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## **MOUNT PEARL SOCCER ASSOCIATION**

### **CONSTITUTION AND BY-LAWS**

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**Constitution adopted at Annual General Meeting, November 16, 2003**

**Constitution amended at Annual General Meeting, November 21, 2004**

**Constitution amended at Annual General Meeting, November 18, 2007**

**Constitution amended at Annual General Meeting, November 16, 2008**

**Constitution amended at Annual General Meeting, November 22, 2009**

**Constitution amended at Special General Meeting, January 11, 2010**

**Constitution amended at Annual General Meeting, November 21, 2010**

**Constitution amended at Special General Meeting, November 28, 2013**

**Constitution amended at Annual General Meeting November 18, 2018**

**Constitution amended at Special General Meeting, February 5, 2023**

### **MISSION STATEMENT**

To provide individuals of all ages in the Mount Pearl Soccer Association the opportunity to participate in recreational and competitive soccer by teaching and demonstrating soccer skills, sportsmanship, honesty, respect and fair play. **(January, 2010)**

## **MANDATE**

1. To ensure that all players have an enjoyable soccer experience, whether at the recreational House League or competitive level.
2. To provide the opportunity for soccer players, coaches and officials to develop their talents to their fullest potential.
3. To organize teams to participate in leagues and competitions at the most challenging level possible, whether local, Provincial, National or International.
4. To provide the opportunity for interested individuals and organizations to participate in the MPSA programs.
5. To promote and develop the game of soccer, both indoor and outdoor, while encouraging fair play and good sportsmanship.

## **ARTICLE 1: NAME**

The name of the organization shall be **"THE MOUNT PEARL SOCCER ASSOCIATION,"** hereinafter referred to as the **"MPSA"**.

1. The MPSA is the governing body of soccer programs it provides in the City of Mount Pearl.
2. The MPSA is an incorporated body subject to a Constitution and By-Laws.
3. The MPSA is an affiliate member of the Newfoundland and Labrador Soccer Association (NLSA), and as such, subject to the rules and regulations of the provincial governing body.

## **ARTICLE 2: MEMBERSHIP**

### **2.1: Voting Membership**

Membership in the MPSA as individuals or as players is purely voluntary and application for acceptance of membership entails recognizing the governing body and authority of the MPSA as the Executive body.

**(November, 2013)**

Persons 19 years of age and over who have participated in the promotion of soccer in Mount Pearl are eligible to vote on any issue presented at an annual general or special general meeting of the MPSA, provided that they are in good standing with the MPSA and that within the twelve (12) month period immediately preceding the meeting at which a vote is being conducted they were:

1. a registered player, 19 years of age or older, with the MPSA, or
2. the parent or legal guardian of a registered MPSA minor player, or
3. an MPSA coach, assistant coach, manager, convenor, or referee, aged 19 or older, or
4. have been at any time, an elected executive member of the MPSA.

#### **2.1.1: Voting at General Meetings**

**(November, 2013)**

At all general meetings of the MPSA every voting member shall have one vote except, where there is a vote for the election of an executive position and the vote ends in a tie, then one of the four Officers of the Association, in accordance with Article 3.7, shall be given a second vote to break the tie and all votes shall be given personally.

#### **2.1.2: Voting at Executive Meetings (November, 2013)**

**(November, 2013)**

At all executive meetings of the MPSA each Executive Member, including the President, shall have one vote and all votes shall be given personally.

### **2.2: Player Membership**

Players are defined as participants in the MPSA programs who pay a registration fee to participate in either the minor or senior system.

## **2.3: Suspension of Membership**

The MPSA may, after following the appropriate procedure, suspend any individual from the MPSA for a time period determined by the disciplinary procedure adopted by the MPSA executive. Suspended members shall be deemed to be no longer in good standing with the MPSA.

## **2.4 Good Standing with MPSA**

For the purposes of these articles, good standing is defined as not having outstanding debts to the MPSA, or not under suspension from the MPSA. In all cases, written notification of the loss of good standing will be provided to the individual or team by the MPSA executive. An individual (or team) in bad standing may attend an Annual General Meeting or Special Meeting, but may not participate in debate or discussion, and may not vote.

## **ARTICLE 3: ELECTION OF EXECUTIVE MEMBERS**

### **3.1**

The election of Executive members is held during the annual general meeting of the MPSA with duties effective immediately.

### **3.2**

**(November, 2013)**

The Executive members duly elected will consist of four (4) Officers and six (6) Directors. Should any of these ten (10) positions remain, or become, vacant after the election, the executive duly elected shall have the authority to appoint any member to fill such positions. The appointments shall be effective until the next AGM. Members must be in good standing with the MPSA before being eligible to run for any Executive position.

#### **3.2.1**

**(November, 2013)**

No person shall hold more than one position on the Executive at any one time.

### **3.3**

**(November, 2013)**

The following positions shall be renewed on even numbered years: President, Treasurer, Micro League Director, Ways and Means Director, and Senior Director. The following positions shall be renewed on odd numbered years: Vice- President, Secretary, All- Star Director, Club League Director and Director of Officials.

### **3.4**

The Officers of the MPSA shall consist of the President, Vice-President, Treasurer and Secretary. The duties and responsibilities of these positions are outlined in the policies and procedures of the MPSA.

#### **3.4.1**

**(November, 2013)**

Nominations for each of the four (4) positions of Officers, and the six (6) positions of Directors must be received by the Secretary 30 days prior to the AGM.

#### **3.4.2**

**(November, 2013)**

Should any of the four (4) positions of Officers, and the six (6) positions of Directors become vacant within a period of 29 days prior to the AGM, a SGM must be held with a minimum of 30 days notice being provided.

#### **3.4.3**

**(November, 2010)**

Sitting members of the Board of Directors may accept nominations for an open position on the Board of Directors, without having to resign their current position. If the current position becomes vacated due to a sitting member being elected to a new position, the Board must hold a new election to fill the vacated position at a Special General Meeting (SGM) as outlined in Articles 3.4.1 and 11.4.

### **3.5**

**(November, 2013)**

The six (6) directors of the MPSA shall hold one of the following positions: All- Star Director, Club League Director, Micro League Director, Director of Officials, Ways and Means and Senior Director. The duties and responsibilities of these positions are outlined in the policies and procedures of the MPSA.

### **3.6**

All Executive members shall:

1. Attend regular Executive meetings and be prepared to bring to the attention of, discuss and make recommendations to the Executive on matters pertaining to their respective area of responsibility; and
2. Participate and assist in events of the MPSA such as registrations and tournaments.

### **3.7**

**(November, 2013)**

In the event of a tied vote for any executive position the following procedure shall apply:

1. A second vote shall be taken.
2. If votes remain tied, one of the four Officers in attendance who is not seeking the position where the tied vote exists, and in the following order, the President, the Vice President, the Treasurer or the Secretary shall cast the deciding vote.
3. In the event the tie is for the position of President, then in the following order, either the Vice President, the Treasurer or the Secretary in attendance who is not seeking the position of President

shall cast the deciding vote.

## **ARTICLE 4: TERM OF OFFICE**

### **4.1**

The term of office of MPSA Executive members shall be two (2) years, subject to the provisions in Article 3.3. When a member of the Executive ceases to be a member for whatever reason, the appointment or election of a replacement shall be until the next AGM.

### **4.2**

The President shall be eligible for election for a maximum of two (2) consecutive terms. He/She must sit out one (1) full term before being eligible to run for the position of president again. He/She shall hold the position of Past-President for a period of two years. The duties of the Past-President are outlined in the policies and procedures of the MPSA.

### **4.3**

There is no limit to the number of times any person holding other positions on the Executive may seek re-election.

### **4.4**

**(November, 2013)**

Executive members who fail to attend six (6) meetings (from one AGM to the following AGM) of the Executive shall be required to forfeit their position on the Executive. However, where circumstances warrant, the Executive, by a two-thirds majority vote, may re-instate any Executive member who is required to resign due to lack of attendance. Attending any Executive meeting means that one must be present for 50% of the agenda items.

### **4.5**

By two-thirds vote the Executive may remove from office any member of the Executive who by being remiss or neglectful of their duty or by conduct tending to impair his/her usefulness as a member of the Executive shall be deemed to have forfeited their position.

### **4.6**

The office of a member of the Board of Directors shall be vacated if s/he becomes an employee of an affiliated Association, League or Club, or if s/he becomes an employee of this Association.

## **ARTICLE 5: MANAGEMENT COMMITTEE**

### **5.1**

The Management Committee of the MPSA shall consist of 4 Members of the Executive, including the President, Vice-President, Treasurer, and one member elected from the Board of Directors at the first Executive meeting after the AGM.

### **5.2**

The Management Committee of the MPSA shall exercise all powers of the Executive between meetings if these powers have been delegated.

### **5.3**

Action taken by the Management Committee exercising delegated authority of the Executive shall be reported to the next meeting of the Executive.

## **ARTICLE 6: ADMINISTRATION**

### **6.1**

The MPSA may, by vote of the Executive, employ such individuals as are necessary for the proper administration of the MPSA. The persons so employed shall work under the direction of the Executive.

## **ARTICLE 7: SIGNING OFFICERS**

The signing authority of the MPSA shall be as follows:

### **7.1**

**(February, 2023)**

For cheques or payments drawn on current operating accounts of the MPSA, any two of the President, the Vice-President, the Treasurer, the Secretary or the staff person appointed by the Executive shall have signing authority; and/or the MPSA Office Manager can make payment via Electronic Banking with the approval of a member of the Management Committee.

### **7.2**

For notes or other banking documents, either the President or Vice-President and one of the Secretary, or the Treasurer, shall sign.

### **7.3**

Whenever possible all cheques and financial documents should bear the signature of the Treasurer.

## **ARTICLE 8: REVIEW ENGAGEMENT**

### **8.1**

An independent review engagement of all financial records of the MPSA shall be completed every year.

### **8.2**

It will be the duty of the Executive to appoint a professional accountant to complete this review.

### **8.3**

Unaudited financial statements shall be available for the AGM.

## **ARTICLE 9: ANNUAL REPORT**

### **9.1**

The Executive shall compile an annual report covering the year's activities and future plans, and shall arrange to have it distributed to the membership.

### **9.2**

**(November, 2013)**

The annual report of the Executive shall be made available to the membership 7 days prior to the AGM. For the avoidance of doubt, the posting of any annual report to the MPSA web site shall be deemed making the report available to the membership.

### **9.3**

**(November, 2013)**

The annual report of the Executive shall be made available to Government Agencies and / or other interested third parties, upon request, provided in doing so no privacy laws are breached.

## **ARTICLE 10: NOTICES**

### **10.1**

Notice of Annual or Special General Meetings shall be deemed to have been given if advertised at least 30 days prior to date of Annual or Special General Meeting.



## **ARTICLE 11: MEETINGS**

### **11.1**

Executive meetings shall be held each month unless otherwise determined by the Executive.

#### **11.1.2**

**(November, 2013)**

Executive members who are away from the community due to other commitments may join any Executive meeting via electronic means and shall be counted in the quorum and be entitled to vote at that meeting.

#### **11.1.3**

**(November, 2013)**

Decisions of any meeting of the MPSA shall be decided by a majority of the votes cast with the exception of the provisions outlined in Articles 4.4, 4.5, 14.2 and 14.4.

#### **11.1.4**

**(November, 2013)**

The President may authorize the Secretary to conduct a vote of the Executive on any matter by email, or by some other electronic means, when s/he deems such a vote necessary.

#### **11.1.5**

A quorum for Executive meetings shall be fifty percent plus one (1) of the total eligible Executive elected or appointed.

### **11.2**

The Annual General Meeting of the MPSA shall be held in November.

#### **11.2.1**

**(November, 2013)**

No general meeting of the MPSA shall proceed unless there is a majority of Executive members in attendance.

### **11.3**

The Agenda for the AGM shall be as follows:

1. Call to Order
2. Minutes of the previous AGM and any Special Meetings
3. Minutes are corrected for errors or omissions and accepted
4. Business Arising from the Minutes
5. President's Report (Motion to Accept)
6. Secretary's Report (Motion to Accept)

7. Treasurer's Report (Motion to Accept)
8. Auditor's Report, if necessary (Motion to Accept)
9. Director's reports (Motion to Accept)
10. Other Report's (Motion to Accept)
11. Roll Call & Vote Calculations
12. Election of Officers
13. Amendments to the Constitution
14. Other Business (Motion to Accept)
15. Motion to Adjourn

#### **11.4**

Special General Meetings (SGM) may be held at any time at the insistence of the President, by providing 30 days notice to the membership. A SGM shall be called when a written application, specifying the purpose of the proposed meeting, is made to the President by at least twenty- five (25) voting members of the MPSA and no business shall be transacted at a SGM other than that for which the meeting was called. **(November. 2010)**

##### **11.4.1**

Special General Meetings (SGM) may be held at any time at the written request of 50% plus 1 of the members of the Board of Directors to the President, by giving thirty (30 days) notice to the membership.

##### **11.4.2**

A Special General Meeting (SGM) shall be called when a written application, specifying the purpose of the proposed meeting, is made to the President by at least twenty- five (25) voting members of the MPSA and no business shall be transacted at a special meeting other than that for which the meeting was called.

#### **11.5**

The Annual General Meetings (AGM) and Special General Meetings (SGM) are open to all members in good standing of the MPSA, and other individuals invited by the Executive of the MPSA to address specific items.

#### **11.6**

Executive, Special and Annual General Meetings shall be conducted according to parliamentary procedure and in accordance with the current edition of Roberts Rules of Order and where they are not inconsistent with the Constitution and By-Laws of the MPSA.

## **ARTICLE 12: COMMITTEES**

### **12.1**

Standing Committees of the MPSA shall consist of appointed and elected members of the MPSA. All elected members of all Standing Committees shall be elected by a majority vote of the Board of Directors at the first scheduled meeting subsequent to the AGM.

#### **12.1.2**

Standing Committees will involve primarily Executive members, however, members from outside the Executive may be appointed by a majority vote of the Board of Directors.

### **12.2**

The President may, when he/she deems appropriate, appoint committees, outside of the executive, to council and assist the Executive. All recommendations from committees established for whatever purpose must be approved (or rejected) by the Executive.

### **12.3**

**(November, 2013)**

Standing committees of the MPSA shall include the Management Committee, Scholarships and Awards Committee, Club League Committee, Technical Committee, Hall of Fame Committee, and Alumni Association Committee. Ad-hoc committees shall be appointed as necessary. The terms of reference of these committees are outlined in the policies and procedures of the MPSA.

### **12.4**

Ad hoc committees may be established at any time deemed necessary by a majority vote of the Board of Directors. All recommendations from such committees must be approved (or rejected) by the Executive.

## **ARTICLE 13: POLICIES AND PROCEDURES**

### **13.1**

The MPSA executive shall prepare a policies and procedures manual for the operation of all aspects of the MPSA program.

### **13.2**

Amendments to the policies and procedures of the MPSA may be effected by the Executive.

## **ARTICLE 14: CHANGES TO THE CONSTITUTION AND BY-LAWS**

### **14.1**

Proposed changes or amendments to this Constitution and By-laws can only be effected at the Annual General Meeting (AGM) or a Special General Meeting called for this purpose.

### **14.2**

A proposed change or amendment to the constitution must be submitted in writing to the MPSA board secretary at least thirty (30) days before the AGM or Special General Meeting. The voting members of the MPSA shall be informed by the MPSA board secretary that there are proposed changes or amendments to the Constitution at least fifteen (15) days before the AGM or Special General Meeting. The proposed changes or amendments shall be available to voting members upon request. A two-thirds (67%) majority of votes cast is required for passage.

### **14.3**

Voting may be by secret ballot or by a show of hands at the will of those in attendance at the meeting.

### **14.4**

**(November, 2013)**

All approved changes or amendments to the Constitution and By-Laws shall become effective at the end of the general meeting where they were considered upon attaining a two-thirds (2/3) majority of the votes cast by the delegates.

## **ARTICLE 15: INDEMNITY**

### **15.1**

Every Officer or Member of the Board of Directors, or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.