

February 29, 2020

# **PRINCE EDWARD ISLAND SOCCER ASSOCIATION**

## **INCORPORATED 1979**

## Constitution and Bylaws

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## **CONSTITUTION**

### **Name**

- 1) The name of the Society is the **Prince Edward Island Soccer Association Incorporated (PEI Soccer).**

### **Purpose**

- 1) To serve as the official regulating and operating body of soccer throughout the Province of Prince Edward Island.
- 2) To foster and develop the game of soccer throughout the Province of Prince Edward Island.
- 3) To encourage participation of athletes at all levels, regardless of gender, age, or ability, and to ensure that all players have a place to play in relation to their playing standard.
- 4) To endeavour to improve playing, coaching and officiating standards at all opportunities.
- 5) To make all reasonable efforts to ensure that soccer on PEI is competitive at both Regional and National levels.

### **Dissolution**

- 1) It is specifically provided that in the event of dissolution or the winding up of PEI Soccer, all its remaining assets after payment of its liabilities, shall be distributed to one or more recognized charitable organizations in Canada.
- 2) All remaining funds in any gaming account shall be returned to the Minister of Finance of the Province of Prince Edward Island.

### **Head Office**

- 1) PEI Soccer shall be incorporated with its head office in the City of Charlottetown in the Province of Prince Edward Island.

### **Purpose of Gain**

- 1) PEI Soccer shall be operated without the purpose of pecuniary gain to any of its members and any surplus of PEI Soccer shall be used solely for the purposes of PEI Soccer and the promotion of its objectives.

## **BYLAWS**

### Article 1 – Affiliation

- 1) PEI Soccer shall be affiliated with the Canadian Soccer Association and subject to the Bylaws, Rules and Regulations of that body.

### Article 2 – Interpretation

- 1) In these Bylaws, unless the context otherwise requires:
  - a) PEI Soccer shall mean the Prince Edward Island Soccer Association Incorporated.
  - b) Ordinary Resolution shall mean a resolution passed in a general meeting of PEI Soccer by a simple majority of votes cast by those delegates present.
  - c) Extraordinary Resolution shall mean a resolution passed in a general meeting of PEI Soccer by a majority of not less than 75% of votes cast by those Members in attendance.
  - d) Board shall mean the elected members as specified in Article 7.a and shall be the Directors of PEI Soccer.
  - e) Director shall mean any Member of the Board.
  - f) Club shall mean a team or group of individuals including but not limited to its Board of Directors, Staff, and Volunteers, properly constituted as a soccer organization and affiliated with PEI Soccer.
  - g) Delegate shall mean a person who is the authorised voting representative for an Active Member at a General Meeting of PEI Soccer.
  - h) Executive Director shall mean an individual appointed by the Board as the senior manager of the day to day operations of PEI Soccer.
  - i) League shall mean a governing organization that is operating a Soccer League under the rules of PEI Soccer.
  - j) Member shall mean a member as defined in these Bylaws that remains in good standing.

- k) Affiliate shall mean a League or fraternal organization involved in soccer in the Province as defined in these Bylaws that remains in good standing with PEI Soccer and that has access to the services of PEI Soccer but is not a member.
- 2) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### Article 3 - Membership

- a) The Active Members of PEI Soccer shall be properly constituted Clubs whose membership has been approved by the Board. Active members are the voting members of PEI Soccer as specified in these Bylaws.
- b) PEI Soccer and its Members shall comply with the principles of the Code of Conduct and Ethics.
- c) PEI Soccer and its Members shall comply with the principles of the Disciplinary Code.
- d) All Active Members shall encourage the registration and participation of players of all ages within the Club.
- e) The Affiliates of PEI Soccer shall be Leagues, (e.g. the PEI School Athletic Association, AUS, ACAA, etc.) whose affiliation has been approved by the Board. Affiliates shall have a voice but no vote at General Meetings.
- f) Life Members of PEI Soccer shall be those persons who have rendered valuable service to PEI Soccer and whose membership has been approved by a vote of two-thirds (2/3) of the voting delegates present at a General Meeting of PEI Soccer.
- g) All nominations for Life Membership shall be submitted in writing by an Active Member or by the Board at least 7 days prior to the General Meeting that will vote on such admission.
- h) Each application for membership or affiliation must be accompanied by the annual fee stipulated by the Board along with a copy of their most recently amended constitution.
- i) A member may withdraw from PEI Soccer by giving notice in writing to the Board at its head office, but no refund of fees will be made to a member upon cessation of membership.

- j) Any Member or Affiliate in any classification of PEI Soccer shall be bound to the Constitution, Bylaws, Rules and Regulations of PEI Soccer and subject to Disciplinary action, including suspension or expulsion from membership for failure to adhere thereto.
- k) Active Members and Affiliates shall maintain Constitutions and Bylaws that are consistent with the spirit and intent of the Constitution, Bylaws, Rules and Regulations of PEI Soccer and shall annually submit their Constitutions and Bylaws to PEI Soccer for approval.
- l) Active Members and Affiliates shall maintain accurate written financial records for their organizations and submit them to PEI Soccer and their membership on an annual basis.

#### Article 4 - Suspension and Expulsion of Members or Affiliates

- a) The Board has the power to suspend any Member for just cause.
- b) The suspension of any Member shall require a majority vote of Directors present at a duly constituted meeting of the Board.
- c) The Members of PEI Soccer have the power to expel any Member for just cause.
- d) The expulsion of any Member shall require a two-thirds vote of the Members present at a Special General Meeting called for that purpose, provided the Member subject to expulsion is given 30 day notice of the meeting and is provided an opportunity to speak at the meeting.
- e) The Board may expel or suspend an Affiliate for good and just cause by a majority vote, provided the Affiliate is given 30 day notice and the opportunity to be heard by the Board prior to such a vote.
- f) Expulsion of an Affiliate is subject to ratification at the next General Meeting of PEI Soccer.

#### Article 5 – General Meetings of PEI Soccer

- a) Meetings shall be conducted in accordance with Robert’s Rules of Order in so far as they apply and are consistent with these Bylaws.
- b) Members will receive fifteen (15) days notice of the meeting, along with all relevant information relating to the meeting.
- c) The Annual General Meeting shall take place no later than the last week of February each year.

- d) Only Members in good standing shall be entitled to be represented at any meeting of PEI Soccer.
- e) A simple majority of the Active Members shall constitute a quorum.
- f) The order of business at the annual general meeting shall be:
  - i. Roll Call, Credentials;
  - ii. Approval of Agenda;
  - iii. Minutes of Previous Annual General Meeting;
  - iv. Business Arising from the Minutes;
  - v. Communications;
  - vi. Reports
    - a. President's Report
    - b. Secretary/Registrar's Report
    - c. Financial Report & Budget
  - vii. Consideration of Amendments to the Constitution and Bylaws;
  - viii. Nomination & Election of Officers/Directors;
  - ix. New Business;
  - x. Date of Next meeting;
  - xi. Adjournment.

#### Article 6 - Voting

- a) Only Active Members in good standing shall be entitled to vote at any General or Special meeting of PEI Soccer.
- b) Each Active Member shall have one (1) vote.
- c) There shall be only one voting delegate from each Active Member who shall be identified in writing prior to the commencement of the meeting.
- d) Voting will be by a simple majority of the votes cast, except as otherwise specified in these Bylaws.
- e) Proxies are not permitted.
- f) At all meetings of PEI Soccer, voting shall be by a show of hands, unless a secret ballot is requested. Elections shall be conducted by secret ballot.
- g) In the event of a tie vote, the President ~~of the Association~~ shall have a casting vote.

#### Article 7 – Election of the Board

- a) The business of PEI Soccer shall be conducted by the Board consisting of nine (9) members elected for a term of two (2) years, as follows:
  - i. The President, Secretary, and two(2) Directors in even-numbered years;
  - ii. The Vice-President, Director of Finance, and three(3) Directors in odd-numbered years;
- b) No person shall be nominated for any position of PEI Soccer if he/she is not present at the annual meeting, unless he/she has given notice in writing of his/her willingness to accept nomination;
- c) A person may be nominated by any Member and nominations may be made from the floor;
- d) Any candidate running for election for a position on the Board shall be given an opportunity to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes;
- e) No president of a Club, League or Affiliate may be a member of the Board of PEI Soccer.

#### Article 8 – Meetings of the Board

- a) The Board shall meet at least quarterly and have the authority to conduct all business on behalf of PEI Soccer. The Board shall have the authority to fill any vacancy on the Board that occurs after the Annual General Meeting. A person appointed to fill a vacancy shall serve for the unexpired term of the office of the person being replaced.
- b) A quorum shall consist of five (5) members of the Board. Each member of the Board shall be entitled to one vote, with the exception of the President. The President shall have a casting vote only in the event of a tie.

#### Article 9 – Duties of the Board

- a) The Board shall have the power to enact and amend Rules, Regulations, and Policies & Procedures for the management and control of PEI Soccer and its members. Members shall be notified in writing of any changes as passed by the Board within 15 days of those changes.
- b) The Board shall select, appoint, and establish the duties and remuneration of the Executive Director.



- c) The Board shall create and establish the terms of reference of the following Committees and other committees appropriate for administrating the business of PEI Soccer:
  - i. Discipline Committee;
  - ii. Nominations Committee;
  - iii. Governance Committee;
  - iv. Finance and Audit Committee;
  - v. Competitions Committee;
  
- d) The members of the Board shall serve without remuneration, except that they shall be reimbursed reasonable travel and accommodation costs while representing PEI Soccer on official business.
  
- e) The duties of the Board are as follows:
  - i. The President shall preside at all meetings of PEI Soccer and meetings of the Board and is an ex-officio member of all committees. The President shall call a meeting at the request of the majority of the Active Members of PEI Soccer.
  - ii. The Vice-President shall, in the absence of the President, act as Chair and assume the duties and powers of the President.
  - iii. The Secretary shall keep an accurate record of all business conducted at any meetings of PEI Soccer; shall handle all correspondence and give notice of meetings as requested.
  - iv. The Director of Finance shall be responsible for all PEI Soccer funds; shall see that such funds are deposited in an approved chartered bank in the name of PEI Soccer; shall keep a true and accurate account of receipts and disbursements; present an audited financial statement at the annual meeting along with the annual budget and shall report on a quarterly basis at Board meetings. The Director of Finance shall be Chair of the Audit and Finance Committee.
  - v. The Directors shall represent PEI Soccer at all meetings relative to their positions for which they were appointed.

#### Article 10 – Seal and Authorized Signature

- a) The Corporate Seal of PEI Soccer and the Symbol shall be in such forms as shall be prescribed by the Board of PEI Soccer, provided that the Seal shall bear the words “Prince Edward Island Soccer Association.”
- b) The Corporate Seal shall be affixed only when authorized by a resolution of the Board and then only by person(s) prescribed by the Board.
- c) The signing officers of PEI Soccer shall be the Director of Finance(or designate) and one (1) other of the President, the Vice President, or the Executive Director. Two signing officers, only one of whom may be an employee, shall sign all PEI Soccer cheques.

#### Article 11 – Finance and Audit

- a) An auditor shall be appointed to audit the accounts of PEI soccer and provide a statement of the audit for the Annual General Meeting for the previous fiscal year.
- b) The fiscal year shall be from January 1 to December 31 inclusive.

#### Article 12 – Amendments to Constitution and Bylaws

- a) No addition, amendment, or alteration shall be made in any part of the Bylaws of PEI Soccer, except at the Annual General Meeting or at a Special General Meeting of PEI Soccer called for that purpose.
- b) No addition, amendment, or alteration to the Bylaws shall be in order unless notice has been given to the Membership at least fifteen (15) days before the date fixed for the Annual General Meeting or for a Special General Meeting called for that purpose.
- c) Any Active Member of PEI Soccer may propose changes to the Bylaws, provided that notice of such amendment is delivered in writing to the Secretary of PEI soccer thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- d) Additions and amendments to the Bylaws may only be adopted by a two-thirds majority vote of the Members in good standing present at a meeting called for that purpose.

#### Article 13 – Conflict of Interest

- a) Directors and Officers of PEI Soccer must not only be free of conflict of interest but must also appear not to be in a conflict of interest;

- b) On election to the position of a Director of PEI Soccer; the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter update such disclosure;
- c) A Director of PEI Soccer shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to PEI Soccer;
- d) A Director of PEI Soccer shall not benefit directly or indirectly from any transaction with PEI Soccer, unless it is to clear advantage of PEI Soccer as determined by the Board of PEI Soccer;
- e) A Director of PEI Soccer shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to his/her involvement with another soccer organization, private business interest, or outside not-for-profit or charitable organization;
- f) A Director of PEI Soccer shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of PEI Soccer;
- g) Any deviation or perceived deviation from the Conflict of Interest Article shall be acted on only if reported, in writing, by the complainant to the Board of PEI Soccer;
- h) Any Director who, by personal or business conduct, violates any part of Article 13 may be suspended from the Board by a two-thirds (2/3) majority vote of the entire Board of PEI Soccer concerned after an investigation has been made at which time the Director concerned has been given a proper hearing with full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days before such hearing. Such suspension will remain in effect until ratified by the membership of PEI Soccer at its next General Meeting.

#### ARTICLE 14 –Indemnity

Every Member or other servant of PEI Soccer shall be indemnified by PEI Soccer 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 wilful neglects or defaults.

#### ARTICLE 15 – Alternative Dispute Resolution

Any person, organization or member shall be bound to exhaust all internal procedures prior to seeking redress through the ordinary courts. These internal procedures shall include, but are not limited to, the application of an Alternative Dispute Resolution process that includes mediation and arbitration or such other techniques as may be determined from time to time.