

## **BYLAWS OF SASKATOON UNITED SOCCER CLUB INCORPORATED**

The bylaws relating generally to the conduct of the affairs of the Saskatoon United Soccer Club Incorporated.

**BE IT ENACTED** as the bylaws of Saskatoon United Soccer Club Incorporated as follows:

### **1.0 GENERAL**

**1.01 Definitions** The following definitions are understood:

- a) **Association:** The Saskatoon United Soccer Club, Inc.
- b) **Board:** Board of Directors of the Association
- c) **Director:** A member of the Board of Directors of the Association
- d) **SUSC:** Saskatoon United Soccer Club, Inc.
- e) **Act:** The Societies Act, SUSC (1965) including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- f) **General Meeting:** Annual General Meeting or a Special General Meeting where all members can attend
- g) **Member:** Voting or non-voting individual or club who meets the criteria described in this policy

### **1.02 Interpretation**

- In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.
- Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these Bylaws

### **1.03 Superseding These Bylaws**

- For a corporate matter not described or defined in these Bylaws or Governance Policy of SUSC, the Board of Directors and/or Membership must address the matter in accordance with the Act as far as it may pertain to the subject matter thereof.

### **1.04 Financial Year**

- For the purpose of SUSC, the financial year shall be from August 1 to July 31 following, both inclusive.

### **1.05 Signing Authority**

- Any accounts of SUSC shall bear a maximum of three (3) Directors with signing authority and shall require two (2) signatures, one of which must be the President. All funds of the Association must be deposited to its account in a chartered bank located in the city of Saskatoon, Saskatchewan Canada.

### **1.06 Auditing of Accounts**

- During the Annual General Meeting a motion to appoint an auditor who is not a member of the Board of Directors shall be made for the completion of the Audit. It shall be the duty of the auditor to examine all financial books and records of SUSC following the end of the fiscal year and to assist the Treasurer to prepare the financial statement of SUSC to be submitted to the Board of Directors for presentation at the General Meeting

### **1.07 Rules of Order**

- All meetings of SUSC shall be conducted in accordance with Robert's Rules of Order insofar as they may apply, except when these Rules of Order violate the Bylaws of SUSC.

### **1.08 Unforeseen Contingencies and force Majeure**

- The Board of Directors shall have the final decision on any matters not provided for in these Bylaws or in the Governance Policy or Act in cases of force majeure.

## **2.0 MEMBERSHIP**

### **2.01 Classes of Membership**

#### **a) Voting Members**

- Individual Members – Membership shall be open to all residents of the SUSC zone at the age of majority in Canada.

#### **b) Non-voting Members**

- Individual Members – Membership shall be open to all residents of the SUSC zone below the age of majority in Canada.
- Member Leagues & Clubs – Membership shall be open to all properly constituted soccer leagues and clubs.

## **2.02 Rights of Membership**

a) A member of SUSC has the following rights to:

- Take part in all General Meetings of SUSC, to know the agenda within the prescribed time, and to exercise their voting rights.
- Submit proposals for inclusion in the agenda of all General Meetings of SUSC.
- Nominate candidates for the Board of Directors of SUSC.
- Take part in competitions and/or other soccer activities sanctioned by SUSC.
- Exercise all other rights arising from the Bylaws, policies, and decisions of SUSC.
- Propose amendments to the Bylaws of SUSC.
- Be advised when it is at risk of losing good standing and what measures are required to maintain good standing.

b) The exercise of these rights is subject to the other provisions in the Bylaws, policies, and decisions of SUSC. Only a member in good standing may exercise member rights as established in the Bylaws, policies, and decisions of SUSC. To be considered in good standing, a member must be registered and paid for the fiscal year and compliant with the Obligations of Membership under 2.03.

## **2.03 Obligation of Membership**

a) A member of SUSC has the following obligations, where applicable:

- To comply with the Bylaws, Rules and Regulations, Practices and Policies and decisions of SUSC and of Canada Soccer at all times.
- To meet all financial obligations to SUSC.
- To respect with the Laws of the Game as laid down by International Football Association Board (IFAB) and as laid down by FIFA.
- To have no relationships with Members that are suspended at a sanctioned event.
- Where there is a dispute or disagreement involving a Member that relates to the Bylaws, Practices and Policies or decisions of SUSC, to seek to exhaust all available remedies within SUSC to resolve it.
- Where disputes or disagreement involving a Member that relates to the Bylaws, Practices and Policies or decisions of SUSC is not resolved between the parties, seek

arbitration by an independent and duly constituted arbitration tribunal recognized under the procedure of Canada Soccer and SUSC.

- To observe the principles of loyalty, integrity, and good sporting behaviors an expression of fair play.
- To comply with all other requirements arising from the Bylaws, Rules and Regulations, Code of Conduct and Ethics, Disciplinary Code, Practices and Policies and decisions of the Canada Soccer, and the statutes, regulations, directives, and decisions of FIFA.
- To demonstrate Membership competition if requested by SUSC by means of suitable documentation showing age and /or residency; acceptable documentation include a Saskatchewan Health Card, or Saskatchewan government issued identification clearly showing the relevant information.
- **Applicable to all Member Leagues & Clubs:** to identify a representative who will attend all General Meetings, and to inform SUSC each year of any amendment of its league or clubs Bylaws and Practices and Policies as well as changes to its list of Directors who are authorized signatories.

b) Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Bylaws.

## **2.04 Withdrawal of Membership**

- A Member may withdraw from Membership in the Association by giving notice in writing to the Executive Director. Such notice shall be effective on the date specified in the notice.

## **2.05 Suspension and Reinstatement**

- The membership at a General Meeting is responsible for suspending a Member by a three-quarters majority of the Voting Members present.
- A suspension will be lifted on fulfillment of the requirement(s) imposed by the Membership.
- A suspended Member shall lose their rights as outlined in these Bylaws.

## **2.06 Expulsion of a Member**

a) The Membership at a General Meeting may expel a Member if they:

- Fail to fulfill its financial obligations towards SUSC

- Seriously or repeatedly violates the Bylaws, Rules and Regulations, Practices and Policies, decisions, Disciplinary Code and the Code of Conduct and Ethics of Canada Soccer and SUSC.

b) The motion for expulsion must be adopted by a three-quarter majority of the Voting Members present at the General Meeting.

### **3 FEES**

#### **3.01 Establishment of Fees**

- The Board of Directors will establish Membership fee(s).
- The Board of Directors will establish additional fees for the provision of any service or for participation in any program of the Association.

### **4 GENERAL MEETING**

#### **4.01 Annual General Meeting**

- The Annual General Meeting of SUSC shall be held no earlier than 31 days and no later than 90 days after the end of the fiscal year.
- The Order of Business at the Annual General Meeting shall be:
  1. Call to Order and President's Remarks
  2. Approval of the Minutes from the previous AGM
  3. Business arising from the Minutes of the previous AGM
  4. Amendments and Adoption of the Agenda
  5. Presentation of Audited Financial Statement
  6. Executive Director's Report
  7. Technical Director's Report
  8. Amendments to Articles and Bylaws
  9. New Business
  10. Election of Directors
  11. Open Discussion
  12. Adjournment

#### **4.02 Chair of General Meeting**

- The President shall chair General Meetings. In their absence, the Board shall appoint a Director to take their place.

#### **4.03 General Meeting Attendees**

- All voting members in good standing shall have a voice and a vote at a General Meeting.
- Subject to these Bylaws, each Voting Member is entitled to one vote on any motion or resolution at a General Meeting.

#### **4.04 Quorum:**

- Ten Voting Members of the Association in good standing constitutes a quorum for any General Meeting.

#### **4.05 Notice of General Meeting**

- Notice of any General Meeting shall:
  - Set out the time and place of the meeting and indicate the business to be transacted.
  - At least 15 days notice, in writing, shall be given to all members of SUSC, of the date and location of the Annual General Meeting.
  - Be given by email or posting on the SUSC website.

#### **4.06 Method of Voting:**

- Voting at all General Meetings of the Association shall be conducted by a show of hands unless any Voting Member in good standing present requests a ballot vote on any motion or resolution.

#### **4.07 Votes to Govern at General Meeting**

- Unless otherwise stipulated in the Articles or Bylaws, every question raised at any General Meeting shall be decided by a simple majority (50 percent plus one). Abstentions are not counted as votes.
- Elections shall be conducted by secret ballot. Where there is only one candidate, the individual may be acclaimed. - The Chair may also vote in ballot elections. - The Chair will vote in the event of a tie.

#### **4.08 Special General Meetings**

a) Special General Meetings shall be:

- held at the call of the President.
- Held if so requested in writing by ten (10) Voting Members in good standing.

b) When a Special General Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must include the agenda drawn up by those Members.

c) The agenda of a Special General Meeting may not be altered. The only business to be covered at a Special General Meeting is that which is on the agenda.

### **5.0 BOARD OF DIRECTORS**

#### **5.01 Role of the Board of Directors**

- The Board of Directors shall have the authority over, and be responsible for, the conduct of the affairs of SUSC in accordance with the Articles and Bylaws.
- The Board of Directors may appoint Standing Committees as it deems necessary to assist with its work.
- The Board may establish Special Committees to undertake a specific task or project that is to be completed within a defined period of time.
- The Board shall approve the terms of reference for all Standing and Special Committees of the Board.

#### **5.02 Quorum for Board Meetings**

- A simple majority of the Board constitutes a quorum for a meeting of the Board.

#### **5.03 Remuneration of Directors:**

- Subject to 8.02, the Board of Directors may not receive any remuneration.

#### **5.04 Composition of the Board:**

a) The Board of Directors shall include the following positions:

- President, who shall normally convene and chair meetings of the Board and General Meetings of the Association, represents the collective will of the Board in the interacting with the Executive Director, represent the Association with

national and provincial sporting bodies, and respond to public inquiries relating to the Association.

- Vice-President, who shall serve as a contact within the Zone, assist in the implementation of Association programs and activities in the Zone, bring to the attention of the Board issues that arise within the Zone, and take on tasks and responsibilities appropriate to their background knowledge, experience, and availability.
  - Treasurer, who shall serve as the financial officer of the Association, oversee all financial books and documents of the Association, and make them available for the inspection of any Director, and prepare (or arrange for the preparation of) the financial statements of the Association and present such statements at the Annual General Meeting.
  - Directors at Large, up to four (4) may be elected.
- b) The Board may continue to function if one or more of the above positions remains unfilled. Individuals are elected to these positions at an Annual General Meeting or may be appointed by the Board to fill a vacancy until the next Annual General Meeting.
- c) The President and Vice-President must reside in the SUSC Zone.
- d) The following persons are disqualified from being a Director: -
- A person who is less than 18 years of age;
  - A person who has been declared incapable by a court in Canada or in another country;
  - A person who has the status of a bankrupt;
  - A person who has not met the requirements of SUSC regarding passing of a criminal record check;
  - A person who is a paid employee, consultant, or contractor of SUSC or any organization where a conflict of interest exists;
  - A person who serves in a judicial capacity for SUSC.

#### **5.04 Terms of Directors:**

- President – 2 years
- Vice-President – 2 years.

- Treasurer – 2 years.
- Director – 2 years (2 positions)
- Director – 1 year (2 positions)

#### **5.06 Vacancies and removal of Directors:**

- A Director ceases to hold office when:
  - the Directors term is complete;
  - the Director resigns; or
  - the Director dies.
- The resignation of a Director becomes effective at the time a written resignation is received by SUSC or at the time specified in the resignation, whichever is later.
- In the event that the Board is presented with an allegation of non-compliance by a Director with the Code of Conduct and Ethics, the Disciplinary Code, and/or the Governance Policies, the Board shall refer the matter to the appropriate Judicial Body. The Directors shall be advised in writing of the nature and extent of such allegations.
- When the Board receives the Judicial Body's ruling, the following shall occur:
  - 1) The Board shall advise the Director involved of the ruling in writing.
  - 2) If the Judicial Body rules that the allegations are without grounds, the Board shall take no further action.
  - 3) If the Judicial Body rules that the allegations are valid, and that the Director should be removed:
    - If the Director was previously elected by the Voting Members, the Board shall release the ruling of the Judicial Body to the Voting Members and recommend that the Voting Members pass a resolution to immediately remove the Director.
    - If the Director was previously elected by the Director Members, the Director Members shall pass a resolution to immediately remove the Director.
  - 4) If the Judicial Body determines that the allegations are valid and recommends any other action(s) pursuant to the Disciplinary Code, the Board shall implement these action(s) with immediate effect.

- Where a Director elected by the Voting Members changes his or her domicile during their term of office such that the Zone requirements of these Bylaws are no longer met, that Director shall resign within sixty (60) days of that change.
- When the President's position is declared vacated, the Vice-President shall be appointed President by Ordinary Resolution of the Board and shall serve in that position on an acting basis until the next Annual General Meeting of the Members. At that Meeting, the Voting Members shall elect an individual to the position of President-elect for the remainder of the unexpired term.
- When the Vice-Presidents position is declared vacated, or where the Vice President is appointed as President, a Director shall be appointed as Vice President by Ordinary Resolution of the Board and shall serve in that position on an acting basis until the next Annual General Meeting of the Members. At that Meeting, the Voting Members shall elect an individual to the position of Vice President-elect for the remainder of the unexpired term.
- When the Director's position is vacated, the Board may nominate a candidate to fill the vacancy. i) At its discretion, if five (5) or fewer months remain before the Director's position can be filled, the Board may leave the Director's position vacant. +

## **6.0 EXECUTIVE DIRECTOR**

The Executive Director is the Chief Executive Officer of SUSC and shall be appointed by the Board of Directors. The Executive Director shall be responsible for:

- The implementation of decisions and policies approved by the Board and by the Membership at General Meetings.
- The appointment, evaluation, and dismissal of staff of SUSC.
- Leadership, coordination, and oversight of the work of the staff of SUSC.
- Correspondence pertaining to the administration of SUSC.
- Communications and relationships with Members, external agencies, other Zones, organizations, and media.
- Other duties as assigned by the Board of Directors

## **7.0 JUDICIAL PROCESSES**

- SUSC shall have judicial processes that are required Canada's Soccer Code of Conduct and Ethics and Disciplinary Code.

- Where there is a dispute or disagreement involving SUSC and its Members that relates to the Bylaws, Practices and Policies or decisions of SUSC, the parties shall exhaust all available remedies within SUSC to resolve it.
- Where a dispute or disagreement involving SUSC and its Members that relates to the Bylaws, Practices and Policies or decisions of SUSC is not resolved between the parties, the parties shall not submit the dispute or disagreement to the ordinary courts, but instead seek arbitration by an independent and duly constituted arbitration tribunal recognized under the procedures of Canada Soccer and SUSC.
- SUSC shall comply with the Bylaws of Canada Soccer that pertain to the processes for dispute resolution.
- SUSC and its Members shall comply with the Disciplinary Code and the Code of Conduct and Ethics of Canada Soccer.

## **8.0 DISSOLUTION AND DISTRIBUTION OF ASSETS**

### **8.01 Dissolution of SUSC**

- Any decision relating to the dissolution of SUSC requires a vote of two-thirds of the Members at a General Meeting.

### **8.02 Asset Distribution to Members**

- The Association shall not distribute any part of its assets to any of its Members. For greater certainty, this does not preclude the payment of reasonable salaries or employee benefits or other payments for services approved by the Board of Directors, and it does not preclude the reimbursement of reasonable out-of-pocket expenses.

### **8.03 Asset Distribution to Provincial Organizations**

- On the wind-up of SUSC, all remaining assets shall be distributed among Provincial sports organizations, provided that they are incorporated under the Act or are among Canadian charities registered pursuant to the Income Tax Act.