



PRINCE ALBERT YOUTH SOCCER ASSOCIATION (PAYSA)

BYLAWS

AMENDED November 2, 2016

1.0 DEFINITIONS

1.1 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 Prince Albert Youth Soccer Association.
- (d) "Board," "Board of Directors" and "Directors" means the directors of the Prince Albert Youth Soccer Association for the time being.
- (e) "Bylaw" means any bylaw of the Prince Albert Youth Soccer 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 Prince Albert Youth Soccer Association.
- (j) "PAYSA" shall mean the Prince Albert Youth Soccer Association.
- (k) "Person" includes an individual, family, league, team, manager, coach, player, trainer, referee, partnership, association, corporation or any other entity recognized by the Prince Albert Youth Soccer Association.
- (l) "SSA" shall mean the Saskatchewan Soccer Association.

2.0 INTERPRETATION

2.1 Words imparting the singular number shall include the plural and vice versa.

- 2.2 Words imparting the masculine gender shall include the feminine and neutral where appropriate and vice versa.

3.0 CORPORATE OFFICE AND IDENTITY

- 3.1 The Registered Office of the Prince Albert Youth Soccer Association shall be located in: **INSERT AS PER ARTICLES OF INCORPORATION.**
- 3.2 The Prince Albert Youth Soccer Association shall be identified in all notices, banking documents, contracts, correspondence and other communications by its legal name Prince Albert Youth Soccer Association (PAYSA).
- 3.3 The Corporate Seal of the Prince Albert Youth Soccer Association shall be as appended in Schedule "A" and shall be in the custody of the Board.

4.0 AFFILIATIONS

- 4.0 PAYSA shall establish and maintain membership with the Saskatchewan Soccer Association and, through that membership, shall be affiliated with the Canadian Soccer Association.
- (a) PAYSA shall govern and administer youth soccer according to the Conditions of Membership approved by the SSA Board of Directors.
- 4.1 PAYSA 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

- 5.1 The objectives of PAYSA are:
- (a) To develop the game of soccer.
- (b) To build technical capacity through well-developed technical programs.
- (c) To develop members and facilities to meet challenges of local, regional, provincial and national competition.
- (d) To govern the game of soccer in the City of Prince Albert and surrounding region where no other Saskatchewan Soccer Association Member Organization exists.

6.0 MEMBERSHIP

- 6.1 PAYSA has one class of members, Regular Members.
- 6.2 Regular Members are defined as:

- (a) All persons who have registered their child with the Association in accordance with the Bylaws and requirements of SSA and CSA;
 - (b) All persons who have purchased a membership from the Association in accordance with the Bylaws and requirements of SSA and CSA;
 - (c) All persons who have been approved by the Board as an honorary member in accordance with the Bylaws and requirements of SSA and CSA.
- 6.3 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 and live in the jurisdiction of the Association, shall be entitled to one vote.

7.0 COMMENCEMENT OF MEMBERSHIP

- 7.1 Regular Membership in the Association shall commence upon the registration of the member with Association or upon the date of approval by the Board.
- 7.2 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.

8.0 APPROVAL OF MEMBERSHIP

- 8.1 All applications for Regular Membership shall be approved by the Board.
- 8.2 Approval of membership is contingent on full payment of registration, and being in good standing with the organization.

9.0 CONDITIONS OF MEMBERSHIP WITHIN PAYSА

- 9.1 All Members, as a condition of Membership, shall agree to:
- (a) Observe and respect the regulations, directives and decisions of the Association and, where applicable, of the SSA, CSA and FIFA;
 - (b) 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;
 - (c) Comply with the Laws of the Game and all Rules of Competition as may be set by PAYSА, SSA, CSA, CONCACAF and FIFA;
 - (d) 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 from time to time;
 - (e) Submit to such disciplinary processes as may be prescribed by the PAYSА, SSA, CSA, CONCACAF and FIFA, as provided for in the Bylaws;

9.2 Conditions of Participation within PAYSА – Liability

- (a) 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

10.1 Membership in the Association shall terminate as a result of:

- (a) The end of each season.
- (b) Written resignation by the Member.

11.0 JURISDICTION

- 11.1 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.
- 11.2 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.
- 11.3 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.
- 11.4 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.
- 11.5 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.
- 11.6 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.
- 11.7 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

- 12.1 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.
- 12.2 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.
- 12.3 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 Membership fees paid by such Member.

13.0 EXPULSION OF A MEMBER

- 13.1 Membership may be terminated by expulsion by resolution of the Board, if:
- 13.2 The Member fails to fulfill its financial obligations toward the Association;
 - (a) The Member seriously or repeatedly 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.
- 13.3 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) All Regular Members registered in the current indoor season and all Regular Members registered in the last outdoor season will be entitled to vote. Where a Regular Member was registered in both seasons, they will be entitled to only one vote.
 - (b) Membership is open to persons living within the jurisdiction of PAYSA who wish to register their child in a PAYSA program, or to individuals who have an interest in the sport of soccer and wish to support the objectives of PAYSA. Subject to membership being in good standing, there will be one (1) vote per legal guardian up to the maximum of two (2) votes per family.
 - (c) No Member shall be entitled to vote by proxy.
 - (d) 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.

The term "Member" shall refer to:

- (a) a parent or guardian who has paid the registration fee for their child, or
- (b) an individual who has purchased a membership from PAYSA, for the current soccer year; or
- (c) an honorary member who has been approved by the Board for a period including the current soccer year.

14.2 Annual Meeting

- (a) An annual meeting of the Association shall be held in a place and on such date before November 30th that the Directors may determine, in accordance with the requirements of the Act.
- (b) The order of business at the Annual General Meeting shall normally include:
 - a. Reading of the minutes from the last AGM
 - b. President's Report
 - c. Financial Statement
 - d. Appointment of Auditors
 - e. Written Reports from Committees
 - f. Business arising from the Minutes
 - g. Consideration of Amendments
 - h. Election of Directors
 - i. New Business

14.3 Special Meetings

- (a) A special meeting of the Association shall be called by the Directors at any time, and within thirty (30) days, if requested in writing by not less than one third of the Members in good standing, and a 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 except with unanimous consent of those present.
- (c) The voting procedures and meeting rules used at Special General Meetings shall be those used at Annual

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

- (b) A quorum for the purpose of any resolution at any general meeting shall be 10 voting Members.

15.0 DIRECTORS AND OFFICERS

15.1 Board of Directors

- (a) The Board of Directors shall consist of three (3) Officers and ten (10) other Directors, including Past President.
- (b) Directors must be members of PAYSA except when their children are no longer members of PAYSA and directors term date has not concluded.

15.2 Nominations

- (c) Nominations may be made by any Member, with the written consent of the nominee, for the position of Director. Nominations shall be submitted in writing to the Executive Committee of the Board of Directors at least seven (7) days prior to the Annual General Meeting.
- (d) 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.
- (e) 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 PAYSA shall be President, Vice President and Treasurer. The positions of President, Vice President and Treasurer shall be determined by the elected Directors after the close of the Annual General Meeting.

15.4 Executive Committee

- (a) The Executive Committee shall consist of the appointed Officers.

15.5 Terms of Office

- (a) All Directors, except for the Past President, shall be elected for a two-year (2) term and shall be eligible for re-election. All Officers shall be elected for a one-year (1) term during their term as Director and shall be eligible for re-election.
- (b) The Past President of the Association will maintain the same term as the President. In the event that the Past President is unavailable for unwilling to remain in the position, an additional Director shall be elected to the Board until the Past President's position is filled.
- (c) Election of the Directors shall proceed in alternating years so that up to a maximum of six (6) Directors may be elected in any given year.

15.6 Roles and Responsibilities

(a) Board:

- a. 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;
- b. 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;
- c. Ensures that the Association meets all legal requirements;
- d. Ensures that the Association meets all of the membership requirements set out by the SSA;
- e. Ensures that there are sufficient and appropriate human and financial resources for the Association to do its work;
- f. Speaks with one voice on the basis of decisions made through formal motions at its meetings.

(b) President:

- a. The President shall preside at meetings of the Board of Directors.

(c) Vice President:

- a. The Vice President shall preside at Board Meetings in the absence of the President.

(d) Directors:

- a. 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.

(e) 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.

(f) Executive Committee:

1. Oversees the administration and financial statements of the Association.
2. Provides direction and feedback to the Office manager/Technical Director regarding policy priorities and Work plan items.
3. Approves the agenda for presentation to the Board of Directors
4. Ensures good governance of the Association.
5. Ensures timely preparation of the Annual Report and Audited Statements.
6. Oversees the hiring and annual performance evaluation of the Office Manager/Technical Director

15.8 Vacancies

- (a) A Board vacancy shall occur:
 - a. 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:
 - a. A breach of Association Bylaws, Policies and Procedures, and/or Governance Policies
 - b. Conduct that is deemed by the Board to be detrimental to the Association.
 - c. 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(s) of Director, the Board may, by majority vote (50%+1), appoint up to four (4) people, who shall serve as Director(s) 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.

15.9 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 do 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.

15.10 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.

15.11 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. 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.

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. Board meeting documents shall be forwarded to Directors before the meeting.

16.2 Voting

- (a) Each Director, with the exception of the President and the Past 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 majority of directors then in office shall constitute a quorum.

17.0 FINANCIAL AFFAIRS

17.1 Fiscal Year

- (a) The fiscal year of PAYSA shall be from August 1 to July 31 each year.

17.2 Records

- (a) The accounts of PAYSA shall be audited annually and the correctness of the financial statements ascertained by an Auditor, who shall be an accredited accountant.

- (b) The Auditor shall be appointed by a majority (50%+1) vote of the voting delegates at the Annual General Meeting.

17.3 Financial Disclosure

- (a) The Board shall place before the Members at every annual meeting:
 - a. 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 PAYSA

- (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 and Treasurer 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) No member of the Board of Directors nor any member of the Association shall have the power to pledge the credit of the Association nor 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

- 18.1 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 75% majority vote of those present at the next meeting.
- 18.2 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.

- 18.3 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 seventy-five percent (75%) majority of the members present.
- 18.4 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.
- 18.5 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.
- 18.6 Every Director, employee or volunteer of the Association shall be indemnified by PAYSА against all costs, losses and expenses incurred in or about the discharge of his/her respective duties, provided that he or she acted honestly and without malice.

19.0 DISSOLUTION OF PAYSА

- 19.1 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).
- 19.2 Upon dissolution of the Association, all remaining assets after payment of its liabilities shall be distributed to a charitable organization.

20.0 COMING INTO FORCE

- 20.1 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.