

# **MANITOBA SOCCER ASSOCIATION**



**BY-LAWS**  
**2015-2016**

# **MANITOBA SOCCER ASSOCIATION BY-LAWS**

**THE MANITOBA SOCCER ASSOCIATION BY-LAWS REVISIONS  
WERE APPROVED BY THE MEMBERS OF THE ASSOCIATION  
AT THE 2014 ANNUAL GENERAL MEETING IN WINNIPEG HELD  
NOVEMBER 29<sup>th</sup>, 2014**

**IF YOU HAVE ANY QUESTIONS OR COMMENTS PLEASE  
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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 Club - means an organization or group of individuals or teams organized under central government structure for the purpose of player development through competitive events and includes community centres in the city of Winnipeg,
  - 1.2.7 Days – means days including weekends and holidays,

- 1.2.8 Delegate – means an individual appointed by a Voting Member to exercise a vote on behalf of the Voting Member at meeting of members of the Association and includes an alternate delegate to replace a delegate if a delegate cannot attend a meeting of members of the Association,
- 1.2.9 Director - means an individual elected or appointed to serve on the Board of Directors under these By-Laws,
- 1.2.10 League - means groups of organizations, associations, clubs, community centres, or teams acting together under central government structure, that actively provides consistent competition for players registered with the Association and organized as teams, under common rules and regulations among those entities,
- 1.2.11 Life Member - means an individual determined by the Board to have contributed greatly to the development or promotion of soccer in Manitoba,
- 1.2.12 Member - means all and each of all categories of membership pursuant to these By-Laws,
- 1.2.13 Officer - means an individual elected or appointed to serve as an Officer of the Association under these By-Laws,
- 1.2.14 Ordinary Resolution - means a resolution passed by a majority of the votes cast by the Voting Members who voted in respect of that resolution
- 1.2.15 Player - means an individual registered with the Association as a player participant in any activity offered by a Member,
- 1.2.16 Referee - means an individual registered with the Association as a referee participant in any activity offered by a Member,
- 1.2.17 Registered Individuals – means individuals registered with the Association in any calendar year,
- 1.2.18 Special Resolution - means a resolution passed by a majority of not less than two-thirds of the votes cast by the Voting Members in respect of that resolution,
- 1.2.19 Sport Manitoba Region - means the rural regions of the province defined by Sport Manitoba for regional sport organizations which, are organized by the residents of such region to provide a central governance structure for the development of the sport and having met criteria set by the Board are registered with the Association. The rural regions as of the date of these By-Laws are the Central, Parkland, Eastman, Westman, Interlake and Norman regions,

- 1.2.20 Soccer Administrator - means an individual registered with the Association as a soccer administrator for a Member but does not include any current staff member of the Association,
- 1.2.21 Supporter Member – means any individual, group, corporation or association whom or which the Board of Directors has determined has similar aims and objectives as the Association, and
- 1.2.22 Team - means a group of individuals registered as a team or club with the Association as of the player registration and transfer deadline set by the Canadian Soccer Association in each calendar year and organized under a central governance structure as a part of a club or for participation in a league or in sanctioned games and meeting the rules and regulations of the Association applicable thereto.
- 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 Roberts Rules of Order.

## **ARTICLE 2: MEMBERSHIP**

- 2.1 Voting Members are those Members having votes assigned to them in accordance with Article 3 and are any group, corporation or association accepted as a Voting Member of the Association and meeting one of the following qualifications and agreeing by virtue of membership in the Association to comply with these By-Laws and the Association's rules, regulations, policies and procedures in place from time to time and not limiting the generality of the foregoing meeting the criteria set out in subsection 2.3 applicable to such member:

2.1.1 Sport Manitoba Region Member – Sport Manitoba Region meeting the criteria set out in subsection 2.3 and any criteria set by the Board,

2.1.2 League Member – a League operating within the province of Manitoba and registered as a Member but neither registered as a member of nor participating in programs of a Sport Manitoba Region Member and is therefore ineligible to combine its Registered Individuals into the calculation of votes for the Sport Manitoba Region Member but otherwise meeting the criteria set out in subsection 2.3.

- 2.2 Non-voting members are:

2.2.1 Associate Member – a group, corporation or association meeting one of the following qualifications and who have agreed to comply with these By-Laws and the Association's rules, regulations, policies and procedures:

- 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 Sport Manitoba Region Member or a League and is therefore ineligible to combine its Registered Individuals into the calculation of votes for the Sport Manitoba Region Member or the League Member but otherwise meeting the criteria set out in subsection 2.3,
- 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,
- 2.2.1.4 Registered Referee Association Member – any organization of referees whose members are registered with the Association as Referees and which is at the date of these By-Laws, The Manitoba Soccer Referee's Association,
- 2.2.1.5 Coaches Association Member – any organization of coaches whose members are registered with the Association as Coaches,
- 2.2.1.6 Soccer Administrators Association Member - any organization of Soccer Administrators whose members are registered with the Association as Soccer Administrators,
- 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 amateur soccer in Manitoba, and



2.2.3 Supporter Member - any individual, group, corporation or association who has similar aims and objectives as the Association.

2.3 No Applicant will be admitted as a Voting Member or an Associate Member of the Association unless the Applicant, where applicable to the class of membership sought by the applicant:

2.3.1 has made an application for membership in a manner prescribed by the Board on or before a date set each year,

2.3.2 meets the requirements defined in section 2.2 or 2.4;

2.3.3 is approved as a member by the Board;

2.3.4 if the applicant was previously a Member, the applicant was a Member in good standing when they or it ceased to be a Member or rectifies any default in its good standing from the Applicant's previous membership in its current application. For the purposes of this paragraph the Board shall determine whether or not the Applicant was previously a Member; and

2.3.5 has paid dues or fees for application for membership, if any, as prescribed by the Board from time to time.

2.4 Registration Requirements – In addition to the application requirements defined in Section 2.3, each Member will, at the time of its membership application and annually (where applicable) thereafter during membership:

2.4.1 Register all Clubs (including community centres), Teams, Players, coaches, managers, referees, members of its board of directors and administrators with the Association and submit the following information:

2.4.1.1 Designation as a Club, Team, Player, coach, manager, referee or administrator or including the individuals:

2.4.1.2 Name,

2.4.1.3 Address,

2.4.1.4 Telephone Number,

2.4.1.5 E-Mail,

2.4.1.6 Date of Birth, and

2.4.1.7 Gender.

2.4.2 Provide to the Association copies of the Applicant's (where such matters are applicable to the membership category being applied for):

2.4.2.1 governing documents including the document governing the Applicant's member approved process to appoint Delegates to act on its behalf at the Annual General Meeting and Special Meetings of Members,

2.4.2.2 rules, regulations, policies and procedures

2.4.2.3 names and address of its Board of Directors

2.4.2.4 information satisfactory to the Board demonstrating that the Applicant is:

2.4.2.5 then currently providing an active soccer program that meets the membership category being applied for; and

2.4.2.6 where the soccer program includes minors, evidence that the applicant complies with any CSA or MSA child protection policy in place from time to time

2.4.2.7 a certification by one of its officers in the form attached hereto as Schedule A that its most recent financial statements were presented to its members in accordance with its governing documents or the Act ; and

2.4.2.8 any other information requested by the Association.

2.4.3 An individual will be accepted as a Life Member of the Association by a Special Resolution of the Board.

2.4.4 An individual, group, corporation or association or organization will be accepted as a Supporter Member by an Ordinary Resolution of the Board and on such terms and conditions as the Board may set from time to time for Supporter Memberships generally or on a specific Supporter Member but no such term or condition shall grant a Supporter Member a vote.

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

- 2.6 Unless otherwise determined by the Board, the membership year of the Association will be April 1<sup>st</sup> – March 31<sup>st</sup>.
- 2.7 Membership dues and fees for all categories of Membership will be determined annually by the Board.
- 2.8 Members will be notified in writing of the membership dues or monies at any time payable by them, and if they are not paid within ninety (90) days of notice, the Member will be in default and will automatically cease to be a Member of the Association.
- 2.9 Membership in the Association will terminate immediately upon:
- 2.9.1 The Member, in the case of a Member that is a corporation, dissolves or, in the case of an individual, dies;
  - 2.9.2 The expiration of the Member's annual membership, unless renewed in accordance with these By-Laws;
  - 2.9.3 The Member failing to maintain any of the qualifications or conditions of membership described in these By-Laws;
  - 2.9.4 The Member failing to pay membership dues or monies owed to the Association by the deadline dates described in these By-Laws;
  - 2.9.5 A decision by an empowered panel in accordance with the Association's applicable discipline policies;
  - 2.9.6 Three-fourths (3/4) vote of the Directors at a duly called meeting, provided reasonable notice is provided to the Member and the Member is provided an opportunity to be heard;
  - 2.9.7 Resignation by the Member by giving written notice to the Association; and
  - 2.9.8 Dissolution of the Association.
- 2.10 A Member may not withdraw its membership from the Association when the Member is subject to disciplinary investigation or action of the Association.
- 2.11 A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to the discipline of Members.

2.12 A Life Member or Associate Member may be expelled from the Association by a three-fourths (3/4) vote of the Board of Directors.

2.13 A Supporter Member may be expelled from the Association by an Ordinary Resolution of the Board of Directors.

2.14 A Member of the Association is in good standing with the Association if the Member:

- 2.14.1 Has not ceased to be a Member;
- 2.14.2 Has provided to the Association from time to time as required by these By-Laws, notice of any change approved by its members in its method of appointing Delegates to act on its behalf at Annual General Meetings and Special Meetings of the Members,
- 2.14.3 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed,
- 2.14.4 Has completed and remitted all documents as required by the Association,
- 2.14.5 Is complying and has complied with the By-Laws, policies and rules of the Association,
- 2.14.6 Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- 2.14.7 Has paid all required membership dues and debts to the Association.

2.15 Members not in good standing, as determined by the Board or an empowered panel in accordance with the Association's applicable discipline policies, are not entitled to:

- 2.15.1 Attend, speak or vote at meetings of Members,
- 2.15.2 Receive notice of member meetings, and
- 2.15.3 Be entitled to the benefits and privileges of membership, including but not limited to programs or competitions including but not limited to receiving travel sanctioning or game participation of Association referees

Until such time as the Board is satisfied that the Member meets the criteria of good standing as set out above.

### **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 The Association will hold meetings of Members at such date, time and place as determined by the Board.
- 3.5 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:
- 3.5.1 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
- 3.5.2 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.
- 3.6 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.
- 3.7 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.

- 3.8 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.
- 3.9 Any meetings of Members may be adjourned to any time and place as determined by the Board, but no later than 60 days after the originally called meeting, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice will be required for any adjourned meeting.
- 3.10 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.
- 3.11 Quorum at a General Meeting will be fifty percent (50%) plus one (1) of the Voting Members.
- 3.12 Voting Members will have the following voting rights at all meetings of Members:
  - 3.12.1 Sport Manitoba Region Members, 2 votes represented by one or two Delegates in addition to the votes and membership delegates and votes determined for their member Leagues under subsection 3.12.3
  - 3.12.2 League Members, if not in the geographic limits of a Sport Manitoba Region Member, have votes and membership Delegates determined under subsection 3.12.3, and
  - 3.12.3 League Members have the following votes and delegates with each vote to be carried and exercised by a Delegate appointed in accordance with the rules of the applicable Sport Manitoba Region Member or League Member, as is applicable:

<u>Registered Individuals</u>	<u>Votes</u>	<u>Delegates</u>
Less 1000	5 Votes	Represented by 5 Delegates
1001 to 3000	Plus 5 Votes	Represented by 5 Delegates
3001 to 5000	Plus 5 Votes	Represented by 5 Delegates
5001 to 7000	Plus 5 Votes	Represented by 5 Delegates
7001 to 9,000	Plus 5 Votes	Represented by 5 Delegates
9,000+	Plus 2 Votes	Represented by 2 Delegates

3.13 Delegates must be eighteen years of age and older as of the date of the meeting at which they will be a Delegate.

3.14 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:

3.14.1 the names and addresses of the Delegate(s), and

3.14.2 a certification by one of its officers in the from attached hereto as Schedule B that that the Voting Member has complied with its Delegate appointment process in its selection of Delegates for the particular meeting..

3.15 Failure to provide the Delegate notice and certification will invalidate the Member's entitlement to vote at the corresponding meeting of Members for which such notice and declaration is required.

- 3.16 At the beginning of each meeting, 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.
- 3.17 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.
- 3.18 Except as otherwise provided in the Act or these By-Laws, an Ordinary Resolution of Voting Members 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.
- 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, and shall serve for a three (3) year term. The President may serve a maximum of three terms. 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 At the first election of Directors following the approval of these By-Laws:
- one-third (1/3) of the Directors including the President (at least one of which shall be of opposite gender to the other two so elected) shall be elected for a three-year term,
  - one-third (1/3) of the Directors (at least one of which shall be of opposite gender to the other two so elected) shall be elected for a two-year term,
  - and one-third (1/3) Directors (at least one of which shall be of opposite gender to the other two so elected) shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors or the President shall be elected for three-year (3) terms.

- 4.5 Any individual may be nominated for election as a Director or the President who;
- 4.5.1 is eighteen (18) years of age or older,
  - 4.5.2 who has the power under law to contract,
  - 4.5.3 who may be a member of a Board, Director or officer of a Member at the time of election but who, if elected, must resign that position within thirty (30) days of being elected as a Director, and

- 4.5.4 who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt,
- 4.6 No employee of a Member may be nominated for election as a Director or the President.
- 4.7 The Nominations Committee shall develop a slate of candidates it recommends to the Members for election as Directors including when applicable, the position of President to be elected. Subject to section 4.9 the list of nominations provided may include the individuals currently on the Board. The slate of nominations 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.
- 4.8 Additional nominations (in addition to those named in section 4. 6) may be presented by any Member in good standing provided that each nomination is endorsed by no fewer than twenty (20) signatures verified as those of registered individuals of the age of majority in good standing. Such additional nominations will be accepted by the Nominations Committee up to September 1 of the year in which the election is to be held and published to the Members in the same manner as the slate of candidates developed by the Nominations Committee for that year. Such nominations may or may not be recommended to the Members by the Nominations Committee.
- 4.9 All nominees must give approval in writing in order to have their name placed in nomination, and must indicate their willingness and ability to meet obligations of office, and must provide a brief biographical description.
- 4.10 Directors and the President will be elected at Annual General Meetings as provided herein.
- 4.10.1 Directors and the President will be elected by secret ballot,
- 4.10.2 In any election of Directors, except the first following adoption of these By-Laws as hereinafter set out, the nominees receiving the greatest number of votes and Ordinary Resolution shall be elected. In the first Director election following the

adoption of these By-Laws, those nominees receiving votes shall be matched to the offsetting terms of Directors as follows:

4.10.2.1 The two nominees receiving the most and second most votes shall be elected for a three-year term,

4.10.2.2 The three nominees receiving the third, fourth and fifth number of votes shall be elected for a two-year term, and

4.10.2.3 The three nominees receiving the sixth, seventh and eighth number of votes shall be elected for a one-year term.

4.10.3 In the case of a tie, the nominees receiving the same number of votes for the final position(s) will participate in a run-off vote. The nominee(s) receiving the most votes will be determined the winner. (For example: five nominees receiving the same number of votes for the final two positions will require a run-off vote including the five nominees from which voting Delegates will select two winners who received the greatest number of votes.)

4.11 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 including the President are ineligible for reelection for two years after the end of their third consecutive term

4.12 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 request is approved 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.

4.13 The office of any Director will be vacated automatically if the Director:

4.13.1 Resigns,

- 4.13.2 Without prior approval of the President, fails to attend three (3) meetings of the Board in a year,
- 4.13.3 Is found by a court to be of unsound mind,
- 4.13.4 Becomes bankrupt,
- 4.13.5 Is suspended by a disciplinary body of a Member or the Association such that the duties of the position of a Director cannot be fulfilled, and all appeals of such suspension have been exhausted or abandoned, or
- 4.13.6 Is convicted of any criminal offence related to his or her position as a Director or of an offence of moral turpitude.

4.14 A Director may be removed:

4.14.1 By Ordinary Resolution of the Members at an Annual Meeting or Special Meeting. 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.

4.14.2 By Special Resolution at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such a meeting. 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.

4.15 Where the position of a Director becomes vacant, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

4.16 The Board will meet at any time and place as determined by the Board or the President.

4.17 Written notice of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors absent consent to the meeting being held in their absence.

4.18 At any meeting of the Board, quorum is a majority of Directors holding office.

- 4.19 The chair of a Directors meeting will be the President. If the President is absent from the meeting, the Board will appoint another Director present to preside over the meeting.
- 4.20 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 favor of the resolution. In the event of a tie, the President is entitled to a second vote to decide the issue.
- 4.21 There is no absentee or proxy voting by Directors.
- 4.22 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.23 A meeting of the Board may take place by teleconference or other electronic means upon the consent of the Directors.
- 4.24 If all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.
- 4.25 The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person.
- 4.26 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- 4.26.1 The President is a Director and, when present, presides at all meetings of the Board of Directors and of the Members. The chair shall have such other duties and powers as the Board may specify.
- 4.26.2 The Secretary, if appointed, shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- 4.26.3 The Treasurer, if appointed, shall have such powers and duties as the Board may specify.
- 4.26.4 The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
- 4.27 The Standing Committees of the Board assist the Board in carrying out its role and are:
- 4.27.1 Audit and Finance Committee,
  - 4.27.2 Nominations Committee, and
  - 4.27.3 Governance Committee.
- 4.28 The chair of each Standing Committee shall be as appointed by the Board but, unless the President is specifically appointed by the Board as such, the Treasurer is chair of the Audit and Finance Committee and the Secretary is the chair of the Governance Committee.
- 4.29 The Board shall approve the members of each Standing Committee but the members of the Audit and Finance Committee need not be Directors. The committee chair, in consultation with the Nominations Committee, shall recommend the members of the Audit and Finance Committee to the Board.
- 4.30 The terms of reference of the Standing Committees shall be set out in these By-Laws as supplemented by specific terms of reference created by each Committee, consistent with

these By-Laws and approved by the Board. Each Standing Committee may from time to time propose changes to its terms of reference to the Board. The basic terms of reference for each Standing Committee is as follows:

4.30.1 The Audit and Finance Committee shall:

4.30.1.1 Monitor the financial management of the Association and advise the Board on financial matters and asset management. It shall analyze the budget and the financial reports and statements and submit them to the Board for approval.

4.30.1.2 The Audit and Finance Committee shall, at the time of the annual audit, provide access to the Association financial records, review the auditor's report, and submit that report to the Board.

4.30.1.3 Any supplemental terms of reference of the Audit and Finance Committee must be approved by the Board and must be consistent with these By-Laws. The Committee may propose changes to the terms of reference to the Board.

4.31 The Nominations Committee shall:

4.31.1 Actively recruit and recommend to the Voting Members candidates for Directors and the President,

4.31.2 Shall also receive and review all other nominations for Directors and the President,

4.31.3 Prepare slate of candidates for election as provided in these By-Laws, and

4.31.4 Assist the Board and its committees in recruiting suitable members for Board committees.

4.31.5 Consist of not less than three (3) members except where that quota cannot be filled and nominations are required for a coming Annual General Meeting, including the chair, but the President shall not be a member.

4.32 The Governance Committee shall:

4.32.1 Recommend policies to the Board pertaining to governance issues and procedures, including

4.32.1.1 The orientation and training of new Board members,

- 4.32.1.2 Ongoing training of existing Board members,
  - 4.32.1.3 Evaluation of the Board,
  - 4.32.1.4 Consideration and preparation of amendments to the Articles of Incorporation of the Association for recommendation to the Members,
  - 4.32.1.5 Consideration and preparation of amendments to these By-Laws for recommendation to the Board, and
  - 4.32.1.6 Considering and advising the Board on amendments to the Articles of Incorporation and these By-Laws by Voting Members as provided in subsection 6.2 and working with such Voting Members on their proposal for refinement and coordination where necessary or directed by the Board or requested by the Voting Member.
- 4.33 The Board may appoint such other committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may establish the terms of reference and operating procedures, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-Laws.
- 4.34 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.
- 4.35 A quorum for any committee will be the majority of its voting members.
- 4.36 The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.
- 4.37 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.



- 4.38 The President will be an ex-officio member of all Committees of the Association excluding the Nominations Committee.
- 4.39 The Board may remove any member of any Committee.
- 4.40 No Committee will have the authority to incur debts in the name of the Association.
- 4.41 The Judicial Bodies of the Association are:
- 4.41.1 The Disciplinary Committee, and
  - 4.41.2 The Appeals Committee.
- 4.42 The responsibilities and functions of these bodies shall be stipulated in the Rules and Regulations or then current policies of the Association from time to time.
- 4.43 The Disciplinary Committee shall consist of a Chair (who shall whenever possible have legal qualifications), Deputy Chair, and a number of members deemed necessary by the Chair none of whom can be a Director of the Association. The function of this body shall be governed by the Rules and Regulations of the Association from time to time. These provisions are subject to the disciplinary powers of general meetings and of the Board with regard to the suspension and expulsion of Members.
- 4.44 The Appeal Committee shall consist of a Chair (who shall whenever possible have legal qualifications), Deputy Chair and a number of members deemed necessary by the Chair none of whom can be a Director of the Association. The function of this body shall be governed by the Rules and Regulations of the Association from time to time. These provisions are subject to the disciplinary powers of general meetings and the Board of Directors with regard to the suspension and expulsion of Members.

## **ARTICLE 5: FINANCE AND MANAGEMENT**

- 5.1 The fiscal year of the Association will be April 1<sup>st</sup> to March 31<sup>st</sup>, 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 the Board may designate.
- 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 Board, 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 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 Voting Members 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 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 8<sup>th</sup>, 2014. In ratifying these By-Laws, the Members repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.



Schedule B to the By-Laws of the  
Manitoba Soccer Association  
("MSA")

Certification under Section 3.14.2 of Compliance with Voting Member Delegate  
Selection Process

I, \_\_\_\_\_, am the \_\_\_\_\_, of  
(name) (office)  
\_\_\_\_\_  
(name of Member)

a member of the Manitoba Soccer Association, (the "Member")

hereby certify to the MSA that the Voting Member has complied with its Delegate  
appointment process in its selection of Delegates for the MSA Members meeting to be  
held on \_\_\_\_\_, 20\_\_\_\_  
(month/date)

Dated at \_\_\_\_\_ in Manitoba, on \_\_\_\_\_, 20\_\_\_\_  
(place) (month/date)

\_\_\_\_\_  
(officer's signature)