing and delivery address of the registered office of the Amalgamated Society will be: 186-8120 No. 2 Road, Unit 314, Richmond, BC V7C 5J8. An email to send notifications to is: richmondunitedfc@gmail.com.

DIRECTORS

- 6.1 The full names of the first directors of the Amalgamated Society are:

Name	City of Residence	Position
Chris Parry	Richmond	Director
Barry Wosk	Richmond	Director
Jennifer Niemi	Richmond	Director
Andy Cobbold	Richmond	Director
Lee Howarth	Richmond	Director
Richard Wang	Richmond	Director
Grady Tyler	Richmond	Director
Braunwyn Thompson	Richmond	Director
Jas Mann	Richmond	Director
Erinn Bryan	Richmond	Director
Sukhbir Manhas	Richmond	Director

(collectively, the "First Directors")

- 6.2 The First Directors of the Amalgamated Society shall, subject to the *Act* and Bylaws of the Amalgamated Society, hold office as follows:
- (a) Chris Parry, Barry Wosk, Andy Cobbold, Richard Wang, Jas Mann, and Erinn Bryan until the 2025 Annual General Meeting of the Amalgamated Society; and
 - (b) Lee Howarth, Grady Tyler, Braunwyn Thompson, and Jen Niemi until the 2024 Annual General Meeting of the Amalgamated Society.

- 6.3 Sukhbir Manhas will hold office as Director until the 2024 Annual General Meeting of the Amalgamated Society, and shall only participate in votes conducted among the Directors of the Amalgamated Society if a vote is tied as a result of each of the other Directors having voted in line with their affiliation as a director of RUSC or RFC in the two years immediately prior to the amalgamation of RUSC and RFC into the Amalgamated Society.
- 6.4 The First Directors of the Amalgamated Society shall elect a President, Vice-President, Treasurer, and Secretary from amongst the First Directors.
- 6.5 If any of the First Directors ceases to hold office prior to the 2024 Annual General Meeting of the Amalgamated Society, the remaining First Directors may appoint a Director to fill the vacancy created by the departing First Director for the remainder of the term of that Director. The replacement Director will share the affiliation of the departing Director as a former director of RUSC or RFC.
- 6.6 The First Directors of the Amalgamated Society shall have full power to carry the Amalgamation into effect and to perform such acts as are necessary or proper for such purposes.

MEMBERSHIP

- 7.1 The membership in the Amalgamated Society shall be as particularized by the Bylaws (attached at Schedule B of this Agreement), and which prescribe how a person becomes a member of the Amalgamated Society and the rights and obligations of the members.

FINANCIAL YEAR-END

- 8.1 The financial year-end of the Amalgamated Society shall be July 31.

ASSETS AND LIABILITIES

- 9.1 Upon the Amalgamation taking effect, the Amalgamated Society will have all the property, rights and interests and will be subject to all the debts, liabilities and obligations of the Amalgamating Clubs without any further deeds, transfers or conveyances as fully and effectually and to all intents and purposes as they are now held by the respective Amalgamating Clubs.

EMPLOYEES AND LIFE MEMBERS

- 10.1 Upon the Amalgamation taking effect, all existing employees of RUSC and RFC will become employees of the Amalgamated Society, and the Amalgamated Society will make reasonable efforts to identify appropriate roles and responsibilities for each employee, as determined by the Amalgamated Society acting solely in its best interests. Without limiting the discretion of the Amalgamated Society, an example of the potential staffing structure for the Amalgamated Society is set out in Schedule C to this Agreement.
- 10.2 Current Honourary Life Members of RUSC and RFC will become Honourary Life Members of the Amalgamated Society.

EFFECTIVE DATE

- 11.1 This Agreement will not become effective until it has been adopted by both of the Amalgamating Clubs in the manner required by the *Act*.
- 11.2 The Amalgamation will become effective as of the date upon which the amalgamation application is filed with the Registry pursuant to section 87 of the *Act*.

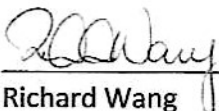
EXECUTION

- 12.1 Each of the Amalgamating Clubs agrees to do, execute and deliver, and cause to be done, executed and delivered, all such further acts, deeds, documents and instruments as are necessary or desirable to give full force and effect to this Agreement.

[THIS SPACE INTENTIONALLY BLANK]

12.2 This Agreement may be executed and delivered in counterparts, or facsimile or electronic counterparts, all of which, taken together, will constitute one and the same instrument.

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first written above.



Richard Wang
President, Richmond United Soccer Club



Chris Parry
Chair, Richmond Youth Soccer Association (dba Richmond Football Club)

SCHEDULE A

RICHMOND UNITED FOOTBALL CLUB

CONSTITUTION

1. The name of the Society is Richmond United Football Club ("RUFC").
2. The purposes of RUFC are:
 - (a) To establish, foster, develop, maintain and promote the game of soccer in the city of Richmond;
 - (b) To govern play between teams and to develop a sportsmanlike attitude at all time;
 - (c) To protect the game from any form of racism or discrimination and promote fair play and respect for all;
 - (d) To inspire and develop leaders through sport;
 - (e) To raise funds for the Society by donations or otherwise;
 - (f) To ensure that the costs of playing club soccer do not become a financial hardship for players or families; and
 - (g) To respect the history and heritage of the Richmond Youth Soccer Association dba Richmond FC, Richmond United Soccer Club and any future Club that joins RUFC.

SCHEDULE B

RICHMOND UNITED FOOTBALL CLUB

BYLAWS

The name of the Society is the Richmond United Football Club.

Part 1 Definitions & Interpretation

1.01 The following terms are defined in these By-laws:

“Board” means the Board of Directors of the Club.

“Club” means the Richmond United Football Club.

“Director” means a person elected or appointed to serve on the Board.

“Member” means any player, or parent or guardian of a player, who is registered at the Club, any Honourary Life Member, and anyone who is a Voting Member (as defined in Part III).

“Motion” means a formal proposal made either in writing or verbally at a general meeting of the Club.

“Resolution” means a formal proposal made in writing and received by the secretary of the Club 30 days prior to a general meeting of the Club.

“Ordinary Resolution” means a Resolution approved by a simple majority of those present and entitled to vote on the Resolution.

“Soccer Season” means the twelve consecutive month period from and including August 1 to and including July 31.

“Soccer Team” means a soccer team registered to play with the Club.

“Special Resolution” means a Resolution approved by 75% of those present and entitled to vote on the Resolution.

“Related Persons” means two people who are related by blood, marriage, or adoption.

1.02 The definitions in the Societies Act from time to time apply to these Bylaws and take precedence over the definitions in these Bylaws where the two conflict.

- 1.03 Words importing the singular include the plural and vice versa.
- 1.04 Words importing one gender include all people.
- 1.05 Interpretation of any provisions of these Bylaws that are unclear or contradictory shall be referred to the Board whose decision shall be binding on all parties.

Part II Affiliation

- 2.01 The Club shall be a member of the Richmond Soccer Association, and affiliated with the British Columbia Soccer Association and the Canada Soccer Association.

Part III Membership

- 3.01 The following person shall be Voting Members of the Club:
- (a) For each player on a youth Soccer Team, up to two (2) adult members of the player's household, who may optionally be parents, guardians or other caregivers of the player, and who have, prior to January 31st of a Soccer Season, registered with the Club as Voting Members in the manner prescribed by the Club, which manner may change from time to time but which must be clearly advertised by the Club by January 1st of a Soccer Season at the latest.
 - (b) For each player on an adult Soccer Team, the adult player who registers with the Club as a Voting Member in the manner prescribed by the Club, which manner may change from time to time but which must be clearly advertised by the Club by January 1st of a Soccer Season at the latest.
 - (c) Any person who is a Director of the Club; and
 - (d) Any other person in British Columbia who has undertaken to contribute services to the Club and who voluntarily agrees to perform such duties as may be assigned, and who is proposed and approved for voting membership by the Directors.
- 3.02 All Members must uphold the Club's Constitution and Bylaws, and comply with any Club policies, rules, and Codes of Conduct.
- 3.03 A Member ceases to be a Voting Member of the Club:
- (a) When they no longer have a player registered with the Club;
 - (b) When they are no longer registered to play with the Club;

- (c) Upon the conclusion of the most recent Soccer Season for which they registered to be a Voting Member;
- (d) Upon the conclusion of the most recent Soccer Season for which a Coach was appointed;
- (e) Upon ceasing to be a Director;
- (f) Upon the Member's failure to pay any membership fees or indebtedness due to the Club for a period of ninety (90) days following the mailing to the Member at their registered address, or emailing, of written notice from the Club for the Member to pay same;
- (g) Upon their death; or
- (h) In accordance with the Societies Act.

3.04 Voting Membership in the Club is non-transferable.

Part IV Meetings of Members

- 4.01 The year-end of the Club shall be July 31.
- 4.02 The Board must convene an Annual General Meeting ("AGM") each year, between May 1 and June 30, for the election of Directors and review of interim financial reporting.
- 4.03 The Board must also convene an organizational general meeting each year, not less than 60 days and not more than 120 days, after the year-end.
- 4.04 Notice of an AGM shall be given to all Voting Members, and shall specify the date, time, and place of the AGM.
- 4.05 Notice may be given to Voting Members by email, or by any such reasonable manner as has been chosen by the Secretary or the Secretary's delegate.
- 4.06 No business may be conducted at an AGM unless it has been stated with reasonable specificity in the notice of the AGM.
- 4.07 The accidental omission to give notice of an AGM, or the non-receipt of a notice by or to any Voting Member entitled to receive notice, does not invalidate the proceedings at that meeting.
- 4.08 The Board may also convene general meetings of the Club, in accordance with the Societies Act, as the Board decides.

- 4.09 On requisition of 10% or more of the Voting Members, the Board must convene a Special General Meeting within 30 days of receipt of the requisition.
- (a) The requisition must clearly state the purpose of the general meeting, any proposed Resolutions, be signed by the requisitionists, and be delivered by registered mail to the Club's registered address or by email to the Board.
 - (b) At a general meeting convened under this section, no person may be removed from any position or have any status removed without an opportunity to be heard, and then only by Special Resolution.

Part V Proceedings at General Meetings

- 5.01 In addition to any other business specified in a notice of an AGM, the following business shall be conducted at an AGM:
- (a) The reading and adoption or not of the minutes of the last AGM;
 - (b) Presentation and consideration of interim financial statements prepared in accordance with the Societies Act;
 - (c) The report of the President and / or Executive Director;
 - (d) The report of the Treasurer, including the proposed budget for the upcoming fiscal year;
 - (e) Unfinished business from the last AGM;
 - (f) The election of Directors; and
 - (g) Any amendment(s) to the Constitution or Bylaws and any further business required by these Bylaws.
- 5.02 In addition to any other business specified in a notice of an organizational general meeting, the following business shall be conducted at an organizational general meeting:
- (a) Presentation and consideration of the financial statements prepared in accordance with the Societies Act;
 - (b) The report of the auditor;
 - (c) The report of the Treasurer, including an updated budget for the fiscal year

- 5.03 No business at an AGM or general meeting shall be conducted unless a quorum is present and the business is conducted in accordance with the rules in this Part.
- (a) A quorum is at least 25 Voting Members in total.
 - (b) If a quorum is not present within thirty minutes of the time specified in the notice for the start of the meeting, then the meeting stands adjourned. The meeting shall be reconvened by the Board and if the adjournment is for more than 10 days, notice shall be given again.
- 5.04 A general meeting may be adjourned, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (b) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 5.05 The President, Vice-President, or in the absence of both, any Director present shall preside as chair of any AGM or general meeting. If none of these are present or willing to chair the meeting, then the Voting Members present at the meeting shall elect a chair.
- 5.06 The Secretary shall be the secretary of any AGM or general meeting and shall keep minutes thereof, or in their absence any person appointed by the chair shall act as secretary.
- 5.07 No resolution proposed at a meeting under this Part need be seconded, and the chair of a meeting may move or propose a resolution.
- 5.08 Any matter may be passed by Ordinary Resolution unless these Bylaws specify that it must be passed by Special Resolution.
- 5.09 Voting Members must attend in person.
- 5.10 Voting entitlement shall be recognized when a Voting Member presents themselves to the secretary of the meeting.
- 5.11 Every Voting Member is entitled to one vote.
- 5.12 At the discretion of the Board voting shall be by a show of hands or by ballot, except for the election of Board members which must be done by ballot.

Part VI Directors and Officers

- 6.01 The Club's first Board will consist of the eleven (11) Directors named in the Club's Amalgamation Agreement and Amalgamation Application. Subject to the Societies Act and these Bylaws, and the terms of the Amalgamation Agreement, those Directors shall hold office until the dates set out therein.
- 6.02 Thereafter, the Club's Board shall have a maximum of ten (10) elected Directors serving two-year terms, the majority of which must be residents of Richmond, British Columbia. The Club will endeavour to ensure the Board's composition reflects the gender and cultural diversity of the community it serves.
- 6.03 In the ordinary course, Director terms shall be staggered such that terms of five (5) Directors shall expire at each AGM and five (5) Directors will be elected in their place.
- 6.04 A Director is qualified to be nominated and elected as a Director if they meet the qualifications under the Societies.
- 6.05 No two persons who are Related Persons may be a Director at the same time.
- 6.06 Each elected Director shall be elected at the AGM by ballot. Only Voting Members may vote for Directors.
- 6.07 A Director may be elected for more than one term.
- 6.08 If any Director ceases to hold office during a term, or if a vacancy exists on the Board for any other reason, the Board may appoint a Director to take their place to complete the term of the departing Director or to fill the vacancy.
- 6.09 A Director may be removed and ceases to be a Director immediately on the happening of any one of the following events:
- (a) The Director does not participate in any three (3) consecutive Board meetings held during the particular Director's term;
 - (b) The Director is removed in accordance with the provisions of the Societies Act.
 - (c) A Director who has been removed under this Part may seek re-election as a Director at the next membership meeting at which Directors are to be elected.

- 6.10 The Board shall appoint a President, Vice-President, Treasurer, and Secretary from the elected or appointed Directors. One Director may hold multiple appointments if another Director is unable to carry out the duties of the role.
- 6.11 The President's duties shall include:
- (a) Assuming responsibility for the general supervision and operations of the Club.
 - (b) Acting as Chair at Board, AGM, and general meetings.
 - (c) Any other such duties as may be established by the Board.
- 6.12 The Vice President's duties shall include:
- (a) Performing the duties of the President if needed or in their absence.
 - (b) Any other such duties as may be established by the Board.
- 6.13 The Treasurer's duties shall include:
- (a) Having and exercising the requisite experience and understanding of financial reporting, management and controls to discharge their responsibilities for the stewardship of the Club's financial resources. If none of the Directors have such qualifications then the Board may appoint a Treasurer.
 - (b) Communicating with the Board on behalf of the Financial Committee, and with the auditor and other persons as required in regard to financial matters.
 - (c) Be responsible for the preservation of all financial records of the Club.
 - (d) Any other such duties as may be established by the Board.
- 6.14 The Secretary's duties shall include:
- (a) Keeping custody of all official documents and records of the Club, except those required to be kept by the Treasurer, equipment manager, or other manager as agreed to by the Board.
 - (b) Recording the minutes of any Board, AGM, or general meeting.
 - (c) Providing notice to all Voting Members of an AGM or general meeting.

- (d) Maintaining familiarity with all relevant provisions of the Societies Act, and the governance of the Club.
 - (e) Any other such duties as may be established by the Board.
- 6.15 The Board may exercise all the powers and do all the acts and things that the Club may lawfully do, in accordance with the Societies Act, and which are not inconsistent with these Bylaws or otherwise prohibited by law.
- 6.16 No Director shall vote on any matter directly affecting them or any team they are involved with.
- 6.17 A Director must not be remunerated for acting as a Director but may be reimbursed for any expenses reasonably incurred by the Director while engaged in the performance of their duties as a Director.
- 6.18 Any expenses paid to a Director must be approved by the President and Treasurer, or in the case of expenses paid to the President or Treasurer, the other party and another Director.
- 6.19 All Directors must be familiar with, and abide by, the Conflict of Interest provisions in the Societies Act.

Part VII Proceedings of Directors and Officers

- 7.01 The Club will hold Board meetings regularly, and at a minimum eight (8) times a year, in any manner convenient to the Board, to discuss and conduct Club business and ensure adequate oversight and governance of the Club.
- 7.02 A simple majority of the Board may at any time request a meeting of the Board, and the Secretary on such request shall convene a meeting of the Board.
- 7.03 Quorum for a Board meeting shall consist of a majority of the Club's Directors.
- 7.04 The President or Vice-President shall act as Chair of the meetings. If neither is present the Directors may choose one of their numbers to be chair at that meeting.
- 7.05 A resolution proposed at a meeting of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 7.06 A resolution in writing, proposed by a Director, and approved by all Directors by email or on a conference call, is as valid and effective as if passed at an in person meeting of the Board.

- 7.07 All votes of the Board shall be by simple majority of the Directors present in person or in such other manner as specified in the notice of a Board meeting.
- 7.08 The Board may delegate any, but not all, of its powers to Committees. A Committee shall conform to any rules that may be imposed on it by the Board and shall report every act or thing done in exercise of the delegated powers to the Board.
- 7.09 Subject to directions by the Board, a Committee may determine its own procedures and the members of a Committee may meet and adjourn as they think proper.
- 7.10 No two persons who are Related Persons may sit on the same Committee at the same time.
- 7.11 Committees shall provide a report to the Board at Board meetings as requested and, at a minimum, once a quarter.

Part VIII Financial Matters

- 8.01 The Club's financial statements shall:
- (a) Be prepared on either a review engagement or audit basis of assurance by a certified public accounting firm.
 - (b) Be for the period beginning on the date of incorporation or, if the Club has completed its financial year, from the end of the last completed financial year and the year end.
 - (c) Consist of a statement of receipts and disbursements for the period, or a statement of income and expenditure and a balance sheet as of the end of the period, but the statements need not be identified by those names.
 - (d) Provide information regarding the remuneration paid by the Club to its employees or persons under a contract for services, but need not identify those individuals by name.
- 8.02 The Board will appoint an auditor to hold office.
- 8.03 An auditor may be removed by ordinary resolution at a general meeting.
- 8.04 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 8.05 A Director, Officer, or employee of the Club cannot be the auditor.

- 8.06 The auditor may attend general meetings.
- 8.07 To carry out the purposes of the Club, the Club may, in accordance with the Societies Act and with Board approval, raise, borrow, invest, or secure the payment or repayment of money.
- 8.08 The Members may, by Special Resolution, restrict the borrowing powers of the Club, but any restriction imposed expires at the next AGM.

Part IX Seal

- 9.01 The Directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 9.02 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary.

Part X Notices to Members and Conduct of Meetings

- 10.01 Not less than 30 days' written notice of a general meeting shall be given to Voting Members entitled to receive notice of the meeting, and the Club's auditor.
- 10.02 Voting members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 10.03 Notice of a meeting of the Club shall specify the place, day and hour of the meeting and the business to be conducted at the meeting.
- 10.04 A notice may be given to a Member either personally, or by email or mail to the last civic or email address given by the Member to the Registrar.
- 10.05 A notice sent by mail to that address shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email to that address shall be deemed to have been received on the day sent.
- 10.06 All meetings of the Board, general meetings, and Committee meetings shall be governed by Roberts Rules of Order, as modified by a majority of the persons present at the meeting.

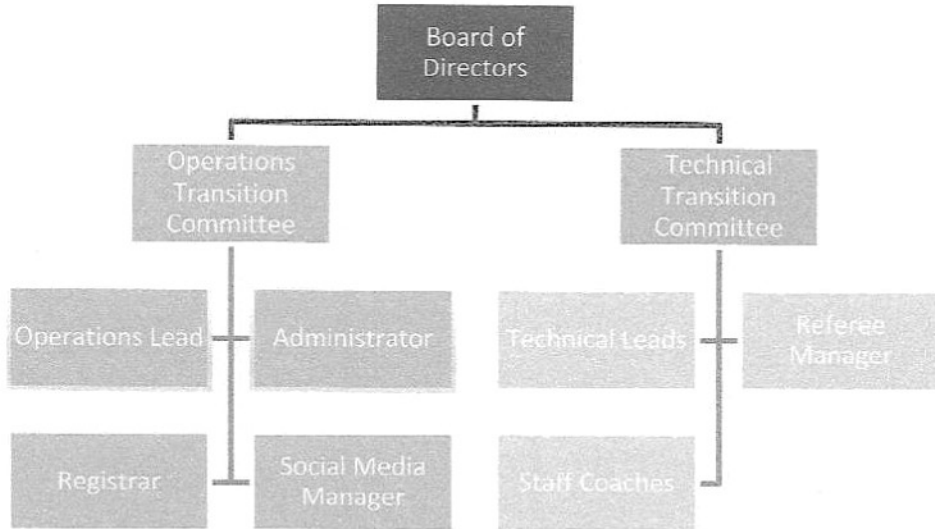
Part XI Constitution and Bylaws

- 11.01 On being admitted to membership each Member is entitled to receive, on request and without charge, a copy of the Constitution and Bylaws of the Club, which may be provided in electronic format.
- 11.02 These Bylaws or any part thereof may only be changed by Special Resolution.

SCHEDULE C

RICHMOND UNITED FOOTBALL CLUB

POST-AMALGAMATION TRANSITION STAFFING STRUCTURE



RICHMOND UNITED FOOTBALL CLUB
POTENTIAL STAFFING STRUCTURE

