

MANITOBA SOCCER ASSOCIATION



BY-LAWS
2016-2017

MANITOBA SOCCER ASSOCIATION BY-LAWS

**THE MANITOBA SOCCER ASSOCIATION BY-LAWS REVISIONS
WERE APPROVED BY THE MEMBERS OF THE ASSOCIATION
AT THE 2016 ANNUAL GENERAL MEETING IN WINNIPEG HELD
NOVEMBER 5th, 2016**

**IF YOU HAVE ANY QUESTIONS OR COMMENTS PLEASE
CONTACT THE MSA OFFICE AT @ 204-594-5809 OR BY E-MAIL
AT MBSOCCER@MANITOBASOCCER.CA**

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General Principles

Whereas:

The Association and its Members believe:

- a) That good organizational documents lead to good governance which in turn leads to good policy and good future development
- b) Higher organizational structures provide better regional management and development of the sport
- c) The By-Laws of the Association are the first level of organization and the manner in which the Association govern its conduct; and the roles and responsibilities of its Board of Directors

These By-Laws are therefore created.

ARTICLE 1: GENERAL

1. These By-Laws govern the general conduct of the affairs of Manitoba Soccer Association, a corporation incorporated under the Manitoba Corporations Act.
- 1.2 The following terms have these meanings in these By-Laws:
 - 1.2.1 Act - means The Manitoba Corporations Act (C.C.S.M. c. C225) as from time to time amended or succeeded,
 - 1.2.2 Applicant - means an applicant for membership in the Association under these By-Laws,
 - 1.2.3 Association – means the Manitoba Soccer Association,
 - 1.2.4 Auditor - means an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Association,
 - 1.2.5 Board - means the Board of Directors of the Association,
 - 1.2.6 Coach – means an individual registered with the Association as a coach participant in any activity offered by a Member,
 - 1.2.7 Club - means an organization operating one or more teams under a common executive,
 - 1.2.8 Delegate – means an individual, or their alternate, appointed by a Voting Member to exercise a vote on behalf of the Voting Member,

- 1.2.9 Director - means an individual elected or appointed to serve on the Board of Directors under these By-Laws, and includes the President,
 - 1.2.10 League - means an organization operating under a common executive to provide sanctioned competition for teams,
 - 1.2.11 Life Member - means an individual designated by the Board in recognition of their contribution to the development or promotion of soccer,
 - 1.2.12 Officer - means an individual elected or appointed to serve as an Officer of the Association under these By-Laws,
 - 1.2.13 Ordinary Resolution - means a resolution passed by a majority of the eligible votes cast,
 - 1.2.14 Player - means an individual registered with the Association as a player participant in any activity offered by a Member,
 - 1.2.15 Referee - means an individual registered with the Association as a referee participant in any activity offered by a Member,
 - 1.2.16 Special Resolution - means a resolution passed by a majority of not less than two-thirds of the eligible votes cast,
 - 1.2.17 Soccer Region - means a geographic area as defined by the Manitoba Soccer Association in its Rules and Regulations, and
 - 1.2.18 Team – is a group of players and officials formed by a Club for the purpose of participation in sanctioned competition.
- 1.3 Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies. Terms not defined herein are as defined under The Interpretation Act (C.C.S.M. c.180) (the “Interpretation Act”), as from time to time amended or succeeded.
- 1.4 Except as provided in the Act and in the Interpretation Act, the Board may interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear.
- 1.5 The registered office of the Association will be located in the province of Manitoba at such address as the Board may determine.
- 1.6 The Association may have a corporate seal which may be adopted and changed by resolution of the Directors and that will be in the custody of the Executive Director.
- 1.7 The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives. All

Directors, Officers and committee members, excluding association staff, will serve their office without remuneration.

1.8 A Director, Officer, or committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association or a conflict of loyalty between the interests of the Association and another will comply with the Act and the Association's then current conflict of interest and related policies.

1.9 Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board will be conducted according to the then current edition of Robert's Rules of Order.

ARTICLE 2: MEMBERSHIP

2.1 Voting Members are those Members having votes assigned to them by the Association in accordance with Article 3. Voting Members must meet the registration requirements as set out in the Rules and Regulations and any criteria set by the Board:

2.1.1 Soccer Region – As defined in 1.2.17, or

2.1.2 League Member – a League operating within the province of Manitoba and meeting the registration requirements as set out in the Rules and Regulation and any criteria set by the Board. A League Member is neither registered as a member of nor participating in programs of a Soccer Region and is therefore ineligible to combine its registered players into the calculation of votes for the Soccer Region

2.2 Non-Voting Members

Teams and Clubs by virtue of registration with a Member Soccer Region or League are deemed Non-Voting Members of the Association. Other forms of Non-Voting Membership in the Association may be gained by approval from the Board. These categories of Non-Voting Membership include:

2.2.1 Associate Members:

2.2.1.1 Affiliate Member – an entity operating within the province of Manitoba and registered as a Member but neither registered as a member of nor

participating in programs of a Soccer Region or a League and is therefore ineligible to combine its Registered Players into the calculation of votes for the Soccer Region Member or the League Member,

2.2.1.2 Academy Member – any soccer academy as defined by the Board as an organization whose primary, long-term objective is to provide players with skills training and education and operating within the Province of Manitoba and registered as a Member,

2.2.1.3 Semi Professional and Professional Club Member or Premier Development League Club – any semi-professional, professional, or PDL soccer organization and registered as a Member, and

2.2.1.4 Registered Referee Association Member – any organization of referees whose members are registered with the Association as Referees,

2.2.2 Life Member - an individual whom the Board of Directors, by majority vote, has determined has contributed greatly to the development or promotion of soccer in Manitoba.

2.3 Registration requirements are found in the MSA Rules and Regulations.

2.4 Membership in the Association is not transferable in whole or in part without the consent of the Board.

2.5 The Membership year of the Association will be as determined by the Board.

2.6 Membership dues and fees for all categories of Membership will be as determined by the Board.

2.7 The Board may discipline Members or terminate their Membership in the Association at their discretion. Reasons may include, but are not limited to the following:

2.7.1 The Member, in the case of a Member that is a corporation, dissolves or, in the case of an individual, dies,

2.7.2 The Member failing to maintain any of the qualifications or conditions of membership described in these By-Laws and the Rules and Regulations,

- 2.7.3 The Member failing to comply with the Association By-Laws, Rules and Regulations, policies and procedures in place from time to time as established by the Association,
- 2.7.4 Resignation by the Member by giving written notice to the Association, and
- 2.7.5 Dissolution of the Association.

ARTICLE 3: MEETINGS OF MEMBERS

- 3.1 Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 The Association will hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting is held within fifteen (15) months of the last Annual General Meeting and not later than November 30th.
- 3.3 A Special Meeting of the Members may be called at any time by the Board, the President, or upon the written requisition of five (5%) percent or more of the Voting Members of the Association. A Special Meeting will be called within twenty-one (21) days of receiving the written requisition. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.4 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
 - 3.4.1 By mail, courier or personal delivery to each Member during a period of 21 – 50 days before the day on which the meeting is to be held; or
 - 3.4.2 By telephone, electronic or other communication facility to each Member during a period of 21-50 days before the day on which the meeting is to be held.
- 3.5 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

- 3.6 Any Delegate entitled to vote on behalf of a Voting Member at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.7 Delegates, individuals registered with the Association through Members, the Directors and the auditor of the Association, and such other persons required under any provision of the Act or the By-Laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.
- 3.8 Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.9 Quorum at a General Meeting will be fifty percent (50%) plus one (1) of the eligible delegates.
- 3.10 Voting Members will have the following voting rights at all meetings of Members:
- 3.10.1 Each Soccer Region has two (2) votes represented by two (2) Delegates in addition to the votes and membership Delegates determined by the total number of registered players in the Region as prescribed in the table below,
- 3.10.2 League Members, if not in the geographic limits of a Soccer Region, have votes and membership Delegates as determined by the total number as registered players as prescribed in the table below, and
- 3.10.3 A Delegate or alternate may only carry and exercise one vote on behalf of a Voting Member.

<u>Registered Players</u>	<u>Votes</u>	<u>Delegates</u>
Less than 1000	5 Votes	Represented by 5 Delegates
1001 to 3000	Plus 5 Votes	Represented by 5 additional Delegates

3001 to 5000	Plus 5 Votes	Represented by 5 additional Delegates
5001 to 7000	Plus 5 Votes	Represented by 5 additional Delegates
7001 to 9,000	Plus 5 Votes	Represented by 5 additional Delegates
9,000+	Plus 2 Votes	Represented by 2 additional Delegates

- 3.11 Delegates must be eighteen years of age and older as of the date of the meeting at which they will be a Delegate.
- 3.12 Voting Members will advise the Association in writing from time to time but not less than 14 days prior to any meeting of Members, unless determined otherwise by the Board, who are the Delegate(s) to exercise a vote on behalf of the Voting Member. The notice must be signed by an officer of the Member registered with the Association as a signing officers on behalf and must contain:
- 3.12.1 the names and addresses of the Delegate(s), and
- 3.12.2 a certification by one of its officers in the form attached hereto as Schedule A that the Voting Member has complied with its Delegate appointment process in its selection of Delegates for the particular meeting.
- 3.13 Failure to provide the Delegate notice and certification will invalidate the Voting Member's entitlement to vote at the corresponding meeting of Members for which such notice and declaration is required.
- 3.14 The Board may appoint one or more scrutineer(s) to ensure that votes are properly cast and counted. A Member Delegate may object to the appointment of one or more of the scrutineer(s) on stated grounds and the Chair shall rule on the objection and may disqualify the applicable scrutineer(s) in which case the Member Delegates shall select a replacement scrutineer(s) from individuals present at the meeting.
- 3.15 Votes will be determined by a show of hands, by poll or a secret ballot if requested by at least 10% of the Delegates present at the meeting.

- 3.16 Except as otherwise provided in the Act or these By-Laws, an Ordinary Resolution of eligible Delegates will decide each issue.

ARTICLE 4: GOVERNANCE

- 4.1 The Board will be composed of a maximum nine (9) Directors, one of which is the President of the Association but not less than three (3) of the Directors shall be of opposite gender to the other six (6) Directors. Any provision in these By-Laws relating to Directors applies equally to the President, unless specifically stated otherwise.
- 4.2 Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. The Board shall be vested with the charge and control of Association and of its affairs, funds, and properties. The Board may:
- 4.2.1 Make policies and procedures or manage the affairs of the Association in accordance with the Act and these By-Laws,
 - 4.2.2 Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures,
 - 4.2.3 Make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures,
 - 4.2.4 Employ or engage under contract such persons as it deems necessary to carry out the work of the Association,
 - 4.2.5 Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements,
 - 4.2.6 Borrow money upon the credit of the Association as it deems necessary in accordance with these By-Laws, and
 - 4.2.7 Perform any other duties from time to time as may be in the best interests of the Association.
- 4.3 The President shall be elected by the Members to office separately by secret ballot at the Annual General Meeting. The President shall require a majority (50%+1) of the votes cast to be declared elected. If no candidate receives a majority on any ballot, the candidate that obtains the lowest number of votes is eliminated from subsequent ballots until one candidate receives a majority.

- 4.4 Except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.
- 4.5 Directors will serve terms of three (3) years and may serve three (3) consecutive terms unless they resign, are removed from or vacate their office. Directors are ineligible for reelection for two years after the end of their third consecutive term.
- 4.6 Any individual may be nominated for election as a Director who;
- 4.6.1 is eighteen (18) years of age or older,
 - 4.6.2 who has the power under law to contract, and
 - 4.6.3 who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt.
- 4.7 Any person who is an employee, Director, Officer, or Member of the Board of a Voting Member, if elected, must resign that position within 45 days of their election.
- 4.8 All candidates must give approval in writing in order to have their name placed on the list of candidates for election, and must indicate their willingness and ability to meet obligations of office, and must provide a brief biographical description.
- 4.9 The Nominations Committee shall provide the list of candidates for election as Directors including when applicable, the position of President to be elected. Subject to section 4.8 the list of candidates provided may include the individuals currently on the Board. The list of candidates shall be published to the Members by electronic means no less than 30 days before the date of the Annual General Meeting in which the election is to be held.
- 4.10 Directors will be elected at Annual General Meetings as provided herein.
- 4.10.1 Directors, will be elected by secret ballot.
 - 4.10.2 In the case where there is only one candidate for a position, a secret ballot must still be taken. The candidate must receive a majority (50% +1) of the votes cast to be declared elected. If the candidate does not receive the required majority, the position will be vacant and may be filled according Article 4.13.

- 4.10.3 In any election of Directors the candidates receiving the greatest number of votes shall be elected, except in the case where the three candidates receiving the greatest number of votes are of the same gender, then the third position will be filled by the person of the opposite gender who received the greatest number of votes, and
- 4.10.4 In the case where candidates receive the same number of votes for the last position(s), there will be a run-off vote between the tied candidates. The candidate receiving the most votes will be declared the winner(s).
- 4.11 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the resignation is accepted by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, or by Ordinary Resolution at a meeting of the Board. The Director must be given the opportunity to be heard at such a meeting in accordance with the principles of Natural Justice. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.
- 4.13 Where the position of a Director becomes vacant, the Board may appoint an individual to fill the vacancy until the next Annual General Meeting.
- 4.14 The Board will meet at any time and place as determined by the Board or the President.
- 4.15 Written notice of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting, except where a Director or Directors waive their right to notice.
- 4.16 At any meeting of the Board, quorum is a majority of Directors holding office.
- 4.17 The chair of a Directors meeting will be the President. If the President is absent from the meeting, the Board will appoint another Director to preside over the meeting.

- 4.18 Each Director including the President is entitled to one vote. Voting will be by a show of hands or a secret ballot if requested by any Director. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President is entitled to a second vote to decide the issue.
- 4.19 There is no absentee or proxy voting by Directors, except that a Director who is participating by teleconference or other electronic means may vote by that means.
- 4.20 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.21 A meeting of the Board may take place by teleconference or other electronic means upon the consent of all the Directors.
- 4.22 If all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting. The resolution shall be dated as of the date of the last signature.
- 4.23 The Board may designate offices of the Association in addition to the President. It may appoint officers to, and remove officers from, any office. All officers shall have such powers and duties as specified by the Board. A Director may be appointed to any office of the Association. Two or more offices may be held by the same person.
- 4.24 The President is a Director who, when present, presides at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- 4.25 The Standing Committees of the Board assist the Board in carrying out its role and are:

Audit and Finance Committee,
Nominations Committee, and
Governance Committee.

The Board may appoint such other committees as it deems necessary for managing the affairs of the Association.

4.26 The Chair of each Committee shall be appointed by the Board.

4.27 Any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board, or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

4.28 The Board may remove any member of any Committee.

4.29 A quorum for any committee will be the majority of its voting members.

4.30 The Board will approve the terms of reference for all Committees. The Board may delegate any of its powers, duties, or functions to any Committee.

4.31 The President will be an ex-officio member of all Committees of the Association.

4.32 The Judicial Committees of the Association are:

4.32.1 The Disciplinary Committee, and

4.32.2 The Appeal Committee.

The responsibilities and functions of these Committees shall be as stipulated in the Rules and Regulations.

4.33 The Disciplinary Committee and Appeal Committee shall consist of a Chair, Deputy Chair, and other members. The Chair and Deputy Chair and members are appointed by the Board. The Board may delegate the authority to appoint members of the Committee to the Chair of the Committee.

ARTICLE 5: FINANCE AND MANAGEMENT

5.1 The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board may from time to time determine.

- 5.2 The revenue and expenses of the Association shall be managed so that they balance out over the financial period or as directed by the Board from time to time. Such management may accrue a financial reserve as determined by the Board from time to time.
- 5.3 The banking business of the Association will be conducted at such financial institution as designated by the Board.
- 5.4 All cheques will be made out to the Association and all securities, monies, and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts.
- 5.5 All written agreements and financial transactions entered into in the name of the Association will be signed by any two of: the President, Secretary, Treasurer, Executive Director, or Finance Manager. The Board may authorize other persons to sign on behalf of the Association.
- 5.6 The Board will produce an annual budget proposal for each fiscal year.
- 5.7 At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts, and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Association and will have remuneration fixed by the Directors.
- 5.8 The necessary books and records of the Association required by these By-Laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Association will not be available to the general membership of the Association but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Association in accordance with the Act.
- 5.9 The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

- 5.10 The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 6: AMENDMENTS

- 6.1 The Rules and Regulations and the Policies and Procedures of the Association may be amended by the Board.
- 6.2 Any Director or Voting Member of the Association, in good standing, may propose an amendment to the By-Laws of the Association. This proposal must be submitted in writing to the Board at least forty-five (45) days prior to the meeting of the Members at which it is to be considered, and delivered to the Members at least thirty (30) days before the meeting. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. No amendment to the By-Laws of the Association shall be accepted from the floor at any meeting. These By-Laws may only be amended, revised, repealed, or added to by an affirmative Special Resolution vote of the Delegates present at a meeting duly called to amend, revise or repeal these By-Laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately following the conclusion of the meeting.
- 6.3 In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.
- 6.4 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 6.5 The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.
- 6.6 Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed, in accordance with the provisions of the Act, to organizations with similar objectives as the Association.

- 6.7 The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 6.8 Notwithstanding Article 6.7, the Association will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.
- 6.9 The Association may maintain in force such Directors and Officers liability insurance as may be approved by the Board.

These By-Laws are ratified by a Special Resolution of the Members present and entitled to vote at a meeting of the Members duly called and held on November 5th, 2016. In ratifying these By-Laws, the Members repeal all prior By-Laws of the Association. Such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

