

PARADISE YOUTH
SOCCER ASSOCIATION

BY-LAWS

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1. BY-LAWS

1.1 General

The By-laws of the Association consist of Constitution and the By-laws. The contents of this document and any materials referenced in it represent both the spirit and provisions of the Paradise Youth Soccer Association Constitution. This Constitution shall govern all activities of the Association.

1.2 Constitution

The Association was constituted under the name of "Paradise Youth Soccer Association" Inc. as a corporation without share capital under Part XXI of The Corporations Act (Government of Newfoundland and Labrador) under the seal of the Government of Newfoundland and Labrador and dated the 29 day of April 2009. The object / mission of the Corporation as set forth in the By-laws is to:

- Provide a valuable recreational opportunity for the youth of the Town of Paradise and to promote community spirit through the sport of soccer.

1.3 By-laws

WHEREAS:

- A. Paradise Youth Soccer Association (herein referred to as "Paradise Soccer Club or PSC") was incorporated under The Corporations Act (Newfoundland and Labrador) on the 29 day of April 2009.

THE FOLLOWING ARE HEREBY ENACTED as the By-laws of PSC:

1.4 Definitions

- (a) In these By-laws, and in all other rules, regulations, policies and procedures of PSC, unless otherwise stated, the following terms shall have the meanings ascribed to them:

"ACT" means the Corporations Act (Government of Newfoundland and Labrador) as from time to time amended and any replacement statute subsequently enacted. The term "Act" shall also encompass any corporations regulations made pursuant to the Act.

"Adult" means a person deemed to be an adult by provincial legislation applicable to the place of residence of a person applying for membership.

"Board" or "Board of Directors" means the Board of Directors as constituted pursuant to the Act and this By-law.

"PYSA", "the Corporation" or "Association" or "Club" or "PSC" means PARADISE YOUTH SOCCER ASSOCIATION.

"Member" means any person from the Town of Paradise or has a child registered with the PSC with an address external to the Town of Paradise who is interested in furthering the object of PSC and whose application for admission as a member has been processed in accordance with policies established by PSC.

"Member Household" means a domestic establishment occupied by at least one adult who has been granted a membership in PSC in accordance with policies established for membership by the Club.

"Notice in writing" includes notice attempted to be delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.

- (b) In the By-laws, unless otherwise stated, the use of a masculine or feminine form is intended to denote both genders.
- (c) All terms which are used in the By-laws of PSC that are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.

1.5 Mission Statement

- (a) The mission of PSC is to:

Provide a valuable recreational opportunity for the youth of the Town of Paradise and to promote community spirit through the sport of soccer.

1.6 Guiding Principles

PSC is committed to maintaining highly ethical standards and exercising fairness and honesty in all its activities. All members of the PSC are expected to adhere to the Constitution, and all associated rules, regulations and procedures.

PSC shall operate as a not-for-profit organization, with all revenues reserved to fund PSC activities, programs and projects.

PSC has established rules, regulations and procedures that govern the operational aspects of the PSC activities. These rules, regulations and procedures are contained in a separate document entitled PSC Rules, Regulations and Procedures.

Promote the sport of soccer as a valuable opportunity for recreation, social interaction and personal development;

Coordinate and oversee all organized youth soccer programs and related activities in the Town of Paradise;

Establish and enforce rules and regulations governing all aspects of the game that are consistent with provincial, national and international standards;

Increase the knowledge, skill and proficiency of players, coaches, officials and other members of the PSC;

Promote sportsmanship and a fair and competitive game of soccer in an environment free from discrimination, threat and undue pressure for players, coaches and officials;

Provide a soccer program for the youth of Paradise at a reasonable cost;

Foster relationships with other soccer associations for the purposes of promoting the sport and coordinating inter-association activities; and,

Carry out the business of the PSC in the best interests of all stakeholders.

2. Head Office

2. Head Office

2.1 Head Office

The Head Office of PSC, hereafter called the “Office” or “Club Office”, shall be in the Town of Paradise in the Province of Newfoundland and Labrador.

2.2 Corporate Seal

PSC shall have a seal in such a form as may be authorized by its Board of Directors. The corporate seal shall be safeguarded in the Office in the custody of the President.

3. Membership

3. Membership

3.1 Membership Fees

Membership fees and associated fees may be established from time to time by the Board of Directors. All funds derived from those fees are to be used to further the goals of PSC.

3.2 Members

Any adult person from the Town of Paradise or has a child registered with the PSC with an address external to the Town of Paradise who is interested in furthering the object of PSC and whose application for admission as a Member has been processed in accordance with policies established by PSC shall have the right to be a Voting Member. There are individuals who may be members of the Club, but do not meet the Voting Member criteria established in Article 3.3, namely coordinators, coaches and, officials with an address external to the Town of Paradise, and all youth registered with PSC.

3.3 Voting Members

A voting member:

- a) Is an adult whose application has been accepted under the voting member designation.
- b) Shall be a resident of the Town of Paradise or have a child registered with the PSC with an address external to the Town of Paradise
- c) Shall have the right to vote at all annual and special general meetings. Only Voting Members may be, or be nominated to be, a Board member of the Club.
- d) A member household may designate up to two voting members. Changes to voting member designation may be made with the approval of the Board of Directors.

3.4 Withdrawal of Membership

A member shall be deemed to have been withdrawn from membership when a member dies, or has been deemed unsuitable in a recorded vote by a majority of the Board of Directors. Any member of the PSC may be removed from the membership and/or banned from PSC events following an investigation by a committee, appointed by the Board of Directors, if that person is found to be in violation of the Constitution, Rules, Regulations or Procedures set out by PSC.

3.5 Resignation of Membership

A member may resign at any time by notifying the Board of Directors. The resignation will take place immediately upon receipt.

3.6 Voting Restrictions on Members Receiving Remuneration

Voting Members who receive remuneration from the Club for other than allowable expenses shall not have the right to vote during their term of employment or of the contract with the organization.

3.7 Member Conduct

PSC will not tolerate any conduct by an individual or group acting on its behalf that is illegal or gives the appearance of impropriety or unethical conduct.

Members of PSC responsible for dealing with outside parties must carry out their duties free from any conflict of interest. Members must not accept from individuals or groups, gifts, invitations or other forms of financial rewards, including discounted products or services, without the prior consent of the Board of Directors. Members dealing with outside individuals or groups must not personally request gifts, invitations or other forms of financial rewards, including discounted products or services that may explicitly or implicitly be considered in exchange for preferred status.

Members of PSC shall not directly or indirectly give, offer, or promise anything of value to individuals or groups in an attempt to improperly influence their dealings with PSC.

The use of PSC equipment, facilities or data for purposes other than PSC activities, community events or other purposes approved by the Board of Directors is strictly prohibited.

PSC has established and will enforce a zero tolerance policy when it comes to abuse of or by players, coaches, officials, coordinators and the Board of Directors.

4. Organization Structure

4.1 Jurisdiction

PSC carries out its activities under the authority of, and subject to, By-laws, and governing policies of the Corporations Act (Government of Newfoundland and Labrador (as from time to time amended)), and other pertinent federal, provincial, regional, and municipal laws.

4.2 Governance Structure and Affiliation

The governance structure of PSC consists of:

- a) Association as an incorporated entity;
- b) Board of Directors;
- c) Annual or Special General Meetings;
- d) Regular meetings of the Board of Directors;
- e) Voting members.

PSC is the governing body for organized youth soccer in the Town of Paradise and is guided by this Constitution.

A volunteer Board of Directors comprised of the positions outlined in Article 7 shall oversee the operation of the PSC.

PSC is an affiliate member of the Newfoundland and Labrador Soccer Association and is subject to the rules and regulations of the provincial governing body.

PSC is an affiliate member of the Avalon Region and players from the PSC may try out for Avalon Soccer Association “A” teams.

PSC is guided by the Canadian and International Soccer Federations, particularly with respect to the laws of the game, their interpretation and fairness in sport.

PSC depends on the Town of Paradise for financial and other forms of support including the provision and maintenance of soccer facilities and as such shall maintain a strong relationship with the Town.

5. Association Board Officers and Staff

5.1 Board of Directors

The Board Officers shall be the President and Vice-President, but the Board of Directors or the Annual General Meeting may establish other officers to carry out prescribed duties.

5.2 Election of Board Officers

The Board Officers shall be elected or appointed from the membership as appropriate at the Annual General Meeting, to hold office from the conclusion of the Annual General Meeting at which they are elected or appointed until the conclusion of the Annual General Meeting two years later. Vacancies occurring in these offices may be filled by the Board of Directors. Branch Officers who have served three consecutive terms in a position should not be nominated for re-election or re-appointment to the position unless the circumstances are exceptional.

5.3 Resignation of Board Officers

A Board officer may resign from office at any time by notice in writing delivered to the President or Acting President in care of the Club Office. The resignation shall be effective on the date specified in the letter of resignation or, in absence of such date, on the date the resignation is accepted by the Board. Any officer who ceases to be a voting member shall be deemed to have vacated the office.

5.4 Removal of Board Officers

The Board of Directors may remove the person from office at any time in the event of improper conduct or action that might bring PSC into disrepute or is contrary to the objects of PSC. The officer is entitled to a fair hearing before the Board of Directors before the office is withdrawn.

5.5 Association Staff

The Board of Directors may appoint after due process, as per board policy, Association staff, who is accountable to the Board of Directors. Association staff will have the responsibility to deliver services in the most effective and efficient manner possible under the governing policies established by the Board of Directors. Despite having no right to vote, Association staff is entitled to receive notice of Association meetings and is required to attend the Annual General Meeting.

6. Annual & Special General Meetings & General Planning Meeting

6.1 Annual General Meeting

The Association Annual General Meeting shall be held at the Association Office or such other place and on such days, as the Board of Directors shall designate within 90 days of fiscal year end.

6.2 Special General Meeting

The Board of Directors may call a Special General Meeting of the Association at any time, and shall call a Special General Meeting upon the written request of twenty (20) Voting Members.

6.3 General Planning Meeting

There shall be a minimum of one (1) general planning meeting per year held prior to March 31 each year. The date and location of the planning meeting shall be determined by the Board.

6.4 Mandatory Functions (Annual General Meeting)

The following functions shall be performed at the Annual General Meeting:

- a) receive the reports of all members of the Board of Directors;
- b) elect the Board of Directors;
- c) appoint an auditor;
- d) receive financial statement(s) and auditor's report(s) for the Association;
- e) ratify the Association By-Laws and, if necessary, make amendments thereto;
- f) attend to any other business that it considers appropriate and is brought before it by the Board of Directors or other voting members.

6.5 Calling of Meetings

Notice of Annual or Special General Meetings or General Planning Meetings of the Board of Directors shall be conveyed to members by any of the following means: postal mail, e-mail, facsimile, phone or web posting, such that it is received at least 30 days before the day of the meeting. Notice by regular mail will be considered to be received within five days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the voting members to form a reasoned judgment on it.

6.6 Quorum and Voting

Each member of the Board of Directors and other voting members have one vote to be exercised in person at the Annual or Special General Meeting. A quorum shall be sixty (60%) percent of the Board of Directors and other voting members or not less than fifteen (15) Voting Members in total. Except as provided by this Bylaw or otherwise required by the relevant provincial/territorial legislation, questions shall be decided by a simple majority vote of those Board of Directors and other voting members present in person.

6.7 Chairperson

The President shall be chairperson of all Association meetings. In the absence of the President, the Vice-President shall preside. In the absence of the Vice President, the remaining members of the Board of Directors shall choose one of themselves as chairperson.

7. Board of Directors

7.1

Composition of the Board

Members of the Board shall be elected upon acceptance of their nomination at the Annual General Meeting (See Article 8.2 for more information regarding the nominations process).

The Board of Directors shall consist of the following voting members elected at the Annual General Meeting in the appropriate year. The primary duties of each member are as follows, and may include other duties assigned by the Board.

President (Chairperson)

The Chairperson shall preside over all Board meetings and shall oversee all governance activities of the PSC. The Chairperson shall also act as liaison with the Town of Paradise and shall meet regularly with the Chair of the Recreation Committee to provide updates on the PSC's planned activities, address any issues or concerns and discuss Town plans that may impact the PSC.

Vice-President (Vice-Chair)

The Vice-Chairperson shall oversee and assist with the operation of the PSC and in the absence or disability of the Chairperson, shall perform all duties of the Chairperson. The Vice-Chair shall also oversee the recruitment, hiring and performance management of staff.

Director (Finance)

The Director (Finance) shall maintain the financial records of the PSC and is responsible for ensuring accounting practices conform to generally accepted accounting principles. The Director shall present a Statement of Financial Position monthly at Board meetings and as otherwise directed by the Board of Directors. The Director shall also present Audited Financial Statements at the Annual General Meeting. The Director shall also be responsible for developing an annual budget outlining the PSC's planned revenues and expenses for the coming fiscal year and oversee all fundraising activities that fall within the jurisdiction of the PSC. The Director will also work with the Director (Communications & Registration) to oversee the management of the online registration payment system to ensure the principles of transparency and due diligence are paramount. The Director will serve as the Chair of the Finance Committee.

Director (Administration)

The Director (Administration) shall maintain all official records of the PSC as outlined in Article 9. The Director shall also circulate notices, record the minutes of Board meetings and issue correspondence as directed by the Board of Directors.

Director (All-Star)

The Director (All-Star) shall coordinate the PSC All Star program and related activities, including the selection of coaches, the scheduling of tryouts and related advertising, player evaluation and selection, instructional clinics and coordination of the PSC's All Star teams and communication of related events to All Star Coaches. The Director shall also act as liaison between the PSC and the Newfoundland and Labrador Soccer Association (NLSA) and the Avalon Soccer Association (ASA) on matters related to competitive youth streams. The Director shall share the coordination of all activities related to player development (e.g. player evaluation, recruitment and player support) with the Director (House League) and staff.

Director (Officials)

The Director (Officials) shall oversee all aspects of the PSC's referee program including the advertising, screening, hiring, scheduling, performance management and remuneration of officials to meet the PSC's requirements. The Director shall also be responsible for the correct interpretation and application of the rules of the game and coordinate instructional clinics to facilitate knowledge and skill development for officials.

Director (Senior Players/Teams)

The Director (Senior Players/Teams) shall serve as the conduit between the Board and senior players and teams. The Director shall also identify and recruit players that may be eligible to play on senior level PSC teams, in conjunction with the senior level coaches. The Director shall also identify possible candidates as coaches and managers for the Senior Teams and be responsible for the growth and expansion of senior teams in all divisions.

Director (House League)

The Director (House League) shall coordinate the PSC summer and winter house league programs and related activities, including the development of team rosters, development of schedules, assignment of coaches, and provision of information to house league coaches. The Director will collaborate with the Director (Communications & Registration) for the registration process and will collaborate with staff regarding the assignment of players and coaches to house league teams. The Director shall share the coordination of all activities related to player development (e.g. player evaluation, recruitment and player support) with the Director (All-Star) and staff.

Director (Corporate Relations)

The Director (Corporate Relations) shall solicit financial and other sponsorship of the PSC and shall respond to all inquiries and correspondence from current and potential sponsors. The Director shall also act as liaison between sponsors and the PSC and shall oversee the organization of sponsored events, coordinate the assignment of colours to house league teams, and ensure the presentation of sponsor names on both House League and All Star jerseys.

Director (Community Relations)

The Director (Community Relations) will be responsible for and coordinate PSC's participation in town events such as Snow and Ice, Canada Day, Remembrance Day and the Santa Claus Parade.

Director (Equipment)

The Director (Equipment) will serve as the conduit for staff on matters pertaining to equipment orders, inventory compilation and maintenance, identification of new equipment and coordination of related purchases as approved by the Board.

Director (Communications & Registration)

The Director (Communications & Registration) shall be responsible for the design and overall management of the PSC's communication products and tools, including its online presence. The Director will also work with the Director (Finance) to oversee the management of the online registration payment system to ensure the principles of transparency and due diligence are paramount. The Director will also serve as the conduit for staff on matters pertaining to the registration process, scheduling of registration, advertising and recordkeeping of all registered members of the PSC.

Past-President

The Past President shall be the last President to hold office immediately preceding the current President. This position is held in a non-voting capacity for a one-year term and may be called upon to provide advice and/ or comment on PSC initiatives.

Where possible, Board members should be members with legal, financial, management, leadership, or other desirable expertise such as PSC volunteer involvement.

7.2**Term and Schedule of Office**

The term of a Board member is two years. A Board member may be re-elected to additional terms to a maximum of six years, but under no circumstances will the total term of service exceed on the Board ten consecutive years unless the circumstances are exceptional, such as the inability to recruit a member for a position. A Board member, who has served on the Board of Directors for the maximum term possible, may be nominated and re-elected to any Board of Director's office after two years following the last term during which the person previously served as a Board member. The term of a Board member shall be from the end of the AGM at which the Board member was elected to the end of the AGM at which the successor is elected. To maintain continuity on the Executive, positions will be elected alternately in odd and even years as indicated below.

Position	Term	Schedule
President	Two years	Odd year
Vice-President	Two years	Even year
Director (Finance)	Two years	Odd year
Director (Administration)	Two years	Even year
Director (House League)	Two years	Odd year
Director (All-Star)	Two years	Even year
Director (Officials)	Two years	Odd year
Director (Equipment)	Two years	Even year
Director (Communications & Registration)	Two years	Odd year
Director (Community Relations)	Two years	Even year
Director (Senior Players/Teams)	Two years	Odd year
Director (Corporate Relations)	Two years	Even year

7.3

Duties

All Board members sit on the Board of Directors in a personal capacity. They are to uphold the mission; oversee the officers; set and monitor the policies, finances and internal controls. In exercising their powers and in discharging their duties to the Association, they shall act with diligence and skill, honestly and in good faith, with a view to the best interests of PSC. All Board members shall attend regular Board meetings and be prepared to bring to the attention of, discuss, and make recommendations to the Board on matters pertaining to their respective area of responsibility. In addition, all Board members shall participate and assist in events of PSC, including, but not limited to, registrations and tournaments.

7.4

Role of the Board

The Board of Directors carries out the objects of PSC in accordance with the mission of PSC, and serves as a link between PSC and its members, and the public. More particularly, and without restricting its powers under the prevailing provincial/territorial legislation, the Board of Directors:

- a) may establish governing policies that at the broadest levels, address:
 - i) Ends: which comprise the mission statement, operating philosophy and focus statements and ends policy statements for PSC;
 - ii) Executive Limitations: which comprise constraints on the Board of Directors authority establishing the prudent and ethical boundaries within which all Board activity and decisions must take place;
 - iii) Governance Process: which specifies how the Board of Directors conceives, carries out and monitors its own role; and
 - iv) Board-Staff Relationship: This denotes how power is delegated and its proper use monitored, and defines the role, authority and accountability of staff.
- b) shall monitor performance of the Association to ensure compliance with governing policy;
- c) shall approve the financial statements of the Association.

7.5

Delegation

The Board of Directors may delegate power to any officer or committee except the power:

- a) to submit to the Annual or Special General Meetings any matter requiring their approval;
- b) to fill vacancies on the Board or in the office of auditor;
- c) to issue securities or debt obligations except as previously authorized by the Board of Directors;
- d) to purchase, or redeem or otherwise acquire securities or debt obligations issued by the Association;
- e) to approve annual financial statements; or
- f) to make, amend or repeal Bylaws.

7.6

Meetings

The Board of Directors shall meet at least eight (8) times a year at the call of the President (or designate), at a place determined by the Board of Directors or the President. One of these meetings is to be in conjunction with the

Annual General Meeting. A meeting may be conducted by means of telephone or other communication facilities that permit all persons to hear each other with the consent of all Board members. A Board member participating in a meeting by that means shall be deemed to be present at the meeting.

PSC shall observe the Roberts Rules of Order insofar as they apply during PSC meetings to ensure meetings are held in an orderly fashion, members have an equal opportunity to express their views, and decisions are made in an efficient, effective and democratic manner.

7.7 Notice of Meetings

Notice of a meeting of the Board of Directors, shall be delivered at least seven days before the day of the meeting. Notice of the meeting need not specify the business of the meeting except when it is intended to:

- a) submit to the Board of Directors any question requiring their approval;
- b) fill vacancies among the Board of Directors or in the office of auditor;
- c) issue securities or debt obligations except as previously authorized by the Board of Directors;
- d) purchase, or redeem or otherwise acquire securities or debt obligations issued by the Association;
- e) approve annual financial statements.

Notice of any meeting may be waived by a Board member and any irregularity in the notice or the calling of any meeting does not invalidate any of the proceedings at the meeting where there has been substantial compliance with the provisions of this Article.

7.8 Quorum

A majority of Board members currently serving constitutes a quorum. As long as a quorum exists, continuing Board members may act, despite any vacancy on the Board of Directors.

7.9 Voting at Meetings

Each member of the Board of Directors, including the chairperson, has one vote. Questions arising at any meeting of the Board of Directors shall be decided by a simple majority of those Board members present and voting. In the event of a tie the chairperson will cast the tie-breaking vote. With the consent of the chairperson, a Board member may participate in and vote by means of a telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Board member participating in a meeting by that means shall be deemed to be present at the meeting.

To avoid any real or perceived conflict of interest, members of the Board will excuse themselves during discussions and voting on subject matters they or any dependent may have an interest in. However, they shall be afforded the opportunity to express their opinion prior to discussion and voting at the discretion of the Board.

7.10 Chairperson

The President shall be the chairperson of the Board of Directors and shall preside at all meetings of the Board. In the absence of the President, the Vice-President shall preside. In the absence of both the President and the Vice-President, the Board members present at the meeting shall choose one of themselves as chairperson.

7.11 Cessation of Directorship

An individual shall cease to be a Board member:

- a) if the Board member resigns from office by delivering a written resignation to the President in care of the Association Office;
- b) if the Board member is found by a competent jurisdiction to be mentally incapacitated;
- c) if the Board member becomes bankrupt;

- d) if at a Special General Meeting or at a meeting of the Board of Directors, a resolution is passed that the Board member, who is entitled to a fair hearing, be removed from office for improper conduct or actions which may bring PSC into disrepute or is contrary to the objects of PSC;
- e) on his death;
- f) if the Board member ceases to reside in or to be affiliated with the Town of Paradise;
- g) if the Board member vacates or is deemed to have vacated the office of a Board member, withdraws from, or has been withdrawn from, voting membership; or
- h) if any Board member has a conviction for a breach of the Criminal Code of Canada (absolute or conditional discharge is not deemed a criminal conviction).

In the event a Board member indicates their inability or unwillingness to carry out their primary duties in a timely manner, the Board will either share the duties until the next Annual General Meeting or elect a replacement.

A Board member who fails to carry out their primary duties, who does not attend three consecutive regular scheduled meetings of the Board without just cause and prior written notice filed with the Director (Administration), or whose conduct is not consistent with the PSC's Constitution, Rules, Regulations and Procedures, shall forfeit their position, and be duly removed by a two-thirds vote of the Board.

7.12 Filling of Vacancies

A majority of Board members may fill a vacancy resulting from the resignation, death, incapacitation of an elected Board member or not filled during election at the Annual General Meeting or any other reason. An expression of interest for interested candidates shall be posted to the PSC website for a period of fifteen (15) days. After that time the Board shall fill the position by a majority vote. Any position filled in this manner shall be for the remainder of the term for that position.

8. Committees of the Board

8.1 Committees

The Board of Directors may establish committees for purposes that are considered proper and fall within the Association governance policy model. The Board shall define the duties and powers of any committee it establishes and may prescribe the procedures, rules and policies to be followed by it. The President shall be an ex-officio member of any committee the Board of Directors establishes, but may not be required to act as chair.

Committees shall be formulated by the Board to oversee selected operations of PSC. These committees include Board members, but the Board may appoint members from outside the Board to such committees. Standing committees of the PSC shall include All Star, Financial and House League. Ad-hoc committees may be appointed as necessary. The terms of reference of these committees shall be developed by the Board. All recommendations of such committees shall be considered by the Board.

8.2 Nominations

The Board of Directors shall appoint a nominations committee to set appropriate guidelines for nomination to the Board, to seek recommendations for nominees, and to nominate suitable candidates. .

To be nominated for the Executive, a candidate must be a resident of the Town of Paradise for the six (6) months immediately preceding the AGM and agree to provide a satisfactory Certificate of Conduct within 30 days of election; a candidate with an unsatisfactory Certificate must forfeit their position.

Elections will be by secret ballot for positions where more than one person is nominated. Only current voting members of PSC shall vote. Positions for which only one person is nominated shall be filled by acclamation.

Where no nomination is received for any position up for election then the Board shall appoint a person to fill that position until the next Annual General Meeting of The Association as per Article 7.12.

9. Records Retention

9.1 Archival of Information

PSC shall maintain an archive of information pertaining to the operation of the PSC necessary to meet all legal and fiduciary obligations and responsibilities and to ensure the history of the PSC is preserved.

The information archived and maintained by PSC shall include, but shall not be limited to:

- a) A current copy of the Constitution and all prior amendments;
- b) The minutes of Annual General Meetings;
- c) All financial reports, supporting documentation and annual audit results;
- d) A list of all registered players;
- e) A list of all officials;
- f) A list of all sponsors;
- g) The minutes of Executive meetings;
- h) A record of any disciplinary action taken by the PSC;
- i) A list of the players assigned to House League (summer and winter) and All Star teams; and,
- j) Keys and passwords to the PSC web site and all information contained therein.

All information held by PSC, whether for internal or external use, shall be recorded and reported fairly and honestly. Prior to release, any disclosure or publication of confidential information must receive explicit approval from the Board of Directors.

10. Property

10.1 Control

All property of every nature and kind, both real and immovable, personal and movable, that is the custody of any committee, director, officer, staff or other person on behalf of PSC shall be subject to the direction of the appropriate Board of Directors. This includes, without limitation, cash, debentures, bonds, stock or other securities and every estate or interest therein, donations, whether solicited or unsolicited and whether arising from fund-raising campaigns, legacies, bequests, and other testamentary gifts or otherwise. All legacies, bequests and other testamentary gifts, unless subject to a trust requiring them to be otherwise controlled, shall be at the appropriate office subject to the direction of the appropriate Board of Directors. When any property is impressed with a trust that is not within the principles of PSC, acceptance of it may be refused by the Board of Directors. Any property of PSC acquired in the form of a gift, whether testamentary or otherwise, may be retained in the form in which it was when acquired by PSC for such length of time as the appropriate Board determines, according to PSC's current investment policy.

10.2 Acquisition and Improvement of Property and Capital Expenses

Within limits set by the appropriate Board of Directors, real or immovable property may be purchased and expenditures for capital purposes may be made by the appropriate Board, or by persons authorized by the appropriate Board.

10.3 Sale of Property

Within limits set by the appropriate Board of Directors, real or immovable property may be sold, mortgaged or otherwise encumbered by the appropriate Board.

11. Financial

11. Financial

11.1 Remuneration and Expenses

No remuneration shall be paid to any elected officer or director, or to any member or any volunteer, for services rendered to or on behalf of PSC. Board members shall be exempt from paying registration fees for their children who wish to play in the PSC's programs and activities to the greater of \$300 annually or a 25% reduction in House League fees.

Reasonable out-of-pocket expenses may be paid in accordance with PSC policy to elected officers, members, and volunteers performing duties or attending meetings of PSC as authorized by the appropriate Board of Directors or its delegate. This provision shall not be construed to prevent paid employees and contract workers of PSC from becoming members of PSC.

All revenues of the PSC shall be deposited to an account of the PSC as so named by the Board. No payment shall be made from the funds of the PSC without the signature of the Director (Finance) and either the President or Vice-President and prior approval by a majority vote of the Board. The two signing officers for cheques and payments drawn on accounts of the Association must initial the invoice being paid.

Spending and budget approvals for all expenditures shall be provided at scheduled PSC Executive meetings. In exceptional circumstances, budgetary decisions of less than \$200 may be approved in person, via email or telephone with the approval of a majority of Board members.

11.2 Annual Budget

The Director (Finance) shall act within their specific executive limitations set by the Board of Directors in the preparation and implementation of an annual budget. PSC shall maintain a record of all financial information including the assets, liabilities, revenue and expenditures of PSC. The record shall be made available for public review at the Annual General Meeting. The fiscal year shall be from November 1 of one year to October 31 of the following year.

11.3 Annual Financial Statements

The Director (Finance) shall present annual audited statements, which shall include a balance sheet as at the end of the previous fiscal year, together with a statement of revenues and expenditures for the previous fiscal year.

The independent audit of the PSC's financial records and related controls shall be completed annually, the purpose of which shall be to:

- a) Assess the adequacy of existing financial controls based on generally accepted accounting principles;
- b) Identify any actions or revisions to existing financial records necessary to ensure their accuracy; and,
- c) Identify any changes in the PSC's financial recordkeeping and related controls necessary to ensure adequate financial control on a go forward basis.

The audit shall coincide with the PSC's fiscal year-end and be presented at the Annual General Meeting.

11.4 Borrowing

The following functions may be performed at any Annual General Meeting or Special General Meeting, or Board of Directors meeting from time to time:

- a) borrow money upon the credit of the Association;
- b) limit or increase the amount to be borrowed;
- c) secure any debenture, or other securities or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or immovable, or personal or movable, property of the Association and the undertaking and rights of the Association.

Any two of the President, Vice President and the Director (Finance), have authority to sign in the name and on behalf of the Association any documents necessary to carry out the terms of any exercise of these powers by the Board of Directors.

11.5 Auditor

The auditor(s) shall be appointed at the appropriate Annual General Meeting to hold office until the next Annual General Meeting, at a rate of remuneration that it or the appropriate Board of Directors may fix from time to time.

11.6

Fundraising

PSC Executive shall authorize and coordinate all fundraising activities undertaken on behalf of PSC, any House League or All Star team or teams or any individual or group of PSC members. All funds raised by PSC shall form part of the general revenues of PSC and shall be used to fund PSC's programs and activities. Further detail on fundraising is provided in the PSC Rules, Regulations and Procedures.

11.7

Association Dissolution

In the event of dissolution of PSC, any properties or monies remaining after the satisfaction of all debts and liabilities shall be turned over to the Town of Paradise for future use by youth soccer.

12. Execution and Certification of Instruments

12.1

Execution and Certification of Instruments

Any two of the President, Vice-President and the Director (Finance) have authority to sign in the name of the Association all instruments in writing. Any instruments signed accordingly shall be binding upon the Association without further authorization or formality. Copies of the By-laws, resolutions of any Annual General Meeting or Special General Meeting or of the Board of Directors, or any other documents issued by the Association shall, when certified by any one of the above officers under the corporate seal of the Association, be evidence of the validity of such documents. The term "instruments in writing" means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers, and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts, and discharges for the payments of money or other obligations, conveyances, transfers, and assignments of shares, stocks, bonds, debentures or other securities.

12.2

Delegation of Signing Authority

Despite any other provision of these By-laws, the Board of Directors may from time to time authorize any person or persons to sign any instruments in writing on behalf of the Association for general or specific purposes as determined by the Board of Directors and may establish policies and executive limitations in respect of this delegation of authority.

13. Indemnification of Directors and Officers

13. Indemnification of Directors and Officers

13.1

Indemnification of Directors and Officers

Every Director or Officer of the Association, and his respective heirs and legal representatives, shall from time to time and at all times, both while a Director or Officer, and after ceasing to be a Director or Officer, be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the Director or Officer in respect of any action, suit or proceeding that is proposed, brought, commenced, or prosecuted against the Director or Officer for or in respect of any act, deed, matter, or thing whatsoever made, done, or committed or permitted by the Director or Officer in or about or in respect of the duties of the Director or Officer of the Association, if:

- a) the Director or Officer acted honestly and in good faith in the matter with a view to the best interests of PSC; and
- b) the costs, charges, damages, liabilities, fines, penalties, legal fees and expenses incurred by the Director or Officer were not occasioned by his own wilful neglect or default.

14. Dispute Resolution

14. Dispute Resolution

14.1 Dispute Resolution

Any dispute arising within PSC that cannot be resolved through the use of appropriate dispute resolution methods and approaches, shall ultimately be referred to the Newfoundland and Labrador Soccer Association.

15. Amendment and Effect

15. Amendment and Effect

15.1 Amendment

The By-laws of the Association not embodied in constitution may be repealed or amended by the Annual General Meeting or a Special General Meeting. Proposed amendments to the bylaws, other than editorial changes for purposes of clarity, may be put forward by any voting member in good standing with the written support of at least two other voting members in good standing. Notice of any motion to amend the By-Laws must be forwarded to the Director (Administration) who shall cause the notice to be circulated in writing to the membership not less than 14 days prior to their consideration by an Annual General Meeting. Adoption of such amendments requires an affirmative vote of two thirds of the combined Board of Directors and other voting members in person at an Annual General Meeting or Special General Meeting. However, the repeal or amendment of the By-laws shall not be enforced or acted upon until the approval of the appropriate Corporate Registry.

15.2 Effect

The Memorandum of Association and Articles of Association that were in force immediately prior to these By-laws coming into force are hereby repealed. No act, thing, document or deed voluntarily done, made or executed or resolution previously passed and not rescinded under any previous By-law shall be prejudiced or invalidated by the repeal of that By-law. These By-laws shall come into effect following approval at an Annual General Meeting and following approval by the appropriate Minister of the Government of Newfoundland and Labrador. Upon coming into force, these By-laws shall be the consolidated general By-laws of the Association. If any provision of these By-laws is inconsistent with any policy, rule or regulation of the Association, the provision of these By-laws prevails. Headings are for ease of reference only.

15.3 Regulations

Upon the coming into effect of these By-laws all previous By-laws and rules and regulations cease to have effect.

15.4 Rules, Regulations and Procedures

The By-Laws empowers the Board of Directors of PSC to establish Rules, Regulations and Procedures relating to the operation of their activities.

Any member of PSC may propose amendments to the Rules, Regulations and Procedures at any time during the year by submitting a proposal in writing (in printed form or through electronic mail) to the President. Once the proposed amendment is received it shall be circulated to all Board members for review.

Amendments to the Rules, Regulations and Procedures may be executed with a majority vote of the Board.

16. Resolutions

16.1

Making and Adopting Resolutions

A resolution is a formal statement(s) regarding policy or operational matters that requests the Board of Directors to cause a subsequent course of action to be determined or decided upon. Any member in good standing may put forward proposed resolutions provided that written support is received from two other members in good standing. Resolutions must be forwarded to the President who shall cause the Resolution to be circulated in writing via postal mail, e-mail, web posting or facsimile not less than 30 days prior to the Annual General Meeting. Adoption of Resolutions requires an affirmative vote of 2/3 of the combined Board of Directors and other Voting members in person at the AGM or Special General Meeting. The resolutions shall not be enforced or acted upon until the approval of the appropriate Corporate Registry.