

A Bylaw Relating Generally to the Conduct  
of the Affairs of the  
REGINA SOCCER ASSOCIATION Inc.

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of  
REGINA SOCCER ASSOCIATION inc. (hereinafter called the “Corporation”) as follows:

DEFINITIONS

1. In this bylaw and all other bylaws of the Corporation, unless the context otherwise specifies or requires:
  - a) “Act” means the Non-profit Corporations Act 1995;
  - b) “Articles of Amalgamation” means the Articles of Continuance of the Corporation as from time to time amended or restated;
  - c) “Bylaw” means any bylaw of the Corporation from time to time in force and effect;
  - d) “the directors”, “Board” and “Board of Directors” means the directors of the Corporation for the time being;
  - e) A youth player being an individual at or under the age of eighteen (18) registered with the Association as at December 31<sup>st</sup>.  
A senior player being an individual over the age of eighteen (18) registered with the Association as at December 31<sup>st</sup>.
  - f) “Affiliation” is being in good standing and registered with the Association.
  - g) “in writing” and “written” includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;
  - h) 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;
  - i) 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.

## AIMS AND OBJECTIVES

2. The Aims and Objectives of the Corporation are:
- a) To serve as the official governing, regulating and operating body for the game of soccer within the City of Regina and surrounding district.
  - b) To be responsible at all levels of competitive soccer.
  - c) To foster and develop the game of soccer within Regina and the surrounding district.
  - d) To encourage and aid all Regina and surrounding district residents to participate and enjoy the game of soccer.
  - e) To affiliate the Corporation to the official soccer governing body in Saskatchewan and abide by their constitution and operating rules and regulations.
  - f) 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.
  - g) To affiliate through the provincial body to the Canadian Soccer Association:
    - (i) to ensure compliance of the laws of the game of soccer,
    - (ii) to effect changes in the laws of the game of soccer as may be made from time to time.
  - h) To raise funds to support and maintain soccer programs for Regina and surrounding district residents.
  - i) To make all those involved in soccer in Regina aware of the “Code of Conduct” of the Canadian Soccer Association, and at all times, endeavour to achieve the spirit espoused in the “Code of Conduct” by all players, spectators, coaches, officials and league officials.

## BYLAWS OF THE CORPORATION

3. Bylaws governing the affairs of the Corporation shall be determined by the members at an Annual General Meeting of the Corporation, or by any general membership meeting called for the purpose of adopting or amending the Bylaws, or, by motion of the Board of Directors.

4. Bylaws passed by the Board of Directors shall be enforced from the date of the adoption by the Board.
5. All Bylaws passed by the Board of Directors shall be forwarded to the next meeting of the members of the Corporation for approval.

#### REGISTERED OFFICE

6. 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.

#### SEAL

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

#### EXECUTION OF CONTRACTS

8. Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by any two officers, one of which must be the President of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorisation or formality. The Board of Directors is authorised from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign contracts, documents or instruments in writing.

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 Board of Directors.

## CLUB TEAMS

9. It is the objective of the Corporation to encourage participation in the sport by club organisations, with each club providing team competition at all league age levels.

An independent team will be recognised by this Association as an organisation in its own right. As of July 31<sup>st</sup>, 2000 no new independent teams will be allowed for the youth divisions of soccer. Any new youth team wishing to form after July 31<sup>st</sup>, 2000 must do so within an existing club organisation. Existing independent youth teams as of July 31<sup>st</sup>, 2000 will continue with any and all privileges afforded to them within the by-laws of this Association.

All clubs are required to affiliate with the Corporation by registering their team in an organised league of the Association and actively encourage and promote the objectives of the Corporation.

All clubs must restrict their youth operations within the boundaries of the geographic zone to which they have been assigned, as outlined by the Rules and Regulations of the Corporation.

## MEMBERSHIP

10. For the time being there will be one class of membership, referred to as “general membership”, the members of which shall be entitled to vote at all meetings of members.
11. Membership in the Corporation is open to all persons who are interested in the development and promotion of the sport of soccer. For the purposes of this provision the player and the coach signing the player’s registration card shall be considered a member. Where the player is under the age of nineteen, then the parent / guardian shall be considered a member. Membership in the Corporation is subject to approval by the Board of Directors. Acceptance of the player for play by the league signifies approval of the membership.
12. 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. For those members signing the player registration card, the membership fee shall be included in the registration fees. Persons applying for membership shall submit the membership fee with the application and in the event the application for membership is not approved by the Directors, such fee shall be returned to the applicant.
13. Membership may be renewed at the Annual General Meeting. Between annual meetings, membership other than membership through player registration, may be obtained on application and payment of fees to the Secretary of the Corporation. If an application for membership has not been made during the previous two consecutive seasons then it is deemed to have lapsed and must be renewed.

14. Members in good standing are entitled to all the privileges accorded members under the Saskatchewan Non-profit Corporations Act.
15. All members are eligible to serve on the Board of Directors and on any committees of the Corporation.
16. Membership will be a condition of participation in activities sponsored by the Corporation.
17. Any member may withdraw from the Corporation at any time by notice to the President of the Board of Directors 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.
18. The members of the corporation may by special resolution revoke the membership of any member of the Corporation.
19. Membership in the corporation shall not be transferable under any condition or circumstances.
20. The directors may, by resolution, adopt a form of certificate to be provided to the regular members and/or a form of membership card which may be issued to regular members.
21. 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 ninety (90) 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;
  - (b) 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.

## MEMBERS' MEETINGS.

22. 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 regular members of the Corporation shall be entitled to receive notice of and to vote at such meetings.
23. The quorum for any annual, general or special meeting of the members of the Corporation shall be a majority of the members of the Corporation present in person.
24. 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.
25. 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.
26. 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.
27. A member shall be entitled to cast only one vote at a meeting of members.
28. An Annual General Meeting shall be held once every twelve (12) months at such time and in such place as is fixed by the Board of Directors.
29. 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.
30. The request for a special meeting should include the purpose of the meeting.

31. The Board may add additional items to the agenda for these special meetings, following the procedures of Article 31.
32. 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 may be by mail or be telephoned to the manager of the team or by club newsletter.
33. All members in good standing at the time special meetings are called are eligible to attend and participate in meetings.
34. A list of all members' names and addresses shall be maintained by the Secretary of the Corporation. This list shall be made available to any member upon reasonable request.
35. 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.

#### BOARD OF DIRECTORS

36. 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. For the purposes of this section, Board of Directors, the senior leagues are the equivalent of a zone.

It is the objective of the Corporation to have at least one Director from each affiliated club so as to achieve full and complete representation and input for each club. For that purpose, the Board of Directors shall be a minimum of five (5) and a maximum of twenty-five (25) representatives consisting of four (4) representatives from each zone, and five (5) representatives from the senior leagues.

Clubs and teams are responsible to ensure a due process is established to select their appointees for the board of directors of the Regina Soccer Association.

37. 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 club where multiple clubs exist within a zone, which vacated the position.
- (c) If a Director absents himself of 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) Where multiple clubs exist within a zone, to allocate positions a mathematical calculation will be used and is expressed as a percentage which compares the number of teams within each club in that zone, to the total number of teams within the zone. In the event that a clubs percentage of teams within the zone is less than 25%, that club shall still be entitled to one board representative and shall be taken from the club with the lower percentage. The table below reflects a sample calculation for greater clarity.

<i>Zone/Team</i>	<i># Teams</i>	<i>% of Total</i>	<i># of Directors</i>	<i># of Directors Rounded</i>	<i># Allocated Directors</i>
Zone X					
Club 1	9	37.5	1.5	2	1
Club 2	13	54.2	2.2	2	2
Club 3	2	8.3	.00	0	1
Total Zone X	24	100			
Zone Y					
Club 1	6	22.2	.9	1	1
Club 2	21	77.8	3.1	3	3
Total Zone Y	27	100			

38. Directors of the Corporation shall serve as such without remuneration. They shall, however, be entitled to reimbursement for expenses incurred on behalf or at the instance 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.
39. All members of the corporation in good standing are eligible for appointment to the Board of Directors.
40. Intentionally left blank.

#### DUTIES OF THE BOARD OF DIRECTORS

41. The Board of Directors shall carry out the normal business of the Corporation engage in other activities as directed by the membership at general meetings.
42. The Board shall comply with all regulations at stipulated by the Non-profit corporations Act.
43. The Board may, for the purpose of organising 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.
44. 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.

#### MEETINGS OF DIRECTORS

45. 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.
46. Notice of the time and place of each meeting of the Board and of any committee of the Board shall be given by personal delivery or by telephone, 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.

47. The Board of Directors shall conduct regular meetings, but not less than quarterly.
48. 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.
49. 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.
50. A quorum for any meeting of the Board of Directors of the Corporation shall be a majority of the Directors personally present.
51. 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.

#### NOTICES.

52. 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.

#### AFFILIATION.

53. To further the Aims and Objectives of the Corporation, the Board of directors may enter into such affiliations as it considers necessary and advantageous for the Corporation and the players it represents.
54. The Corporation shall affiliate with the governing body for soccer in Saskatchewan.
55. Where the provincial governing body recognises the Corporation as the official Regina district governing body for soccer, the Corporation shall encourage all teams and leagues in Regina to affiliate to the provincial body.
56. All players and teams directly under the jurisdiction of the Corporation shall be affiliated to the provincial body.
57. 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.
58. 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.

#### FISCAL YEAR.

59. 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.

#### OFFICERS.

60. The Directors may from time to time designate the offices of the Corporation and until further determined, the offices shall consist of the following:

President  
Vice-President  
Treasurer  
Secretary of the Corporation

duly elected by the existing Board of Directors. The Board of Directors may specify their duties and delegate to them, subject to the Act, powers to manage the business and affairs of the corporation. 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. The Secretary of the Corporation may be a salaried employee or, may be elected by the Board of Directors.

61. 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.

62. Prior to appointment to an executive office, candidates must have served one complete term on the Board of Directors of the Corporation.
63. For greater certainty the duties of the officers of the Corporation shall be as follows:

(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 on 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.

The Vice-President shall have 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) Liase 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 closely and liase with office staff on behalf of the Corporation members;
- (xii) Work with office staff in preparing tenders for goods and services;
- (xiii) Approve, on behalf of the Board, the payment of budgeted invoices for goods and services;
- (xiv) Recommends 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) Be the recording secretary of the Association.
- (ii) Be an active member of the Executive Committee, there in part wisdom, and attend meetings when called.
- (iii) Whose duties include:
  - Recording of meeting minutes;
  - Recording of motions;
  - To supervise specific requests from Board Directors;
  - Responsibility for notification of meetings at the call of the Chair or President;

To ensure minutes of meetings are issued to members prior to the next meeting.

- (iv) Responsibility for working with the President / Chair for the development of agendas.
- (v) Liase between the Board, office and staff.

ADOPTED AND ENACTED by the Board and Membership on the    day of



Amended March 2002, 2002