



Minutes of ANNUAL GENERAL MEETING 2013
Saskatoon Youth Soccer Inc.
 Wednesday, November 27, 2013 at 7:00pm

PRESENT: Board 5, Staff 2, SUSC 5, Hollandia 5, Aurora 0, Lakewood 5, Eastside 5, Caswell 1, Non-Voter 1
 Amanda Probe (Staff), Terra Carriere (Staff), Octavian Iliuta (Staff), Doug Konkin (Board), Michael Milo (Board), David Taylor (Board), Ken Gryschuk (Board), Ken Bitternose (Board), Gale Ogilvy (SUSC), Bev Hein (SUSC), Andy Ogilvy (SUSC), Lani Romfo (SUSC), Rebecca Anderson (SUSC). Eddy Risseeuw (Hollandia), Glen Hufsmith (Hollandia), Sheri Willick (Hollandia), Brian Stevens (Hollandia), Mark Lord (Hollandia), Ben Busby (Lakewood), Len Lewko (Lakewood), Dave Komada (Lakewood), Steven Schmidt (Lakewood), Kristi Baxter (Lakewood), Angele Thiessen (Eastside), Lisa McInnis (Eastside), Declan O'Reilly (Eastside), James Ridgeway (Eastside), Dai Quance (Eastside), Theresa Finn (Caswell), Chris Woodland (Non-Voter from Aurora)

1. **Call to Order** – The meeting was called to order at 7:12pm by President Doug Konkin.
2. **Presentation of Credentials and Roll Call** – Of the 30 who attended the meeting, 21 were entitled to vote. Voting majority was 11 and two-thirds majority was 14.
3. **Adoption of Agenda** . (no additions) Declared adopted.
4. **Awards & Recognition**
 - a. Recognition for departing Director Ken Gryschuk (Presented by Doug Konkin)
 - b. Friend of Soccer Award Mark Lord (Presented by Glen Hufsmith, Hollandia President)
5. **Approval of Minutes**
 MSC: - Motion to adopt the minutes from the Nov 2012 AGM.
Len Lewko/Glen Hufsmith . CARRIED
6. **Adoption of President’s Report** (Prepared by Doug Konkin) . Declared adopted.
7. **Adoption of Executive Director’s Report** (Prepared by Amanda Probe) . Declared adopted.
8. **Financial Report**
 - a. **Approval of Financial Report** (prepared by Amanda Probe)
Auditor’s Report & Financial Statements (prepared by Jeff Gorman, Auditor)
Brian Busby/Len Lewko . CARRIED
 - b. **Appointment of Auditor Jeff Gorman for 2014**
 MSC: - Motion to appoint Jeff Gorman as the auditor for July 31st, 2014 Fiscal Year.
Brian Busby/Angele Theissen . CARRIED
9. **Approval of Bylaw Amendments**
 - a. **MSC:** Motion to approve all Bylaw Amendments as amended.
Taylor/James Ridgeway . CARRIED


Proposed By-Law	
1.0	ARTICLE BYLAW: Name
2.0	ARTICLE BYLAW: Affiliation
3.0	ARTICLE BYLAW: Territorial Limits
3.3	Each year, the SYSI Board will establish a Zone Composition Advisory Committee as set out in accordance with Article Bylaw 7.7.
4.0	ARTICLE BYLAW: Objectives
5.0	ARTICLE BYLAW: Membership
6.0	ARTICLE BYLAW: Board of Directors
7.0	ARTICLE BYLAW: Duties of the Board of Directors

<p>8.0 ARTICLE BYLAW: Meetings</p>
<p>8.3.2 The voting procedures and meeting rules used at Special General Meetings shall be those used at Annual General Meetings, as provided for under Articles 5.0 and 8.0 Bylaws 5.2 and 8.2.</p>
<p>9.0 ARTICLE BYLAW: Financial Administration</p>
<p>10.0 ARTICLE BYLAW: Management and Programs</p>
<p>11.0 ARTICLE BYLAW: Indemnity</p>
<p>12.0 ARTICLE BYLAW: Bylaw Amendments</p>
<p>13.0 ARTICLE BYLAW: Jurisdiction</p>
<p>4.1.1 To foster and support the development of youth and mini soccer within our Territory the City of Saskatoon.</p>
<p>4.1.2 To govern the sport of soccer at the youth and mini age level within our Territory the playing of organized soccer at the youth and mini age level in Saskatoon.</p>
<p>5.1 Categories Classes of Members: The SYSI shall be composed of the following categories classes of Members:</p>
<p>5.1.1 Zone Association Members, as defined in the territorial limits consisting of such organizations as may be approved by the Board of Directors of the Corporation;</p>
<p>5.1.2 Community Association Members, as defined by the City of Saskatoon and surrounding rural municipalities consisting of such organizations as may be approved by the Board of Directors of the Corporation;</p>
<p>5.1.3 Associate Members are consisting of such organizations or individuals that are involved in the sport of soccer, as may be approved by the Board of Directors of the Corporation;</p>
<p>5.1.4 Honorary Life Members are consisting of individuals who have rendered meritorious service to the SYSI, as may be approved by the Board of Directors of the Corporation.</p>
<p>5.2 Rights of Members' Voting Rights</p>
<p>5.3 Conditions of Membership Requirements</p>
<p>5.3.1 Zone Association Members must fulfill the following requirements to be in good standing:</p>
<p>6.1.1 The Board of Directors shall consist of not less than seven and no more than 11 15 members Directors.</p>
<p>6.2.4 At least 40% of Directors shall be elected by the membership each year. Election of the Directors and appointment of the Officers shall proceed in accordance with the following schedule:</p>
<p>6.2.4.1 In odd-numbered years, at least 40% of Directors shall be elected by the membership, and the President shall be appointed by the Board.</p>
<p>6.2.4.2 In even-numbered years, 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.</p>
<p>6.2.5 At the completion of the outgoing President's term, the membership may elect him or her as a director to serve in the role of Past President for a one year term.</p>
<p>6.2.6 Filling a vacancy on the Board of Directors:</p>
<p>6.2.6.1 A quorum of directors may fill a vacancy among the directors with the exception of:</p>
<p>6.2.6.1.1 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).</p>
<p>6.2.6.1.2 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).</p>
<p>6.2.6.2 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).</p>

<p>6.2.7 A Director cannot also serve as a Director on a Member's Board.</p> <p>6.3.2 The President shall serve for no more than two four consecutive terms years unless otherwise approved by unanimous vote of the Board.</p>
<p>7.1 The directors are charged with the responsibility to govern manage the activities and affairs of the corporation in accordance with the Act The Non-Profit Corporations Act and with the articles and bylaws of the corporation.</p> <p>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 :</p>
<p>8.3.1 Special General Meetings may be called by the Board or by a signed request of members in accordance with the Non-Profit Corporations Act The Non-Profit Corporations Act, 1995, or any replacement Act. Notice of the time and place of any Special General Meeting shall be sent to each Member and Director not less than 15 days before the meeting. The notice shall state the purpose for which the meeting is being called. No other business shall be transacted at the meeting. Any meeting to be called at the request of the members must be called by the Board no more than 21 days after receiving the written request.</p> <p>8.4.1 The rules of procedure for all meetings shall be <i>Robert's Rules of Order</i>, insofar as they may apply. In the case where an SYSI Bylaw is inconsistent with <i>Robert's Rules of Order</i>, the bylaw shall take precedence.</p>
<p>10.3 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.</p> <p>10.3.1 The Program Coordination Committee shall consist will be composed 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) zone representatives (each zone shall have the opportunity to have up to two representatives on the committee), community association representatives (each Zone shall have the opportunity to have a representative from one Community Association within their Zone), and the Executive Director who shall serve ex officio.</p> <p>10.3.2 The Program Coordination Committee shall meet once monthly and additionally when necessary a minimum of six times per year provided that they meet at least once per season.</p> <p>10.4 SYSI shall establish a Player and Coach Development Committee whose purpose shall be to develop and implement plans for player and coach 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.</p> <p>10.4.2 The Player and Coach Development Committee shall meet once monthly and additionally necessary or at the request of the Program Coordination Committee or the Board of Directors.</p>

b. **MSC:** Motion to approve all Articles Amendments as amended.

Taylor/Andy Ogilvy . CARRIED

 <p>Information Services Corporation OF SASKATCHEWAN Corporate Registry</p>	<p>Articles of Amendment <i>The Non-profit Corporations Act</i> (Section 164)</p>	<p>Form 4</p>
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1. **Name of Corporation:** SASKATOON YOUTH SOCCER INC.
2. **Corporation No.:** 206814
3. The articles of the corporation are amended as follows:
 - (a) Section 3 of the Articles of Incorporation is deleted in its entirety and replaced with the following: The annexed Schedule A is incorporated in this form.
 - (b) Section 5 of the Articles of Incorporation is deleted in its entirety and replaced with the following: Minimum . seven (7); Maximum . **fifteen (15).**
 - (c) Section 7 of the Articles of Incorporation is deleted in its entirety and replaced with the following: The objects of the Corporations shall be to develop, foster, and promote the game of soccer, both indoor and outdoor, within its territorial limits at all levels classed as Youth by the Canadian Soccer Association, and the activities of the Corporation are restricted to activities that are conducive or incidental to the attainment of these objects.
 - (d) Section 8 of the Articles of Incorporation is deleted in its entirety and replaced with the following: The remaining property shall be transferred to one or more entities set out in subsection 209(5)

of *The Non-Profit Corporations Act*, 1995 (Saskatchewan), as the same may be amended or replaced from time-to-time, as determined by the Board of Directors of the Corporation.

- (e) Section 9 of the Articles of Incorporation is deleted in its entirety and replaced with the following: None.
3. Each amendment has been duly authorized pursuant to the requirements of the Act.

<u>Date</u>	<u>Name</u>	<u>Office Held</u>	<u>Signature</u>
November ____, 2013	Crystal Taylor	Solicitor and Agent	

**SCHEDULE A TO THE ARTICLES OF AMENDMENT OF
SASKATOON YOUTH SOCCER INC.**

1. CLASSES OF MEMBERS:
The Corporation shall be composed of the following classes of members:
 - (a) Zone Association Members, consisting of such organizations as may be approved by the Board of Directors of the Corporation;
 - (b) Community Association Members, consisting of such organizations as may be approved by the Board of Directors of the Corporation;
 - (c) Associate Members, consisting of organizations or individuals that are involved in the sport of soccer, as may be approved by the Board of Directors of the Corporation;
 - (d) Honorary Life Members, consisting of individuals who have rendered meritorious service to the Corporation, as may be approved by the Board of Directors of the Corporation.
2. RIGHTS OF MEMBERS:
 - (a) Each Zone Association Member, in good standing, shall be entitled to ten (10) delegates at the Annual General Meeting and any Special General Meeting, each of whom shall have a voice and one vote.
 - (b) Each Community Association Member, in good standing, shall be entitled to one delegate at the Annual General Meeting and any Special General Meeting, who shall have a voice and one vote.
 - (c) Each Associate Member, in good standing, shall be entitled to one delegate at the Annual General Meeting and any Special General Meeting, who shall have a voice but no vote.
 - (d) Each Honorary Life Member shall have a voice but no vote.
 - (e) Each voting delegate must be in attendance at the Annual General Meeting and any Special General Meeting to vote; votes are not transferable.
 - (f) 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 Corporation 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.
3. CONDITIONS OF MEMBERS:
 - (a) Zone Association Members must fulfill the following requirements to be in good standing:
 - (i) Submit a constitution or bylaws to the Board of Directors of the Corporation for approval;
 - (ii) Submit any amendments to the constitution or bylaws to Board of Directors of the Corporation for approval;
 - (iii) Submit a copy of its year-end financial statements to the Board of the Directors of the Corporation within thirty (30) days after the Zone's annual General Meeting;
 - (iv) Affiliate with the Corporation by paying such levies, bonds, and fees at such time and in such amount as may be determined by the Corporation;
 - (v) Abide by the rules, regulations, and bylaws of the Corporation.
 - (b) Community Association Members must fulfill the following requirements to be in good standing:
 - (i) Affiliate with the Corporation by paying such levies, bonds, and fees at such time and in such amount as may be determined by the Corporation;
 - (ii) Abide by the rules, regulations, and bylaws of the Corporation.
 - (c) Associate Members must fulfill the following requirements to be in good standing:
 - (i) Affiliate with the Corporation by paying such levies, bonds, and fees at such time and in such amount as may be determined by the Corporation;
 - (ii) Abide by the rules, regulations, and bylaws of the Corporation.

10. Election of Board of Directors

a. Confirmation of nominees to allow name to stand for elections

- i. Doug Konkin . Director . 1 year term
- ii. Brian Stevens . Director . 2 year term
- iii. David Taylor . Director . 2 year term

- iv. Melissa Strom . Director . 1 year term
- v. Nathan Reis . Director . 2 year term
- vi. Meric Osman . Director . 2 year term

b. Acclamation

MSC: - Motion to elect all nominees to Board of Directors.

Kristi Baxter/Len Lewko - CARRIED

11. Other Business

a. SSCI Budget and Audited Financial Statements

Copies of the Saskatoon Soccer Centre Inc.'s 2013-14 Budget and their latest audited financial statements from 2012 were available for those interested at the meeting. Contact the SYSI Office if you'd like a copy of this information.

b. SYSI Reserve Analysis Update

SYSI engaged Meyers Norris & Penny to review the reasonableness of the SYSI reserves and asset in the establishment of formal reserve policy. The final report is not complete at this time, but the final report may include a comparison of our reserves to those of another youth sport organization in Saskatoon. More important MNP will provide us with a road map as to how to assess our need/desire for reserves. This includes the assessment of SYSI's risks, cash flows and contractual obligations. From this analysis we can determine the purpose of the reserve or reserves, the appropriate levels and formulate a formal reserve policy. The reserve policies should define the goals for the reserve, how we account and fund the reserve, clearly outline the use of the funds; ensure there is annual reporting and an annual review of the policy. The Finance and Audit Committee has recommended to the board we write reserve policies which MNP has offered to review when they are complete. I suggest MNP's final report, our analysis and policies be presented to the Zone Presidents meeting for their feedback and guidance. The Zone Presidents can decide if the reports should be presented at a Special General Meeting or to the next Annual General Meeting.

Meeting adjourned at 8:52 PM