



NewStars Futbol Academy

Developing Excellence

Newstars Futbol Academy

Board of Directors Registrar - 2021

DISCLOSURE NOTICES:

Please be advised, aspects of the board formation cannot be fully disclosed until after our first bi-annual regular assembly in 2021. To meet with the regulations of all governing bodies, we've developed a complete policy booklet, general operational protocol that adhere to all regulations but still need to formally vote as a board on all such matters.

This booklet shall serve as an interim overview of our board structure and the members involved with our transition from an owner/operator corporate structure to being govern by a formal board of directors.

Non - Disclosure Agreement:

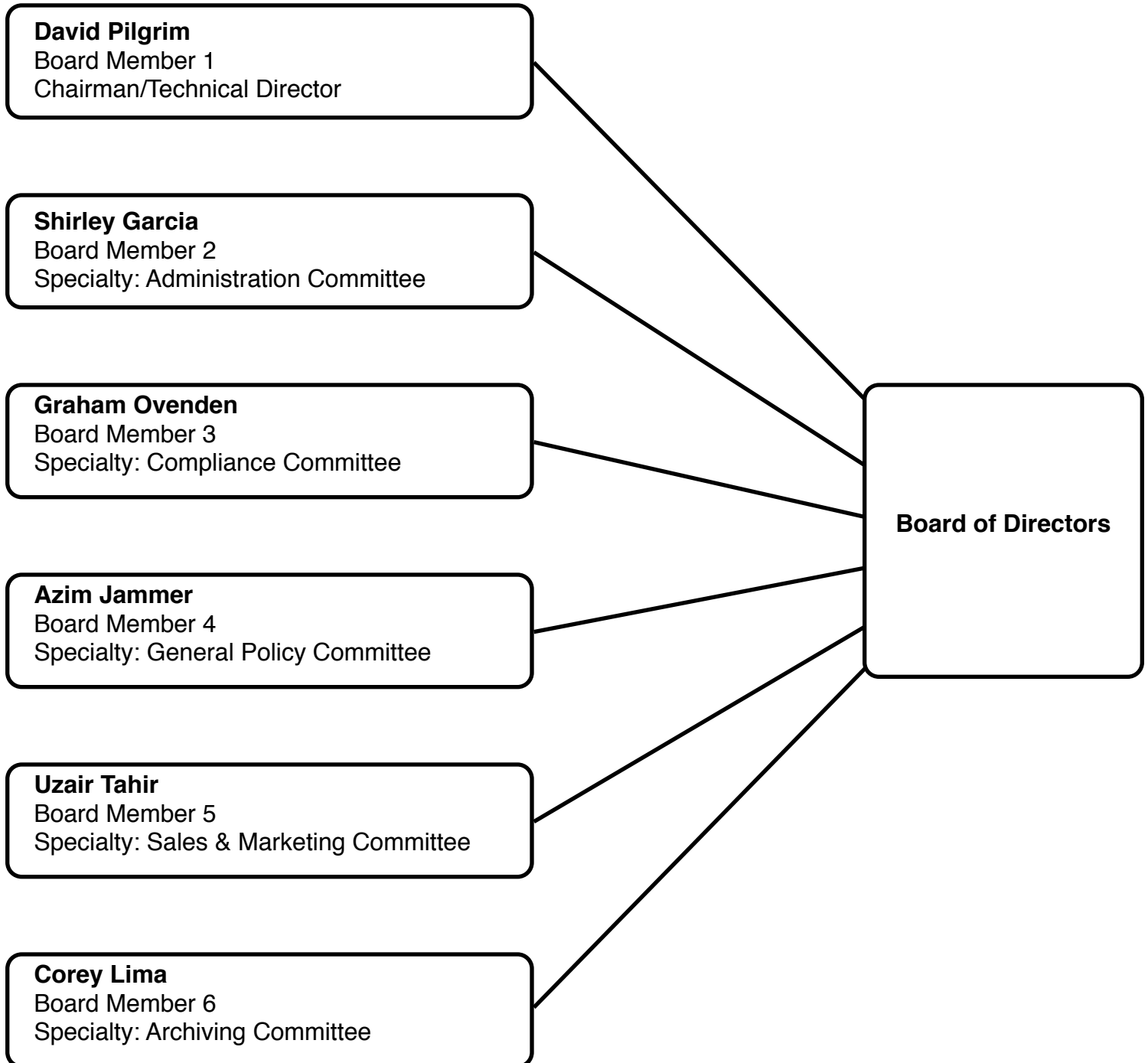
By reading past this page, you're hereby agreeing to the terms of non-disclosure that specifically state that in no circumstances should the names of our board, operating structure, voting protocol or any other details shall be disclosed to any party without the prior written consent of our Chairman, David Pilgrim.

Governing Law:

This document and our structure is based on the most common board structures of companies in our size range in the province of Ontario. We cannot be accountable for adherence to other provincials standards without notice of such.

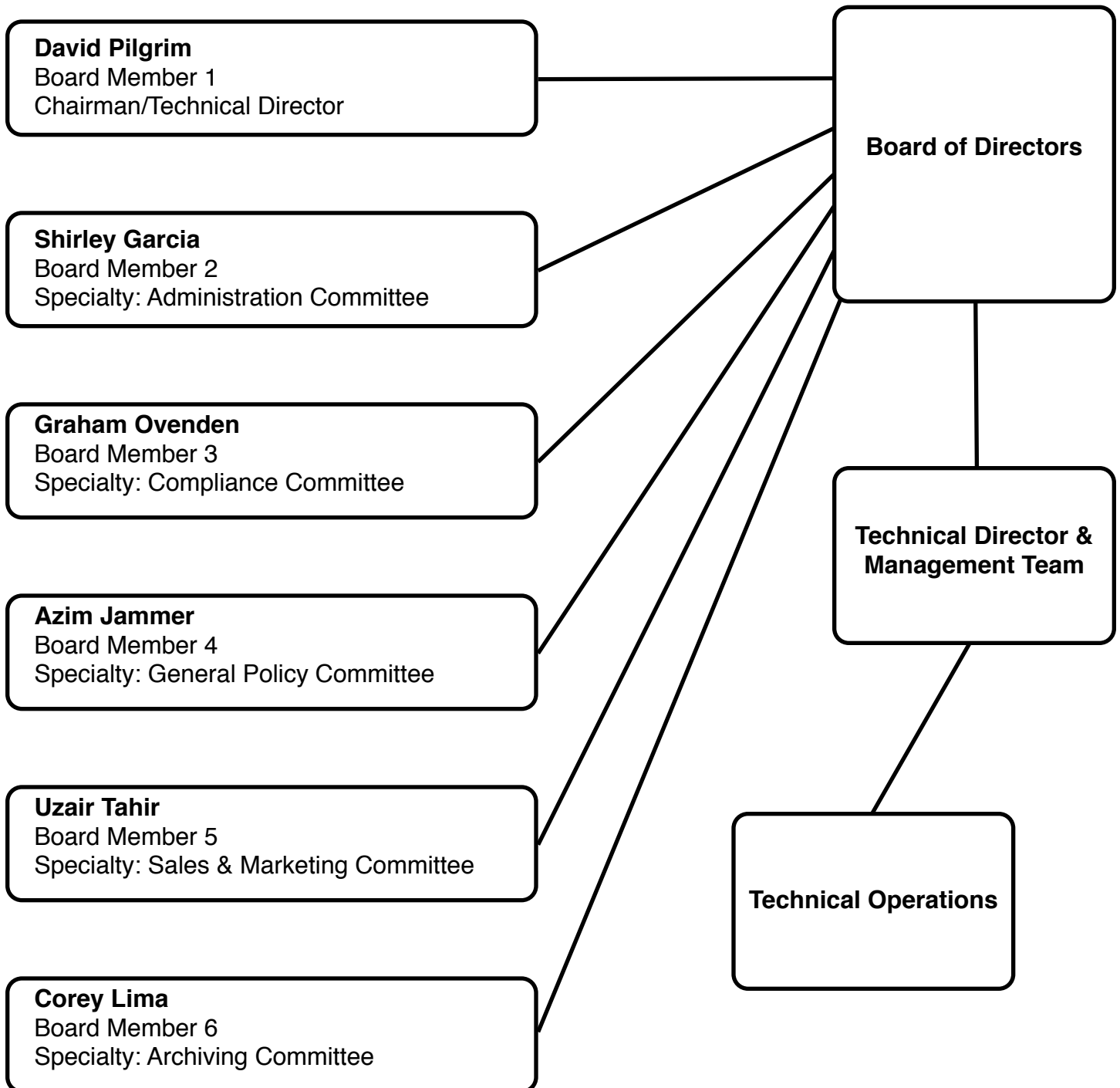
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General Board Policies

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1 - Board of Directors Nomination & Voting

1 A - Nominations. The chairman reserves the exclusive right to nominate new members to the board. All board member nominations are subject to the normal motion filings of a board.

1 B - All nominations must be submitted to the board as a motion, during an open and recorded board meeting and meet all the normal rules that apply to any motion.

1 C - Rescinding nominations & negative votes. After the chairman elects to table a new board member for nomination, the board can second the motion and carry or elect to strike down the nomination on the basis of poor character only.

1 D - The board shall hold an annual vote on the second bi-annual meeting each year. Existing board members may nominate themselves on the basis of a continuance of position. Their election shall be treated as a normal motion on the floor and must be seconded. If carried, existing members will be voted on immediately by secret ballot.

1 E - Terms and conditions - All Board members shall adhere to all health, safety, and good character policies of the company and failure to do so will result in the immediate termination of their position. The term of each position shall be annual with the right of continuance allowed with a self nomination and majority vote from the board.

1 F - Voting on committee matters shall be done on a head count basis where as any cash flow or business structure issues shall be voted on based on equity voting shares.

2 - General Assembly

2 A - The board is currently meeting twice per annum and/or in the cases of emergencies withholding the right for emergent meetings when required.

2 B - The chairman shall notify the board members no less then 1 month prior to scheduling a regular board meeting with the ensuing 1 week period being left for confirmation from the board members before being declared as regular and scheduled.

2 C - All regular meetings must have i) the chairman and at least 2 other board members present ii) a registered board member to record all minutes and the minutes shall be archived in the companies most secured archives iii) adherence to all normal board communication protocols

2 D - All regular meetings shall be held in a place that accommodates all board members or shall be re-scheduled at the election of its members should proper accommodations not be made.

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2 - General Assembly - Continued

2 E - In the case of all “secret ballots”, the rulings of such vote shall be recorded in the minutes but the ballots shall be immediately discarded. Majority vote rule applies to all such voting mechanisms.

3 - General Protocol & Voting Procedures

3 A - The formation of any proposed committee’s, motions, nominations must be given only under the heading of general business or communications in the regular assemblies and must be seconded by another board member before being approved and carried into record.

3 B - The formation of any committee’s shall be done on the basis of technical expertise and actual industrial experience in all cases

3 C - All regular meetings shall open with the reading of any corporate correspondence followed by the heading in the minutes of “general business” in which part, all normal board operations will happen. The ensuing section of any meeting will be declared as general communications and only formal motions from this section of the meetings need to be recorded in the meetings.

3 D - All board members will at all times adhere to a zero tolerance policy in respects to disclosure of any corporate operations, failure to adhere to this rule shall result in the immediate dismissal of any board member whom breaches this policy.

3 E - Any planned terminations or acts of a similar nature shall be withheld from all regular board meetings and all matters of human resources nature shall be handled directly by the relevant professionals in our management team. The board is to serve as oversight only.

3 F - In the case or cases of emergency or emergent board meetings all minutes shall be recorded in the registrar as General Business for the meetings and any formal votes that are to be tabled must be disclosed prior to the general assembly.

3 G - All general assembly meetings shall be held at a secure location and only elected board members in good standing of all policies may attend after the meeting is declared in the minutes as officially “open”