



**CONSTITUTION AND BYLAWS RELATING GENERALLY  
TO THE CONDUCT  
OF THE AFFAIRS OF THE**

**REGINA SOCCER ASSOCIATION INC.**

*Adopted – January 27, 2009 – Annual General Meeting*

## **REGINA SOCCER ASSOCIATION Inc.**

### **CONSTITUTION**

#### **Name**

1. The name of the Corporation is the **Regina Soccer Association Inc.**

#### **Purpose**

1. To serve as the official governing, regulating and operating body for the game of soccer within the City of Regina and surrounding district.

To be responsible at all levels of competitive soccer.

To foster and develop the game of soccer within Regina and the surrounding district.

To encourage participation in the sport by zone organizations, with each zone providing team competition at all league age levels.

To encourage and aid all Regina and surrounding district residents to participate and enjoy the game of soccer.

To encourage all players, teams and leagues within the jurisdiction of the Corporation to take advantage of the programs and services offered to competitive soccer by affiliation of their teams and players to the provincial body.

To raise funds to support and maintain soccer programs for Regina and surrounding district residents.

#### **Rules and Regulations**

2. The Corporation may, from time to time, frame temporary rules or regulations covering specific cases not contained herein but which may be necessary for the carrying out of the objectives of the Corporation. **THIS PROVISION IS ALTERABLE.**

#### **Purpose of Gain**

3. The Corporation shall be operated without the purpose of pecuniary gain to any of its members and any surplus of the Corporation shall be used solely for the purposes of carrying out the objectives of the Corporation. **THIS PROVISION IS UNALTERABLE.**

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## **REGINA SOCCER ASSOCIATION Inc.**

### **BYLAWS**

#### **Article 1 – Affiliation**

1. Under the Constitution of the Corporation, the Board of directors may enter into such Affiliation as it considers necessary and advantageous for the Corporation.
2. The Corporation shall be affiliated with the Canadian Soccer Association and the Saskatchewan Soccer Association and subject to the Bylaws and Regulations of these bodies.
3. The Board of Directors may, by resolution, affiliate any team for provincial competition, at a fee to be determined, if the team is not affiliated to the Corporation by league play.
4. The Board of directors may assess reasonable administrative fees for the affiliation to the provincial body for those leagues, teams or players who choose to participate outside the Corporation sponsored programs.

#### **Article 2 – Interpretation**

1. In these bylaws, unless the context otherwise requires:
  - a. ‘Corporation’ shall mean the REGINA SOCCER ASSOCIATION Inc.
  - b. “Act” means the Non-profit Corporations Act 1995;
  - c. “Articles of Amalgamation” means the Articles of Continuance of the Corporation as from time to time amended or restated;
  - d. “Bylaw” means any bylaw of the Corporation from time to time in force and effect;
  - e. “the directors”, “Board” and “Board of Directors” means the directors of the Corporation for the time being;
  - f. “Affiliation” is being in good standing and registered with the Association.
  - g. “in writing” and “written” includes printing, typewriting, and other modes of representing or reproducing words in visible form
2. Word importing the singular number only shall include the plural and visa versa; words importing the masculine gender shall include the feminine and neuter

genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

3. The headings used in the bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### **Article 3 – Membership**

1. Active Member: Any person who is in good standing and actively participates in a Regina Soccer Association zoned league in the capacity of an adult player, parent or guardian of a youth player, coach, team manager, or referee; or any currently active director of a Regina Soccer Association youth Zone.
  - a. Rights:
    - i. Voice at all RSA Annual General Meetings and Special Meetings
    - ii. Eligible to vote at all AGMs and Special Meetings
    - iii. 1 person = 1 vote (max 1 vote per Member)
    - iv. No proxy votes
    - v. Family (max 2 votes if 2 or more children registered in a zone and both parents are present)
    - vi. Eligible to serve on the RSA Board of Directors if elected to an available Board position
    - vii. Eligible to serve on RSA Committees
2. Affiliate Member: Any person or non-profit organization interested in promoting soccer in Regina. All Affiliate Memberships must be approved by the Corporation Executive Committee. Membership will be granted for a minimum of the current fiscal year at the discretion of the Corporation Executive Committee.
  - a. Rights:
    - i. Voice at all RSA Annual General Meetings and Special Meetings
    - ii. Not eligible to vote at all AGMs and Special Meetings

- iii. Eligible to serve on the RSA Board of Directors if elected to an available Affiliate Member Board position
  - iv. Eligible to serve on RSA Committees
3. Honorary Member:
- a. To be reviewed.
4. All classes of member shall uphold the Constitution and comply with the Bylaws of the Corporation.
5. There shall be a membership fee, such fee to be prescribed by the members in a general meeting of the Corporation; however, it shall be not less than \$1.00 annually.
6. Members in good standing are entitled to all the privileges accorded members under the Saskatchewan Non-profit Corporations Act.
7. Any member may withdraw from the Corporation at any time by notice to the President of the Corporation. Withdrawal from the membership does not entitle the member to a refund of any portion thereof the membership fee which has been paid by that member.
8. Membership in the corporation shall not be transferable under any condition or circumstances.
9. The directors may, by resolution, adopt a form of certificate to be provided to the members and/or a form of membership card which may be issued to members.
10. All Active Members and Affiliate members are in good standing except:
- a. A member may be declared not in good standing if in default of financial obligations or in disciplinary sanction.
11. The members of the corporation may by special resolution revoke the membership of any member of the Corporation.

#### **Article 4 – Bylaws of the Corporation**

1. Bylaws governing the affairs of the Corporation shall be determined by the Active Membership and the Annual General Meeting of the Corporation or by

any General Active Membership Meeting called for the purpose of adopting or amending the Bylaws, or, by motion of the directors.

2. Bylaws passed by the directors shall be enforced from the date of the adoption by the Board in accordance to its terms.
3. All Bylaws passed by the directors shall be forwarded to the next meeting of the members of the Corporation for approval.

## **Article 5 – Registered Office**

1. The Corporation may from time to time:
  - a. by resolution of the Board of directors change the location of the registered office of the Corporation within Saskatchewan designated as such by the Directors or by special resolution of the Corporation; and,
  - b. by special resolution change the municipality or geographic township in which its registered office is located to another place in Saskatchewan.

## **Article 6 – Seal**

1. The seal of the Corporation shall be such as the Board of Directors may by resolution from time to time adopt.

## **Article 7 – Execution of Contracts**

1. Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two officers of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors are authorized from time to time by resolution to appoint signing officers on behalf of the Corporation to either sign contracts, documents or instruments in writing.
2. The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the directors.

## **Article 8 - Zone Boundaries**

1. Zone boundaries are defined by the directors, for both youth and adult, in consultation with zones as follows:

## Youth

- a. Youth soccer is defined as being eligible to play U18 or younger age groups.
- b. The Corporation defines youth zones as follows:
  - i. United Commercial Travelers (UCT)
  - ii. AC Football Club (ACFC)
  - iii. Regina East United Soccer Club (REU)
  - iv. Queen City South United Soccer Club (QC)

## Adult

- c. Adult zone consists of players older than the eligible age to play as youth and youth players that have chosen to play adult soccer.
  - d. There is one adult zone.
2. The directors shall have authority to set boundaries for any new Zone except where such boundaries overlap the boundaries of an existing Zone.
  3. Any proposed changes to the existing Zone boundaries shall be submitted to the Membership for approval at the Annual General Meeting.

## **Article 9 – Zone Sanctions**

1. All clubs must restrict their youth operations within their defined geographic zone to which they have been assigned, as outlined by the Rules and Regulations of the Corporation.
2. Each Zone shall submit a copy of their Bylaws annually, duly amended to the Corporation for approval where applicable.
3. Each Zone shall submit the results of elections of officers, and a list of current directors to the Corporation within 30 days of the election.
4. Failure to comply may result in the Zone becoming a member not in good standing with the Corporation.

## Article 9a – Special Youth Zoning Rules

Attach copy of Zoning regulations

## Article 10 – Board of Directors

1. A Board of Directors, to conduct the business of the Corporation between Annual Meetings, shall be appointed annually at the Annual Meeting, or at such times as membership meetings are called for that purpose. Board representation is established at a geographic zone level, the boundaries of which are outlined by the Rules and Regulations of the Corporation.
2. The RSA Board of Directors will consist of up to 20 Directors and will have the following general structure:

### **Youth Directors**

UCT	3
REU	3
QC	3
ACFC	3

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**Total Youth Directors 12**

### **Adult Directors**

Mens League	2
Womens League	2
Co-ed League	2

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**Total Adult Directors 6**

**Affiliate Member Directors - up to 2**

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**Total RSA Board Directors 20**

3. Zones must designate up to a minimum of 1 and maximum of 2 additional persons to serve as “Alternate Directors” on the RSA Board. Alternate Directors are eligible to represent their Zone at RSA Board meetings when the primary Directors are not able to attend. This is intended to help ensure all Zones are adequately represented at all RSA Board meetings.
4. The two Board positions designated as “Affiliate Member” cannot both be held by persons representing the same organization.
5. Zones are responsible to ensure a due process is established to select their appointees for the board of directors of the Regina Soccer Association.

6. Subject to the provisions of the Articles of Incorporation, Directors of the Corporation shall be appointed at the Annual General Meeting or a special meeting of members called for the purpose of appointing of directors.
  - a. A director's term of office shall be from the date of the meeting at which they are appointed until the annual meeting next following, provided that a retiring Director shall retain office until the adjournment or termination of the meeting at which the successor is appointed, unless such meeting was called for the purpose of removing that Director from office, in which case the Director so removed shall vacate office forthwith upon the passing of the resolution for their removal. Retiring Directors, if qualified, are eligible for re-appointment. Whenever at any appointment of Directors of the Corporation the full number of Directors is not attained by reason of the disqualification, the refusal to act or failure to consent to act as a Director, or the death of any nominee or nominees, the directors appointed may exercise all powers of the Board so long as the number of directors so appointed constitutes a quorum.
  - b. When vacancies occur on the Board of Directors during the term of office, they may be filled by the Board of Directors. The appointee shall hold office until the next annual meeting. Any appointees to the vacancy, must be from within the zone, or designation which vacated the position.
  - c. If a Director absents himself or herself from three (3) regular meeting in succession without just cause, he or she shall be deemed to have resigned his or her position as Director, and the place of such Director shall be considered vacant. The Board of directors shall, by majority vote, decide whether a Director has been absent for three (3) regular Board meetings without just cause.
  - d. No Director may serve, simultaneously, as an employee and a director of the Corporation.
7. Directors of the Corporation shall serve as such without remuneration. They shall, however, be entitled to reimbursement for expenses incurred on behalf of the Corporation, including the attendance of meetings of the Board of Directors. The extent of such reimbursement shall be determined by the Board from time to time.

## **Article 11 – Duties of the Board of Directors**

1. The Board of Directors shall carry out the normal business of the Corporation and engage in other activities as directed by the membership at general meetings.

2. The Board shall comply with all regulations as stipulated by the Non-profit Corporations Act.
3. The Board may, for the purpose of organizing and administrating a soccer program in Regina, establish committees to operate leagues and teams and carry out the objectives of the Corporation. The Board may create committees or assign individuals as required to conduct the business of the Corporation. The committees will be responsible to the Board of Directors.
4. The committees will not have the right or power to commit Regina Soccer Association Corporation in any venture without the approval of the Board of Directors.

## **Article 12 – Meetings of the Directors**

1. Meetings of the Board of Directors and of any committee of the Board of Directors may be held at any place within Saskatchewan. A meeting of the Board of Directors may be convened by the President or the Vice-President at any time. A meeting of any committee may be convened by the chairman of the committee or any two (2) members of the committee and the Secretary shall upon the direction of either of the forgoing convene a meeting of the said committee. Except as otherwise provided by the Act and these Bylaws, the Directors either as a Board or as a committee thereof may convene, adjourn and otherwise regulate their meeting as they think fit provided, however, the Directors shall meet at least once a month.
2. Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given, not less than forty-eight (48) hours before the time when the meeting is to be held, and in the case of notice given by mail, not less than ninety-six (96) hours before the time when the meeting is to be held; provided that meeting of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors are present (including present by way of telephone participation) or if all the absent Directors waive notice.
3. The Board of Directors shall conduct regular meetings, but not less than quarterly.
4. Notice of any meeting of the Board of Directors or of any committee of the Board of directors or any irregularity in any meeting or in the notice thereof may be waived by any Director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.
5. Any notice of the Board of Directors or of any committee of the Board of Directors may be adjourned from time to time by the chairman of the meeting,

with the consent of the meeting, to an announced time and place and no notice of the time and place for the holding of the adjourned meeting need be given to any Director. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

6. A quorum for any meeting of the Board of Directors of the Corporation shall be one third of the number of Directors and include four (4) of the five (5) association clubs.
7. Questions arising at any meeting of the Directors shall be determined by a majority of votes of the Directors present, provided that in the case of an equality of votes, the chairman shall cast the deciding vote.

### **Article 13 – General Meetings**

1. The President or Vice-President, or a majority of the Directors, may by resolution subject to compliance with the Act, the Articles and these Bylaws, at any time and at any place convene meetings of members. Only persons who are Active Members of the Corporation shall be entitled to receive notice of and to vote at such meetings.
2. The quorum for any annual, general or special meeting of the members of the Corporation shall be the members of the Corporation present in person.
3. The chairman of the meeting may, with the consent of the meeting, adjourn any meeting of the members from time to a fixed time and place, and subject to the Act, no notice of the time and place for the holding of the adjourned meeting need be given any member. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and if a quorum is present thereat. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is not a quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
4. Except as may be otherwise required by any statute, voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member entitled to vote at the meeting, and notwithstanding that there may be an equality of votes, the chairman of the meeting shall both on a show of hands and on a ballot not be entitled to a second or casting vote in addition to the vote or votes to which they may be entitled to as a member.

5. Members shall not be entitled to a vote at meetings of members by proxy, provided however, corporations who are members shall be entitled to appoint a representative to vote at such meetings. The Board of Directors may from time to time adopt resolutions regarding the form of such appointment and the lodging of the appointments of the Corporation.
6. A member shall be entitled to cast only one vote at a meeting of members.
7. An Annual General Meeting shall be held within fifteen (15) months of the previous one, at such time and in such place as is fixed by the Board of Directors.
8. Any twenty-five members or twenty-five percent (25%) of the membership in good standing may request of the Board of Directors that a special meeting be called.
9. The request for a special meeting should include the purpose of the meeting.
10. The Board may add additional items to the agenda for these special meetings, following the procedures of Article 31.
11. Notification for all membership meetings shall be done at least fifteen (15) days prior to the date of the meeting; included with the notification will be the date, time, place and the purpose of the meeting. Notification of the meeting will be posted on the Association website.
12. All members in good standing at the time special meetings are called are eligible to attend and participate in meetings.
13. A list containing names and addresses of all members present at the meeting shall be maintained by the Secretary of the Corporation. This list shall be made available to any member upon reasonable request.
14. A simple majority of fifty (50) percent plus one of those members attending and voting is required to carry all ordinary motions put to the meeting.
15. At every Annual General Meeting, the Directors shall place before the members the following:
  - a. Financial Statement made up to a date not more than one hundred and twenty days (120) days prior to the date of the meeting showing:
    - i. the assets and liabilities of the Corporation in the form of a balance sheet.

- ii. the receipts and disbursements of the Corporation since the date of incorporation or the date of the previous financial statement, certified by two (2) Directors;
- iii. the report of the accountant, if any. Copies of the documents referred to need not be provided in advance of the Annual General Meeting. However, the Directors shall publish a notice stating that the financial statements and report of auditor, if any, are available at the registered office of the Corporation, to be examined during the usual business hours of the Corporation by any person, and that person may make extracts there from free of charge. Such notice shall be published at least fifteen (15) days before the date of the Annual General Meeting.

#### **Article 14 - Notices**

1. A special general meeting and the Annual General Meeting of members of the Corporation may be convened by one and the same notice, and it shall be no objection to the said notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

#### **Article 15 – Fiscal Year**

1. The fiscal year of the Corporation shall terminate on such a day in each year as the Board of Directors may from time to time by resolution determine.

#### **Article 16 – Officers**

1. The Directors may from time to time designate the officers of the Corporation.
2. Directors may specify officer duties and delegate to them, subject to the Act, powers to manage the business and affairs of the corporation.
3. Directors may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person.
4. Until further determined, the officers shall consist of the following:
  - a. President
    - i. Preside at all general meeting of the Corporation;
    - ii. Preside at all Directors meetings;

- iii. Be an ex officio member of all committees established by the Corporation at general meeting or by the Directors;
- iv. Report in writing to each annual meeting of the members of the Corporation concerning the operations of the Corporation;
- v. Represent the Corporation at public or official functions; and
- vi. Perform such other duties as may from time to time be determined by the Board or at a general meeting.

b. Vice-President

- i. Assume all the powers and perform all the duties of the President in the absence or disability of the President, together with such other duties, if any, as may from time to time be assigned to him by the Board.

c. Treasurer

- i. Be the custodian of the Books of Account and accounting records of the Corporation;
- ii. Be an active member of the Executive Committee;
- iii. Attend Board meetings;
- iv. Have signing authority on behalf of the Board for all accounts as directed by the Board;
- v. Submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- vi. Have all accounts audited annually, or as may be required by the Board of Directors;
- vii. At the direction and behalf of the President, supervise the audit for presentation to the Annual General Meeting of the membership;
- viii. Prepare the annual budget and program forecasts;
- ix. Liaise with any committee regarding finances and budgets;
- x. Perform such other duties as may be established from time to time by resolution of the Board;
- xi. Work with office staff in preparing tenders for goods and services;

- xii. Recommend to the Board any training for office staff or upgrading of financial practices that will enhance the objectives of the Corporation business.

d. Secretary of the Corporation

- i. May be a salaried employee or, may be elected by the Board of Directors.
  - ii. Be the recording secretary of the Association.
  - iii. Be an active member of the Executive Committee, there to impart wisdom, and attend meetings when called.
  - iv. To supervise specific requests from Board Directors;
  - v. Responsibility for notification of meetings at the call of the Chair or President
  - vi. To ensure minutes of meetings are issued to members prior to the next meeting.
  - vii. Responsibility for working with the President / Chair for the development of agendas.
  - viii. Liaise between the Board, office and staff.
5. The directors may appoint the President, Vice-President, Secretary and Treasurer for a term of office of one (1) or more years provided, however, that the members appointed to those positions shall be eligible for re-appointment to the offices of the Corporation upon expiration of his/her term of office, and provided that no Director may be appointed for a term greater than his term of office as a Director.
6. Prior to appointment to an executive office, candidates must have served one complete term on the Board of Directors of the Corporation.

\_\_\_\_\_  
Secretary – John Anderson

\_\_\_\_\_  
President – Don Findlay

\_\_\_\_\_  
Treasurer – Alan Hogg

\_\_\_\_\_  
Vice-President \_ Craig Cameron

Date: \_\_\_\_\_