

**BYLAWS OF
Kindersley Soccer Inc.**

Adopted March 22, 2022

1.0 DEFINITIONS

In these Bylaws, unless otherwise specified:

- (a) "Act" means The Non-Profit Corporations Act, 1995 of Saskatchewan.
- (b) "Kindersley Soccer" shall mean Kindersley Soccer Inc.
- (c) "Board," "Board of Directors" and "Directors" means the current directors of Kindersley Soccer.
- (d) "Bylaw" means any bylaw of Kindersley Soccer that shall be in force from time to time.
- (e) "Canada Soccer" means the Canadian Soccer Association.
- (f) "CONCACAF" shall mean the Confederation of North, Central American and Caribbean Association Football.
- (g) "FIFA" shall mean the Federation Internationale de Football Association.
- (h) "Member" shall mean all members of the Kindersley Soccer.
- (i) "Person" includes an individual, family, league, team, manager, coach, player, trainer, referee, partnership, association, corporation or any other entity recognized by Kindersley Soccer.
- (j) "Soccer" includes all playing categories of indoor and outdoor soccer, as well as futsal.
- (k) "SSA" shall mean the Saskatchewan Soccer Association.

2.0 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 neutral where appropriate and vice versa.

3.0 CORPORATE OFFICE AND IDENTITY

- (a) The Registered Office of Kindersley Soccer shall be located in: Kindersley, SK.
- (b) Kindersley Soccer shall be identified in all notices, banking documents, contracts, correspondence and other communications by its legal name Kindersley Soccer Inc.

4.0 AFFILIATIONS

- (a) Kindersley Soccer shall establish and maintain membership with the Saskatchewan Soccer Association and, through that membership, shall be affiliated with Canada Soccer.
- (b) Kindersley Soccer shall govern and administer soccer according to the Conditions of Membership approved by the SSA Board of Directors.
- (c) Kindersley Soccer may establish and maintain membership and affiliation with such other associations as the Board of Directors shall determine from time to time.
- (d) Kindersley Soccer shall be incorporated under the Non-Profit Corporations Act, 1995 (Saskatchewan).

5.0 OBJECTIVES

The objectives of Kindersley Soccer are:

- (a) To promote interest, participation and excellence in, and the enjoyment of, soccer.
- (b) To provide, develop and foster the concepts of fair play, teamwork, competitive sportsmanship, and ethical behavior among all those involved in soccer.
- (c) To abide by and enforce the Laws of the Game, and other rules and regulations governing the sport of soccer in the spirit of competitive fair play.
- (d) To govern the game of soccer in the Town of Kindersley and an area within 80 kilometers of the city boundaries.
- (e) To use the resources of Kindersley Soccer:
 - (i) To promote good health and physical fitness in members of Kindersley Soccer Inc;

- (ii) To maintain and increase the interest in the game of soccer;
- (iii) To promote fun and fair play.

6.0 MEMBERSHIP

(a) Kindersley Soccer has three classes of members:

(i) Regular Members

(1) Registered Players - All players registered with the Association in accordance with the Bylaws and requirements of SSA and Canada Soccer.

(2) Team Personnel - All persons approved by the Association as a coach, assistant coach, manager, or trainer of any team registered by the Association with the SSA.

(3) Directors - All persons who have been elected as a Director of the Association.

(ii) Associate Members

(1) All persons who are a parent or legal guardian of a registered player and who are identified as such on a player registration form.

(iii) Life Membership

(1) Life Membership is the highest honor that can be bestowed by this Association and is awarded only for very distinctive service to the Association. This Membership may be granted by Kindersley Soccer upon the nomination of the Board of Directors and confirmation at the next Annual General Meeting of Kindersley Soccer. Such person shall have a voice but no vote at Board Meetings of Kindersley Soccer.

(b) Rights of Membership

(i) All Regular Members of the Association shall be entitled to receive notice of, attend and be heard at all meetings of the Members, and, if they have attained the age of majority, shall be entitled to vote. All Regular Members of the Association who have not attained the age of majority shall have an Associate Member vote on their behalf.

(ii) All Associate Members of the Association shall be entitled to receive notice of, attend and be heard at all meetings of the Members. Where a family includes Regular

Members, who have not attained the age of majority, that family shall be entitled to only one vote.

(iii) All Life Members of the Association shall be entitled to receive notice of, attend and be heard at all meetings of Members.

7.0 COMMENCEMENT OF MEMBERSHIP

(a) Regular Membership in the Association shall, in the case of Registered Players and Team Staff, commence upon the registration of the member with Association, and in the case of a Director, upon the date of the election of such individual.

(b) Associate Membership shall commence upon the completion of the membership of the registered player.

(c) Life Membership shall commence upon confirmation by Membership at the AGM.

8.0 APPROVAL OF MEMBERSHIP

(a) All applications for Regular Membership and Associate Membership shall be approved by the Board.

(b) Approval of membership is contingent on full payment of registration, and being in good standing with the organization.

9.0 CONDITIONS OF MEMBERSHIP WITHIN KINDERSLEY SOCCER

(a) All Members, as a condition of Membership, shall agree to:

(i) Observe and respect the regulations, directives and decisions of the Association and, where applicable, of the SSA, Canada Soccer and FIFA;

(ii) Meet all financial obligations to the Association, and shall pay to the Association such Membership and other fees in such amounts and at such times as may be prescribed by the Board of Directors from time to time;

(iii) Comply with the Laws of the Game and all Rules of Competition as may be set by Kindersley Soccer, SSA, Canada Soccer, CONCACAF and FIFA;

(iv) Uphold the values of loyalty, respect, equality, integrity and good sporting behavior, and shall abide by such Code of Conduct;

(v) Submit to such disciplinary processes as may be prescribed in the policies of Kindersley Soccer, SSA, Canada Soccer, CONCACAF and FIFA

(b) Conditions of Participation within Kindersley Soccer

(i) The Association shall not be responsible for any damage, injury, or loss of property to any member or person regardless of the reason or nature of such damage, loss or injury; and further, every member or person using any facility or fields used by the Association does so at his or her own risk.

10.0 TERMINATION OF MEMBERSHIP

(a) Membership in the Association shall terminate as a result of:

(i) The end of each season.

(ii) Written resignation by the Member.

(iii) Expulsion as a result of a Discipline Process.

11.0 JURISDICTION

(a) The Kindersley Soccer shall follow the provisions outlined in the Bylaws and Policies of SSA and Canada Soccer according to the terms laid out by SSA and Canada Soccer.

(i) The Kindersley Soccer shall use the provisions outlined in the Bylaws and Policies of the Association and where no such policy exists, if applicable and if it is within the jurisdiction of the Association, policy from the next highest level governing body shall apply.

(b) The Kindersley Soccer shall establish judicial processes to manage Formal Complaints and Appeals which operate independently of the Board and, whose members are not Directors and, whose terms of reference shall be set out in the policies of the Association.

(c) Kindersley Soccer shall use the provisions outlined in the Bylaws and Policies of the Association and SSA as their exclusive remedy to resolve any and all disputes or disagreements between them and each waives any and all resort to the ordinary courts, including the federal courts, while internal remedies within the Saskatchewan and Canadian Soccer policies exist.

(d) Any recourse to the courts of any jurisdiction in a dispute by any Member or Person before all rights of appeal and all internal rights and remedies within soccer in Canada have been exhausted, shall be deemed a violation and breach of these Bylaws.

(e) Any Member or Person who, in a dispute, has sought court action before exhausting all proper procedures of appeal, will be liable for all legal costs and disbursements incurred by the Association.

(f) Any Member or Person who, having exhausted all proper procedures of appeal, proceeds with court action, will be liable for all legal costs and disbursements incurred by the Association prior to reinstatement of Good Standing with the Association should the courts rule in favour of the Association.

12.0 DISCIPLINE OF MEMBERS

(a) Members or Persons who face a discipline process have a right to proper notice of any Discipline hearing, and, have the right to be heard, and, have the right to appeal the decision according to Association policy except in the expulsion of a Member.

(b) Any Member or Person may be disciplined for failure to act in accordance with the Bylaws, policies, directives, rules or Code of Conduct of the Association.

(c) Any Member whose Membership has been suspended or terminated as a result of disciplinary proceedings shall not be entitled to receive any refund, in whole or in part, in respect of Membership fees paid by such Member.

13.0 EXPULSION OF A MEMBER

(a) Membership may be terminated by expulsion as determined by a formal Discipline process if:

(i) The Member fails to fulfill its financial obligations toward the Association.

(ii) The Member seriously or repeatedly violates the Code of Conduct, conditions of membership, Bylaws, policies or directives of the Association.

(b) No Membership shall be expelled without the member receiving a fair hearing.

(c) Loss of Membership due to expulsion does not relieve the Member from its financial obligation toward the Association but shall lead to cancellation of all rights in relation to the Association.

14.0 MEMBERS' MEETINGS

14.1 Voting

(a) All Regular Members registered in the current outdoor season and all Regular Members registered in the last indoor season will be entitled to vote if in attendance at any general meeting. Where a Regular Member was registered in both seasons, they will be entitled to only one vote.

(b) Votes at a meeting of members shall be by show of hands unless a vote by ballot shall be requested by a Member in attendance, in accordance with the procedures set out in the Act.

14.2 Annual Meeting

(a) An annual meeting of the Association shall be held in a place and on such date that the Directors may determine, in accordance with the requirements of the Act.

14.3 Special Meetings

(a) A special meeting of the Association may be called at any time by the Directors and shall be called if requested in writing by a minimum of five percent of the Members in good standing. The request shall state the reason for calling the meeting.

(b) No business shall be transacted at a special meeting other than the business that the Meeting was called to transact.

(c) The voting procedures and meeting rules used at Special General Meetings shall be those used at Annual General Meetings.

14.4 Notice

(a) Notice of any annual or special meeting of the Members shall be sent to the Membership, through the Board's chosen form of communication not more than 50 and not less than 15 days in advance of the meeting.

14.5 Quorum

(a) A quorum for the purpose of any resolution at any general meeting shall be 50%+1 of the voting Members that are in attendance

15.0 DIRECTORS AND OFFICERS

15.1 Board of Directors

(a) The Board of Directors shall consist of a minimum of 3 Directors, up to a maximum of 9.

15.2 Nominations

(a) Nominations may be made by any Member, with the written consent of the nominee, for the position of Director.

(b) If there is more than one nominee for a specific position, an election for such office or position shall take place. If only one nominee has been presented for a Board position, the individual shall be acclaimed.

(c) A nominee who has allowed his or her name to stand for election but has been unsuccessful in such election may also allow his or her name to stand for any other position to be filled thereafter.

15.3 Officers

(a) The Officers of the Kindersley Soccer shall be President, Vice President, and Secretary.

(b) The positions of President, Vice President, Secretary and Treasurer shall be determined by the elected Directors after the close of the Annual General Meeting.

15.4 Terms of Office

(a) All Directors shall be elected for a two-year (2) term and shall be eligible for re-election.

(b) Election of the Directors shall generally proceed in alternating years according to a schedule determined by the Board.

15.5 Role and Responsibilities

(a) Board:

(i) Has authority over, and responsibility for, the affairs of the Association, and shall be responsible to develop and implement policies, procedures and practices to effectively govern and grow the Association;

(ii) Is accountable to act with the best interests of the Association in mind, now and in the future. In reaching any decision, takes into account the decision's impact on the Association, both short and long term, while also considering the needs and interests of the members and stakeholders;

(iii) Ensures that the Association meets all legal requirements;

(iv) Ensures that the Association meets all of the membership requirements set out by the SSA;

(v) Ensures that there are sufficient and appropriate human and financial resources for the Association to do its work;

(vi) Speaks with one voice on the basis of decisions made through formal motions at its meetings.

(b) President:

(i) The President shall preside at meetings of the Board of Directors.

(c) Vice President:

(i) The Vice President shall preside at Board Meetings in the absence of the President.

(d) Directors:

(i) Carry out his/her fiduciary duties (duty of care, duty of due diligence, duty of loyalty, duty of obedience) as matters of personal responsibility, which cannot be delegated to any other person or organization.

15.6 Officers

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

15.7 Vacancies

(a) Vacancies shall occur if a Director:

- (i) Becomes of unsound mind, or physically, or mentally incapable of carrying out his or her responsibilities;
- (ii) Dies, resigns or is removed from the Board;
- (iii) Has the status of bankrupt.

(b) A Director may be removed from the Board, for good and sufficient cause, including, but not limited to:

- (i) a lack of participation (without notice) in three consecutive Board meetings;
- (ii) a breach of Bylaws, Policies and Procedures, and/or Governance Policies;
- (iii) conduct that is detrimental to the Association.

(c) Should a Director's conduct come into question:

- (i) the Board shall inform the Director in writing outlining the nature and extent of such allegations;
- (ii) the Director will be provided with an opportunity to respond and be heard by the Board;
- (iii) the Board shall then determine if the matter shall be put forth for the consideration of Membership.

(d) Should the Board determine that the Director has not lived up to their responsibilities, a resolution to permanently remove the Director from the Board shall be presented for final consideration of the voting Members.

(e) In the event of a vacancy arising for any reason provided for in 15.7 (a), the Board of Directors may, by a majority (50%+1) vote, appoint another person, who shall serve until the next Annual General Meeting or Special General Meeting. Where a vacancy occurs, all documents, records, books, funds or property of the Association shall be turned over to the Board of Directors.

(f) Where a vacancy occurs for the position of Director, the Board may, by majority vote (50%+1), appoint another person, who shall serve as Director until the next Annual General Meeting or Special General Meeting.

(g) Where a vacancy occurs in the President's position, the Vice President shall assume the position of President and shall serve in that position on an acting basis until the next Annual General Meeting.

(h) Where a vacancy occurs in the Vice President's position a new Vice President shall be elected by majority vote (50%+1) of the Board and shall serve in that position on an acting basis until the next Annual General Meeting.

15.8 Conflicts of Interest and Remuneration

(a) Contracts with outside businesses where a Director is employed or is the owner do not create a conflict of interest, provided that the Director complies with the provisions of this Bylaw, and the Act with respect to disclosure and abstinence from discussion and voting on the matter.

(b) Where a Director shall be in a position where his or her interests may conflict with those of the Association, the Director shall disclose the conflict of interest to the Board and shall be excused from any portion of any meeting where the matter is under consideration. A conflict of interest is deemed to arise where a Director, or a related person may be directly impacted or perceived to be directly impacted (either by being adversely affected or by being advantaged), financially or otherwise by a decision of the Board.

(c) No Director shall receive any remuneration for service as a Director of the Board, but a Director shall be reimbursed for reasonable expenses incurred in fulfilling Board duties and may also receive any other such honorarium as any other volunteer in the organization may receive.

15.9 Board Procedures

(a) The Board of Directors shall have full authority to develop and approve Governance & Operational and Membership policies which outline the policies, procedures and management of the Board and the Association.

(i) The Membership policies of the Association shall be posted on the website.

(ii) The Governance & Operational policies of the Association are internal to the Board.

15.10 Board Committees

(a) The Board may create and prescribe the duties, terms of reference and levels of authority of such committees as it may from time to time determine necessary to more effectively manage the affairs of the Association. The Board may delegate to any such committee any of the powers of the Board except those that 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.

16.0 MEETINGS OF THE BOARD OF DIRECTORS

16.1 Voting

(a) 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.

16.2 Quorum

(a) Quorum of the Board of Directors shall be 50% + 1.

17.0 FINANCIAL AFFAIRS

17.1 Fiscal Year

(a) The fiscal year of the Kindersley Soccer shall be from September 1st to August 31st each year.

17.2 Records

(a) Directors shall keep proper records and accounts of all transactions of the Association.

17.3 Financial Disclosure

- (a) The Board 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.
- (b) The Board shall approve the year-end financial statement and confirm its approval by the signature of two Directors.
- (c) No financial statement shall be released or circulated unless it has been approved by the Board.
- (d) The Association shall make available to each Member, upon request, a copy of the year-end financial statements, free of charge.

17.4 Deposit of Funds in the Name of the KINDERSLEY SOCCER INC.

- (a) All funds of the Association shall be deposited in one or more accounts in the name of the Association at a financial institution designated by the Board. Funds may be invested only in current or chequing accounts or guaranteed interest-bearing investments unless otherwise approved by resolution of the Board.
- (b) Two of the President, Vice-President, and Treasurer unless changed by the Directors as hereinafter provided, be authorized to sign in the name of the Association 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 Association. The Directors may, by ordinary resolution, change the designated Signing Officers or the required number of such authorized Officers from time to time, but in no case shall cheques or other financial instruments be issued with the approval of staff persons alone.
- (c) No member of the Board of Directors nor any member of the Association shall have the power to pledge the credit of the Association nor to enter into a contract or an agreement on behalf of the Association where the Association is or will be obligated for a sum that has not been approved by the Board of Directors.

18.0 AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

- (a) The Board may amend the Bylaws that regulate the activities and affairs of the Association. Bylaw amendments are in effect until such amendment is amended or rejected by the Membership.

(b) Any member of the Association may propose changes to the Bylaws, which may only be amended at an Annual General Meeting or a special meeting called for that purpose. Adoption of any proposed Bylaw amendment shall require a two thirds majority vote.

(c) No change, amendment, addition, or alteration to the Articles of Incorporation shall be made except at the annual meeting of the Association and shall require the agreement of a two-thirds majority of the members present.

(d) Notice of any proposed amendment or change to the Bylaws or Articles shall be sent to the Members, at least 15 days before the meeting at which they are to be considered.

(e) Before any proposed amendment to the Bylaws is presented to the annual meeting, it must be forwarded to the Board 30 days in advance of the anniversary date of the previous Annual General Meeting.

19.0 DISSOLUTION OF KINDERSLEY SOCCER

(a) In the event that liquidation or dissolution of the Association is deemed necessary, the method or procedure of liquidation or dissolution shall follow the Articles as prescribed in The Non-Profit Corporations Act, 1995 (Saskatchewan).

20.0 COMING INTO FORCE

(a) These Bylaws shall supersede all previous Bylaws and shall come into force at, and be effective from, the date of their approval by the Members.

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