



Minutes of ANNUAL GENERAL MEETING 2011

Saskatoon Youth Soccer Inc.

Wednesday, October 26th, 2011 at 7:00pm

PRESENT: Amanda Romfo (Staff), Octavian Iliuta (Staff), Erin Fehr (Staff), Bob Rohachuk (Board), Lois Ridgway (Board), Doug Konkin (Board), Joe Garcea (Board), Donovan Williamson (Board), Ralph Hoffman (Board), James Ridgway (Eastside), Martin McInnis (Eastside), Lisa McInnis (Eastside), Mark Lord (Hollandia), Rob Jardine (Hollandia), Wilf McDougall (Hollandia), Manfred Gerber (Hollandia), Barb McConnell (Hollandia), Bob Christie (Hollandia), Shawna Jardine (Hollandia), Glen Hufsmith (Hollandia), Elly McNeilly (Hollandia), Mike Whiting (Hollandia), Kevin Zemplak (Aurora), Janine Shurmer (Aurora), Bryn Shurmer (Aurora), Shaun Eaton (Aurora), Erin Edwards (Aurora), Kevin Foster (Aurora), Anne Ballantyne (Aurora), Craig Hinz (Aurora), Laurie Reimer (Aurora), Chris Woodland (Aurora)

1. **Call to Order** – The meeting was called to order at 7:07pm by President Bob Rohachuk.
2. **Presentation of Credentials and Roll Call**
Of the 32 who attended the meeting, 23 were entitled to vote. Voting majority was 12 and 2/3 majority was 16.
3. **Adoption of Agenda**
MSC: - Motion to adopt the agenda.

James Ridgway/Glen Hufsmith - CARRIED
4. **Awards & Recognition**
 - a. Friend of Soccer Award (presented by Wilf McDougall, Hollandia Past-President) . Presented to Joe Garcea
 - b. Recognition for departing Directors . Presented by Bob Rohachuk
 - i. Joe Garcea
 - ii. Ross Kowalchuk
 - iii. Donovan Williamson
5. **Approval of Minutes**
MSC: - Motion to adopt the minutes from the 2010 AGM

James Ridgway/Shawn Eaton - CARRIED

MSC: - Motion to adopt the minutes from the Special General Meeting June 2011.

Bryn Shurmer/James Ridgway - CARRIED
6. **Adoption of President's Report** (prepared by Bob Rohachuk)
MSC: - Motion to adopt the President's Report as presented.

Kevin Zemplak/Wilf McDougall - CARRIED
7. **Adoption of Executive Director's Report** (prepared by Amanda Romfo)
MSC: - Motion to adopt the Executive Director's report as presented.

Wilf McDougall/Kevin Zemplak -CARRIED
8. **Financial Report**
 - a. **Adoption of Financial Report** (prepared by Amanda Romfo, Executive Director)
 - b. **Approval of Auditor's Report & Financial Statements** (prepared by Jeff Gorman, Auditor)
MSC: - Motion to adopt the Financial Report and the Auditor's Report and Financial Statements as presented.

Anne Ballantyne/Kevin Zemplak - CARRIED
 - c. **Appointment of Auditor Jeff Gorman for 2011**
MSC: - Motion to appoint Jeff Gorman as the auditor for 2011.

James Ridgway/Glen Hufsmith - CARRIED
9. **Approval of Bylaw Amendments – Presented by Lois Ridgway and Doug Konkin**
 - a. **Approval of Amendment: ARTICLE 5.0: Membership**
 - i. **5.1 Categories of Members**

MSC: - Motion to approve the amendment to the by-law 5.1

5.1.1 Zone Association Members, **as defined in Article 3.0 Territorial Limits**, as may be approved by the Board;
5.1.2 Community Association Members, **as defined by the City of Saskatoon and surrounding rural municipalities**, as may be approved by the Board;

James Ridgway/Martin McInnis - CARRIED

ii. **5.2 Membership Discipline and Termination**

MSC: - Motion to approve the new by-law regarding Membership Discipline & Termination.

5.2 Membership Discipline & Termination
5.2.1 The Board of Directors shall have the authority to discipline or terminate a Member for failure to comply with the bylaws or for conduct unbecoming of a Member or for just cause.
5.2.2 A Member is entitled to a fair hearing with the Board before he or she is disciplined or his or her membership is terminated.
5.2.3 A Member has the right to appeal their discipline or membership termination at a Special General Meeting of the membership who shall determine the issue by a two-thirds majority vote. See Article 8.3 process for calling a Special General Meeting.

Mark Lord/James Ridgway - DEFEATED

iii. **5.3 Members' Voting Rights**

MSC: - Motion to approve the amendment to by-law 5.3

5.3.5 Each voting delegate must be in attendance at the Annual General Meeting and any Special General Meeting to vote; **votes are not transferable.**
5.3.6 Each voting delegate must be appointed by the appropriate Member, and notice of the Member's appointment, signed by a duly authorized Member representative, must be filed with the Executive Director (or designate) of the SYSI at or before each Annual General Meeting or any Special General Meeting. **Once the meeting has been called to order there may be no substitutions of delegates.**

Wilf McDougall/James Ridgway . CARRIED

iv. **5.4 Membership Requirements**

v. **5.5 Membership Fees**

MSC: - Motion to approve the amendments to by-laws 5.4 and 5.5

5.4 Zone Association Membership Requirements
5.4.1 To be in good standing a Zone Association Member must:
5.4.1.1 ~~Each Zone Association Member shall~~ Submit a constitution or bylaws to the SYSI Board for approval.
5.4.1.2 **Submit** any amendments to the constitution or bylaws ~~of a Zone Association Member shall be approved by~~ **to** the SYSI Board **for approval.**
5.4.1.3 ~~Each Zone Association Member shall~~ Submit a copy of its year-end Financial Statements to the SYSI Board by 30 days after the Zone's Annual General Meeting.
5.4.1.4 Comply with 5.5.1.
5.5 Membership SYSI Fees
5.5.1 Each Zone and Associate Member shall affiliate with SYSI by paying such levies, bonds and fees at such time and in such amount as may be determined by SYSI. Each Zone and Associate Member shall:
5.5.1.1 ~~Each team formed by a Member shall~~ Pay to SYSI a registration fee **for each team formed, as required by SYSI.** ~~which will be set by the SYSI Board.~~
5.5.1.2 ~~Each team formed by a Member shall~~ Pay to SYSI an affiliation fee **for each team formed,** as required by the Saskatchewan Soccer Association.
5.5.1.3 ~~Each team formed by a Member entering SYSI tournaments or competitions shall~~ Pay all required tournament or competition fees **for each team formed, as required by SYSI.**
5.5.1.4 Pay all required performance bond fees and other levy fees for each team formed, as required by SYSI.
5.5.2 Each Non-Member entering SYSI leagues shall pay SYSI such levies, bonds and fees for service at such time and in such amount as may be determined by SYSI.

Mark Lord/Martin McInnis - CARRIED

b. **Approval of Amendment: ARTICLE 6.0: Board of Directors**

i. **6.1 Board Composition**

MSC: - Motion to approve the amendment to by-law 6.1

6.1.1 The Board of Directors shall consist of not less than ~~eight~~ **seven** and no more than ~~10~~ **11** members.

6.1.2 There shall be ~~four~~ **three** Board Officers: President, Vice-President, **and** Chair of the Audit and Finance Committee, ~~and Chair of the Nominations Committee.~~

James Ridgway/Rob Jardine - CARRIED

ii. **6.2 Nominations and Elections**

MSC: - Motion to approve the amendment to by-law 6.2

6.2.3 The Board shall elect its officers at a regular Board meeting shortly after the Annual General Meeting. The election of officers will include the President, Vice-President, and Chair of the Audit and Finance Committee.

6.2.4 Election of the Directors **and appointment of the Officers** shall proceed in accordance with the following schedule:

6.2.4.1 In odd-numbered years, ~~the President, and~~ at least 40% of Directors shall be elected **by the membership, and the President shall be appointed by the Board.**

6.2.4.2 In even-numbered years, ~~the Vice-President and~~ at least 40% of Directors shall be elected **by the membership, and the Vice-President and Chair of the Audit and Finance Committee shall be appointed by the Board.**

6.2.5 Filling a vacancy on the Board of Directors:

6.2.5.1 A quorum of directors may fill a vacancy among the directors with the exception of:

6.2.5.1.1 A vacancy resulting from an increase in the minimum number of directors.

(Example: If the SYSI bylaw for minimum directors was stated as 7 directors and there were 7 filled positions and then the bylaws were changed to a minimum of 8 directors the Board could not fill the 8th position however after the 8th position is filled by membership vote at an AGM or Special Meeting the Directors could then fill any other vacancies still available after the meeting up to the maximum directors allowed in the bylaws).

6.2.5.1.2 A vacancy resulting from a failure to elect the minimum number of directors required. *(Example: If the SYSI bylaw for minimum directors was stated as 7 directors and there were only 6 filled at the AGM the Board could not fill the 7th position. However after the 7th position is filled by membership vote at another Special Meeting the Directors could then fill any other existing vacancies after the meeting up to the maximum directors allowed in the bylaws).*

6.2.5.2 If there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors required, the directors then in office shall immediately call a Special General Meeting of the membership to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member. *(Example: This bylaw only comes into effect when the Board does not have its minimum directors filled OR the Board does not have a quorum available for a meeting to fill the vacancy – if there are 7 or 8 filled directors and they cannot get a quorum of 5 directors or there are 9 or 10 filled directors and they cannot get a quorum of 6 directors and so on).*

6.2.6 Where a vacancy occurs on the Board as a result of the death, resignation or removal of a Director, the Nominations Committee may nominate a candidate to fill the vacancy.

James Ridgway/Wilf McDougall . CARRIED

iii. **6.3 Terms of Office**

MSC: - Motion to approve the amendment to by-law 6.3

6.3.2 The President shall serve for no more than two **consecutive** terms **unless otherwise approved by unanimous vote of the Board.**

6.3.3 In the case of the death, resignation or removal of the President, Vice-President, **or Chair of the Audit and Finance Committee,** the remaining Directors shall elect one of their number to fill the vacancy.

Mark Lord/Anne Ballantyne . CARRIED

iv. **6.4 Disciplinary Procedures**

MSC: - Motion to approve the amendment to by-law 6.4

6.4.1 In the event that a Director is absent from four consecutive meetings of the Board in a 12 month period, a two-thirds majority of the remaining Directors may remove such Director from the Board effective immediately.

James Ridgway/Kevin Zemlak . CARRIED

c. **Approval of Amendment: ARTICLE 7.0: Duties of the Board of Directors**

MSC: - Motion to approve the amendment to Article 7.0

7.1 *The directors are charged with the responsibility to manage the activities and affairs of the corporation in accordance with the Act and with the articles and bylaws of the corporation.* The Board shall govern SYSI in accordance with its Articles of Incorporation and Bylaws, and the Board's policies, procedures and plans.

7.2 *Every director and officer is required:*

7.2.1 *To act honestly and in good faith with a view to the best interests of the corporation.*

7.2.2 *To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.*

7.5 The Board of Directors shall establish the following Standing Committees of the Board, whose terms of reference shall be set out in the SYSI Policies and Procedures Manual:

7.5.1 Audit and Finance

7.5.2 Nominations Board Development

7.5.3 Strategic Planning

7.6 *The Board of Directors shall ensure that Operational Committees are established, whose terms of reference shall be set out in the SYSI Policies and Procedures Manual.*

Kevin Zemlak/Wilf McDougall . CARRIED

d. **Approval of Amendment: ARTICLE 8.0: Meetings: 8.2 Annual General Meeting**

MSC: - Motion to approve the amendment to Article 8.0 (8.2 Annual General Meeting)

8.2.4 The order of business for the Annual General Meeting shall normally be:

Presentation of Credentials

President's Report

Report of the Audit and Finance Committee Chair

Auditors Report and Financial Statements

Budget Presentation

Committee Reports

Old Business

Proposed Bylaw Amendments

Election of Directors

New Business

James Ridgway/Lori Reimer . CARRIED

e. **Approval of Amendment: ARTICLE 9.0: Financial Administration**

MSC: - Motion to approve the amendment to by-law 9.4

9.4 The Financial Statements of SYSI, including and the auditor's report if completed, shall be presented for approval to the Annual General Meeting.

Mark Lord/Shawn Eaton . CARRIED

MSC: - Motion to approve the amendment to by-law 9.5

9.5 A budget shall be available to the membership upon written request. presented to the membership for approval at the Annual General Meeting.

Mark Lord/Kevin Zemlak . DEFEATED

f. **Approval of Amendment: ARTICLE 10.0: Management and Programs**

MSC: Motion to approve the amendments to 10.1, 10.2 and 10.3, but not to 10.4 and 10.5.

10.1 The Board shall employ an Executive Director who shall provide direction and leadership in the management of the operations of SYSI, in accordance with SYSI's Policy and Procedure Manual and the organization's Strategic Plan the Board's policies, procedures and plans. The Executive Director shall report to the Board.

10.2 SYSI shall employ a Program Coordinator who shall provide leadership and coordination in the development and implementation of SYSI programs. The Program Coordinator shall report to the Executive Director.

10.3 SYSI shall employ other staff as deemed necessary and approved by the Board.

Rob Jardine/Glen Hufsmith . CARRIED

MSC: Motion to approve the amendments 10.4 and 10.5.

10.4 Program Coordination Committee

10.4.1 SYSI shall establish a Program Coordination Committee whose purpose shall be to develop plans for league and other soccer programming at the youth and mini level, and to deal with business that arises out of such programs. The Committee shall prepare a budget each year for the approval of the Board.

10.4.2 The Program Coordination Committee shall consist of the Program Coordinator, who shall serve as chair, 10 Zone Association representatives (two from each Zone) and five Community Association representatives (one from each Zone), and the Executive Director who shall serve ex officio.

10.4.3 The Program Coordination Committee shall meet once monthly and additionally when necessary.

10.5 Coach and Player Development Committee

10.5.1 SYSI shall establish a Coach and Player Development Committee whose purpose shall be to develop and implement plans for coach and player development programs and events, and to deal with technical questions and matters that arise in connection with the game of soccer. The Committee shall prepare a budget each year for the approval of the Board.

10.5.2 The Coach and Player Development Committee shall consist of the Program Coordinator, who shall serve as chair, experts in coach and player development from each of the Zone Associations, any other individuals whom the Committee wishes to invite to increase its expertise or to secure wider support for its work, and the Executive Director who shall serve ex officio.

10.5.3 The Coach and Player Development Committee shall meet once monthly and additionally when necessary.

Rob Jardine/Glen Hufsmith . DEFEATED

g. **Approval of Amendment: ARTICLE 12.0: Bylaw Amendments**

MSC: - Motion to approve the amendment to Article 12.0

12.1 The Board may, by resolution (majority vote), make, amend or repeal any bylaws that regulate the activities or the affairs of SYSI.

12.2 The bylaws, amendment or repeal are effective from the day of the resolution of the Board but the Board must submit the bylaws, amendment or repeal to the next Annual General Meeting of the members who may, by ordinary resolution (majority vote), confirm, reject or amend the bylaws.

12.3 If not submitted to the members at the next Annual General Meeting or if submitted and rejected by the members, the added, amended, or repealed bylaw adopted by the Board ceases to be effective and any subsequent resolution of the Board to make, amend or repeal bylaws having subsequently the same purpose do not become effective until confirmed by the members.

12.4 Any proposed amendment or change to these bylaws **from the membership** shall be forwarded to the SYSI Board at least 30 days prior to the date by which it must be forwarded to each Member and Director.

12.5 Amendments to these bylaws may only be made at an Annual General Meeting or a Special General Meeting, by a two thirds majority of those present and eligible to vote.

12.6 Notice of any proposed amendment or change to these bylaws shall be sent to each Member and Director, at least 30 days before the meeting at which such amendment is to be considered.

12.7 Any amendment to these bylaws shall be effective immediately unless otherwise specified.

James Ridgway/Mark Lord - DEFEATED

h. **Approval of Amendment: ARTICLE 13.0: Transition Process**

MSC: - Motion to approve the amendment to Article 13.0

13.0 ARTICLE: Transition Process

13.1 These bylaws come into force on the day they are approved at a Special General Meeting called pursuant to Article 16 of the 2003 bylaws of SYSI.

13.2 No less than 30 days after these bylaws come into force, a Special General Meeting shall be held for the purpose of electing a new Board of Directors that meets the Board composition requirements of Article 5.1 of these bylaws. The Board of Directors may establish a Special Nominations Committee to nominate candidates for election at the Special General Meeting.

13.3 A person who is a member of the Board of Directors on the day before these bylaws come into force continues as a member of the Board of Directors until the earlier of the following dates:

13.3.1 The date a new Board of Directors is elected pursuant to these bylaws; and

13.3.2 The date the person dies, resigns or otherwise ceases to be a member of the Board of Directors.

13.4 The committees that exist on the day before these bylaws come into force continue to exercise their powers and duties until dissolved or replaced pursuant to these bylaws.

James Ridgway/Mark Lord - CARRIED

10. **Election of Board of Directors**

a. **Election Process Review of Bylaws**

b. **Appointment of two "tellers" for ballots**

MSC: - Motion to appoint Erin Fehr and Octavian Iliuta as the tellers for the ballots.

James Ridgway/Bryn Shurmer - CARRIED

c. **Proclamation of number of votes required for nominees to be elected:** 12 Votes

d. **Confirmation of nominees to allow name to stand for elections**

- i. Bob Rohachuk . Director . 1 year term . Yes
- ii. David Taylor . Director . 2 year term - Yes
- iii. Brian Stevens . Director . 2 year term - Yes
- iv. Bryan Witt . Director . 2 year term - Yes
- v. Ken Gryschuk . Director . 2 year term . Yes

e. **Election results**

David Taylor, Brian Stevens, Bryan Witt and Ken Gryschuk were elected to the Board of Directors.

f. **Motion to destroy the ballots**

MSC: - Motion to destroy the ballots.

Mark Lord/Anne Ballantyne - CARRIED

11. **Other Business**

None

12. **Motion to Adjourn**

MSC: - Motion to adjourn by Anne Ballantyne.

Meeting adjourned at 9:40 PM