



## SASKATOON ADULT SOCCER INCORPORATED

No. 207218

### By-Laws of the Association Amended December 14, 2023

## 1.0 DEFINITIONS

In these Bylaws, unless otherwise specified:

- (a) "Act" means *The Non-Profit Corporations Act, 1995* of Saskatchewan.
- (b) "Adult" means an individual 15 years of age or older that play in our league.
- (c) "Association" shall mean Saskatoon Adult Soccer Incorporated.
- (d) "Board," "Board of Directors" and "Directors" means the directors of Saskatoon Adult Soccer for the time being.
- (e) "Bylaw" means any bylaw of Saskatoon Adult Soccer that shall be in force from time to time;
- (f) "Member" shall mean all members of Saskatoon Adult Soccer as defined within these bylaws.
- (g) "Person" includes an individual, family, league, team, manager, coach, player, trainer, referee, partnership, association, corporation, or any other entity recognized by Saskatoon Adult Soccer.
- (h) "Registered Team Personnel" shall mean registered with Saskatoon Adults Soccer and Saskatchewan Soccer Association, and not just listed on a game sheet as a player.
- (i) "SSC" shall mean Saskatoon Soccer Centre Incorporated.

## 2.0 INTERPRETATION

- (a) Words imparting the singular number shall include the plural and vice versa.
- (b) Words imparting the masculine gender shall include the feminine and neutral where appropriate and vice versa.



### 3.0 CORPORATE OFFICE AND IDENTITY

- (a) The Registered Office of Saskatoon Adult Soccer shall be located in the Province of Saskatchewan at a location decided by the Board of Directors.
- (b) Saskatoon Adult Soccer shall be identified in all notices, banking documents, contracts, correspondence, and other communications by its legal name Saskatoon Adult Soccer.

### 4.0 NAME

The name of the Association shall be Saskatoon Adult Soccer Incorporated (hereinafter referred to as SAS), and the territory over which the Association has jurisdiction shall be the City of Saskatoon.

### 5.0 AFFILIATIONS

The Association may establish and maintain membership and affiliation with such other associations as the board of directors shall determine from time to time.

### 6.0 OBJECTIVE

The objective of the Association is to promote, foster, develop, and govern the game of soccer, walking soccer, beach soccer, futsal, any other variations of soccer, and including both indoor and outdoor, to develop officials, and to take such steps as deemed necessary or advisable for preventing infringements of the rules of the game, or other improper methods and practices in the game, and for protecting it from abuse.

### 7.0 MEMBERSHIP

The Association shall be composed of members as set out below, all of whom must be approved by the Board of Directors of the Association.

- (a) Saskatoon Adult Soccer has two classes of members:
  - (i) Voting "Regular Members"
    - a. All adult teams registered with this Association



- b. Directors - All persons who have been elected as a Director of the Association.
- (ii) Non-Voting "Associate Members"
  - a. Affiliated youth soccer teams; school, college, and university soccer teams; leagues; referees, coaches, and trainers of affiliated soccer associations and others approved by the Board of Directors.

(b) **Rights of Membership**

- (i) 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, they may represent the players on their team as their Voting Delegate. All Regular Members of the Association who have not attained the age of majority may have a parent or guardian act as Voting Delegate on their behalf. The parent or guardian must be defined as such on the player's registration form.
- a. Each team can have up to two (2) Voting Delegates with one (1) vote per team per delegate and per eligible season as outlined in section 16.3 Voting at AGM and Special General Meetings.

Voting Delegates include:

- i. Registered Players - All players registered on said team voting and with this Association.
- ii. Registered Team Personnel - All registered personnel on the team voting and approved by this Association as a coach, assistant coach, manager, or trainer of any team registered with this Association.
- b. SAS directors shall be entitled to vote as regular members without being a representative of a team.
- (ii) All Associate Members of the Association shall be entitled to attend and be heard at all meetings of the Members but shall have no vote.



- (iii) All Honorary Life Members of the Association shall be entitled to receive notice of, attend and be heard at all meetings of Members but shall have no vote.
  - a. The Association, at its annual meeting, may elect persons as Honorary Life Members for the service to the Association.

## 8.0 COMMENCEMENT OF MEMBERSHIP

- (a) **Regular Membership** in the Association shall commence upon the registration of the member with Association, and in the case of a Director, upon the date of the election of such individual.
- (b) **Associate Membership** shall commence upon the completion of the membership of the registered team.
- (c) **Honorary Life Membership** shall commence upon the date of the Board resolution granting such membership.
- (d) 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.

## 9.0 APPROVAL OF MEMBERSHIP

- (a) All applications for Regular Membership and Associate Membership shall be approved by the Board.
- (b) Approval of membership is contingent on full payment of registration and being in good standing with the organization.

## 10.0 GOOD STANDING OF MEMBERSHIP

- (a) To be in good standing a member must be in compliance with the By-laws, and Rules and Regulations of the Association. A member may be declared by the Board of Directors to be not in good standing because of non-compliance with the By-laws, Rules and Regulations of the Association or non-payment of monies due to the Association.



- (b) Teams, clubs or Individuals who have criminal or civil charges naming the SAS as a defendant (must be in the form of written legal notice) are not eligible as "members in good standing" until such time as the legal matters are resolved.
- (c) Players on our suspension list are not in good standing.

## **11.0 CONDITIONS OF MEMBERSHIP WITHIN SAS**

Each member shall affiliate and pay such fees at such time and in such amount as may be provided for in the general rules.

## **12.0 TERMINATION OF MEMBERSHIP**

- (a) Membership in the Association shall terminate as a result of:
  - (i) The end of each season.
  - (ii) Written resignation by the Member and/or its representative.

## **13.0 JURISDICTION**

The territory over which the Association has jurisdiction shall be the City of Saskatoon.

The Association shall be affiliated with and under the jurisdiction of the Saskatchewan Soccer Association, and subject to the rules and regulations of that body.

## **14.0 DISCIPLINE OF MEMBERS**

- (a) 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.

## **15.0 EXPULSION OF A MEMBER**

- (a) Membership may be terminated by expulsion by resolution of the Board, if:
  - (i) The Member fails to fulfill its financial obligations toward the Association;



- (ii) The Member seriously or repeatedly violates the Code of Conduct, conditions of membership, Bylaws, policies or directives of the Association.
- (b) 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.

## **16.0 MEMBERS' MEETINGS**

### **16.1 Annual Meeting**

- (a) The Annual General Meeting (AGM) shall take place before December 31<sup>st</sup> of each year and shall be held in a place that the Board of Directors determine.
- (b) At the Annual General Meeting, quorum shall consist of 7 voting members.
  - (i) Associate Members and Honorary Life Members present at General Meetings shall not be counted in the quorum.
  - (ii) The Annual General Meeting, once called to order with a quorum present, may continue even if during the meeting the number of voting delegates or Regular Members is reduced to less than a quorum.
- (c) The AGM shall be open to all interested persons. Only those who are voting delegates of our Regular Members shall have the right to vote.
- (d) Members of the Board of Directors attending the AGM shall be entitled to such expenses as are approved at the meeting.
- (e) The order of business shall normally be:
  - (i) Presentation of Credentials and Roll Call
  - (ii) Reading of Minutes
  - (iii) President's Report
  - (iv) Auditor's Report and Financial Statement



- (v) Executive Director's Report
  - (vi) Report of Committees
  - (vii) Old and Unfinished Business
  - (viii) Consideration of Amendments
  - (ix) Election of Officers and Directors
  - (x) New Business
- (f) The Association, at its annual meeting, may elect persons as Honorary Life members for service to the Association. Such members are entitled to attend all general meetings, and shall receive notice of same, but shall have no vote.
- (g) To be in good standing at the Annual General Meeting, a team must have paid its fees for the year for which the Annual General Meeting is held.

## **16.2 Special General Meetings**

- (a) A Special General Meeting may be called by the Board of Directors by its own motion.
- (b) A Special General Meeting shall be called within thirty (30) days following the receipt of a written request stating the reason for calling the meeting and signed by not less than one-third (1/3) of the regular members.
- (c) All members shall receive twenty-one (21) days notice of the date, time, and location of any Special General Meeting, and the business to be considered.
- (d) Only the business for which a Special General Meeting has been called will be dealt with.
- (e) At a Special General Meeting a quorum shall consist of 12 voting members.
- (f) The voting procedures and meeting rules used at Special General Meetings shall be those used at Annual General Meetings.

## **16.3 Voting at AGM and Special General Meetings**

- (a) All Regular Members in good standing and registered in the outdoor season or the indoor season corresponding to the fiscal year will be entitled to vote by way of a Voting Delegate.



- (i) Where a Voting Delegate was registered in both seasons, they will be entitled to only one (1) vote.
- (b) Each SAS indoor sanctioned team in our league shall have one (1) vote by their voting delegate. Said voting delegate must have been registered as a player or as team personnel with the sanctioned league team in the eligible season.
  - (i) Each voting delegate also has only one (1) vote.
- (c) Each SAS outdoor sanctioned team in our league shall have one (1) vote by their voting delegate. Said voting delegate must have been registered as a player or as team personnel with the sanctioned league team in the eligible season.
  - (i) Each voting delegate also has only one (1) vote.
- (d) Associate members shall have a voice, but not a vote.
- (e) No Regular Member nor Voting Delegate shall be entitled to vote by proxy.
- (f) No Regular Member nor Voting Delegate shall be entitled to absentee vote.
- (g) Voting at a meeting of members shall be by show of hands apart from election of directors.
- (h) The voting for directors will take place by secret ballot.
- (i) If only one nominee has been presented for a Board position, the individual shall be acclaimed.
- (j) The President shall have casting vote only.
- (k) No employee of any soccer league, association, or zone (excluding SDSRAI referees) shall be eligible, or having voting rights, on behalf of a team at the SAS Annual General Meeting.
- (l) At the Annual General Meeting and any Special General Meeting, all votes shall be decided by a majority of the voting delegates, unless otherwise specified in these By-laws or required by law.





## **16.4 Notice**

- (a) Notice of any annual or special meetings of the Members shall be given to each Regular Member at the last known email address not more than 50 and not less than 21 days in advance of the meeting.

## **16.5 Quorum**

- (a) A quorum for the purpose of any resolution at any general meeting shall be 12 voting Regular Members.

## **17.0 COMPETITION SANCTIONING**

- (a) Teams or players forming a competition, in which majority of the teams or players are within the area of this association, shall make application for sanction to and the competition shall be sanctioned by, and under the jurisdiction of this Association.
- (b) Competitions must not be conducted by any team, player, club, league, or combination thereof, without the provision permission of the Association.
- (c) Teams which are members of the SAS and form a competition with teams from other associations shall make application to this Association and the competition, when sanctioned shall be under the jurisdiction of this Association.
- (d) Leagues or teams under the jurisdiction of this Association, desiring to play against associations or leagues or teams coming under the jurisdiction of another provincial association, must first obtain the consent of this Association.
- (e) Our Discipline Policy and the General rules of this Association and the Saskatchewan Soccer Association shall be followed.
- (f) The competitions sanctioned by this Association shall observe by-laws and rules of the Saskatchewan Soccer Association.



## 18.0 DIRECTORS AND OFFICERS

### 18.1 Board of Directors

- (a) The Board of Directors shall consist of a minimum of 3 Director(s), up to a maximum of fifteen (15).
- (b) The Association shall be managed by the Board of Directors consisting of a President, Vice-President, Director of Finance, and up to twelve (12) directors.
- (c) The position of President is only attained after serving as a director of SAS for two (2) years at minimum and directly prior to nomination as President.
- (d) To ensure that there is no conflict of loyalty:
  - (i) No employee of any soccer league, association, or zone (excluding SDSRAI referees) shall be eligible on the Board of Directors.
  - (ii) No director of any soccer league, association, or zone (excluding the SSC) shall be eligible on the Board of Directors.
- (e) No team shall have more than three (3) voting members on the Board of Directors at any one time.
- (f) The Board of Directors shall be elected bi-annually by secret ballot at the Annual General Meeting. Any person may be nominated for the Board of Directors provided they fall into one of the categories outlined in section 7.0. Membership.
- (g) Directors may hold one position alone.

### 18.2 Nominations

- (a) Nominations are submitted to the Executive Director by the 15<sup>th</sup> of October each year.
- (b) Nominations cannot be made from the floor.
- (c) Nominations for the position of Director may be made by any Regular Member.
- (d) The person nominated must give written consent to let their name stand before they are considered a nominee. Consent is required by October 31 of each year or nomination will be considered null and void.



### **18.3 Nominees**

- (a) If any nominee is absent at the Annual General Meeting, he or she must signify in writing his or her willingness to stand for office before being nominated.
- (b) 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.

### **18.3 Executive Officers**

- (a) The Executive Officers of Saskatoon Adult Soccer shall be President, Vice President, and Director of Finance.
- (b) The Executive Officers Committee is empowered to act in the board's place between meetings in urgent or crisis circumstances.
- (c) The Executive Committee can act in the place of the board in the absence of the full board.
- (d) The Executive Committee alone will not amend bylaws, remove, or elect board members, fire or hire critical staff, make any changes to the budget, or make decisions about significant structural changes to the organization.
- (e) At board meetings, the full board will review decisions made by the Executive made independently from the full board.
- (f) The responsibility of the Executive Committee is to direct the organization's activity, ensure it is well run and achieving its objectives.
- (g) The President shall act as Chairperson of the Executive Committee and the full board. The Vice-President, who in the absence of the president, shall perform the duties of the Chairperson.

### **18.4 Terms of Office**

- (a) The term of office for members of the Board of Directors shall be two (2) years.
- (b) Election of the Directors shall proceed in alternating years. In odd numbered years the Vice-President, Director of Finance, and six directors shall be elected.



In even numbered years the President and the six other directors shall be elected.

- (c) On expiry of their term of office, members of the Board of Directors are eligible for re-election.

## 18.5 Role and Responsibilities

- (a) Board:
  - (i) The Board of Directors shall have full power to make changes and additions to the Association's competitions and rules as it may from time to time deem necessary, prior to the start of any competition.
  - (ii) The Board of Directors may employ an Executive Director and such other persons as it deems necessary. Terms of reference and conditions of employment for employees shall be established by written contract.
    - a. The Executive Director shall be responsible for the corporate affairs of the Association.
    - b. The person or persons appointed by the Board of Directors to handle the day-to-day affairs of the Association shall be bonded in the sum of not less than ten thousand (\$10,000.) dollars.
  - (iii) Members of the Board of Directors and staff shall have free access to all matches played under the jurisdiction of the Association and (outside the conduct of the game) are empowered to use their authority in the enforcement of good order in accordance with our rules and the rules of the Saskatchewan Soccer Association.
  - (iv) The President shall preside at all meetings of the Association and shall have casting vote only. The President shall be an ex-officio member of all committees.
  - (v) The Vice-President shall be the senior officer of the Association next to the President and shall preside at all meetings in the President's absence. The Vice-President shall have such other duties as prescribed.



- (vi) The Director of Finance shall be the Chairperson of the Finance/Administrative Operations Committee and will oversee the fiscal involvements of the Association.
- (vii) The Association shall have power to call on any leagues, clubs, teams, or members, thereof, to produce any books, letter, or documents or other evidence the Association may desire.

## **18.6 Vacancies**

- (a) The office of a member of the Board of Directors shall be vacated:
  - (i) If the member becomes of unsound mind or physically or mentally incapable of performing the business of office bearer.
  - (ii) If the member be absent from three (3) meetings of the Board without special leave of absence.
  - (iii) If the member is removed by resolution of the Association for good and sufficient cause.
  - (iv) If the member shall depart from the area of jurisdiction and take up permanent residence elsewhere.
- (b) In the event of a vacancy arising in the Board of Directors by the death or resignation of a Board member or for any reason provided in clause (18.6 a), the Board of Directors may arrange for another person to be appointed to fill the vacancy until the next Annual General Meeting. The Board, however, may act notwithstanding any vacancy in its membership.

## **18.7 Board Committees**

- (a) The Board of Directors shall establish the following standing committees, whose chairpersons must be a member of the Board and shall report to the Board of Directors:
  - (i) Finance/Operations
  - (ii) Staff Relations



- (iii) Technical
  - (iv) Discipline
  - (v) Marketing & Public Relations
  - (vi) Long Range Planning
  - (vii) Tournaments
- (b) The Board of Directors may establish such other committees as it deems advisable.
- (c) The Board of Directors may delegate any of its powers to committees, either of its own body or otherwise.

## 19.0 MEETINGS OF THE BOARD OF DIRECTORS

### 19.1 Quorum

- (a) At all meetings of the Board of Directors, fifty (50) percent of filled positions shall form a quorum. In the event that the number of filled positions is even, a further member will be required to form quorum.

### 19.2 Closed Meetings

- (a) Board meetings are closed to regular, associate, and honorary life members. The only non-board member allowed to attend is the Executive Director or their delegate.

### 19.3 Expenses

- (a) Board members attending such meetings shall be entitled to be paid reasonable expenses.

## 20.0 FINANCIAL AFFAIRS

### 20.1 Fiscal Year

- (a) The fiscal year of Saskatoon Adult Soccer shall be deemed by the board of directors.



## **20.2 Records**

- (a) The Executive Director or delegate shall keep proper records and accounts of all transactions of the Association.

## **21.0 AUDITOR**

- (a) The accounts of the Association shall be audited annually, and the correctness of the financial statement ascertained by the Auditor.
- (b) The Auditor shall be recommended by the Board of Directors for the Regular Members to vote upon at the Annual General Meeting.

## **22.0 AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

In the event of any changes being deemed necessary in the Bylaws such proposed changes shall be submitted to the Executive Director in writing by October 15 for the Annual General Meeting and 21 days prior to a Special General Meeting. The amendments must be circulated to members no later than twenty-one (21) days before the Annual General Meeting and twenty-one (21) days before the Special General Meeting. No change, amendment, addition or alteration to the Bylaws or Articles of the Incorporation shall be made except at the Annual General Meeting of the Association.

## **23.0 DISSOLUTION OF SASKATOON ADULT SOCCER**

In the event that liquidation or dissolution of this Association is deemed necessary and proposed by the Directors or a member entitled to vote at an Annual General Meeting of members or a Special General Meeting of members, the method of procedure of liquidation and dissolution shall follow the articles as prescribed in the Not-for-Profit Corporations Act.

## **24.0 RULES OF ORDER**

All meetings of the Association shall be conducted in accordance with Roberts' Rules of Order, insofar as they may apply.