

PREFACE

The Constitution of Saskatoon Zone 3 Soccer, operating under the name of Aurora Soccer Club Inc., to be known throughout this Constitution as the “Club”, covers the objectives, structure and organization of the Club. Changes in the Constitution can only be made at Annual or special General Meetings with a minimum of ten (10) Voting Members in attendance not including the Officers and Directors of the Club.

The Bylaws cover the rules under which Zone 3 Soccer operates. The Bylaws can be changed, deleted, added to or amended by the Board of Directors. Approval of these changes, deletions, additions, etc., will be required at an Annual or Special General Meeting by a simple majority (50% plus one) of the membership voting at the General Meeting.

BYLAWS OF AURORA SOCCER CLUB INC.

1. GENERAL

1.1 Title

These bylaws may be cited as the Bylaws of Aurora Soccer Club Inc.

1.2 Definitions

- (a) "Act" means *The Non-Profit Corporations Act, 1995* of Saskatchewan.
- (b) "Adult" means an individual 18 years of age or older.
- (c) "Board," "Board of Directors" and "Directors" mean the directors of the Club for the time being.
- (d) "Club" means Aurora Soccer Club Inc.
- (e) "Coaching Member" means an individual who has satisfied the requirements of clause 3.1(b) of these Bylaws.
- (f) "Honorary Member" means a person who has satisfied the requirements of clause 3.1(c) of these Bylaws.
- (g) "Member" means all members of the Club comprised, for the time being, of Participating Members, Coaching Members and Honorary Members.
- (h) "Participating Member" means an individual who satisfies the requirements of clause 3.1(a) of these Bylaws.
- (i) "Person" includes an individual, family, partnership, association, corporation or any other entity recognized by the Directors.
- (j) "SYSI" means Saskatoon Youth Soccer Inc. or any similar successor or replacement governing entity, from time to time.

1.3 Interpretation

- (a) Words imparting the singular number shall include the plural and vice versa.
- (b) Words imparting the masculine gender shall include the feminine and neuter where appropriate and vice versa.

2. OBJECTIVES

2.1 Objectives

The objectives of the Club are:

- (a) To promote and assist the development and enjoyment of soccer for all players in Zone 3 as established by SYSI, or such similar or replacement zone which may be established by SYSI.

- (b) To promote interest, participation and excellence in the sport of soccer in Zone 3 and to promote soccer wherever and whenever possible.
- (c) To develop and foster the concepts of fair play, teamwork, competitive sportsmanship, ethical behaviour and good fellowship amongst all those involved in soccer, and through the actions of all Members and players, demonstrate our beliefs in these ideals to all others involved in soccer.
- (d) To abide by the rules and regulations of the sport of soccer in the spirit of competitive fair play.
- (e) To use the resources of the Club:
 - (i) To build team structures which will provide continuity and consistency in both playing opportunities and in coaching, and to provide opportunities to play on teams and in divisions compatible with skill level;
 - (ii) To recruit coaches and encourage continual improvement in coaching through clinics, courses and the exchange of ideas, skills and expertise among Club teams;
 - (iii) To provide opportunities for Club teams to experience appropriate levels of competition to further their development;
 - (iv) To assist the community associations within Zone 3 in the development of programs;
 - (v) To assist with participation in the development of player and coaching skills at the mini soccer;
 - (vi) To meet and collaborate with other soccer entities at any organizational and technical level; and
 - (vii) To advocate and lobby for changes and improvements where necessary or desirable to further the objectives of the Club.

3. MEMBERSHIP

3.1 Membership

Membership of the Club is open to all interested persons subject to the limitations of space and the resources of the Club, and further subject to the qualifications and requirements hereinafter set out for the categories of membership as follows:

- (a) **Participating Members**
Participating Members means the parents or guardians of those individuals registered to play on a Club team or, if applicable from time to time, any adult members registered to play on a Club team during either the indoor or outdoor playing season upon the payment of the registration fees prescribed in Section 3.2. The term of Membership for Participating Members shall expire at the beginning of the next playing season following the one to which such registration fees apply.
- (b) **Coaching Members**
Those individuals who have been approved by the Board or Coaching committee to coach a Club team shall be coaching members of the Club.

- (c) **Honorary Members**
Those Persons who are not Participating Members but have supported or wish to support the Club either financially or by other means may, in the discretion of the Board, be granted an Honorary Membership in the Club, for such length of time and subject to such rights or restrictions as the Board may determine.

3.2 Registration Fees

Registration and other fees shall be paid by Participating Members in such amount and at such time as prescribed by the Directors prior to each playing season.

3.3 Waiver/Refund of Registration Fees

The Directors may, at their discretion, waive or refund the payment of registration or any other fees for any Member, in whole or in part, from time to time. The reasons for such waiver of fees shall be duly recorded in the minutes of the Directors' meeting at which such decision was made.

3.4 Rights of Members

All Members shall be entitled to attend, participate and vote at Members' meetings and to receive all notices, newsletters and other information as the Board may provide to Members from time to time.

3.5 Soccer Affiliations

The Club shall affiliate with Saskatoon Youth Soccer Inc.

4. DISCIPLINE OF MEMBERS

4.1 Failure to Pay Registration Fees or Other Breach

Any Member who is in breach of the Zone constitution and/or bylaws may be suspended by the Board of Directors for a stipulated period of time, indefinitely or permanently. Any Member subject to suspension shall be notified in writing as to the reasons and effective dates of such suspension. Such breaches may include, but are not limited to the following:

- (a) Failure to pay any prescribed fees of the Club within a reasonable time; or
- (b) Guilty of misconduct which, in the opinion of the Directors, is detrimental to the character or objectives of the Club.

4.2 Appeal by Member

Any Member who has been the subject of discipline proceedings under Section 4.1 shall have the right to appeal the decision to the full Board of Directors within 30 days of receipt of the notification. No Member of the Board directly involved in the complaints or allegations against the Member shall take any part in such appeal proceedings, other than for the purpose of giving evidence. Upon hearing such appeal, the Board must notify the appellant within 10 days of their decision.

4.3 No Refund of Registration Fees

Any Member whose membership in the Club has been suspended or terminated shall not be entitled to receive any refund, in whole or in part, in respect of registration fees paid by such Member.

5. MEMBERS' MEETINGS

5.1 Annual Meeting

An annual meeting of the Club shall be held on such date that the Directors may determine in accordance with the requirements of *The Non-Profit Corporations Act, 1995* of Saskatchewan.

5.2 Special Meetings

A special meeting of the Club may be called at any time by the Directors and shall be called by any Director if requisitioned in writing by a minimum of 5 percent of the Members in good standing, which requisition shall state the reason for calling the meeting.

5.3 Quorum

A quorum for the purpose of any resolution at any general meeting shall be 10 Voting Members not including the Officers and Directors of the Club.

5.4 Form of Notice

Notice of any annual or special meeting of the Members shall be given, as permitted by the Act, to each Member at his/her last known address as shown in the records of the Club and may be contained as part of the Club newsletter. Notice shall be deemed to be given on the day following the date of mailing thereof, and not less than 15 days' notice of any such general meeting shall be given, which notice shall state the business to be transacted at such meeting.

6. DIRECTORS AND OFFICERS

6.1 Number of Directors

The Board of Directors shall consist of a minimum of 6 Directors, of whom all shall be elected, up to a maximum of 12, as well as the appointed Directors under Section 6.2.

6.2 Appointment of Directors

The executive committees of each of the Zone 3 Community Associations may appoint one representative to serve as a Director of the Club.

6.3 Election of Directors

Nominations may be made by any Member, with the consent of the nominee, for specific offices or a position as a Director of the Board. Notice of the offices and positions of the Board of Directors to be elected at the annual meeting shall be circulated with the notice of annual meeting. If there is more than one nominee for a specific office or position, an election for such office or position shall take place. A nominee who has allowed his or her name to stand for election to a particular office or position but has been unsuccessful in such election may also allow his or her name to stand for any other office or position to be filled thereafter. If only one nominee has been presented for a specific office or position, such election may take place by acclamation.

6.4 Officers

The Officers of the Club shall be President, Vice President, Secretary, Treasurer and Past President. An individual may not be elected to hold any two of the above offices concurrently. The Members by ordinary resolution at any general meeting may provide for any other officer or officers. An individual may not hold any one of the above offices for more than 3 consecutive terms. If no other member can be found to fill a particular office, the position may be filled by the same person for more than 3 terms.

6.5 Term of Office

Secretary and Treasurer shall hold office for a two-year term, with election for these positions taking place in alternate years.

Vice-President and President shall be elected for a one-year term, with the Vice-President for the previous year to be nominated for the office of President. The President for the previous year shall serve as Past President by acclamation. The Past President shall serve a one-year term, unless the President for the previous year is unavailable to serve as Past President; in this case, the current Past President may serve multiple terms.

On expiry of their term of office, members of the Board of Directors are eligible for re-election.

6.6 Qualification of Directors

All Directors must meet the qualifications stated in the Act. An individual shall be required to be a Member or live in Zone 3 to serve as a Director of the Club.

6.7 Powers of the Board

The Board of Directors shall manage the affairs and promote the objectives of the Club.

6.8 Vacancies

The Directors may fill any vacancy occurring in its number by reason of the resignation or other termination of a Director or Officer's term by appointing an individual by ordinary resolution who shall hold office until the normal date for retirement of the Director or Officer being replaced.

6.9 Removal of Directors

The office of a Director shall be vacated if:

- (a) the Director resigns by notice in writing to the Club;
- (b) the Director is absent, without reasonable cause, from 3 consecutive meetings of the Board; or
- (c) the Members by ordinary resolution at a meeting duly called remove any Director or Directors from office.

Any director of the Board of Directors who ceases to hold office shall turn over to the Board of Directors all documents, records, books, funds or Zone property.

6.10 Duties of Officers

The duties of each Officer shall be those usually pertaining to the office held, and as the Directors may from time to time stipulate.

6.11 Board Procedures

The Board of Directors may, from time to time, make such regulations governing its meetings and procedures as it may determine including procedures for any proceedings under Sections 4.1 and 4.2 of these Bylaws.

6.12 Board Committees

The Board may create and prescribe the duties and terms of reference of such committee or committees of Directors as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Club. The Board may delegate to such committee or committees any of the powers of the Board except those which under the Act must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

6.13 Board Nomination

A person who is or was an employee of the club within the past 15 months preceding his/her nomination, may not be Director or Officer.

6.14 Conflict of Interest and Remuneration

- (a) No Director shall receive any remuneration for his service to the Board or the Club, but a Director shall be reimbursed for reasonable expenses incurred in fulfilling their duties on the Board or for the Club;
- (b) Any director that finds himself/herself in a conflict of interest with respect to any matter that comes before the Board, shall disclose the conflict of interest to the Board and shall abstain from voting on the matter and shall refrain from involvement in discussion of the matter except to respond to questions. The Chair may ask the

Direction who is in a conflict of interest to excuse himself from the meeting during the discussion and voting in the matter.

(c) In the event the President is in a conflict of interest, the Vice President shall take the Chair to deal with the matter involving the conflict of interest;

7. MEETING OF DIRECTORS

7.1 Notice

Notice of any meeting of Directors shall be given by the President, Vice President or Secretary not less than 1 day before such meeting.

7.2 Resolutions Effective

A resolution in writing, signed by the Directors without their meeting together, shall be as valid and effectual as it had been duly passed at a meeting of the Directors duly called and constituted. Any resolutions approved by the Directors in electronic format shall be duly copied to the Secretary for entry into the corporate records of the Club.

7.3 Voting

Each Director, with the exception of the President, shall have one vote. The President shall vote in the case of a tie. Except as otherwise required by the Act, all questions arising at any meeting of the Board shall be decided by a majority of the votes cast on such questions.

7.4 Quorum

A quorum of the Board of Directors shall be 6.

7.5 Members to be Kept Informed

Members may attend, but not vote at, any meeting of the Board. Submissions from such Member or Members attending meetings of the Board may be entertained at the discretion of the Chairperson.

8. FINANCIAL AFFAIRS

8.1 Fiscal Year

The fiscal year of the Club shall end on the 30th of June of each year.

8.2 Records

The Directors shall keep proper records and accounts of all transactions of the Club.

8.3 Financial Disclosure

- (a) The Directors shall place before the Members at every annual meeting:
- (i) Financial statements for the fiscal year ended in accordance with the requirement of the Act;
 - (ii) Any further information respecting the financial affairs of the Club.
 - (iii) The Board shall appoint a certified professional to conduct an external review of the Club's Financial Statement within 90 days after the close of the fiscal year. A report shall accompany the Financial Statement presented during the Annual Membership meeting.
- (b) The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.
- (c) No financial statement shall be released or circulated unless it has been approved by the Directors.

- (d) The Club shall make available to each Member, upon request, a copy of the financial statements, free of charge.

8.4 Deposit of Funds in the Name of the Club

- (a) All funds of the Club shall be deposited in one or more accounts in the name of the Club at a financial institution designated by the Directors.
- (b) Any two of the President, Vice-President, Secretary and Treasurer shall, unless changed by the Directors as hereinafter provided, be authorized to sign in the name of the Club all cheques, notes, bills of exchange or other negotiable instruments and all other documents or contracts pertaining to the business and financial affairs of the Club. The Directors may, by ordinary resolution, change the designated officers or the required number of such authorized signing officers, from time to time.
- (c) All expenditures in excess of \$300 shall be submitted to the Board for prior approval. All correspondence between the Club and governing bodies shall be through the offices of the President.
- (d) No member of the Board of Directors or nor any member of the Club shall have the power to pledge the credit of the Club nor to enter into a contract or an agreement on behalf of the Club wherein the Club is or will be obligated for a sum that has not been approved by the Board of Directors.

9. INDEMNITY

9.1 Indemnification

Except in respect of an action by or on behalf of the Club to procure a judgment in its favour, the Club shall indemnify a Director or officer of the Club, and all former Directors and officers of the Club (the “Directors and Officers”) and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by any of them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of such Club, where

- (a) he or she acted honestly and in good faith with a view to the best interests of the Club; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

10. AMENDMENT OF BYLAWS

- 10.1 The Directors may, by resolution, make, amend or repeal any bylaws that regulate the activities and affairs of the Club.
- 10.2 The Directors shall submit a bylaw, or an amendment or repeal of a bylaw, to the Members at the next meeting of Members, and the Members may confirm, reject or amend the bylaw, amendment or repeal.

11. PARLIAMENTARY PROCEDURES

- 11.1 In cases of any disputes concerning discussion and voting procedures during the meetings, the Zone shall use “Robert’s Rules of Order” as a guide to resolving the disputes.

12. DISSOLUTION OF THE ZONE

12.1 Upon dissolution or winding up of the Club, any funds and assets of the Club remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Non-Profit Club in the area whose objects most closely accord with those of this Club as determined by its members at dissolution.

Approved by the Board of Directors on September 12, 2022.

Ratified by Membership on October 26, 2022

Per :  _____
Club Administrator