



		<ul style="list-style-type: none"> <li>- Functionality and procedures were confirmed to ensure all voices were heard</li> </ul> <p><b>Review overall goals for the meeting</b></p> <ul style="list-style-type: none"> <li>- "...SSA, in conjunction with representatives of the SSA membership in good standing, form a committee to meet within 60 days from the 2016 AGM to develop a consultative structure so all SSA members can discuss potential bylaw changes."</li> <li>- This meeting will not focus on the content of Bylaw amendments, the sole focus will be on the structure of engaging members in the Bylaw Amendment process.</li> </ul> <p><b>Confirmation of Agenda</b></p>
10:15	<p>Background:</p> <p>SSA current Bylaws &amp; Non Profit Act</p> <p>Roles and Responsibilities</p> <p>Understanding Bylaws and Policies</p> <p>Canada Soccer Process</p>	<p><b>General information to inform discussions</b></p> <p>See references below – it was confirmed that <b>SSA Bylaws are in alignment with the Non Profit Act</b> and that proposed amendments must be received 90 days before the anniversary of the last annual general meeting.</p> <p><b>Brief discussion on roles:</b></p> <ul style="list-style-type: none"> <li>- SSA Board of Directors</li> <li>- Regular Voting Members – Notice, Voice &amp; Vote</li> <li>- Associate &amp; Life Members - Notice &amp; Voice</li> <li>- Entities and Other Membership – Voice - only if recognized by the Chair</li> </ul> <p><b>Articles of Incorporation</b> – outline the governance framework for the SSA at the highest level.</p> <p><b>Bylaws</b> – define the governing and operational rules of the corporation under which the board of directors and management must operate on behalf of the shareholders. Bylaws should deal with only the highest level of governance issues.</p> <p><b>Policies</b> – are set by the board and management to define the operations of the company. The board of directors may adopt association policies and procedures, those policies are voted on by the board and can be changed by the board without a vote of the shareholders.</p> <p><b>Don Story</b> on CSA process for Bylaw Amendments</p>

		<p>CSA has a Member Forum Committee - consists of Presidents of PSTOs who provide advice to the CSA Board on key items and in particular on the Bylaws and policies of the Association. It was noted that 3 PSTO's can gather relatively more easily than (61+) SSA Member Organizations can. CSA Members Forum has 2-3 Meetings a year. The success of any process like this is the spirit of collaboration and cooperation. Personal agendas have no business being at the table. People need to want to work cooperatively to be useful at the table.</p> <p>CSA meets in February prior to the Annual Meeting of Members (AMM) - at the end they come to agreement on which bylaw amendments should be put forward for consideration.</p> <p>CSA hosts a Governance Meeting Friday night meeting before the AMM to review the bylaws that will go forward the next day. It should be noted that this meeting is too late to make major amendments, however, if any arise they are noted and brought forward the next year.</p> <p><b>Blyth</b> - the Friday meeting allows all provinces and the CSA Governance Committee a final chance to go over language or wording and receive any clarification that may be necessary. This session gives the PSTOs a last chance to discuss items that are being brought forward that may need minor adjustments. This meeting requires a level of cooperation which sets the tone for approval of the Bylaws at the AMM the next day.</p>
11:00	Developing a Bylaw Consultative structure	<p><b>Overview of input provided by SYSI</b></p> <ul style="list-style-type: none"> <li>• How far in advance of the Annual Meeting should such a meeting be held? Presumably there needs to be enough time to redraft by-law amendments, if that is necessary, and still meet the deadline for final submission of proposed by-law amendments for consideration at the Annual Meeting</li> <li>• How much notice should be given to the Members of the meeting? • What should be the notice period for the circulation of by-law amendments by the Board or Members?</li> <li>• What kind of venue should be used for the meeting — face-to-face meeting (if so, where), video conference, telephone conference call, town hall meeting, webinar?</li> <li>• Whether there should be an expert in attendance who has a familiarity with By-laws?</li> <li>• MO representation (what member classes are invited to attend and whether there is a max number of reps per MO or a set number of reps based on MO size)?</li> <li>• How decisions will be reached at the meeting? By consensus? By vote (with everyone having one vote); weighted vote (based on MO size)?</li> <li>• What will be the follow-up?</li> </ul>

- Ensuring this structure does not eliminate the right that the individual MO have to bring forward amendments at a later date, as long as their submission meets the deadline date for the receipt of amendments.

**Additional considerations from the floor** - none, consensus to add items as required as discussions unfold.

**Major Discussion points:**

- It was agreed that SSA Board and Members will submit all Bylaws that are being considered by the deadlines noted below so that ALL can review and consider their merits and come together to discuss them.
  - All MO should have a complimentary process in place at local levels to ensure that they invite input from their membership during this process.
- The meeting will be held in two locations with GoToMeeting, video link and conference call access to ensure that we provide various options for ALL MO to be engaged. In addition, MO can submit their thoughts for consideration through email or other written means and they will be added to the consultation process.
- Concerns were raised about the larger cities dominating discussions but it was noted the goal will be to develop consensus - there will be no formal voting. Despite the collaborative process we are entering into we cannot eliminate the right of a member to bring forward a bylaw that has not been shared via the consultation process.
  - Each MO and major entities will be allowed two representatives and each voice at the table should be considered equally. Considering that some regions will have more participants than others information may need to be “weighted” to ensure that what goes forward reflects the good of the whole.
- SSA will invite an independent legal advisor with knowledge of the Non Profit Act of Sask. to participate.
- Would a change in the AGM date assist membership to be more engaged?
  - Suggestion would be that it has to be earlier in the year. It was noted that this would be a challenge considering the audit and requirement for notice to membership.
  - SSA AGM date is restricted by Sask Sport requirements to complete our AGM by March 31 annually (90 days).
  - **ACTION:** Refer to SSA Board for further discussion

		<p><b>Final Comments:</b></p> <ul style="list-style-type: none"> <li>• MO must consider that this is the most important process the Association undertakes each year and should plan to actively participate so that all voices are heard.</li> <li>• There is an advantage of all MO engaging in and using the process, if they wish to bring forward bylaw amendments. As the collaboration grows independent submissions may be reduced over time.</li> <li>• There is no other PSTO in Canada that is developing this level of consultative process like we are doing today.</li> <li>• This process will minimize conflict and will build trust. There will still be items which are controversial. This process is the best chance for collaboration to occur.</li> <li>• It is understood that this is a first attempt and the timelines will be a challenge. We will learn from this as we go forward as long as everyone goes into the process with the right focus. Ultimately, the SSA Board needs to listen to the voices of Membership and bring forward amendments that reflect the interests of membership and betterment of the game as a whole</li> </ul> <p><b><u>By Consensus – the following timelines were confirmed:</u></b></p> <ul style="list-style-type: none"> <li>• <b>2017 AGM is tentatively set for March 18<sup>th</sup></b> <ul style="list-style-type: none"> <li>○ 2016 AGM was March 19th, 2016</li> <li>○ Notice of any proposed amendment or change to the By-laws shall be sent to each Regular Member, Associate Member and Life Member, at least <b>30</b> days before the Annual Meeting = <b>February 16, 2017</b></li> </ul> </li> <li>• <b>DEADLINE FOR FINAL BYLAW SUBMISSIONS = 90</b> days prior to the last anniversary date = <b>Dec. 19 2016</b> <ul style="list-style-type: none"> <li>○ Deadline for all Bylaw Amendments to be in to SSA 37 days prior to Fall Consultation = <b>Sept. 16<sup>th</sup></b></li> <li>○ Amendments circulated to Membership <b>30</b> days prior to Fall Consultation = <b>Sept. 23<sup>rd</sup></b></li> <li>○ Fall consultation Date = <b>October 23<sup>rd</sup></b></li> <li>○ Final format of Bylaws based on input at Fall Consultation will be re-circulated within 10 days = <b>November 2<sup>nd</sup></b></li> <li>○ Next Steps (if any) shall be considered October 23<sup>rd</sup></li> </ul> </li> </ul>
1:00 pm	Adjourn	<b>Adjournment @ 12:05 pm</b>

Minutes prepared by:  
Pederson 05 19 16

## **Current Bylaws & Timelines related to Amendments and their relation to the Non Profit Act Saskatchewan 1995**

### **9.1 Annual General Meeting**

9.1.1 The Annual General Meeting shall take place within 120 days of the end of the fiscal year of the SSA at a place, date and time to be determined by the Board of Directors.

9.1.2 All Regular Members, Associate Members, Life Members and Directors shall receive notice of the date, time and location of the Annual General Meeting no less than fifteen (15) calendar days and no more than fifty (50) calendar days before the Meeting.

9.1.3 Regular Members, Associate Members, Life Members and Directors shall receive the agenda and any other relevant meeting materials no less than fifteen (15) calendar days before the Meeting.

### **21.1 Amendments to the By-laws and Articles**

21.1.1 No change, amendment, addition, or alteration to the By-laws or Articles of Incorporation shall be made except at the Annual General Meeting of the SSA and shall require the agreement of a two-thirds (2/3) majority of the voting delegates.

21.1.2 Notice of any proposed amendment or change to the By-laws shall be sent to each Regular Member, Associate Member and Life Member, at least 30 days before the Annual General Meeting at which they are to be considered.

21.1.3 Before any proposed amendment to the By-laws is presented to the Annual General Meeting, it must be forwarded to the Board. Notice of the proposed amendment must be given to the Board no less than 90 days before the anniversary of the last annual general meeting.

[The Non-profit Corporations Act, 1995 Article 127 - Member Proposal \(6\)](#) confirms that a corporation is not required to circulate a proposal if:

- (a) the proposal is not submitted to the corporation at least 90 days before the anniversary of the previous annual meeting of members;
- (b) it clearly appears that the proposal is submitted by the member primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the corporation or its directors, officers or security holders, or primarily for the purpose of promoting general economic, political, racial, religious, social or similar causes unrelated to the activities of the corporation;

## References

### SSA Bylaws

### Non Profit Corporations Act, 1995

#### From SSA Bylaws

*14.1.1 The Board of Directors shall be vested with full powers to govern the affairs of the SSA.*

*14.1.5 The Board of Directors shall have full power to make changes and additions to the policies and procedures of the SSA.*

#### Fiduciary Duties of Board of Directors

##### **From SSA Board Orientation – March 23, 2014 as presented by Don Story**

The Directors of an organization (fiduciaries) have been entrusted with the power to exercise control over, and responsibility for, the organization and its assets/resources, for the benefit of others. By law and practice, Directors have four main fiduciary duties (see details below).

Fiduciary is a legal term referring to an individual or individuals in whom property or power is entrusted for the benefit of another. Directors of an organization (fiduciaries) have been entrusted with the power to exercise control over, and responsibility for, the organization and its assets/resources, for the benefit of others. By law and practice, Directors have four main fiduciary duties, as follows:

##### 1. Duty of Due Diligence

- to be familiar with the organization's articles, bylaws, and governing policies;
- to understand and be familiar with the organization's mission, vision and values;
- to be informed about the requirements of the laws and regulations that pertain to the organization;
- to remain generally informed about which programs and activities are run by the organization, and which resources are dedicated to them
- to be aware of the external and internal influences that affect the organization;
- to fully prepared for board (and committee) meetings by reviewing reports and the meeting agenda.

## 2. Duty of Care

- to carry out one's responsibilities as a steward of the organization.
- to act in good faith—to conduct oneself honestly, sincerely, openly and fairly;
- to maintain objectivity and independent-mindedness in the boardroom;
- to exercise the same degree of care in looking after the organization's resources that one would exercise in handling one's own personal resources

## 3. Duty of Loyalty

- to pursue the greater interest of the organization and not personal interests or the interests of another party;
- to adhere to the organization's conflict of interest policies;
- to maintain confidentiality in relation to privileged information about the organization;
- to act so as to preserve, protect and uphold the reputation and good name of the organization;

## 4. Duty of Obedience

- to abide by the laws that apply to the organization (e.g., regulatory, financial reporting, employment, health, environmental, etc.);
- to abide by the organization's bylaws and policies;
- to guard the organization's mission by ensuring that Board decisions and policies align with it and the values that it reflects.