

**ARTICLES OF INCORPORATION/BYLAWS OF THE
Meridian Youth Soccer Association**

Approved October 24, 2016

1.0 DEFINITIONS

In these Bylaws, unless otherwise specified:

- (a) "Act" means *The Non-Profit Corporations Act, 1995* of Saskatchewan.
- (b) "Adult" means an individual 18 years of age or older.
- (c) "Association" shall mean the Meridian Youth Soccer ASSOCIATION.
- (d) "Board," "Board of Directors" and "Directors" means the directors of the ASSOCIATION for the time being.
- (e) "Bylaw" means any bylaw of the ASSOCIATION that shall be in force from time to time;
- (f) "CSA" means the Canadian Soccer Association.
- (g) "CONCACAF" shall mean the Confederation of North, Central American and Caribbean Association Football.
- (h) "FIFA" shall mean the Federation Internationale de Football Association.
- (i) "Member" shall mean all members of the ASSOCIATION.
- (j) "Person" includes an individual, family, league, team, manager, coach, player, trainer, referee, partnership, association, corporation or any other entity recognized by the ASSOCIATION.
- (k) "SSA" shall mean the Saskatchewan Soccer Association.
- (l) "MYSA" shall mean the Meridian Youth 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 the ASSOCIATION shall be located in: Lloydminster

- (b) The ASSOCIATION shall be identified in all notices, banking documents, contracts, correspondence and other communications by its legal name Meridian Youth Soccer Association.

4.0 AFFILIATIONS

- (a) The ASSOCIATION shall establish and maintain membership with the Saskatchewan Soccer Association and, through that membership, shall be affiliated with the Canadian Soccer Association.
 - (i) The ASSOCIATION shall govern and administer youth soccer according to the Conditions of Membership approved by the SSA Board of Directors.
- (b) The ASSOCIATION may establish and maintain membership and affiliation with such other associations as the Board of Directors shall determine from time to time.

5.0 OBJECTIVES

The objectives of the ASSOCIATION 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 City of Lloydminster and an area within 80 km of the city.
- (e) To use the resources of the ASSOCIATION:
 - (i) To foster among its members, supporters and teams a general soccer spirit.
 - (ii) To maintain and increase the interest in the game of soccer;
 - (iii) To promote fun and fair play.
 - (iv) To foster the development of qualified soccer coaches to serve the sport.
 - (v) To have and exercise a general care, supervision and direction over the playing interest of all kinder soccer and youth teams and players.

6.0 MEMBERSHIP

(a) The ASSOCIATION has two classes of members:

(i) Regular Members

(i) Executive Directors – All persons who are voted on by the membership to sit in this role.

(ii) 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.

(iii) Directors - All persons who serve as a Director of the Association.

(ii) Associate Members

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

(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.

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.

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 THE ASSOCIATION

- (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, CSA 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 the ASSOCIATION, SSA, CSA, CONCACAF and FIFA;
 - (iv) Will uphold the values of loyalty, respect, equality, integrity and good sporting behavior, and shall abide by such Code of Conduct as may be prescribed by the Board from time to time;
 - (v) Submit to such disciplinary processes as may be prescribed by the ASSOCIATION, SSA, CSA, CONCACAF and FIFA, as provided for in the Bylaws;
- (b) Conditions of Participation within the ASSOCIATION – Liability
 - (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.

11.0 JURISDICTION

- (a) The Association shall follow the provisions outlined in the Bylaws and Policies of SSA and CSA according to the terms of membership laid out by SSA and CSA.
 - (i) The Association 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 Association 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) Association 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, proceeds with court action, 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.

13.0 EXPULSION OF A MEMBER

- (a) Membership may be terminated by expulsion by resolution of the Board, if:
 - (i) The Member fails to fulfill its financial obligations toward the Association;

(ii) The Member 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) No Member shall be entitled to vote by proxy.
- (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, which 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 given to each Member at his/her last known address 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 voting Members in attendance.

15.0 DIRECTORS AND OFFICERS

15.1 Board of Directors

- (a) The Board of Directors shall consist of a minimum of 10 Directors, up to a maximum of 15.

15.2 Nominations

- (a) Nominations may be made by any Member.
- (b) Nominations may be submitted in advance of the Annual General Meeting to the secretary or a nomination may be raised at the Annual General Meeting.
- (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 ASSOCIATION shall be President, Vice President, Treasurer and Secretary. The positions of President, Vice President Treasurer and Secretary shall be determined by the members at the Annual General Meeting.

15.4 Terms of Office

- (a) All Executive Officers shall be elected for a two-year (2) term and shall be eligible for re-election.
- (b) Executive Officers that shall be voted in during even years shall be the President and Treasurer; odd years shall be the Vice President and Secretary.
- (c) When an Executive Seat has been vacated for whatever reason and it is not the correct year to be voted on for a two year term that year, a new executive member shall be voted into that position under a one year term until that position is up for a full two year term at the following AGM.

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, now and in the future, in mind. 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, and 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) A Board vacancy shall occur:

(i) If a Director becomes of unsound mind or becomes physically or mentally incapable of carrying out his or her responsibilities, or dies, or resigns, or is removed, or has the status of bankruptcy or where a Board vacancy has not been filled as a result of an election.

(b) A Director may be removed by resolution of the Board for good and sufficient cause, which may include:

(i) A breach of Association Bylaws, Policies and Procedures, and/or Governance Policies

(ii) Conduct that is deemed by the Board to be detrimental to the Association.

- (iii) Lack of fulfillment of their responsibilities as a Director including a lack of participation (without notice) in three consecutive Board meetings within one fiscal year.
- (c) Where a vacancy occurs, all documents, records, books, funds or property of the Association shall be turned over to the Board of Directors.
- (d) 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.
- (e) 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.
- (f) 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) 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.
- (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) Contracts with outside businesses where a Director is employed or is the owner does 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.
- (d) The conflict of interest policy resides in the Governance and Operational Policy Document.

15.9 Board Procedures

- (a) The Board of Directors shall determine the procedures to be used for its meetings and may, from time to time, make changes to such procedures as it may determine.

15.10 Board Committees

- (a) The Board may create and prescribe the duties and terms of reference of such committees as it may from time to time determine necessary to more effectively manage the affairs of the Association.

16.0 MEETINGS OF THE BOARD OF DIRECTORS**16.1 Notice**

- (a) Notice of any meeting of Directors shall be given to the Board not less than one (1) week before the meeting, unless there is an emergency situation arise, and a quorum of board members are able to attend the Board Meeting. Board meeting documents shall be forwarded to Directors before the meeting.

16.2 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.

16.3 Quorum

- (a) A quorum of the Board of Directors shall be 2/3 of the filled positions.

17.0 FINANCIAL AFFAIRS**17.1 Fiscal Year**

- (a) The fiscal year of the ASSOCIATION shall be from August 1 to July 31 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 ASSOCIATION

- (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, Treasurer and Secretary 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.
- (c) Neither member of the Board of Directors nor any member of the Association shall have the power to pledge the credit of the Association or 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. The Board shall submit all Bylaw amendments for approval by a majority of those in attendance (50%+1) vote at the next meeting.
- (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.
- (c) 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.
- (d) 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 Annual General Meeting.

19.0 DISSOLUTION OF THE ASSOCIATION

- (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).
- (b) Upon dissolution of the Association, all remaining assets after payment of its liabilities shall be distributed to the ORGANIZATION.

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.

21.0 GOVERNANCE

- (a) This association operates under a Governance and Operational Policy which outlines how MYSA functions in normal business.
- (b) The Governance and Operational Policy includes committees, board and staff positions.