

CONSTITUTION OF THE ST. PAUL SOCCER ASSOCIATION

Adopted November 4, 1999/Amended June 22, 2006

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ARTICLE 1 – NAME

The name of this organization shall be “The St. Paul Soccer Association” (SPSA), hereinafter referred to as the “Association”.

ARTICLE 2 – PURPOSE & OBJECTIVES

The purpose of the Association shall be to promote, develop and govern the game of soccer in the St. Paul area. Its objectives are:

- a) to promote the Alberta Soccer Association (ASA) development programs for referees, players, coaches and parents,
- b) to act as a liaison between the SPSA, the Lakeland District Soccer Association (LDSA), the Alberta Soccer Association (ASA), and the Canadian Soccer Association (CSA),
- c) to register in accordance with ASA guidelines all soccer players, coaches and officials in the St. Paul area,
- d) to promote the program philosophy and behavioural expectations as outlined in the Program Handbook of the SPSA.

ARTICLE 3 – AFFILIATION

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

ARTICLE 4 – DEFINITIONS

In those By-Laws, including this clause, unless the context otherwise requires:

- a) “Board of Directors” means the elected or appointed executive members of the Association.
- b) “member” may be a person who having achieved Association entry agrees to abide by all the rules and regulations contained herein or approved by the Board from time to time.
- c) “He” may mean masculine or feminine, singular or plural as the context may so require.

ARTICLE 5 – ORGANIZATION

The Association shall be composed of members as hereinafter set out, and it shall be managed by a Board of Directors constituted as stated in these By-Laws.

ARTICLE 6 – MEMBERSHIP

Member of the Association may be individual, sponsoring or honorary.

- 1) Individual – an individual member shall be any person interested in the aims and objectives of the Association and upon payment of any fee, fixed from time to time, by resolution of the Association’s Board of Directors. Each individual member shall have one vote and be entitled to hold office in the Association is so elected. Any person residing in Alberta, and being of the full age of 18 years, may become a member of the Association upon payment of the annual membership fee.
- 2) A sponsor member shall be any organization, society, club or agency, that will undertake to give its support to the organization either by cash, equipment, personal or otherwise. A sponsoring member will have no voting privileges.
- 3) Honorary memberships may also be created by the Association, but such membership shall not carry voting power, or the right to stand for election to the Board of Directors. Conditions for such memberships shall be established by a resolution of the Association’s Board of Directors.
- 4) No member shall be entitled to vote at any meeting of this Association unless all monies due by such member to this Association shall have been paid.

ARTICLE 7 – FEES

All fees for membership or association entry shall be determined by the Board of Directors annually.

If any member is in arrears for fees, dues or any bond required or fines or assessments by the Board of Directors for any year, such member shall be automatically suspended, and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

In order to be eligible to any position, or to be appointed to a position, a member must be in good standing with the Association.

Player registrations fees include the annual membership fee; if the player is under 18 years of age, it entitles the player’s legal guardian to one membership. Where two or more players from the same household are registered, a maximum of two legal guardians will be entitled to vote at any duly convened general meeting.

ARTICLE 8 – MEMBERSHIP REINSTATEMENT

Members wishing to be reinstated as members in good standing into the Association must pay all arrears and fees due prior to the annual general meeting.

ARTICLE 9 – ANNUAL GENERAL MEETING

- 1) The annual general meeting of the Association shall normally be held each year on the date, which shall be as soon as possible after March 31 and not later than July 10, said date to be determined by the Board of Directors.
- 2) At least three (3) weeks notice in the form of a public advertisement in a newspaper in general circulation in St. Paul and shall include the St. Paul Journal, shall be given to all members of the Association of the date and location of the Annual General Meeting.
- 3) If within four (4) hours from the time appointed for the annual general meeting a quorum is not present it shall stand adjourned to a date within the next week, time and place set by the Board of Directors and if at such re-scheduled annual general meeting a quorum is not present, the members present shall constitute a quorum.
- 4) Order of business at the annual general meeting will be as follows:
 - i) roll call and report of credentials committee
 - ii) minutes of previous annual general meeting
 - iii) business arising from the minutes
 - iv) reports
 - v) unfinished business
 - vi) amendments to the constitution
 - vii) election of officers
 - viii) new business
 - ix) adjournment

ARTICLE 10 – SPECIAL GENERAL MEETING

- 1) A special general meeting may be called by the Board of Directors by its own motion.
- 2) A special general meeting shall be called within thirty (30) days following the receipt of a written request by no less than one third (1/3) of the individual members.
- 3) All members shall receive at least three (3) weeks notice in the form of a public advertisement in a newspaper in general circulation in St. Paul and shall include the St. Paul Journal with the date, time and location of any special general meeting.
- 4) Only the business for which the special general meeting has been called for will be dealt with except with the unanimous consent of those present.

ARTICLE 11 – RULES OR ORDER

All meetings of the Association shall be conducted in accordance with Roberts Rules of Order in so far as they may apply.

ARTICLE 12 – PRESIDING OFFICER

The President shall preside at all general meetings of the Association and in his or her absence the Vice-President shall take the chair. The absence of both of these officers shall require the selection of a pro tem presiding officer.

ARTICLE 13 – QUORUM

Ten (10) individual members in good standing shall form a quorum at all general meetings. For Board meetings of the SPSA, a quorum will consist of five (5) or fifty percent (50%) of the Board of Directors.

ARTICLE 14 – VOTING

- 1) Each individual member is entitled to one vote.
- 2) Sponsoring members are not entitled to voting privileges.
- 3) Except as herein specified in these By-laws, motions or resolutions will be adopted by simple majority.
- 4) Vote by secret ballot shall be used when the question is of such a nature that some members might hesitate to vote publicly their true sentiments.
- 5) At all meetings of the Association voting shall be by a show of hands unless the vote by ballot is requested and approved by the majority of the members. If the vote by ballot is required the Chair shall appoint scrutineers who shall total the votes and report same to the presiding officer who shall announce the results to the assembly for the record.

ARTICLE 15 – BOARD OF DIRECTORS

- 1) Business of the Association shall be conducted by a Board of Directors, which shall constitute the elected officers, the appointed age-group coordinators, the Past President and the Registrar. The Registrar shall not vote at Board of Directors' meetings.
- 2) The elected officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, the Referee Director, the Equipment Director, the Bingo Director, the Communications Director, and the Technical Director.
- 3) The Past President shall sit as a full member of the Board with a one (1) year term subject to annual extensions by the board of Directors.
- 4) The Board of Directors shall meet not less than quarterly.
- 5) Duties of the members of the Board shall be determined at the first Board meeting.
- 6) Meetings of the Board shall be at the call of the President or by circulated written notice signed by a majority of the members of the Board.

ARTICLE 16 – TENURE AND ELECTION

- 1) The elected members of the Board shall be elected yearly at the Association's Annual General Meeting and shall assume the duties of their respective positions by August 15th. Terms of office for Board positions will be 2 years, with staggered elections to allow for some carry-over in Board membership. A member may be elected to the same board position for a maximum of three consecutive terms.
- 2) To be elected to the Board of Directors, a candidate must have a majority of valid votes cast.
 - a) If no person receives a majority of the valid votes cast there shall be another ballot from which the name of the person receiving the least number of votes in the previous ballot shall be deleted. Where more than three persons have contested an office, this process may be repeated with a candidate receiving the least number of votes omitted from the next ballot.
 - b) Where two or more candidates have the fewest number of votes, the members shall determine by ballot which of them shall be included in the ballot.

ARTICLE 17 – DUTIES OF THE OFFICERS

- 1) The President shall be an ex-officio member of all committees. He shall, when present and not in conflict with the purpose of the meeting, preside at all general/special meetings of the Association and of the Board of Directors and shall have a casting vote only. The President shall only chair committee meetings when a committee chairman is not present or been selected. The President will be responsible for the overall operation and coordination of the Association.
- 2) The Registrar's duties will be as prescribed by the Board of Directors.
- 3) The Treasurer shall receive all monies to the credit of the Association and shall give a receipt for the same. He shall deposit all monies received in a chartered bank in the name of the Association. No monies over fifty (50) dollars shall be withdrawn from the bank without the sanction of the Board. Signing authority shall be given to the President, the Treasurer and the Secretary. Two signatures are required on all cheques issued on behalf of the Association. All accounts shall be paid by official cheque. Reimbursement of expenses necessarily incurred on behalf of the Association may be paid to a member or Board member when approved on submission of receipts and if the expenses were authorized and budgeted for by the Treasurer. The deposit and receipt book shall be produced at all meetings and shall be properly balanced and up-to-date in accordance with bank books. He shall prepare the budget and annual reports and financial statements for the annual general meeting of the Association.

- 4) The Vice-President, the Secretary, the Referee Director, the Equipment Director, the Communication Director, the Bingo Director, and the Technical Director shall have duties as assigned. The age-group coordinators shall have duties as prescribed by the Board of Directors.

ARTICLE 18 – DUTIES OF THE BOARD OF DIRECTORS

- 1) The Board shall be responsible to the members of the Association.
- 2) The Board shall implement and control the policies, finances and general affairs of the Association in discharging its responsibilities to the members.
- 3) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise so far as it is not herein expressly provided for. In the case of any conflict which may arise between members (administratively or interpersonally), the Board will refer to and follow the Conflict Resolution Process outlined in the Program Handbook of the SPSA. In any case involving alleged harassment issues, the Board will refer to and follow the SPSA Policy Against Harassment.
- 4) It shall not be responsible for any expenditures made or any obligations assumed in the name of the Association by any member unless consent thereto has previously been given by the Board.
- 5) It shall have the power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and is empowered to use, if necessary, its authority in the preservation and enforcement of good order in accordance with the Constitution of the Alberta Soccer Association.

ARTICLE 19 – VACANCIES

- 1) The office of a member of the Board of Directors may be vacated:
 - a) upon resignation in writing,
 - b) if he absents himself from three (3) meetings per year of the Board without satisfactory reason,
 - c) if he be removed by resolution of the Association for good and sufficient cause.
- 2) Should any vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next annual general meeting.

ARTICLE 20 – AUDIT

- 1) The fiscal year of the Association shall be the first day of April to the 31st day of March following, both inclusive. A copy of the Annual Financial Review shall be available for review by members and the officers of the Association at least one (1) week before the date fixed for the Annual General Meeting.

- 2) The Treasurer shall be responsible for ensuring the proper review of the books, accounts and records of the Association by a duly qualified independent accountant appointed at the Annual General meeting, or by two members of the Association elected for that purpose at the Annual General Meeting. The two members elected to review the books must not be members of the Board.

ARTICLE 21 – INDEMNITY

Every member of the board and other servant of the Association shall be indemnified by the Association against all costs, losses, and expenses incurred by them respectively in or about their discharge of their respective duties, except as happen from their own respective wilful neglects and defaults.

ARTICLE 22 – CORPORATE SEAL

The Association shall have a corporate seal, which shall be in the custody of the President and all documents bearing the seal shall be signed by the President. In the absence of the President, any other director on the Board will provide the signature.

ARTICLE 23 – COMMITTEES

A) Standing Committees

There shall be established the following standing committees, which shall be appointed by the Board to hold office during the existence of the Board and shall have such duties and responsibilities as the Board may determine. The President shall be, ex-officio, a member of all committees.

1) Standing Committee on Complaints

It shall be the duty of this committee to consult and implement the Conflict Resolution Process as outlined in the Program Handbook of the SPSA in regard to any complaint received respecting a member of the Association. Matters involving alleged incidences of harassment will require consultation and implementation, by the committee, of the SPSA Policy Against Harassment.

B) The Association may constitute such other committees as it deems necessary to ensure the efficient administration of its affairs.

ARTICLE 24 – LAWS OF THE GAME

- a) The Association shall support and maintain the principles of the laws of the game as established by the Federation International Football Association Board (FIFA), except as provided herein to accommodate regional differences in age or climatic conditions.
- b) Changes shall come into effect in the playing season immediately following their adoption.

ARTICLE 25 – OTHER REGULATIONS

- a) The Association may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer.
- c) The Association may make such other regulatory measures as it deems necessary for the efficient administration of the playing structures of the game within its jurisdiction.
- b) No such regulation may violate the individual rights or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of the game.

ARTICLE 26 – MONIES OWING

- a) All monies owing to the Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.
- b) Penalties for late payment or non-payment of monies due shall be established by the Board.

ARTICLE 27 – BORROWING POWERS

For the purpose of carrying out its objective, the Association may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall any borrowing of monies or debentures be issued without the sanction of a special resolution of the Association.

ARTICLE 28 – AMENDMENTS TO THE CONSTITUTION

- a) All proposed amendments to the Constitution shall be forwarded in writing to the Association no later than thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for that purpose.

- b) Copies of proposed amendments to the Constitution shall be available to all members through the **President** not less than fourteen (14) days prior to the general meeting at which they will be considered.
- c) Amendments to the by-laws will require a three-quarter (3/4) majority vote of those accredited members present at the general meeting unless otherwise required by corporation law.
- d) Any individual member of the Association or Board of Directors of this Association shall be permitted to propose amendments to these By-Laws.

ARTICLE 29 – AMENDMENTS TO THE GENERAL RULES

- a) Amendments to the general rules of the Association shall be made by the Board of Directors and/or at the Annual General Meeting of the Association, or at a Special General Meeting called for that purpose. All proposed amendments to the general rules of the Association shall be sent to the President of the Association at least twenty (20) days before the date set for the meeting and copies distributed to all individual members fourteen (14) days before the meeting.
- b) A simple majority of votes at the Annual or Special General Meeting is all that is required to approve proposed changes to the general rules.
- c) Any change to the general rules made by the Board of Directors shall be ratified at the time of the next Annual or Special General Meeting by a two-third (2/3) majority vote.

ARTICLE 30 – DISSOLUTION

Upon dissolution of the St. Paul Soccer Association, any assets remaining after paying debts and liabilities will be:

- I) disbursed to eligible charitable or religious groups or purposes; or
- II) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.