



Constitution and Bylaws

EFFECTIVE DATE:
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REGINA SOCCER ASSOCIATION INC.
Operating as Futbol Club Regina (called the "Association")
BY-LAW NO. 2

A By-Law Relating Generally to the Transaction of the Business and Affairs of the Association.

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BE IT ENACTED as a By-law of the Association as follows:



ARTICLE ONE INTERPRETATION

1.01 DEFINITIONS

In the By-laws of the Association, unless the context otherwise requires:

- (a) "Act" means The Non-Profit Corporations Act, 1995 (Saskatchewan), and any statute that may be substituted therefor, as from time to time amended;
- (b) "Adult Members" consists of those players and Team Personnel of the age of 18 or older, or players and Team Personnel younger than the age of 18 who have chosen to participate in adult soccer;
- (c) "Articles" means the articles attached to the Certificate of Amalgamation of the Association as from time to time amended or restated;
- (d) "Association" means the Regina Soccer Association, Inc. named above incorporated by Certificate of Incorporation or continued by Certificate of Continuance or amalgamated by Certificate of Amalgamation as the case may be, as the same may be from time to time amended or restated; - 2 -
- (e) "Board" means the Board of directors of the Association;
- (f) "By-laws" means this by-law and all other by-laws of the Association from time to time in force and effect;
- (g) "Member at Large" means individuals nominated to be presented for Election, who have the desired skill set to promote the good of soccer in Regina and to act as a liaison with the Adult Members and Youth Members, as applicable.
- (h) "Members" mean the members of the Association as determined pursuant to Article 9;
- (i) "Membership Term" shall have the meaning set out in Section 9.3 of these Bylaws;
- (j) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (k) "recorded address" may include both a physical address and an electronic mailing address and means in the case of a Member, his or her address as recorded in the Members register; and in the case of joint Members, the address appearing in the Members register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a director, officer, auditor or member of a committee of the Board, his or her latest address as recorded in the records of the Association;



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(l) "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by or pursuant to Section 2.04;

(m) "Special Meeting of Members" includes a meeting of any class or classes of Membership and a Special Meeting of all Members entitled to vote at an annual meeting of Members;

(n) "Special Resolution" means a resolution passed by a majority of not less than seven-ninths (7/9) or seventy-seven per cent (77%) of the votes cast on that resolution;

(o) "Team Personnel" includes coaches, managers, trainers and other medical staff, and gender representative personnel, or anyone who wishes to have access to the field of play and who has been properly registered;

(p) "Unanimous Member Agreement" means a written agreement among all the Members of the Association or among all such Members and a person who is not a Member or a written declaration of the beneficial owner of all of the issued securities of the Association, that restricts in whole or in part the powers of the directors to manage the business and affairs of the Association, as from time to time amended;

(q) "Youth Members" consists of those players eligible to play and participating in soccer in U18 or younger age groups, and Team Personnel registered with a team in youth soccer.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neutral genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative, as applicable.

1.02 PURPOSE

The purpose of the Association is to:

(a) serve as the official governing, regulating and operating body for the Members of and players within the Association.

(b) foster, develop and grow the game of soccer for youth and adult members within Regina and the surrounding district in conjunction with the Saskatchewan Soccer Association (SSA) and to provide team competition at all league age levels.

(c) encourage all players, teams and leagues within the jurisdiction of the Association to take advantage of the programs and services offered by the provincial body through its affiliates.

(d) raise funds to support and maintain soccer programs for the operation of the Association as a Member of the SSA within Regina and the surrounding areas.

(e) enforce the Laws of the Game as determined by The Fédération Internationale de Football ("FIFA") and adopted or adapted locally by the SSA or the Association.



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The Association shall be affiliated with and under the jurisdiction of the SSA and subject to the rules and regulations of that body.

1.03 NO PURPOSE OF GAIN

The Association shall be operated without the purpose of pecuniary gain to any of its Members and any surplus of the Association shall be used solely for the purposes of carrying out the objectives of the Association.

1.04 AFFILIATION The Association may enter into such affiliations as it considers necessary and advantageous for the Association, including without limitation:

- (a) The Association shall be affiliated with the Canadian Soccer Association and the SSA and shall be subject to the bylaws and regulations of these entities.
- (b) The Board may affiliate the Association with such organizations it deems appropriate in order to effectively and efficiently run tournaments, fundraisers or other programs of the Association.
- (c) The Board may, by Ordinary Resolution, affiliate any team for provincial competition, at a fee to be determined, if the team is not affiliated to the Association by league play.

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 in outside the Association's sponsored programs.



ARTICLE TWO AFFAIRS OF THE ASSOCIATION

2.01 REGISTERED OFFICE

The registered office of the Association shall be at such location in Saskatchewan as a majority of the Board may from time to time determine.

2.02 CORPORATE SEAL

The Board may from time to time adopt a corporate seal which shall be the seal of the Association until changed by the Board.

2.03 FINANCIAL YEAR

The financial year of the Association may be fixed by the Board and may from time to time be changed by the Board.

2.04 EXECUTION OF INSTRUMENTS

The directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons, on behalf of the Association either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Association may, when required, be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons, appointed by resolution of the directors.

2.05 BANKING ARRANGEMENTS

The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may by resolution from time to time prescribe.

2.06 WITHHOLDING INFORMATION FROM MEMBERS

Subject to the provisions of the Act, no Member shall be entitled to discovery of any information respecting any details or conduct of the Association's business which, in the opinion of the Board, it would be inexpedient in the interests of the Members or the Association to communicate to the public. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Association or any of them shall be open to the inspection of Members and no Member shall have any right of inspecting any account, record or document of the Association except as conferred by the Act or authorized by the Board or by resolution passed at a Special Meeting of Members. (continued)



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2.07 PERSONAL INFORMATION AND PRIVACY

Notwithstanding the provisions in Section 2.06 above, and subject to the provisions of the Act, the Board shall at all times comply with the requirements under The Personal Information Protection and Electronic Documents Act, all other applicable Canadian privacy legislation (including applicable privacy legislation in Saskatchewan) and, if applicable, any privacy policy adopted by the Association from time to time.

ARTICLE THREE BORROWING AND SECURITIES

3.01 BORROWING POWER

Without limiting the borrowing powers of the Association as set forth in the Act, but subject to the Articles and any Unanimous Member Agreement, the Board may from time to time, by Special Resolution, on behalf of the Association, without authorization of the Members:

- (a) borrow money upon the credit of the Association;
- (b) mortgage, hypothecate, pledge or otherwise create a security interest in all of any currently owned or subsequently acquired real or personal, movable or immovable, property of the Association including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Association.

Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.



ARTICLE FOUR DIRECTORS

4.01 NUMBER AND CONSTITUTION OF THE BOARD

Subject to the Articles, the number of directors shall be fixed or changed from time to time by Ordinary Resolution of Members, and until fixed or changed, the Board shall consist of nine (9) directors represented as follows:

- (a) Two (2) director positions representing the Youth Members;
- (b) Two (2) director positions representing the Adult Members;
- (c) One (1) director position held by a Member at Large;
- (d) the President of the Association;
- (e) the Vice-President of the Association;
- (f) the Secretary of the Association; and
- (g) the Treasurer of the Association.

4.02 QUORUM OF DIRECTORS

The quorum for the transaction of business at any properly called meeting of the Board shall be a majority of the currently elected and appointed directors, or such greater number as the Board may from time to time determine.

4.03 QUALIFICATIONS

All directors must:

- (a) be a Member;
- (b) submit to and provide evidence of a clean criminal records check with vulnerable sector authentication satisfactory to the Board; and
- (c) comply with all application deadlines and other criteria set by the Board from time to time.

A majority of the directors shall be resident Canadians, and at least one (1) director shall be resident in Saskatchewan.



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4.04 NOMINATIONS

The Board shall be elected from a slate presented to and confirmed by the current Board. The slate shall be duly nominated at least two (2) weeks in advance of the annual meeting of the Members. In the event of vacancies appearing on the slate, nominations for positions may be accepted at the annual meeting of Members.

To be eligible for election:

- (a) as President, such candidates must have served one (1) complete year on the Board;
- (b) as Treasurer, such candidates must have a financial background and experience in the area of finances;
- (c) as a representative of the Youth Members, such candidates must meet the qualification in Section 1.01(q) and 9.02(a);
- (d) as a representative of the Adult Members, such candidates must meet the qualification in Section 1.01(b) and 9.02(b).

4.05 ELECTION AND TERM

Subject to the Articles, at each annual meeting of Members:

- (a) The Members shall elect directors to fill the number of vacancies on the Board arising as a result of the expiration of a director's term, or the resignation, retirement or other removal of a director, with the intent that the term of approximately half of the directors will expire each year;
- (b) The term of each director shall be two (2) years unless, prior to the election and to promote periodic rotation and continuity, the Board determines that any such term shall be less than two (2) years. There is no limit as to the number of terms that a director may serve and, if qualified, a retiring director shall be eligible for re-election

4.06 ELIGIBILITY OF DIRECTORS Subject to the Act, an individual who:

- (a) is also an employee of the Association;
- (b) has a spouse, common law partner or immediate family member who is currently a director or employee of the Association; or
- (c) has failed to provide a clean criminal records check with vulnerable sector authentication satisfactory to the Board shall not be eligible to be a director of the Association.

4.07 VACATION OF OFFICE

A director ceases to hold office when:

- (a) he or she dies,



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- (b) he or she is removed from office by the Members by Ordinary Resolution passed at a meeting specially called for such purpose,
- (c) he or she ceases to be qualified for election as a director pursuant to the Act or this By-law;
- (d) he or she provides his or her written resignation to the Association, or if a time is specified in such resignation, at the time so specified, whichever is later; or
- (e) he or she absents him or herself from three (3) regular meetings in succession, without cause.

4.08 VACANCIES

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the maximum number or minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from the foregoing exception, the Board shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting. Notwithstanding the foregoing, the Members may fill any vacancy created following the removal of any director at the same meeting called to remove such director. If a minimum and maximum number of directors is authorized and less than the maximum number of directors is in office, the Board or the Members may from time to time appoint additional directors until the maximum is reached.

4.09 ACTION BY THE BOARD

Subject to any Unanimous Member Agreement, the Board shall manage the business and affairs of the Association. The powers of the Board may be exercised at a meeting (subject to Sections 4.09 and 4.10) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

4.10 MEETING BY TELEPHONE OR ELECTRONIC MEANS

A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.11 PLACE OF MEETINGS

Meetings of the Board or any committee of the Board may be held at any place in Saskatchewan.



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4.12 CALLING OF MEETINGS

Meetings of the Board shall be held from time to time at such time and at such place as the President, Vice President, or two Directors jointly may determine. Meetings of any committee of the Board shall be held from time to time at such time and at such place as the Chair of such committee or any two (2) members of such Committee may determine.

4.13 NOTICE OF MEETINGS

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 11.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified, including, if required by the Act, any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any annual financial statements mentioned in section 142 of the Act; or
- (d) subject to requirements in the Act, adopt, amend or repeal the Articles or By-laws.

4.14 WAIVER OF NOTICE

A director may in any manner waive a notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.15 FIRST MEETING OF NEW BOARD

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.16 ADJOURNED MEETING

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.



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4.17 REGULAR MEETINGS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of - 9 - such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings, except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.18 RESOLUTION IN LIEU OF MEETING

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Any resolution in writing signed by all of the directors entitled to vote thereon at a meeting may be so signed in counterparts. A copy of every resolution referred to above shall be kept with the minutes of the proceedings of the directors or committee of directors.

4.19 CHAIR

The person appointed as President pursuant to a resolution of directors described in section 6.01 of this By-Law, or, in his or her absence, the Vice-President, shall be chair of any meeting of directors and, if he or she is not present, the directors present shall choose any one of their number to be chair.

4.20 VOTES TO GOVERN

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

4.21 CONFLICT OF INTEREST

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association, shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board or Members. Such a director shall not vote on any resolution to approve the same except as provided by the Act.



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4.22 REMUNERATION AND EXPENSES

Subject to any Unanimous Member Agreement, the directors shall not be paid remuneration for their services as directors. The directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the Board, any committee thereof or any event requested of them by or on behalf of the Board.

4.23 DELEGATION

The Board may from time to time delegate to a committee of the Board, a director or an officer of the Association or any other person as may be designated by the Board all or any of the powers conferred on the Board pursuant to these By-Laws or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

ARTICLE FIVE COMMITTEES

5.02 TRANSACTION OF BUSINESS

Subject to the provisions of the Act, any Unanimous Members Agreement or these Bylaws, the powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all committee members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Saskatchewan.

5.03 ADVISORY BODIES

The Board may from time to time appoint such advisory bodies as it may deem advisable.

5.04 PROCEDURE

Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its committee members, to elect its chair and to regulate its procedure.



ARTICLE SIX OFFICERS

6.01 OFFICERS

The officers of the Association are as follows:

- (a) President
- (b) Vice President
- (c) Secretary, and
- (d) Treasurer

6.02 DUTIES

The duties of each of the officers shall be such duties as designated by the Board from time to time, including, without limitation:

(a) President:

- attend and preside as chairperson at all meetings of the Association, and at all meetings of the Board of Directors except as otherwise provided in these By-laws;
- the power to call meetings of the Board of Directors;
- have signing authority on behalf of the Board;
- be an ex officio member of all committees established by the Board;
- provide a written report at each annual meeting of Members concerning the operations of the Association;
- be a representative of the Associations at public or official functions; and
- such other powers and duties as the Board may specify. -

(b) Vice President:

- attend all meetings of the Association and all meeting of the Board, and in the absence of the President, preside as chairperson at all meetings of the Association, and at all meetings of the Board except as otherwise provided in these By-Laws;
- have signing authority on behalf of the Board;
- assume all powers and duties of the President in the absence or disability of the President; and
- such other powers and duties as the directors may specify.



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(c) Secretary:

- attend all meetings of the Association and all meeting of the Board and enter or cause to be entered in the records kept for that purpose, minutes of all proceedings at each such meeting;
- ensure all Members / Board members, as the case may be, receive a copy of such records / minutes prior to the next meeting;
- have signing authority on behalf of the Board;
- give or cause to be given all notices to Members, directors, officers, auditors and members of committees of the Board;
- supervise the specific requests of the Board;
- working with the President with respect to the development of meeting agendas;
- liaise between the Board, officers and staff;
- such other powers and duties as the directors may specify.

(d) Treasurer:

- attend all meetings of the Association and all meetings of the Board;
- have signing authority on behalf of the Board;
- be responsible for the preparation and submission of a financial statement for each regular meeting of the Board, indicating the financial position of the Association at the close of the preceding month;
- be responsible for the auditing all accounts of the Association annually, or as may otherwise be required by the Board;
- supervise the preparation of the audited financial statements of the Association to be presented to the Members at the annual meeting of Members;
- supervise the preparation of the annual budget and program forecasts for the Association;
- work with office staff in preparing tenders for goods and services;
- provide recommendations to the Board regarding any training for office staff or upgrading financial practices that will enhance the objectives of the Associations;
- be responsible for the deposit of money, the safekeeping of membership interests and the disbursement of funds of the Association, including, without limitation, rendering an account of all transactions, whenever required; and • such other powers and duties as the Board may specify.



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6.03 OFFICERS - GENERAL PROVISIONS

The duties of such officers shall be those designated by the directors from time to time and, unless and until duties are designated, shall be those usually pertaining to such offices and as set out in - 12 - Section 6.02. Where a person has more than one office, each office shall be deemed separate from the others and an officer may sign documents or describe him or herself by any one or more of the offices which he or she holds, or he or she may use the name of all offices held by him or her. Until new officers are elected, the then incumbents shall continue to hold office until new officers are elected.

6.04 REMUNERATION

Subject to any Unanimous Member Agreement, the officers of the Association shall not be paid remuneration for their services as officers. Officers shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings or any event as may be requested of them by the Board.

6.05 CONFLICT OF INTEREST

An officer shall disclose his or her interest in any material contract or proposed material contract with the Association in accordance with these By-laws.

6.06 AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint agents or attorneys for the Association with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

6.07 FIDELITY BONDS

The Board may require such officers, employees and agents of the Association as the Board deems advisable to furnish bonds of the faithful discharge of their powers and duties in such form and with such surety as the Board may from time to time determine.



ARTICLE SEVEN EXECUTIVE DIRECTOR

7.01 EXECUTIVE DIRECTOR DUTIES

The Board may, in its sole discretion, employ an executive director who shall perform the duties as may be prescribed by the Board from time to time.

ARTICLE EIGHT PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.01 LIMITATION OF LIABILITY

Every director, officer and executive director of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director, officer or executive director shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be placed out or be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, security, or effects of the Association shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

8.02 INDEMNITY

Subject to the limitations contained in the Act, the Association shall indemnify a director, officer and executive director, a former director, officer or executive director, a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a Member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Association or any such body corporate) and his or her 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 him or her in respect of any civil, criminal or administrative action or proceeding to which



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he is made a party by reason of being or having been a director or officer of the Association or such body corporate, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Association; 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.

The Association shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.03 INSURANCE

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any person referred to in Section 9.02 against any liability incurred by such person in his or her capacity as a director or officer of the Association or of another body corporate where he or she acts or acted in that capacity at the Association's request.

ARTICLE NINE MEMBERS

9.01 CLASSES OF MEMBERSHIP

Subject to the Articles, there shall be one (1) class of Members. Notwithstanding there is one class of members, the Board may, by resolution in its sole discretion, issue an honorary membership recognition to those individuals who the Board, in its sole discretion, deem appropriate. An honorary membership recognition shall provide such individual with a lifetime, non-voting interest in the Association for no fee. Such lifetime interest shall be subject to such other limitations as may be set by the Board from time to time.

9.02 MEMBERSHIP CRITERIA/ELIGIBILITY

Subject to the provisions of the Act and in addition to any eligibility requirements set out in the Articles, a person is eligible to be a Member if:

- (a) the individual is a parent, guardian or legal representative of a child or Team Personnel who is under the age of eighteen (18) and has applied for, paid for and been accepted into membership in the Association in such manner as determined by the Board from time to time;
- (b) the individual is of the age of 18 or over, and has applied for, paid for and been accepted into membership in the Association in such manner as determined by the Board from time to time;



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- (c) the individual is a properly registered Team Personnel who is of the age of 18 or over, and has applied for, paid for and been accepted into membership in the Association in such manner as determined by the Board from time to time; or
- (d) the individual is an active director or committee member of the Association; and
- (e) the application for membership has been approved by the Board in its discretion.

Pursuant to Division XIV (Fundamental Change) of the Act, a Special Resolution of the Members is required to make amendments which affect membership rights and/or conditions described such sections of the Act. Notwithstanding the foregoing or anything contained in these By-laws, nothing herein shall be construed as limiting the power and discretion of the Board with respect to the acceptance or rejection of an individual from becoming a Member, or otherwise imposing, waving or varying any conditions of an individual's membership in the Association from time to time or from imposing any sanctions or probationary membership conditions.

9.03 APPLICATION FOR MEMBERSHIP

All Members shall apply for membership in writing or on forms or by methods designated by the Board or otherwise provided in such policies or regulations as may be approved/adopted by the Board from time to time. The forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to the approval of the Board and the Board may refuse to accept any application in its sole discretion.

9.04 MEMBERSHIP TERM

The term of each Member approved by the Board shall be for a term of twelve (12) months commencing on the acceptance date of membership by the Board (the "Membership Term").

9.05 MEMBERSHIP RIGHTS AND RESPONSIBILITIES

- (a) Individuals accepted into membership of the Association shall, subject to the provisions of these By-laws, receive the rights and have the responsibilities outlined below for the Membership Term;
- (b) The Members of the Association who are in good standing shall have the following rights and responsibilities:
 - (i) each Member shall be entitled to one (1) vote at any meeting of the Members, notwithstanding that a Member may be registered as an adult player and have one or more children registered as youth players;
 - (ii) each Member shall be entitled to attend all annual meetings of members and any special meeting of members;



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- (iii) each Member shall be entitled to the rights and privileges provided under the Act;
 - (iv) each Member, or child of a Member under the age of eighteen (18), shall be entitled to receive the associations soccer programming, provided they have paid the appropriate fee for said programming;
 - (v) all Members are eligible to serve on the Board, if elected, or on a committee;
 - (vi) all Members shall uphold the constitution and shall comply with all Bylaws, rules, policies and codes of conduct of the Association and such policies and codes of the Canadian Soccer Association and the SSA that have been adopted by the Association;
 - (vii) Members shall not invoke the aid of the courts without first exhausting all available remedies within the Association, SSA and CSA policies and processes to resolve any and all disputes or disagreements between the member and the Association;
- (c) A Member may be declared to be not in good standing if the Member:
- (i) is in default of financial obligations to the Association;
 - (ii) is subject to disciplinary sanctions by the Association or affiliated body; or
 - (iii) is otherwise not in compliance with these By-laws, the Rules and Regulations or Code of Conduct of the Association.

9.06 MEMBERSHIP FEES

The Board shall establish the membership fees payable by Members from time to time. Once such fee is paid and such membership is accepted by the Board, such membership fees shall be non-refundable.

9.07 MEMBERSHIP CARDS

The Association may issue membership cards in such form as the Board shall from time to time approve as evidence of membership in the Association. All membership card or membership cards issued shall be issued pursuant to the policies adopted by of the Association and may or may not be signed.

9.08 TERMINATION OF MEMBERSHIP

A Member's membership in the Association is terminated when:

- (a) such individual, whether as a parent, guardian or legal representative of a child who is under the age of eighteen (18) or an individual who is of the age of eighteen (18) or older, when such individual no longer meets the criteria of a Member set out in Section 9.02;
- (b) the Membership Term expires;
- (c) when such Member provides his or her written resignation to the President;



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(d) a Special Resolution of the Members is passed providing for the termination of such individual as a Member; or

(e) the Association is liquidated or dissolved under the Act.

Termination of an individual's membership shall not effect the liability of such Member to the Association with respect to payment of fees or other amounts owing, or entitle the resigning or terminated Member, as the case may be, to a refund of any fees or other amounts paid to the Association on account of such membership.

9.09 NO TRANSFER OF MEMBERSHIP

A Member may not transfer his or her membership interest in the Association under any circumstances.

ARTICLE TEN MEETINGS OF MEMBERS

10.01 ANNUAL MEETINGS

The annual meeting of Members shall be held at such time and, subject to Section 9.03, at such place as the Board or the President, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or dispensing of the appointment of an auditor and for the transaction of such other business as may properly be brought before the meeting.

10.02 SPECIAL MEETINGS

Special Meetings of Members shall be held from time to time and at such place as the President or a quorum of the Board determines.

10.03 PLACE OF MEETINGS

Meetings of the Members shall be held at the principal business office of the Association, or at such other place within Saskatchewan as the President or a quorum of the Board may determine from time to time.

10.04 NOTICE OF MEETINGS Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 11.01 not less than fifteen (15) nor more than sixty (60) days before the date of the meeting to each director, to the auditor, and to each Member who, at the close of



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business on the record date for notice, is entered in the membership register as member in good standing. Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor (or dispensing with such appointment) shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.05 LIST OF MEMBERS ENTITLED TO NOTICE

For every meeting of Members, the Association shall prepare a list of Members entitled to receive notice and, if in good standing, and with respect to Members, vote at the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 10.04, the Members listed shall be those registered at the close of business on such record date. If no record date is fixed, the Members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any Member during usual business hours at the registered office of the Association or at another place designated by the Association from time to time.

10.06 MEETINGS WITHOUT NOTICE

A meeting of Members may be held without notice at any time and place permitted by the Act:

- (a) if all the Members entitled to vote thereat are present in person or duly represented, or if those not present or represented waive notice of or otherwise consent to such meeting being held; and
- (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held; so long as the Members, auditors or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting, any business may be transacted which the Association at a meeting of Members may transact.

10.07 CHAIR OF MEMBERS MEETINGS

Either the President or the Vice-President, or his or her nominee, shall chair the meeting of Members.



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10.08 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Members shall be those entitled to notice of the meeting and others who, although not entitled to notice, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

10.9 QUORUM

A quorum at any meeting of the Members shall be a majority of the Members who are present at the meeting and who are Members entitled to vote thereat.

10.10 RIGHT TO VOTE

Every Member named in the list referred to in Section 10.05 shall be entitled to the following with respect to a meeting of Members:

- (a) each membership shall entitle a Member to receive notice of, attend and have one (1) vote at all meetings of the Members of the Association, which may only be exercised as long as the Member is in good standing with the Association as determined by the Board;
- (b) a Member who is not in good standing is entitled to receive notice of and attend a meeting of Members, but shall not be entitled to vote at such meeting except in accordance with the Act;
- (c) if a Member is not in good standing with the Association as a result of outstanding fees owing, such Member may request the Board to provide a statement of fees owing by the Member to the Association and pay such fees at any time prior to the commencement of the meeting at which such Member would otherwise be entitled to vote, and upon confirmation of payment by the Board, such Member shall be deemed to be in good standing and entitled to vote at such meeting of Members;
- (d) if a Member is not in good standing with the Association as a result of something other than outstanding fees owing, such Member shall continue to not be in good standing until he or she complies with the directions from the Board. For the purpose of these By-Laws, a Member is considered not to be in good standing if any of the provisions set out in Section 9.05 (c) are applicable to such Member.

10.11 VOTES TO GOVERN

At any meeting of Members, every question shall, unless otherwise required by the Articles or By-laws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes



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either upon a show of hands or upon a poll, the Chair of the meeting, who is not to have an original vote, shall be entitled to a casting vote.

10.12 SHOW OF HANDS

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

10.13 BALLOTS

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting, may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present and entitled to vote shall be entitled, to one (1) vote at the meeting upon the question, and the result of the ballot so taken shall be the decision of the majority of the Members upon the said question.

10.14 ADJOURNMENT

The chair at a meeting of Members may, with the consent of the meeting majority of the Members present and entitled to vote and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. Subject to the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

10.15 RESOLUTION IN WRITING

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in



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accordance with the Act. Any resolution in writing signed by all of the Members entitled to vote thereon at a meeting may be so signed in counterparts.

10.16 ONLY ONE MEMBER

Where the Association has only one Member, the Member present in person or duly represented constitutes a meeting.

10.17 PROXYHOLDER

Subject to the Articles, no Member shall be entitled to appoint a proxyholder with respect to voting at any meeting.

ARTICLE ELEVEN NOTICES

11.01 METHOD OF GIVING NOTICES

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the By-laws or otherwise to a Member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given, and a notice so delivered shall be deemed to have been given when it is delivered personally;
- (b) if mailed to his or her recorded address, and a notice so mailed shall be deemed to have been given as of the day of the notice being deposited in a post office or public letter box as listed on the official post date of the notice; or
- (c) if sent via email or by other electronic means if delivered to his or her email or electronic address as provided to the Association upon application for services, and a notice so electronically delivered shall be deemed to have been given on the date it is sent to the recorded email or electronic address. The secretary may change or cause to be changed the recorded address, email address or contact information of any Member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.



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11.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.03 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, director, officer, auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04 SIGNATURE TO NOTICES

The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.05 PROOF OF SERVICE

A certificate of the Chair of the Board of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer, auditor or member of a committee of the Board or in relation to the publication of any notice, shall be conclusive evidence thereof and shall be binding on every Member, director, officer, auditor or member of a committee of the Board of the Association as the case may be.

11.06 WAIVER OF NOTICE

Any Member, director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the regulations thereunder, the Articles, the By-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board or a committee of the Board which may be given in any manner.

11.07 DISPUTES

All disagreements, disputes, controversies and claims whatsoever of a Member with respect to the Association or the construction or application of any provision of these By-Laws or any of the



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Association's Rules or Regulations, shall attempt to be resolved by the parties pursuant to the policies and processes adopted by the Association from time to time before proceeding to litigation.

ARTICLE TWELVE DISSOLUTION

12.01 DISSOLUTION

Upon the dissolution of the Association, all remaining assets and property shall be distributed to an amateur athletic organization or corporation operating on a "not for profit" basis, preferably an organization that the stated objectives or main purpose of which include the organization, promotion or development of the sport of soccer within the City of Regina.

ARTICLE THIRTEEN EFFECTIVE DATE

13.01 EFFECTIVE DATE

Subject to its confirmation by the Members in accordance with the Act, this Bylaw shall come into force on the date it is approved by the Members and shall supersede all previous bylaws.

ENACTED by the Board the ____ day of _____, 2019.

President

CONFIRMED by the Members in accordance with the Act the ____ day of _____, 2019.

President