



BYLAWS OF THE

MOOSE JAW SOCCER ASSOCIATION INC.

1.0 DEFINITIONS

In these Bylaws, unless otherwise specified:

- (a) "Act" shall mean *The Non-Profit Corporations Act, 1995* of Saskatchewan.
- (b) "Adult" shall mean an individual 18 years of age or older.
- (c) "Board," shall mean Board of Directors.
- (d) "Bylaw" shall mean any bylaw of the Association that shall be in force from time to time;
- (e) "Club" shall mean any soccer club, academy or association recognized or not by the CSA/SSA.
- (f) "CONCACAF" shall mean the Confederation of North, Central American and Caribbean Association Football.
- (g) "CS" shall mean the Canada Soccer.
- (h) "Executive" shall mean the Chair, Vice-Chair, Secretary & Treasurer.
- (i) "FIFA" shall mean the Federation Internationale de Football Association.
- (j) "IFAB" shall mean International Football Association Board.
- (k) "Meeting on Members" shall refer to the Annual General Meeting or Special Meetings called by the membership.
- (l) "Member" shall mean all members of the Association.
- (m) "MJSA" shall mean the Moose Jaw Soccer Association Inc.
- (n) "Person" includes an individual, family, partnership, association, corporation or any other entity recognized by an Association.
- (o) "SSA" shall mean the Saskatchewan Soccer Association.
- (p) "Youth" shall mean an individual 17 years of age or younger.

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 neuter where appropriate and vice versa.

3.0 CORPORATE OFFICE AND IDENTITY

- (a) The Registered Address of the Moose Jaw Soccer Association shall be located at: Box 2294, Moose Jaw, Saskatchewan, S6H 7W6.
- (b) The MJSA shall be identified in all notices, banking documents, contracts, correspondence and other communications by its legal name Moose Jaw Soccer Association Inc.

4.0 TERRITORY

- (a) The MJSA shall govern and administer (youth or youth/adult) soccer within the territorial boundaries set by SSA.

5.0 AFFILIATIONS

- (a) The MJSA shall establish and maintain membership with the SSA and, through that membership, shall be affiliated with the CS.
- (b) The MJSA may establish and maintain membership and affiliation with such other associations as the Board of Directors shall determine from time to time.

6.0 OBJECTIVES

The objectives of the Association are:

- (a) To promote interest, participation and excellence in, and the enjoyment of soccer.
- (b) To develop and foster the concepts of fair play, teamwork, competitive sportsmanship, and ethical behaviour among all those involved in soccer.
- (c) To abide by and enforce the IFAB Laws of the Game, and other rules and regulations governing the sport of soccer in the spirit of competitive fair play.
- (d) To work with SSA in developing the game of soccer in the Province of Saskatchewan.

- (e) To use the resources of the MJSA:
 - (i) To develop policy and team structures that provide continuity and consistency in playing opportunities, and opportunities for players and teams to compete at an appropriate skill level;
 - (ii) To recruit coaches and encourage continual improvement in coaching through clinics and courses;
 - (iii) To recruit referees and encourage continual improvement in officiating through clinics and courses.
- (f) To acquire lands, buildings any other facilities and furnishings for carrying out the objectives of the MJSA;
- (g) To sell manage, lease, mortgage, dispose of, or otherwise deal with the property of the MJSA;
- (h) To adopt and maintain Bylaws consistent with the Non-Profit Corporations Act of the Province of Saskatchewan and this Bylaw insofar as it is consistent with this Act.

7.0 MEMBERSHIP

- (a) The MJSA has three classes of members:

- (i) Regular Members
- (ii) Associate Members
- (iii) Honorary Life Members

- (b) **Regular Members**

There are four classes of Regular Members:

- (i) Registered Players - All persons registered with the MJSA in accordance with the Bylaws and requirements of SSA and CS;
- (ii) Team Staff - All persons approved by MJSA as a coach, assistant coach, manager, or trainer of any team registered by the Association with the SSA.
- (iv) Administrators - All persons who have been elected a Director of the MJSA, or who have been appointed to a staff position by the MJSA, while still serving position.
- (v) Current Board Members who do not fall under the previous 3 points.

(c) 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.
- (ii) In the event that one family registers two or more soccer players, that family shall be entitled to one Associate Membership.

(d) Honorary Life Members

Those persons who are granted Life Membership by a special resolution of the Board of Directors for their long and meritorious service to MJSA.

(e) Rights of Membership at Meeting of Members

- (i) All Regular Members of MJSA shall be entitled to be present and to be heard at all meetings of the Members, and, if they have attained the age of majority, shall be entitled to vote.
- (ii) All Associate Members of MJSA shall be entitled to attend and to be heard at all meetings of the Members, and shall be entitled to one (1) vote. Where a family includes a player who has attained the age of majority, that family shall be entitled to only one vote.
- (iii) All Honorary Life Members of MJSA shall be entitled to attend and to be heard at all meetings of Members.

8.0 COMMENCEMENT OF MEMBERSHIP

- (a) **Regular Membership** with MJSA shall, in the case of Registered Players and Team Staff, commence upon the registration of the member with SSA, and in the case of an Administrators, upon the date of the appointment of such individual to a staff position.
- (b) **Associate Membership** shall commence upon the acceptance of the membership of the registered player in respect of whom Associate Membership shall be granted.
- (c) **Honorary Life Membership** shall commence upon the date of the Board resolution granting such membership.
- (d) **The Board may, by resolution, and with the agreement of the Member, provide that any Membership shall commence and shall end at a date other than the date otherwise specified in these bylaws.**

9.0 CONDITIONS OF MEMBERSHIP

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

- (i) All Members shall observe and respect the regulations, directives and decisions of the MJSA and, where applicable, of the SSA, CS and FIFA;
- (ii) All Members shall meet all financial obligations to the MJSA, and shall pay to MJSA such Membership and other fees in such amounts and at such times as may be prescribed by the Board.
- (iii) All Members shall comply with the Laws of the Game and all Rules of Competition as may be set by SSA, CS, CONCACAF, IFAB and FIFA;
- (iv) All Members shall uphold the values of loyalty, respect, equality, integrity and good sporting behaviour, and shall abide by such Code of Conduct as may be prescribed by the Board.
- (v) All Members agree to submit to such disciplinary processes as may be prescribed by the MJSA, SSA, CS, CONCACAF and FIFA, as provided for in the Bylaws;
- (vi) All Members shall submit all disputes with the MJSA and/or its staff, or with SSA, CS and/or FIFA, to resolution in accordance with such dispute resolution processes shall be adopted by the MJSA from time to time.
- (vii) Any member may withdraw from the MJSA at any time by notice to the Chair/Designate of the MJSA. Withdrawal from the membership does not entitle the member to a refund of any portion of the membership fee which has been paid by that member.
- (viii) Membership in the MJSA shall not be transferable under any condition or circumstances.
- (ix) All Active Members and Affiliate Members are in good standing except:
 - (a) A member may be declared not in good standing if in default of financial obligations or in disciplinary sanction by the Board.
- (x) The members of the MJSA may, by special resolution, revoke the membership of any member of the MJSA.

10.0 JURISDICTION

- (a) Any recourse to the courts of any jurisdiction in a dispute by any Member, League, Team, Manager, Coach, Player, Trainer, Referee or Individual before all rights of appeal and all the rights and remedies of the Bylaws of the MJSA have been exhausted, shall be deemed a violation and breach of these Bylaws, and shall result in the automatic indefinite suspension from the MJSA.

- (b) Any Member, League, Team, Manager, Coach, Player, Trainer, Referee or Individual who, in a dispute, has sought court action before exhausting all proper procedures of appeal will be liable for all legal costs and disbursements incurred by the MJSA.
- (c) Any Member, League, Team, Manager, Coach, Player, Trainer, Referee or Individual who, having exhausted all proper procedures of appeal, proceeds with court action, will be liable for all legal costs and disbursements incurred by the MJSA should the courts rule in favour of the MJSA prior to reinstatement of said party's membership with the MJSA.

11.0 APPROVAL OF MEMBERSHIP

- (a) Approval of membership is contingent on full payment of registration, and being in good standing with MJSA.

12.0 DISCIPLINE OF MEMBERS

- (a) Any Member may be disciplined for failure to act in accordance with the Bylaws, Policies, Rules or Code of Conduct of the MJSA.
- (b) The disciplinary process shall be stipulated in the Policies of the MJSA.
- (c) Any Member whose Membership has been suspended or terminated as a result of disciplinary proceedings shall not be entitled to receive any refund, in whole or in part, in respect of registration fees paid by such Member.
- (d) Any member whose Membership has been suspended or terminated as a result of disciplinary proceedings shall have a right to appeal this decision at a local level and then, subsequently to the SSA according to guidelines of the SSA Appeals Policy.

13.0 MEMBERS' MEETINGS

13.1 Annual Meeting

- (a) An annual meeting of MJSA shall be held in a place and on such date that the Board may determine, in accordance with the requirements of Saskatchewan's *Non-Profit Corporations Act, 1995*.

13.2 Special Meetings

- (a) A special meeting of the MJSA may be called at any time by the Board and shall be called if requested in writing by a minimum of five percent of the Members in good standing, which the request shall state the reason for calling the meeting.
- (b) No business shall be transacted at a special meeting other than the business that the Meeting was called to transact.

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

13.3 Notice

- (a) Notice of any annual or special meeting of the Members shall be provided to each Member at his/her last known email address not more than 50 and not less than 15 days' in advance of the meeting.

13.4 Quorum

- (a) The quorum for any Annual General or Special General Meeting of the Members of the MJSA shall be the members of the MJSA present in person.

13.5 No Proxy

- (a) No Member shall be entitled to vote by proxy.

13.6 Vote by Show of Hands

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

14.0 DIRECTORS

14.1 Number of Directors

- (a) The Board of Directors of MJSA will consist of a maximum of ten (10) Directors represented as follows:
 - (i) Chair, Vice-Chair, Secretary, and Treasurer.
 - (ii) Up to Six (6) Member at Large

14.2 Nominations

- (a) Nominations may be made by any Member, with the written consent of the nominee, for the position of Director.
- (b) A list of the nominees shall be circulated with the notice of annual meeting. If there is more than one nominee for a specific position, an election for such office or position shall take place. If only one nominee has been presented for a Board position, the individual shall be acclaimed.

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

14.4 Terms of Office

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

14.5 Qualification of Directors

- (a) All Directors must meet the qualifications for Director set out in the Act.
- (b) Any Persons wishing to seek nomination must live within a 30km radius of the City Hall in Moose Jaw
- (c) Any Persons wishing to seek election must submit their nomination paper prior to the Annual General Meeting, no less than 14 days prior. All nomination forms are subject to a vetting process.
- (d) Any Persons, that serve as a board of director, or officer, or has a vested interest with another Club, shall NOT be considered for nomination on the MJSA Board, due to conflict of interest.
- (e) Any persons wishing to seek nomination as Member at Large or officers must be a member of any one of the MJSA Committees:
 - i) Technical Committee
 - ii) Fundraising/Financial Committee
 - iii) Discipline Committee
 - iv) Ad Hoc Committees deemed needed by the MJSA Board

14.6 Role and Responsibilities of the Board

- (a) Has authority over, and responsibility for, the affairs of the MJSA;
 - (i) Ensures that there are sufficient and appropriate human and financial resources for the Association to do its work and has authority over, and responsibility for, the hiring/termination and supervision of the Executive and Technical Director.-
 - (ii) The Executive and Technical Director would have authority over, and responsibility for, the hiring/termination and supervision of any other such staff that the MJSA deems necessary and that are approved by the Board.
- (b) Ensures that the MJSA meets all legal requirements;
- (c) Ensures that the MJSA meets all of the membership requirements set out by the SSA.

- (d) Has the authority to develop and implement appropriate policies to ensure the continued growth of the MJSA. Policies developed by the Board do not require ratification of membership.
- (e) Speaks with one voice on the basis of decisions made at its meetings.

14.7 Vacancies

- (a) The Board may fill any vacancy occurring as a result of removal, retirement, resignation or death of a Director, who shall hold office until the next AGM.
- (b) Where there is vacancy because of the removal, retirement, resignation or death of the Chair, the Vice Chair shall assume the position of Chair until the next special meeting of the MJSA.

14.8 Conflicts of Interest and Remuneration

- (a) No Director shall receive any remuneration for service to the Board or the Association, but a Director shall be reimbursed for reasonable expenses incurred in fulfilling Board duties.
- (b) Where a Director shall be in a position where his or her interests may conflict with those of the MJSA, 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.

14.9 Removal of Directors

- (a) The office of a Director shall be vacated if:
 - (i) The Director resigns by notice in writing to the Board;
 - (ii) The Director is absent, without reasonable cause, from three consecutive meetings of the Board, and the remaining Directors resolve to remove the Director before the conclusion of the next Board meeting;
 - (iii) The Members by ordinary resolution at a meeting duly called remove the Director from office.

- (b) Any Director who ceases to hold office shall turn over to the Board of Directors all documents, records, books, funds or property of the MJSA.
- (c) No Director may serve, simultaneously, as an employee and a Director of the MJSA.

14.10 Duties of Executives

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

14.11 Board Procedures

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

14.12 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 permit the efficient direction of the business and affairs of the MJSA. The Board may delegate to any such committee any of the powers of the Board, except those that must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee or committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

15.0 MEETINGS OF THE BOARD OF DIRECTORS

15.1 Notice

- (a) Notice of any meeting of the Board shall be given to the Board not less than one (1) week before the meeting. Board meeting documents shall be forwarded to the Board before the meeting.
- (b) A special board meeting can be called by the Chair in less than a 7 day notice period, should the majority of the Board agree.

15.2 Voting

- (a) Each Director shall have one vote. 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.

15.3 Quorum

- (a) A quorum for any meeting of the Board of Directors of the MJSA shall be fifty-one (51%) percent of the current Board Members.

16.0 FINANCIAL AFFAIRS

16.1 Fiscal Year

- (a) The fiscal year of the MJSA shall end on July 31 each year.

16.2 Records

- (a) The Board shall keep proper records and accounts of all transactions of the MJSA.

16.3 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;
 - (ii) Any further information respecting the financial affairs of the MJSA.
- (b) The Board shall approve the financial statements and confirms approval by the signature of one or more Executives.
- (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 financial statements, free of charge.

16.4 Deposit of Funds in the Name of the Association

- (a) All funds of the MJSA shall be deposited in one or more accounts in the name of the MJSA 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 Executive and Technical Director, Chair, Vice-Chair, Treasurer and Secretary shall, 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 MJSA. The Directors may, by ordinary resolution, change the designated Signing Executives or the required number of such authorized Executives.
- (c) No member of the Board of Directors or nor any member of the MJSA shall have the power to pledge the credit of the MJSA nor to enter into a contract or an agreement on behalf of the MJSA wherein the MJSA is or will be obligated for a sum that has not been approved by the Board of Directors.

17.0 AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

- (a) The Board may amend the Bylaws that regulate the activities and affairs of the MJSA. 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 (51%) vote at the next meeting of the Association.
- (b) No change, amendment, addition, or alteration to the Articles of Incorporation shall be made except at the annual meeting of the MJSA and shall require the agreement of a two-thirds majority of the members present.
- (c) Before any proposed amendment to the Bylaws is presented to the annual meeting, it must be forwarded to the Board in time to be circulated in advance of the Annual General Meeting.
- (d) Notice of any proposed amendment or change to the Bylaws or Articles shall be sent to each Member, at least 15 days before the annual meeting at which they are to be considered.

18.0 RULES OF ORDER

- (a) In cases of any disputes concerning discussion and voting procedures during the meetings, the Association shall use *Robert's Rules of Order* as a guide to resolving the disputes.

ENACTED BY THE BOARD the _____ day of October, 2020.

CONFIRMED the _____ day of _____, 2020, by the Members in accordance with the Act.

Chair, Moose Jaw Soccer Association Inc.