



Winnipeg Youth Soccer Association
Winnipeg, Manitoba, Canada



2023

ANNUAL REPORT

WYSA ANNUAL
GENERAL MEETING

02-29-2024

@WPGSOCCER



2023 WYSA ANNUAL GENERAL MEETING PACKAGE

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Thursday, February 29th, 2024
Winnipeg Youth Soccer Association
Annual General Meeting
WSF South Board Room Opens – 6:30 PM
Call to Order – 7:00 PM

2023 WYSA Annual General Meeting Agenda

- a) Call to Order
- b) Approval of the Agenda
- c) Approval of the Minutes of the Previous AGM
- d) Annual Reports
- e) Review of Financial Statements
- f) Approval of the 2024-2025 Auditors
- g) Amendments to the Constitution
- h) Amendments to the By-Laws
 - New By-Laws proposed from WYSA Board of Directors
- i) Election of Board Members
- j) New Business
- k) Adjournment

***** DRAFT – NOT APPROVED BY MEMBERS *****
2021 WYSA ANNUAL GENERAL MEETING MINUTES
WEDNESDAY, MAY 4TH, 2022
ANNUAL MEETING OF THE MEMBERS

ROLL CALL:

WYSA BOARD OF DIRECTORS

President	Daryl Lindsay
Past President	Adam Dooley (Not present)
Vice President	Donn Pirie
Director of Finance	
Director of Outdoor	Andrew Patton
Director of Indoor	
Director of Referees	Dave Holder
Director of Communications	Sarah Schwendemann
Director of Coaching	Jim Zinko
Director at Large	Tom Thompson (Not present)

WYSA STAFF

Interim Executive Director	Scott Dixon
League Coordinator	Hailey Lavarias

WYSA REGULAR MEMBERS WITH VOTING PRIVILEGES

Bonivital Soccer Club – District Club	Kevin Dick
Bonivital Soccer Club – District Club	Steven Gzebb
Bonivital Soccer Club – Premier Club	Darryl Thorvaldson
Dakota Community Centre	Jared Neufeld
Lorette Community Centre	Alison Fox
FC Northwest – District Club	Martino Vergata
FC Northwest – District Club	David Desousa
FC Northwest – Premier Club	Laurie McIvor
Garden City Community Centre	Margie Reis
St. Charles Soccer Association – District Club	Allan Gibbens
St. Charles Soccer Association – District Club	Natasha Keith
St. Charles Soccer Association – Premier Club	Raff Cantafio
RA Steen Community Centre	Joel Fingard
Charleswood Youth Soccer Association	Erin Beyko
Sturgeon Heights Community Centre	Todd Povey
Woodhaven Community Centre	Will Purcell
Winnipeg Phoenix FC – District Club	Bill McDonald
Winnipeg Phoenix FC – District Club	Derek Simpson
Winnipeg Phoenix FC – Premier Club	Stewart Clark
East End Community Centre	Kevin Shwaluke
Winnipeg South End United – District Club	Dale Friesen

Winnipeg South End United – District Club	Victoria Penner
Winnipeg South End United – Premier Club	Hadyn Sloane-Seale
Lindenwoods Community Centre	Peter Matteis
Corydon Community Centre	Steve Wach
South Winnipeg Community Centre	Andy Feng
Tuxedo Community Centre	Ashley Abbott

OBSERVERS

Adam Sus

A) Call to Order:

- The 2021 WYSA Annual General Meeting was called to order at 7:08 PM by Daryl Lindsay.
- Daryl Lindsay introduced the WYSA Board of Directors and staff.
- Daryl Lindsay thanked the WYSA staff all for their previous years' service to the Association and then outlined the standing rules for the meeting.
- Adam Sus and Scott Dixon will act as scrutineers and vote counters for the AGM and there were no objections from the membership.
- WYSA Interim Executive Director, Scott Dixon, reports that quorum has been reached with at least 3 clubs and 9 total voting members being present. There are 27 voting members in attendance.

Motion: That, the quorum report be accepted.
Moved: Sturgeon Heights – Todd Povey
Seconded by: Charleswood Youth Soccer Association – Erin Beyko
Motion Carried (none opposed)

Motion: That, the standing rules be accepted.
Moved: Sturgeon Heights – Todd Povey
Seconded by: Charleswood Youth Soccer Association – Erin Beyko
Motion Carried (none opposed)

B) Approval of the Meeting Agenda:

Motion: That, the meeting agenda be amended with clarification regarding which Board of Director positions will be up for election, as accepted.
Moved: RA Steen Community Centre – Joel Fingard
Seconded by: Charleswood Youth Soccer Association – Erin Beyko
Motion Carried (none opposed)
Discussion ensued regarding the agenda, specifically the By-Laws.

C) Approval of the 2020 WYSA Virtual Annual General Meeting Minutes:

Motion: That, the 2020 WYSA Virtual Annual General Meeting Minutes be approved as presented.

Moved: Winnipeg Phoenix FC – Derek Simpson

Seconded by: Winnipeg Phoenix FC – Stewart Clark

Motion Carried (none opposed)

D) Business arising from the minutes:

- There was no business arising from the previous meeting minutes.

E) Annual Reports:

- There were no annual reports presented.

F) Review of Finance Statement

- There were no questions relating to the 2020-2021 audited financial statements.

Motion: That, the 2019-2020 audited financials be accepted as presented.

Moved by: FC Northwest – Martino Vergata

Seconded by: FC Northwest – Laurie McIvor

Motion Carried (none opposed)

G) Amendments to the Constitution:

- There were no proposed amendments to the Constitution.

H) Amendments to the By-Laws:

- The WYSA Board of Directors presented a new set of By-Laws.

Motion: That, the By-Laws, as submitted by the WYSA Board of Directors, be amended to update the board complement and accepted as presented.

Moved by: FC Northwest – Martino Vergata

Seconded by: Charleswood Youth Soccer Association – Erin Beyko

Motion Failed via Secret Ballot

Discussion ensued regarding the MNP Report and By-Law document.

Motion: That, the WYSA Board of Directors strike a Governance Committee to review the By-Laws to be presented at the next AGM.

Moved by: Bonivital Soccer Club – Darryl Thorvaldson

Seconded by: Winnipeg Phoenix FC – Stewart Clark

Motion Carried (none opposed)

l) Election of Board Members:

- The Nomination Chair, Adam Dooley, provided a partial slate of candidates for the 2021 WYSA Board of Directors.
- The AGM Chair, Daryl Lindsay, called for further nominations from the floor. The following nominations were amended during the AGM:

Director at Large: Ozzy Garrett – withdrew name and entered vote for Director of Communications.

Director at Large: Joe Aiello – withdrew name and entered vote for Vice-President.

Director at Large: Dave Watson – withdrew name and entered vote for Director of Indoor

Director at Large: Pargat Pnag – did not attend AGM

Director at Large: Martin Rossi – did not attend AGM

Director at Large: Gode Katembo – did not attend AGM

Director at Large: Bryan Rychliski – withdrew name

Director at Large: Martino Vergata – withdrew name

Director at Large: Sean Sylvestre – withdrew name

President

Daryl Lindsay resigned the role of President.

Vice-President

Motion: That, Joe Aiello be nominated and voted in as WYSA Vice-President.

Moved by: Bonivital Soccer Club – Darryl Thorvaldson

Seconded by: Winnipeg Phoenix FC – Derek Simpson

Motion Carried

Director of Coaching

Jim Zinko resigned the role of Director of Coaching.

Director of Finance

The WYSA nomination chair recommended Andy Kozack stand as Director of Finance. No further nominations were received from the floor. Andy Kozack was elected by acclamation and accepted the position of Director of Finance for the remaining year of the term for one (1 year).

Director of Indoor

Motion: That, Dave Watson be nominated and voted in as WYSA Director of Indoor.

Moved by: Bonivital Soccer Club – Kevin Dick

Seconded by: St. Charles Soccer Association – Allan Gibbens

Motion Carried

Director of Outdoor

Andrew Patton resigned the role of Director of Outdoor.

Director at Large

The WYSA nomination chair recommended Linda Gzebb to stand as Director at Large. No further nominations were received from the floor. Linda Gzebb was elected by acclamation and accepted the position of Director at Large for the remaining year of the term for one (1) year).

Director of Communications

The WYSA nomination chair recommended Nicki Burbank & Sarah Schwendemann to stand as Director of Communications. Ozzy Garrett’s nomination was received from the floor. Ozzy Garrett was elected by acclamation and accepted the position of Director of Communications for a term of two (2) years.

Director of Referees

The WYSA nomination chair recommended David Holder to stand as Director of Referees. No further nominations were received from the floor. David Holder was elected by acclamation and accepted the position of Director of Referees for a term of two (2) years.

J) New Business:

- There was no new business.

K) Adjournment

- The 2021 WYSA AGM was adjourned at 8:38 PM.

EXECUTIVE DIRECTOR REPORT

The Association continues to grow after the COVID-19 pandemic which affected all aspects around the globe, and the sporting industry was no different. Our different competition streams continue to flourish, with participation levels rising and exceeding pre-pandemic levels. This could not be achieved without the countless hours and passion displayed by our Member Organizations, including many volunteers and administrative staff who put so much into the beautiful game. The Association is fortunate to have many dedicated and passionate leaders at many levels of youth soccer who are constantly making efforts to improve the soccer programs here in Winnipeg. I would sincerely like to thank them for their efforts and contributions to the Association, and especially, our Board of Directors who have committed a considerable amount of time to help move the Association forward. We're continuing to make a concerted effort in communicating regularly with our members, through our website, social media platforms, email, and have included some statistics in the communications report. We always aim to have current and relevant content, as well, continuously looking at ways to improve our communication methods based on traditional and emerging opportunities.

The 2022 – 2023 year also continued with the Manitoba Soccer (MSA) requirements for all youth clubs to become licensed Quality Soccer Providers (QSP). The QSP program is a form of Club Licensing coming down from Canada Soccer (CSA) which is adapted to each province and sets a minimum standard of delivering a sanctioned soccer program. There are four levels of Club Licensing which all emphasize safe sport policies/screening, developmentally appropriateness, accessibility, inclusivity, and membership expectations. Currently, WYSA has 16 QSP licensed clubs participating in its programs, all of which continue to provide quality programming to the soccer community and strive to push the needle forward by adhering to standards set out by governing bodies.

QUALITY SOCCER PROVIDERS



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QUALITY SOCCER PROVIDERS



WYSA SPONSORS



I'd like to personally thank the following organizations and special individuals for proudly supporting the Winnipeg Youth Soccer Association:

Thank you to **Boston Pizza**, and specifically **Andrew Shefchyk**, for their partnership and continued support of our programs, including our player subsidy fundraising tournament.

Thank you to **Bounce Design**, and specifically **Oai Truong and Patrick Carberry**, for their partnership and graphic design efforts for WYSA marketing programs.

Thank you to **CM Engrave**, and specifically **Chris Cale** for his commitment to providing top quality awards for our programs.

Thank you to **Tutor Bright**, and specifically **Chelsea Arns**, for their support of WYSA programs.

We are extremely lucky to work with these sponsors and we appreciate all of their support while we continue to assist the soccer community together.

2022 OUTDOOR LEAGUE SEASON

The 2022 outdoor season saw a massive shift to the Developmental & Premier Leagues, as we moved to a single season format. The Developmental & Premier Single Season programs run from April until November, with many factors that contribute to this exciting new program. We have continued to work with



our Member Organizations to provide a consistent schedule process by striving to adhere to the standards set out by the CSA. The move to the Single Season has seen all divisions participate mainly on the weekends, with some midweek matches throughout the season. The 2022 Outdoor Season also saw a shift for U9-U12 Recreational programming, as WYSA administered all programming for those divisions through our office. This centralized approach provided consistent communication between Member Organizations and all participants. We have also continued to make strides with recreational scheduling by working with our convenors and teams to avoid conflicts and provide accessible programming. Across all leagues administered by WYSA for the 2022 outdoor season (U9-U18 Recreational, U9-U12 Developmental and U13-U17 Premier) we scheduled a total of 3,223 league matches and 166 jamboree matches. We had a total of 403 teams registered for the 2022 outdoor season; 282 in the U9-U18 Recreation Leagues; 61 in the U9 – U12 Developmental Leagues; and 60 in the U13-U17 Premier 1 & 2 Leagues. Congratulations to all our League and WYSA Challenge Cup Champions who are listed in the Director of Outdoor report.

The 2022 outdoor season marked the eighth year in which all U9 – U12 participated in the Long-Term Player Development (LTPD) framework. The long-term player development model was developed to give players more touches on the ball, de-emphasize scores and standings, and focus on coach education at the grassroots levels. With smaller sided games, more touches for each player, and less of an emphasis on winning and losing, we remain confident that over the long term, players and coaches will be better developed and enjoy the sport more, which will ultimately strengthen our game. We continued to use the “Retreat Line” for all U9 & U10 divisions and the “Attack Line” for all U11 & U12

divisions as tools to assist with the development of players, technically and as a team, tactically. These additions to the beautiful game have been introduced around the country to allow younger players to learn and gain confidence in how to play the ball out from the back (Retreat Line), while addressing the concept of offside (Attacking Line).

At the end of the U9 – U12 recreational outdoor season, WYSA again organized a season finale jamboree. The jamboree included 2-3 matches for every team, a free team photo at our photo booth station, food, and activities for each team such as the shot speed and shot accuracy stations. I would also like to personally thank the Board and Staff of Winnipeg South End United for their tremendous support and efforts in making the 2022 jamboree successful. We could not have done it without you!

We must also recognize our MSA Provincial Championship teams that went on to represent Manitoba at the Canada Soccer National Club Championship. Heading into the final day, our Winnipeg AK Academy U15B squad defeated a strong Thornhill Bolts team from Ontario 2-1 to capture the bronze medal. Not to be outdone, the 1V1 Futbol Dreams U15G team defeated Charlottetown 2-0 to capture the National Championship and bring home a gold medal! Our U17G Winnipeg South End United team finished 6th as they fell to a strong Suburban FC U17G team, while the U17B Bonivital SC finished 10th in the nation.



2022 BOSTON PIZZA PLAYERS TOURNAMENT

In 2015, the WYSA Board of Directors voted to create a player subsidy fund to help address the shrinking subsidy funds available to youth soccer players and their families. This meant switching the recipient of our annual summer tournament proceeds from the Children’s Hospital Foundation of Manitoba to a newly created player’s subsidy fund. Over the 23 years, WYSA contributed more than \$300,000 to the Children’s Hospital Foundation, which is due to the tremendous support of our soccer community.

In partnership with Boston Pizza, we were able to raise another \$10,000 from the tournament and a total of \$83,000 over the last 8 years. Those funds are used to help support local soccer players and we are confident that the player subsidy fund will leave its own amazing legacy as interest and participation in the tournament seems to get stronger each year.



The 2022 tournament was a tremendous success with 106 teams participating, in 20 divisions for a total of 182 matches over the 5 days. Congratulations to all the teams that participated and continue to support our subsidy fund. We must also congratulate and thank all our volunteers and referees who helped make the tournament such a great success!

2022 MOBILE MINI SOCCER PROGRAM

In 2015 WYSA took over the administration and operation of the Mobile Mini Soccer Program from the St. Charles Soccer Association. This amazing program offers a one-hour drop-in session which teaches children the fundamental skills of soccer at 3 different inner-city schools through May and June. Our Member Organizations have selected one week with one school to deliver their mobile mini soccer program. Each Member Organization selected their own coach coordinator for the 4 sessions they were assigned, while being aided with volunteer teams to help with run each session.

Each Member Organization did a tremendous job with the programming and the feedback from the schools and participants has been extremely positive! Below is a recap of the dates and locations of the program.

June 6th to June 9th – Weston School – Bonivital SC – 164 total participants (4 sessions)

June 13th to June 16th – Brooklands School – FC Northwest – 192 total participants (4 sessions)

June 20th to June 23rd – Greenway School – Winnipeg Phoenix FC – 126 total participants (4 sessions)

In total, we had 482 participants which is down from previous years, however, the feedback received from the schools informed us that we were still feeling the impact of COVID-19 hesitancy. Over the 5 years of the program, we have had 5,600 participants. Speaking with the parents attending, as well as the school representatives, the majority loved the fact that this program was being offered



and were very grateful for the chance to play soccer and learn from our premier players. We had quite a few kids attend and the teacher coordinator did a fantastic job recruiting kids out. We will continue to provide this incredible program in years to come, and will look at offering the program to additional schools as the need for sport participation is soaring!

2022 – 2023 INDOOR LEAGUE SEASON

The 2022-2023 indoor season kicked off on Thursday, November 10th at our traditional playing venues of the WSF Soccer North, WSF Subway Soccer South, and the University of Winnipeg RecPlex. As the



Developmental & Premier divisions participate in the Single Season program, WYSA will administer indoor programming for the U9-U18 Recreational divisions. We played on Thursdays (both genders), Saturdays (female only), and Sundays (male only) throughout the season, however due to the length of the season, there are some matches on non-typical days of play throughout

the season. We had a total of 113 teams registered in the U9-U18 Recreation Leagues which saw 1,015 matches throughout all divisions. Thank you to all our indoor soccer convenors, staff, and volunteers who help get teams registered and ready for play each season. As well, congratulations to all our League and WYSA Challenge Cup Champions who are listed in the Director of Indoor report.

2022 – 2023 INDOOR HIGH SCHOOL LEAGUE

Our indoor high school soccer league continues to grow, this past year reaching a total of 43 teams (22 male and 21 female), which plays October to March. Over the past 8 seasons this program has grown in popularity and with the new WSF Soccer North facility being built, the league grown from 12 teams in 2015 to 43 in 2022. As we did last season, upon conclusion of the league season the top teams from the Championship division were promoted to the Premiership and the bottom teams from the Premiership were relegated to the Championship division for the Challenge Cup. The feedback has been fantastic with regards to scheduling, home/away matches, and the new league structure of the promotion and relegation. Congratulations to the League and Playoff Champions listed in the Director of Indoor report.

2023 GOLDEN BOY TOURNAMENT

The Golden Boy Tournament has been our most successful indoor tournament since WYSA began indoor programming and the 2023 event was no different. The tournament was held February 16th – 20th at the WSF Soccer North and South, and the University of Winnipeg RecPlex. We had an incredible number of out-of-town teams register for the tournament, 105 total teams (79 quarter-field & 26 half-field teams) across 24 divisions. The 27 out-of-town teams represent rural Manitoba, Alberta, Saskatchewan, Ontario, and North Dakota for a total of 187 matches over the 5 days!

We received many compliments regarding the event, such as the on-site athletic therapists, LOC communication, individual team packages, 50/50 and raffle opportunities, the overall website design,



and how timely the results were posted. We continued with our digital 50/50 and raffle which turned out to be cost effective and efficient, which resulted in consistent sales. Merchandise continues to be a big hit and was available at all the playing venues and by the final day we had sold out of everything! Canteens were available at all tournament locations for the duration of the event. We had custom medals made for this tournament

that were a huge hit with the participants and will continue to use those medals in the years to come.

An evaluation survey was sent out to all team officials that participated in the tournament once the event was over asking for feedback on the event and what we can do to improve in the upcoming years. Of note, the feedback from the tournament survey was that over 90% of respondents would participate in this tournament again and would recommend it to other teams.]



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In closing, I would like to sincerely thank the WYSA Staff, Matt Garfield, Tim Kozakewich, and Bill Burfoot for their efforts and dedication over the past couple years. I would also like to thank our Board of Directors for their continued efforts to help build and grow the beautiful game here in Winnipeg. WYSA is committed to providing quality soccer programs and services that are accessible and affordable as the power of sport reaches far beyond the soccer pitch.

Respectfully Submitted,

Scott A. Dixon

Executive Director

PRESIDENT REPORT

It is an honour to welcome you to the Winnipeg Youth Soccer Association Annual General Meeting. My message will start with reflection. In 2022 a group of dedicated volunteers were voted to the helm of the WYSA Board of Directors. At the first official WYSA meeting following the AGM, I took on the vacant position as President of WYSA. The WYSA Board's commitment was and is, to serve you, and make the sport of soccer accessible, inclusive, and enjoyable for the players registered through our member organizations.

The WYSA Board had mandates to meet and two of which were the review and revamping of the Rules and Regulations, and the WYSA By-Laws. These two initiatives were "requirements" as directed by the MSA. Committees were formed to address both of these initiatives, and we wish to thank those who volunteered on these committees. WYSA worked closely with the MSA as they reviewed drafts, culminating in final versions. WYSA engaged the services of a Sport Lawyer to review the proposed new By-Laws and assisted in the creation of the final version, which is part of the agenda this evening.

Post Covid, league player numbers continue to grow and you as members continue to play a crucial role in providing the necessary service for your players and families. The high school league continues to grow in numbers and the league is actively looking at ways to continue growing the number of teams.

On a distributing note, we have had a spike and perhaps the worse year for discipline issues in the league. Verbal abuse, physicality and continued "player recruitment" issues are at a disturbing increase. This involves coaches, players, and parents. Let's please be respectful to all who participate in this game. Thank you to our Disciplinarian and Discipline Committee for your long hours spent in this area.

Soccer in this City and Province continues to evolve, with the intent of improving services for the registered players and coaches. We are led by our National soccer body, the CSA, and our Provincial Soccer body, the MSA. WYSA continues to assess and implement possible changes when directed with these two soccer bodies. We continue to work with the MSA to directly assess such items as the referee situation as it exists, and program initiatives such as the MSA Cup revamp and futsal. As the landscape of soccer continues to change, WYSA's commitment to assist and work with the membership will be there. We need to navigate together through positive growth in player numbers as well as through difficult times. We must all be invested together for the sake of the sport!!

At this time, I would like to acknowledge WYSA Board of Directors for their vision and dedication to making this sport better. I would like to applaud you, the voting members, and associate members for your part in ensuring players are registered, rostered, and playing in a safe and enjoyable environment. To Scott Dixon, the WYSA executive Director, and the WYSA office team, thank you for the hard work and commitment to every Club, Association or school hosted by the league.



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In closing, I would like to wish you a safe and enjoyable outdoor and indoor upcoming soccer seasons.
Take care.

Respectfully Submitted,

Martino Vergata
WYSA President

VICE-PRESIDENT REPORT

My short sojourn into the inner workings of the administration of youth soccer in Winnipeg was nothing short of enlightening. I became educated in what WYSA does and how it functions. I met a group of intelligent, thoughtful, and committed people that the soccer community is lucky to have. We have an Executive Director who is energetic, committed, and works tirelessly at advancing programs.

This board has accomplished a great deal, not the least of which was the overhaul of the by-laws/rules. That praise belongs to a select portion of the board, myself excluded, they know who they are and to them I say well done.

I joined the board in the hopes of advancing what I believe to be, some important principles.

As a coach and a parent I noticed that some communities had challenges accessing certain programming, in soccer, given the cost. I believe we need to make soccer more accessible to everyone.

For example, we have an extremely large indigenous population who is largely underrepresented in sports generally and in soccer specifically. Soccer's universal appeal historically has been its accessibility. I would hope to strive for a means to reach this and other underrepresented communities and make soccer programming more accessible.

Additionally, I believe as a board and a community we need to advance a player centered approach to all decisions we make as administrators. In other words, the issues we face should always be founded on what is in the best interest of the player, not the academies or the clubs or the parents. We need to advance and protect the interests of the players.

I also realized we have a very fragmented community, both at the grass root levels (i.e. amongst those that provide programming) and at the administrative level (i.e. those that oversee our programming). I hope for the sake of the players and the game some mending of ways can occur.

In closing I wish to emphasize that the board fulfills an extremely important function and is in the hands of some truly exceptional people. I remain grateful to have met them and feel comforted in knowing many of them intend to continue.

I feel privileged to have had the opportunity to be part of this group.

Thank you.

Joe Aiello
WYSA Vice-President

DIRECTOR OF COACHING



As the player pool continues to grow in our province, our dedicated coaches have continued to play a pivotal role in the development of these players both on and off the field. The passion that coaches throughout our leagues have shown, whether it's Premier, Developmental, Recreational or High School, exceeds our expectations as they put in countless hours of their own time to make sure they give each player a chance to develop and succeed in the game they love. This comes from not only from their commitment for the game, but also from the education and tools provided to them to help them succeed. We appreciate all the time and commitment our coaches give and will continue to work hard with our member organizations and the Manitoba Soccer Association to find ways to improve the quality of our coaches here in Winnipeg and surrounding areas. Here are the coaching numbers from the 2022 Outdoor & 2022-

23 Indoor Seasons:

2022 OUTDOOR SEASON

DIVISION	NUMBER OF TEAMS	NUMBER OF COACHES
Under 9 – Under 12 Developmental Boys	35	79
Under 9 – Under 12 Developmental Girls	28	64
Under 13 – Under 17 Premier Boys	41	96
Under 13 – Under 17 Premier Girls	20	48
Under 9 – Under 18 Recreational Boys	169	378
Under 9 – Under 18 Recreational Girls	113	253

2022/23 INDOOR SEASON

DIVISION	NUMBER OF TEAMS	NUMBER OF COACHES
Under 9 – Under 18 Recreational Boys	50	116
Under 9 – Under 18 Recreational Girls	61	138
High School Boys	20	44
High School Girls	22	49

Respectfully Submitted,

Bryan Rychliski
WYSA Director of Coaching

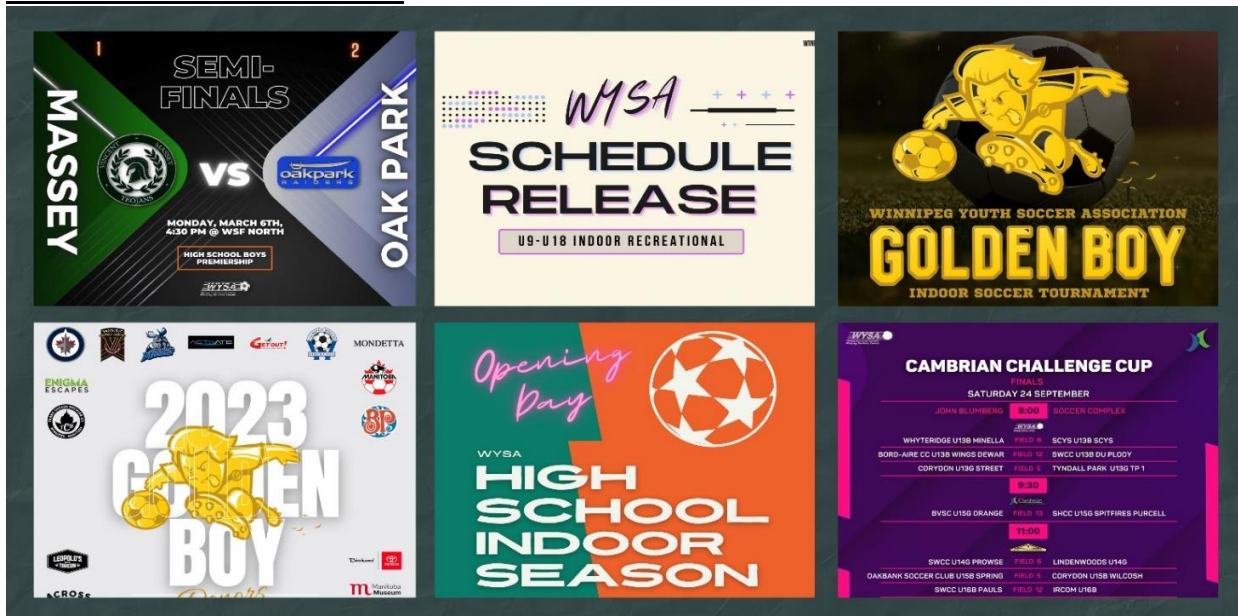
DIRECTOR OF COMMUNICATIONS

Throughout the fiscal year we made it a priority to increase activity, engagement, and new followers on all of our social media platforms. We have seen a substantial influx in each of these categories on all 3 of our social media accounts, Facebook, Instagram, and X (formerly Twitter) - @WPGSOCCER, and continue to reach a larger audience each year. Through these platforms, we have accumulated the following analytics as compared to the previous fiscal year:

	<u>2021-22</u>	<u>2022-23</u>
Posts:	276	594 (115%)
Likes/Shares:	9.8K	17.4K (78%)
Engagement Rate:	5.72%	6.24% (9%)
New Followers:	699	1.2K (72%)
Impressions:	610K	1.1M (97%)
Link Clicks:	1.2K	1.3K (8%)

End of season surveys, as well as email correspondence with our member organizations, parents, referees, and volunteers also play a major role when it comes to communication from WYSA. These facets of our daily operations continue to be immensely valuable for the association and we are encouraged by our response rates and positive feedback from our members. Input that we receive from our post-event surveys also to help us plan for the next year and make improvements to our many events/programs.

SOCIAL MEDIA BRAND IMAGE



Respectfully Submitted,

Ozzy Garrett
 WYSA Director of Communications

DIRECTOR OF FINANCE REPORT

As the Director of Finance of the Winnipeg Youth Soccer Association (WYSA), I am pleased to present you with a summary of our financial performance for both the 2021-2022 and the 2022-2023 fiscal years.

Despite the challenges posed by the COVID-19 pandemic, WYSA has maintained a healthy financial position and achieved positive results in the past year. We have successfully implemented various measures to reduce costs, increase revenues, and support our members and stakeholders.

As the Director of Finance, I emphasized several key operating areas including:

- Stabilizing WYSA business operations, this included appointment of a new permanent Executive Director of Soccer operations and several staffing processes to ensure ongoing success for the business.
- Establishing financial transparency for both the Executive Board and member organizations. This included the development and sharing of financial reports, open and honest communication when discussing budgets, being available to respond to questions, and providing general financial oversight.
- Conducting an in-depth review of the WYSA budgeting process including scrutiny of existing expenses to ensure that costs are fair and reasonable.

Some of the highlights of our financial performance are:

2021-2022: Overall, we are showing a loss of \$ (79,848).

- There were three driving factors that contributed to this:
 - WYSA engaged in a professional services contract with MNP to review its operating purpose and governance structure.
 - The indoor program for this year had limited participation which resulted in lower-than-expected revenue.
 - We did not host any tournaments.

2022-2023: Overall, we are showing a profit of \$ 34,230.

- As a result of our efforts to review our budget process and scrutinize our expenses we were able to better manage our overall operations. Post COVID-19, overall soccer registrations increased higher than expected which gave a boost to overall revenue.



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I would like to thank our Board of Directors, staff, volunteers, members, sponsors, and partners for their continued support and contribution to WYSA. Together, we have overcome the difficulties and uncertainties of these past years and achieved remarkable results.

We look forward to another successful year ahead, as we strive to fulfill our mission of providing quality soccer programming and opportunities for the youth of Winnipeg and its surrounding areas.

Sincerely,

Andy Kozack, CPA, CGA
WYSA Director of Finance

DIRECTOR OF INDOOR REPORT

The 2022-2023 WYSA Indoor League Season concluded with a total of 1,576 league matches – 1,015 Recreational, 374 High School matches, and 187 Golden Boy matches. The 2023 Golden Boy Tournament was highly successful, with 105 teams participating! Congratulations to the following teams who captured their respective League divisions!

2022-23 INDOOR RECREATIONAL LEAGUE CHAMPIONS

U13B: Oakbank U13B **U13G** – Corydon U13G
U14B: Lorette U14B Fox **U14G** – SWCC U14G Prowse
U15B: Tyndall Park U15B **U15G** – IRCOM U15G
U16G: BVSC U16G Lime **U16B/U17B** – IRCOM U16B
U17G/U18G: Whyte Ridge U18G



2022-2023 INDOOR HIGH SCHOOL LEAGUE CHAMPIONS

PREMIERSHIP DIVISION GIRLS: Vincent Massey Collegiate

CHAMPIONSHIP DIVISION GIRLS: River East Collegiate

PREMIERSHIP DIVISION BOYS: Fort Richmond Collegiate

CHAMPIONSHIP DIVISION BOYS: Murdock MacKay Collegiate

Congratulations to all the players, coaches, officials and all the volunteers who helped make the 2022-2023 indoor season so successful!!

Respectfully Submitted,

Dave Watson

WYSA Director of Indoor

DIRECTOR OF OUTDOOR REPORT

The 2022 Outdoor Season provided a broad spectrum of programming that included 3,223 League matches – 595 Premier, 690 Developmental, and 1,938 Recreational matches. Our Boston Pizza Players Tournament had a total of 105 teams participate across a total of 182 matches, which provided 3,405 total seasonal matches.

We had an excellent array of teams that participated in the MSA Cup and Cambrian Challenge Cup in 2022. Our Member Organizations that represented Manitoba at Nationals gave a strong showing at the event in October.

Below are the 2022 Outdoor League Champions, MSA Cup Champions and the Cambrian Cup Champions. Please join me in congratulating the following teams for their success in the 2022 WYSA Outdoor League and Cambrian Challenge Cup seasons:



2022 OUTDOOR MSA CUP CHAMPIONS

U15B: AK Academy U15BPR1 | **U15G:** 1v1 Futbol Dreams U15GPR1

U17B: Bonivital SC U17BPR1 | **U17G:** WSEU U16/U17GPR1

2022 OUTDOOR RECREATIONAL CHALLENGE CUP CHAMPIONS

U13B A-Side: SCYS U13B | **U13B B-Side:** Bord-Aire U13B Dewar

U13G: Corydon U13G Street

U14B: Corydon U14B Carranza

U14G: SWCC U14G Prowse

U15B: Corydon U15B Wilcosh



U15G: BVSC U15G Orange

U16B: SWCC U16B Pauls

U16G: SHCC Spitfires U16G Purcell

U17/U18B: SJR U17B Berhane

U17/U18G: Lindenwoods U18G

2022 OUTDOOR PREMIER CAMBRIAN CHALLENGE CUP CHAMPIONS

U13BPR1/U14BPR2: Thunder Bay U13BPR1

U13GPR1/U14GPR2: A.K. Academy U13GPR1

U14BPR1/U15BPR2: WSEU U14BPR1 Red

U14GPR1/U15GPR2: WPFC U14GPR1

U15BPR1/U17BPR2: A.K. Academy U15BPR1

U15GPR1/U16GPR2: WSEU U15GPR1 Red

U16BPR1/U17BPR1: WSEU U17BPR1 Red

U16GPR1/U17GPR1: WPFC U16G/U17GPR1



Respectfully Submitted,

Sarah Schwendemann

WYSA Director of Outdoor

DIRECTOR OF REFEREES

It has been a while since we (directors) have had to submit a report. With that being said I have continued to do my best to work with the board, various organizations & the MSA to improve recruitment, retention and education. It's always an on-going uphill battle but I feel we are making progress. Since the time that MSA took over all aspects with regards to referee control and did away with district chiefs. I have done my best to keep the lines of communication open & have been working diligently to help improve all aspects involved: Retention, Recruitment, Mentorship & Education.

Through the 2022 Outdoor and 2022-23 Indoor Season, WYSA organized a combined total of 4,981 matches. Of this number, close to 250 individual referees were involved in making sure games took place. Throughout these two seasons, there were 1,464 assignments (not matches) that were never confirmed with officials – close to 700 of these were empty and never assigned to anyone, such as various AR positions. During this time, it should also be noted that WYSA appreciates all those who volunteered their time to help facilitate matches when no assigned referee could be present. Of this, we extend our sincere gratitude.

With the implementation of the new RAMP system the MSA is still working out some bugs with regards to assigning and such. It's a learning curve for us all.

Since my last report I have been part of 2 task force incentives

- 1) (just after the pandemic) focused of recruitment – where we ended up running multiple ref clinics over the summer months to increase ref #'s – with some success
- 2) currently I'm sitting on a task force looking into Respect in Sport – not only towards referees, but also between players, coaches & spectators.

I have always felt it an honour to sit on this board & must commend all the staff, Executives and other board members for all their hard work and professionalism.

Respectfully yours,

Dave Holder
WYSA Director of Referees



WYSA 2022 OUTDOOR & 2022/23 INDOOR DISCIPLINE REPORT

2022 OUTDOOR YELLOW CARD CAUTIONS
656 TOTAL – 539 MALE & 117 FEMALE – 3,405 TOTAL MATCHES

	REC MALE	REC FEMALE	DL MALE	DL FEMALE	PR MALE	PR FEMALE	TOTALS	
Dissent by word or action.	10	3	1	0	46	8	68	10%
Persistent Infringement of the Laws of the Game.	1	1	0	0	18	4	24	4%
Failing to respect the required distance when play is restarted with a corner kick, free kick, or throw in.	1	0	0	0	3	0	4	1%
Delaying the restart of play.	4	0	0	0	22	2	28	4%
Entering, re-entering, or deliberately leaving the field of play without the referee's permission.	1	0	0	0	0	0	1	0%
Commits a direct free kick foul in a reckless manner.	56	13	1	0	222	54	346	53%
Commits a direct free kick foul while tackling/challenging for the ball without endangering the safety of an opponent.	2	2	1	0	16	4	25	4%
Commits a foul or handles the ball to interfere with or stop a promising attack, including a DOGSO situation in the penalty area when the opponent attempts to play / challenge for the ball.	9	2	1	0	57	16	85	13%
Handles the ball in an attempt to score a goal (whether or not the attempt is successful) or in an unsuccessful attempt to prevent a goal.	1	0	0	0	1	0	2	0%
An act deemed by the referee as showing a lack of respect for the game (e.g. aggressive attitude, inflammatory behaviour, or taunting).	7	0	0	0	51	7	65	10%
Attempts to deceive the referee by faking an injury.	1	0	0	0	1	0	2	0%
Makes unauthorized marks on the field.	0	0	0	0	3	1	4	1%
Excessive celebration (climbing perimeter fence; gesturing in a provocative, derisive, or inflammatory way; covering head or face with a mask or jersey; removing jersey).	1	0	0	0	1	0	2	0%
Totals	94	21	4	0	441	96	656	

2022 OUTDOOR RED CARD DISMISSALS

78 TOTAL – 73 MALE & 5 FEMALE – 3,405 TOTAL MATCHES

	REC MALE	REC FEMALE	DL MALE	DL FEMALE	PR MALE	PR FEMALE	TOTALS	
Violent Conduct	1	2	0	0	0	1	4	5%
Denying an obvious goalscoring opportunity to an opponent moving towards the player's goal by a freekick or penalty kick	1	0	0	0	4	0	5	6%
Receives a second caution in the same match	0	0	0	0	3	0	3	4%
Abusive Language Towards An Official	0	0	0	0	5	0	5	6%
Bringing the game into disrepute	1	0	0	0	0	0	1	1%
Denying an obvious goalscoring opportunity by deliberately handling the ball	0	0	0	0	2	0	2	3%
Denying an obvious goalscoring opportunity to an opponent moving towards the player's goal by a freekick or penalty kick	0	0	0	0	1	0	1	1%
Fails to conduct themselves in a responsible manner	0	0	0	0	1	0	1	1%
Receives a second caution in the same match	4	0	0	0	13	1	18	23%
Serious Foul Play	0	0	0	0	2	0	2	3%
Uses offensive or insulting or abusive language and/or gestures towards another player	0	0	0	0	1	0	1	1%
Using offensive, insulting or abusive language and/or gestures	1	0	0	0	1	0	2	3%
Violent conduct	1	0	0	0	4	1	6	8%
YC Accumulation - Player Received 4 yellow cards during the seasonal competition	0	0	0	0	20	0	20	26%
YC Accumulation - Player Received 6 yellow cards during the seasonal competition	0	0	0	0	7	0	7	9%
Totals	9	2	0	0	64	3	78	

2022-23 INDOOR YELLOW CARD CAUTIONS

290 TOTAL – 197 MALE & 93 FEMALE – 1,576 TOTAL MATCHES

	REC MALE	REC FEMALE	HIGH SCHOOL MALE	HIGH SCHOOL FEMALE	TOTALS	
Dissent by word or action.	9	0	12	6	27	9%
Persistent Infringement of the Laws of the Game.	4	0	1	2	7	2%
Failing to respect the required distance when play is restarted with a corner kick, free kick, or throw in.	0	0	3	0	3	1%
Delaying the restart of play.	8	1	15	5	29	10%
Entering, re-entering, or deliberately leaving the field of play without the referee's permission.	2	0	6	1	9	3%
Indoor - illegal substitution.	1	0	3	4	8	3%
Commits a direct free kick foul in a reckless manner.	25	10	60	37	132	46%
Commits a direct free kick foul while tackling/challenging for the ball without endangering the safety of an opponent.	4	1	9	2	16	6%
Commits a foul or handles the ball to interfere with or stop a promising attack, including a DOGSO situation in the penalty area when the opponent attempts to play / challenge for the ball.	4	2	17	11	34	12%
Handles the ball in an attempt to score a goal (whether or not the attempt is successful) or in an unsuccessful attempt to prevent a goal.	0	0	4	0	4	1%
An act deemed by the referee as showing a lack of respect for the game (e.g. aggressive attitude, inflammatory behaviour, or taunting).	0	2	11	9	11	4%
Changes places with the goalkeeper during play or without the referees permission.	10	0	10	0	10	3%
Totals	67	16	130	77	290	

2022-23 INDOOR RED CARD DISMISSALS

34 TOTAL – 25 MALE & 9 FEMALE – 1,576 TOTAL MATCHES

	REC MALE	REC FEMALE	HIGH SCHOOL MALE	HIGH SCHOOL FEMALE	TOTALS	
Denying an obvious goal scoring opportunity by deliberately handling the ball	0	0	1	1	2	6%
Denying an obvious goalscoring opportunity to an opponent moving towards the player's goal by a freekick or penalty kick	0	0	1	0	1	3%
Abusive Language Towards An Official	1	0	1	0	2	6%
Receives a second caution in the same match	4	1	10	5	20	59%
Serious Foul Play	0	0	1	0	1	3%
Violent conduct	1	2	0	0	4	12%
YC Accumulation - Player Received 4 yellow cards during the seasonal competition	1	0	3	0	4	12%
Totals	7	3	17	6	34	

Respectfully Submitted,

Linda Gzebb

WYSA Director at Large (Disciplinarian)

Winnipeg Youth Soccer Association Inc.
Financial Statements
March 31, 2022

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Independent Auditors' Report

To the Members of
Winnipeg Youth Soccer Association Inc.

Opinion

We have audited the financial statements of Winnipeg Youth Soccer Association Inc. (the "Association"), which comprise the statement of financial position as at March 31, 2022, and the statements of financial activities, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Association as at March 31, 2022, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the Association's annual report.

Our opinion on the financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

The annual report is expected to be made available to us after the date of the auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements are free from material misstatement, whether due to fraud or error.

Independent Auditors' Report - continued

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Winnipeg, Canada
October 19, 2022

Chartered Professional Accountants

Winnipeg Youth Soccer Association Inc.
Statement of Financial Activities

Year Ended March 31	2022	2021
Revenues		
Registration and referee's fees	\$ 608,537	\$ 92,612
Sponsorships	5,737	5,000
Government assistance (Note 2(d))	5,000	35,000
Interest	1,379	988
Grants	1,155	15,178
Miscellaneous	250	100
	<u>622,058</u>	<u>148,878</u>
Expenditures		
Facility rentals	373,645	17,350
Referees	102,956	17,073
Salaries and benefits (Note 2(d))	96,222	74,056
Professional fees	49,168	7,005
Amortization	22,741	23,137
Repairs and maintenance	13,899	16,603
Trophies and tournaments	13,461	1,392
Rent - office	8,791	10,904
Sports management software	6,100	6,100
Telephone, internet and website	5,444	6,574
Office	5,269	7,969
Advertising and promotion	2,048	5,209
Bank charges and interest	991	1,034
Insurance	881	799
M.S.A. registration	250	250
Licences and permits	40	40
Car allowances	-	318
Bad debts	-	100
	<u>701,906</u>	<u>195,913</u>
Deficiency of revenues over expenditures	<u>\$ (79,848)</u>	<u>\$ (47,035)</u>

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Changes in Net Assets

Year Ended March 31	2022	2021
Net assets, beginning of year	\$ 359,576	\$ 406,611
Deficiency of revenues over expenditures	<u>(79,848)</u>	<u>(47,035)</u>
Net assets, end of year	<u>\$ 279,728</u>	<u>\$ 359,576</u>

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Financial Position

March 31 2022 2021

Assets

Current

Cash

\$ 336,698 \$ 301,698

Receivables

39,387 11,471

376,085 313,169

Investments (Note 3)

5,519 5,360

Property and equipment (Note 4)

67,931 90,672

\$ 449,535 **\$ 409,201**

Liabilities

Current

Payables and accruals

\$ 129,807 \$ 9,625

Loan payable (Note 5)

40,000 40,000

Net Assets

279,728 359,576

\$ 449,535 **\$ 409,201**

Commitment (Note 6)

Approved by the Board



Director



Director

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Cash Flows

Year Ended March 31 2022 2021

Cash derived from (applied to):

Operating

Deficiency of revenues over expenditures	\$ (79,848)	\$ (47,035)
Amortization	22,741	23,137
Government assistance (Note 5)	<u>-</u>	<u>(20,000)</u>
	(57,107)	(43,898)

Change in non-cash operating working capital

Receivables	(27,916)	75,879
Payables and accruals	120,182	3,142
Unearned revenue	<u>-</u>	<u>(22,687)</u>
	35,159	12,436

Financing

Proceeds from loan payable	<u>-</u>	<u>60,000</u>
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Investing

Purchase of investments	(159)	(144)
Purchase of property and equipment	<u>-</u>	<u>(28,974)</u>
	(159)	(29,118)

Net increase in cash **35,000** 43,318

Cash

Beginning of year	<u>301,698</u>	<u>258,380</u>
End of year	<u>\$ 336,698</u>	<u>\$ 301,698</u>

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
March 31, 2022

1. Nature of the organization

Winnipeg Youth Soccer Association Inc. (the "Association") exists to promote and develop youth soccer in Winnipeg. The Association is a not-for-profit corporation pursuant to The Corporations Act (Manitoba) and is tax exempt under the Income Tax Act.

2. Summary of significant accounting policies

The Association follows Canadian accounting standards for not-for-profit organizations in preparing its financial statements. The significant accounting policies used are as follows:

a) Revenue recognition

Grants and sponsorship revenue received generally pertain to programs which run in the same year and, as such, are recorded as revenues when received and collectability is reasonably assured.

Interest and registration and referee fee revenues are recognized in the year to which they relate.

Government assistance is recognized as per the criteria outlined in Note 2(d).

b) Amortization

Amortization is provided at rates designed to write off property and equipment over their estimated useful lives as follows:

Goal posts	10 years straight line
Computer equipment	5 years straight line
Furniture and fixtures	5 years straight line
Leasehold improvements	Over the term of the lease

c) Accounting estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. These estimates are reviewed periodically and are reported in earnings in the period in which they become known. Actual results could differ from these estimates.

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
March 31, 2022

2. Summary of significant accounting policies - continued

d) Government assistance

Government assistance, by way of the Canada Emergency Wage Subsidy ("CEWS"), is recorded as an expense recovery when received or receivable if the amount to be received can be reasonably measured and collection is reasonably assured. During the year, the Association received CEWS payments totaling \$27,254 (2021 - \$82,987).

The forgivable portion of the Canada Emergency Business Account ("CEBA") loan, is recorded as income in the year initially received. During the year, the Association recognized \$Nil (2021 - \$20,000) as the forgivable portion of the loan.

Government assistance, by way of the Manitoba Bridge Grant program, is recorded as income when received. During the year, the Association received grants totaling \$5,000 (2021 - \$15,000).

e) Financial instruments

The Association recognizes its financial instruments when the Association becomes party to the contractual provisions of the financial instrument. Financial instruments are initially recorded at fair value with subsequent reporting at amortized cost.

It is management's opinion that the Association is not exposed to significant credit, currency, interest, liquidity, market or other price risk.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Association is exposed to less than significant credit risk.

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign currency rates. The Association is not exposed to currency risk as all transactions occur in Canadian currency.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Association is not exposed to interest rate risk as the Association has no external interest bearing debt.

Liquidity risk is the risk that the Association will encounter difficulty in meeting obligations associated with financial liabilities. The Association has maintained positive working capital that minimizes its exposure to liquidity risk.

Market risk and other price risk are the risks that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. The Association is not exposed to market risk as it has no material assets exposed to market fluctuations.

Management believes these risks are manageable and do not represent a threat to the Association's ability to continue as a going concern.

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
 March 31, 2022

3. Investments

	<u>2022</u>	<u>2021</u>
Cambrian Credit Union 5 year rate climber GIC, bearing interest at 3.45% per annum increasing to 4.30%, maturing December 5, 2023	<u>\$ 5,519</u>	<u>\$ 5,360</u>

4. Property and equipment

	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>2022 Net Book Value</u>	<u>2021 Net Book Value</u>
Goal posts	\$ 155,217	\$ 131,934	\$ 23,283	\$ 38,804
Computer equipment	36,227	34,456	1,771	3,291
Furniture and fixtures	9,073	6,956	2,117	2,722
Leasehold improvements	<u>50,950</u>	<u>10,190</u>	<u>40,760</u>	<u>45,855</u>
	<u>\$ 251,467</u>	<u>\$ 183,536</u>	<u>\$ 67,931</u>	<u>\$ 90,672</u>

5. Loan payable

The Association has received the Canada Emergency Business Account ("CEBA") loan, funded by the Government of Canada, in the amount of \$Nil (2021 - \$60,000). The loan is interest free until December 31, 2023, after which time interest will accrue on any remaining balance owed at a rate of 5% per annum. If \$40,000 of the loan has been repaid by December 31, 2023, the remaining \$20,000 of the loan shall be forgiven. The balance of the loan and accrued interest is due on December 31, 2025.

6. Commitment

The Association entered into a sublease agreement on office space located at 211 Chancellor Matheson Drive. The sublease is for a period of 10 years expiring August 31, 2030, with two 5-year renewal options. The lease requires the Association to make monthly payments of \$675 commencing September 1, 2021, subject to annual inflation for years 3 to 10 in accordance with the unadjusted Consumer Price Index for the City of Winnipeg.

Winnipeg Youth Soccer Association Inc.
Financial Statements
March 31, 2023

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Basis for Opinion

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Independent Auditors' Report - continued

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Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The signature is written in a blue, cursive script. It reads "Booke & Partners".

Winnipeg, Canada
December 5, 2023

Chartered Professional Accountants

Winnipeg Youth Soccer Association Inc.
Statement of Financial Activities

Year Ended March 31	2023	2022
Revenues		
Registration and referee's fees	\$ 1,093,611	\$ 608,537
Tournaments - net (Note 3)	46,555	-
Interest	8,603	1,379
Sponsorships	7,263	5,737
Miscellaneous	2,869	250
Grants	-	1,155
Government assistance (Note 2(e))	-	5,000
	<u>1,158,901</u>	<u>622,058</u>
Expenditures		
Facility rentals	619,786	373,645
Referees	182,982	102,956
Salaries and benefits (Note 2(e))	150,638	96,222
Trophies and tournaments	33,032	13,461
Amortization	22,207	22,741
Premier team expenses	20,000	-
Jamboree expenses	14,605	-
Rent - office	13,927	8,791
Repairs and maintenance	12,876	13,899
Donations and grants (Note 4)	11,980	-
Office	9,025	5,269
Professional fees	8,138	49,168
Sports management software	6,100	6,100
Advertising and promotion	5,950	2,048
Telephone, internet and website	5,861	5,444
Miscellaneous	3,301	-
M.S.A. registration	1,950	250
Car allowances	1,136	-
Bank charges and interest	1,133	991
Insurance	984	881
Licences and permits	40	40
	<u>1,125,651</u>	<u>701,906</u>
Excess (deficiency) of revenues over expenditures	<u>\$ 33,250</u>	<u>\$ (79,848)</u>

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Changes in Net Assets

Year Ended March 31	2023	2022
Net assets, beginning of year	\$ 279,728	\$ 359,576
Excess (deficiency) of revenues over expenditures	<u>33,250</u>	<u>(79,848)</u>
Net assets, end of year	<u>\$ 312,978</u>	<u>\$ 279,728</u>

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Financial Position

March 31

2023

2022

Assets

Current

Cash	\$ 402,347	\$ 336,698
Receivables	17,984	39,387
Prepays	250	-

420,581 376,085

Investments (Note 5)

5,709 5,519

Property and equipment (Note 6)

45,725 67,931

\$ 472,015 **\$ 449,535**

Liabilities

Current

Payables and accruals	\$ 119,037	\$ 129,807
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Loan payable (Note 7)

40,000 40,000

159,037 169,807

Net Assets

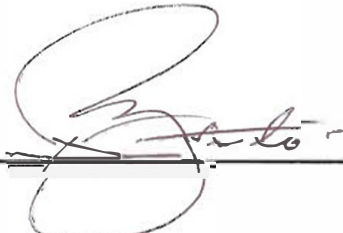
312,978 279,728

\$ 472,015 **\$ 449,535**

Commitment (Note 8)

Approved by the Board

 _____ Director

 _____ Director

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Statement of Cash Flows

Year Ended March 31

2023

2022

Cash derived from (applied to):

Operating

Excess (deficiency) of revenues over expenditures \$ **33,250** \$ (79,848)
Amortization **22,207** 22,741

55,457 (57,107)

Change in non-cash operating working capital

Receivables **21,402** (27,916)
Prepays **(250)** -
Payables and accruals **(10,770)** 120,182

65,839 35,159

Investing

Purchase of investments **(190)** (159)

Net increase in cash **65,649** 35,000

Cash

Beginning of year **336,698** 301,698

End of year **\$ 402,347** \$ 336,698

See accompanying notes to the financial statements.

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
March 31, 2023

1. Nature of the organization

Winnipeg Youth Soccer Association Inc. (the "Association") exists to promote and develop youth soccer in Winnipeg. The Association is a not-for-profit corporation pursuant to The Corporations Act (Manitoba) and is tax exempt under the Income Tax Act.

2. Summary of significant accounting policies

The Association follows Canadian accounting standards for not-for-profit organizations in preparing its financial statements. The significant accounting policies used are as follows:

a) Fund accounting

The Operating Fund accounts for assets, liabilities, revenues and expenditures related to the Association's equipment, youth registration, referee fees and administrative activities.

Assets, liabilities, revenues and expenditures designated for a special purpose are accounted for in the Restricted Fund. As there were no transactions during the fiscal year or balances at year end that were for a special purpose, a Restricted Fund statement of financial position and statements of financial activities and net assets were not required for 2023.

b) Revenue recognition

Grants and sponsorship revenue received generally pertain to programs which run in the same year and, as such, are recorded as revenues when received and collectability is reasonably assured.

Interest and registration and referee fee revenues are recognized in the year to which they relate.

Tournament fees are recorded as revenue when collectability is reasonably assured and the event has occurred.

Government assistance is recognized as per the criteria outlined in Note 2(e).

c) Amortization

Amortization is provided at rates designed to write off property and equipment over their estimated useful lives as follows:

Goal posts	10 years straight line
Computer equipment	5 years straight line
Furniture and fixtures	5 years straight line
Leasehold improvements	Over the term of the lease

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
March 31, 2023

2. Summary of significant accounting policies - continued

d) Accounting estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. These estimates are reviewed periodically and are reported in earnings in the period in which they become known. Actual results could differ from these estimates.

e) Government assistance

Government assistance, by way of the Canada Emergency Wage Subsidy ("CEWS"), is recorded as an expense recovery when received or receivable if the amount to be received can be reasonably measured and collection is reasonably assured. During the year, the Association received CEWS payments totaling \$Nil (2022 - \$27,254).

Government assistance, by way of the Manitoba Bridge Grant program, is recorded as income when received. During the year, the Association received grants totaling \$Nil (2022 - \$5,000).

f) Financial instruments

The Association recognizes its financial instruments when the Association becomes party to the contractual provisions of the financial instrument. Financial instruments are initially recorded at fair value with subsequent reporting at amortized cost.

It is management's opinion that the Association is not exposed to significant credit, currency, interest, liquidity, market or other price risk.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Association is exposed to less than significant credit risk.

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign currency rates. The Association is not exposed to currency risk as all transactions occur in Canadian currency.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Association is not exposed to interest rate risk as the Association has no external interest bearing debt.

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
 March 31, 2023

2. Summary of significant accounting policies - continued

f) Financial instruments - continued

Liquidity risk is the risk that the Association will encounter difficulty in meeting obligations associated with financial liabilities. The Association has maintained positive working capital that minimizes its exposure to liquidity risk.

Market risk and other price risk are the risks that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. The Association is not exposed to market risk as it has no material assets exposed to market fluctuations.

Management believes these risks are manageable and do not represent a threat to the Association's ability to continue as a going concern.

3. Tournaments - net

	<u>Revenues</u>	<u>Expenditures</u>	<u>2023 Net Revenue</u>	<u>2022 Net Revenue</u>
Golden Boy Indoor Tournament	\$ 72,868	\$ 40,069	\$ 32,799	\$ -
Boston Pizza Players Tournament	<u>39,566</u>	<u>25,810</u>	<u>13,756</u>	<u>-</u>
	<u>\$ 112,434</u>	<u>\$ 65,879</u>	<u>\$ 46,555</u>	<u>\$ -</u>

4. Donations and grants

Donations and grants include funds advanced to tournaments and associations and the net proceeds from tournaments which have been distributed as follows:

	<u>2023</u>	<u>2022</u>
WYSA Player Subsidy Funding	\$ 10,000	\$ -
Inner City Soccer League/ Mobile Mini Soccer Program	<u>1,980</u>	<u>-</u>
	<u>\$ 11,980</u>	<u>\$ -</u>

5. Investments

	<u>2023</u>	<u>2022</u>
Cambrian Credit Union 5 year rate climber GIC, bearing interest at 3.45% per annum increasing to 4.30%, maturing December 5, 2023	<u>\$ 5,709</u>	<u>\$ 5,519</u>

Winnipeg Youth Soccer Association Inc.
Notes to the Financial Statements
 March 31, 2023

6. Property and equipment

	<u>Cost</u>	<u>Accumulated Amortization</u>	<u>2023 Net Book Value</u>	<u>2022 Net Book Value</u>
Goal posts	\$ 155,217	\$ 147,456	\$ 7,761	\$ 23,283
Computer equipment	36,227	35,441	786	1,771
Furniture and fixtures	9,073	7,560	1,513	2,117
Leasehold improvements	<u>50,950</u>	<u>15,285</u>	<u>35,665</u>	<u>40,760</u>
	<u>\$ 251,467</u>	<u>\$ 205,742</u>	<u>\$ 45,725</u>	<u>\$ 67,931</u>

7. Loan payable

The Association has received the Canada Emergency Business Account ("CEBA") loan, funded by the Government of Canada, in the amount of \$Nil (2022 - \$Nil). The loan is interest free until January 18, 2024, after which time interest will accrue on any remaining balance owed at a rate of 5% per annum. If \$40,000 of the loan has been repaid by January 18, 2024, the remaining \$20,000 of the loan shall be forgiven. The balance of the loan and accrued interest is due on December 31, 2026.

8. Commitment

The Association entered into a sublease agreement on office space located at 211 Chancellor Matheson Drive. The sublease is for a period of 10 years expiring August 31, 2030, with two 5-year renewal options. The lease requires the Association to make monthly payments of \$675 commencing September 1, 2021, subject to annual inflation for years 3 to 10 in accordance with the unadjusted Consumer Price Index for the City of Winnipeg.



Winnipeg Youth Soccer Association

WINNIPEG YOUTH SOCCER ASSOCIATION

BY-LAWS

Ratified on _____

CONFIDENTIAL

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By-Law #1

A By-Law repealing and replacing the current "Winnipeg Youth Soccer Association Constitution" and "Winnipeg Youth Soccer Association By-Laws" and relating generally to the conduct of the affairs of

Winnipeg Youth Soccer Association Inc.

(the "Corporation")

BE IT ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1: DEFINITIONS

1. Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"Act" means Manitoba's The Corporations Act C.C.S.M. c. C225 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

"Association" means the Winnipeg Youth Soccer Association;

"Board" means the Board of Directors of the Corporation;

"By-Law" means this By-Law and any other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the Winnipeg Youth Soccer Association;

"Director" means an individual elected or appointed to serve on the Board pursuant to these By-Laws;

"Good Standing" means any member who has fulfilled all membership requirements successfully, has remained current on all financial obligations due to WYSA, and has not previously cancelled their membership or been suspended or expelled from sanctioned soccer within WYSA's jurisdiction or had other restrictions or sanctions imposed;

"Meeting of the Members" includes an annual meeting of the Members or a Special Meeting of the Members at which Members are entitled to vote;

"Member" means any soccer organization that is a Canada Soccer Quality Soccer Provider in good standing as sanctioned by the Manitoba Soccer Association; that has a Board approved WYSA membership application; who is in Good Standing with WYSA; who meets the requirements of the Association to participate;

"MSA" means the Manitoba Soccer Association;

"Officer" means any member of the Board who holds any of the positions of President, Vice-President, Treasurer, or Secretary;

"Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

“Quality Soccer Provider (QSP)” means a soccer organization meeting the minimum requirement of the designation Quality Soccer Provider (QSP) as dictated by Canada Soccer and administered and reviewed annually by the Manitoba Soccer Association for compliance;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

“Signing Officer” means any member of the Board who holds any of the positions of President, Vice-President, Treasurer, or Secretary or the Executive Director of the Corporation; and

"Special resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of these By-Laws, words in the singular include the plural and vice-versa, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

ARTICLE 2: BUSINESS OF THE CORPORATION

3. Corporate Seal

The Corporation may, by ordinary resolution, at any time approve and adopt a seal which shall be the seal of the Corporation. The Executive Director of the Corporation shall be the custodian of the corporate seal.

4. Registered Office

Unless changed by special resolution, the registered office of the Corporation shall be located in Manitoba, Canada.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors in accordance with any policy implemented in accordance with Section 58 of these By-Laws. In addition, the Board may from time to time direct by ordinary resolution the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Signing Officer, appointed pursuant to any policy established pursuant to Section 58 of these By-Laws, may certify a copy of any instrument, resolution, By-Law, or other document of the Corporation to be a true copy thereof.

6. Financial Year End

The financial year end of the Corporation shall be March 31 in each year or on such other date as the Directors may from time to time by ordinary resolution determine.

7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct, or authorize.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 149(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members

stating that the annual financial statements and documents provided in Section 149(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail in accordance with Section 153(2).

ARTICLE 3: CONDITIONS OF MEMBERSHIP

9. Membership Conditions

The Board of the Corporation may, by ordinary resolution, approve the admission of the Members of the Corporation. The following conditions of membership shall apply:

9.1. Members (Voting)

- 9.1 a) Voting membership shall be available to organizations who have successfully satisfied application requirements for membership in the Corporation and been approved by the Board of Directors.
- 9.1 b) Organizations must have a minimum requirement of the designation Quality Soccer Provider (QSP) as dictated by Canada Soccer and administered and reviewed annually by the Manitoba Soccer Association for compliance.
- 9.1 c) The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Corporation and this document.
- 9.1 d) As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all Meetings of the Members and each voting member shall be entitled to the vote allocation consistent with Section 20 of these By-Laws.

Pursuant to Section 167(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this Section of the By-Laws if those amendments affect membership rights and/or conditions described in Section 167(1). All current Members in Good Standing at the time of acceptance of these By-Laws will remain as Members of the Corporation in the status they hold at initial acceptance of these By-Laws (2024).

10. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 167(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this Section of the By-Law.

11. Special Meeting of the Members

The Board of Directors shall call a Special Meeting of the Members in accordance with Section 137(1) of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting pursuant to Section 137(4) of the Act. The Board or President of the Corporation may also call a Special Meeting of the Members at any time.

Notice of the time and place of a Special Meeting of the Members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 50 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

No error or omission in giving notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall invalidate any resolution passed or any proceedings taken at any Meeting of the Members.

12. Membership Dues

There shall be no annual membership dues payable by Members for membership in the Corporation.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. the expiration of the Member's membership, unless renewed in accordance with these By-Laws;
- b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws;
- c. the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the articles or By-Laws; or
- e. the Corporation is liquidated or dissolved under the Act.

14. Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

15. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a. violating any provisions of the Articles, By-Laws, or written policies or procedures of the Corporation, including without limitation the Corporation's Code of Ethics or Conflict of Interest policies, or any similar policies in effect from time to time;
- b. carrying out any egregious conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 4: MEETINGS OF MEMBERS

16. Description of Meetings

Meetings of the Members will include an Annual General Meeting and Special Meetings. Unless otherwise specified, Meetings of the Members and Meetings of the Board of Directors will be conducted according to Robert's Rules of Order (current edition).

17. Nominations of Directors at Annual Members' Meetings

The Nominations Committee shall provide the list of candidates for election as Directors including when applicable, the position of President. The list of candidates provided may include the individuals currently on the Board. The list of candidates shall be submitted in writing to the Members by electronic means no less than 30 calendar days before the date of the Annual Meeting in which the election is to be held.

18. Place of Members' Meeting

Subject to compliance with Section 126(1) (Place of meetings) of the Act, Meetings of the Members may be held at any place within Manitoba determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Manitoba.

19. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the Members.

20. Composition of Votes for Members

Based on the total number of registered participants in Developmental and/or Premier programs from WYSA's previous fiscal year, Member Organizations in good standing will be allocated vote(s) as per the formulas below, with the minimum number of votes being 1 and a maximum number of votes being 5 for Premier and Developmental:

A Member Organization hosting a Developmental or Premier program will receive votes as follows:

Percentage of Participants	Votes Provided	Delegates
0-9.99%	1	Represented by 1 Delegate
10-19.99%	3	Represented by 3 Delegates
20% and above	5	Represented by 5 Delegates

Additionally, any organization administering a recreational program within WYSA, who is QSP compliant, via their own application or that of a current Member Organization, will be entitled to vote(s) according to the formula below, with the minimum number of votes being 1 and maximum 3 for recreational program providers:

Percentage of Participants	Votes Provided	Delegates
0-9.99%	1	Represented by 1 Delegate
10-19.99%	2	Represented by 2 Delegates
20% and above	3	Represented by 3 Delegates

Each voting Member Organization will determine their voting representative and forward their name(s) to the Corporation at least 14 days prior to a Meeting of the Members. In the case of emergencies, WYSA shall allow for votes by proxy, according to Section 142(1) of the Act, with notice of proxy submitted no less than seven (7) days prior to the meeting. The attending delegate(s) will only carry one vote each.

21. Chair of Members' Meetings

In the event the chair of the Board, vice-chair of the Board, Treasurer, and Secretary of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their representatives to chair the meeting via ordinary resolution.

22. Quorum at Members' Meetings

A quorum at any Meetings of the Members (unless a greater number of Members are required to be present by the Act) shall be voting Members carrying 50% +1 of the votes of the Corporation. If a quorum is present at the

opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Voting at Members' Meetings

At any Meetings of the Members, every motion shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by ordinary resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the vote is defeated. WYSA shall allow for votes by proxy, according to Section 142(1) of the Act, with notice of proxy submitted no less than seven (7) days prior to the meeting. Members of the Board of Directors are not Members and do not vote during Meetings of the Members. Members of the Board may not act as Delegates for a member.

24. Participation by Electronic Means at Members' Meetings

The Corporation will make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during Meetings of the Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these By-Laws, any person participating in Meetings of the Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

25. Members' Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of the Members pursuant to the Act, those Directors, or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26. Annual Members Consultation

The Corporation shall be required to call a minimum of 1 annual Members' consultation meetings to acquire strategic feedback and address the ongoing needs and concerns of the Membership outside of the Annual General Meeting or Special Meetings called by the Members. The annual member consultation will not proceed according to any specific By-Law as no governance, policy, rule or regulation amendments shall be made during the meeting. The meeting date, topic, and process of gathering data and feedback will be set at the discretion of the Board or Executive Director of the Corporation. Notice of the date and location of the meeting (or notice of virtual meeting) will be sent to Members no less than 21 days prior to the meeting.

27. Distribution of Voting Delegates for Manitoba Soccer Association Meetings

The By-Laws of the Manitoba Soccer Association identify WYSA as a voting member of the Corporation. As a voting member, WYSA is granted the right to name a set number of delegates to attend meetings of MSA Members, including Annual General Meetings and Special Meetings.

As a voting member of the MSA, WYSA shall delegate votes equitably within WYSA and current Members in good standing, according to WYSA's MSA Vote Delegations Policy, which is amendable according to changes in the MSA By Laws.

ARTICLE 5: BOARD OF DIRECTORS AND OFFICERS

28. Number of Directors

The Board will be composed of a maximum of nine (9) Directors, one of whom is the President of the Corporation.

29. Board Composition, Diversity and Equity

Within a full complement of nine Directors, not less than three of the Directors shall be of a different gender(s) to the other six Directors. Not less than two Directors of the nine must also self-identify as Members of historically under-represented communities or groups, other than based on gender identity, as defined by the Canadian Centre for Diversity and Inclusion. Voluntary self-identifications will be confidentially collected by the WYSA Nominations Committee and is strictly protected.

30. Authority of Directors

All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the Board, subject to any limitation set forth in the Act, By-Laws, policies and procedures of the Corporation in force and effect from time to time.

31. Qualification of Directors

Directors shall meet all qualifications as individuals who must:

- a. be at least 18 years of age;
- b. not have been declared incapable by a court in Canada or in another country; and
- c. not have the status of bankrupt.

32. Election of Directors

A slate of eligible and qualified Board candidates will be included in the AGM materials by the Nominations Committee of the Board, in accordance with Section 17 of these By-Laws. The Members shall elect, by ordinary resolution via secret ballot, at each Annual General Meeting at which an election of Directors is required, Directors to hold office for a two (2) year term. The nomination of Directors shall be conducted in accordance with a policy implemented pursuant to Section 62 of these By-Laws.

- a. In the case where there is only one candidate for a position, a secret ballot must still be taken. The candidate must receive a majority (50% +1) of the votes cast to be declared elected. If the candidate does not receive the required majority, the position will be vacant and may be filled in accordance with Section 34 of these By-Laws.
- b. In any election of Directors, the candidates receiving the greatest number of votes shall be elected except in the case where the three candidates receiving the greatest number of votes are of the same gender identity, then the third position will be filled by the candidate of a minority gender identity who received the greatest number of votes.

33. Vacating the Office of Director

The Members of the Corporation may, by ordinary resolution at a Special Meeting of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office.

The office of a Director of the Corporation shall be vacated if:

- a. the Director becomes bankrupt, or a receiving order is made against them or they make an assignment under the Bankruptcy and Insolvency Act (Canada), or any statute that may be substituted therefor;
- b. an order is made declaring the Director to be a mentally incompetent person or incapable of managing their own affairs;
- c. the Director is convicted of any criminal offence;
- d. by notice in writing to the Secretary of the Corporation the Director resigns their office and such resignation becomes effective on the later of the time it is received by the Secretary of the Corporation and the time specified in the notice; or
- e. the Director dies.

The Director in question is entitled to submit to the Members, via the Association, a written statement giving the reasons why the Director opposes any proposed action or resolution, and must be given the opportunity to be heard at the meeting in accordance with the principles of Natural Justice. If the Director is removed and holds a

position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

34. Appointment of Directors

In the case of a Board position vacancy, the Board may by ordinary resolution appoint a qualified candidate to the position of Director at the discretion of the Board. A Director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

35. Remuneration and Expenses

The Board may, by ordinary resolution, fix the reasonable remuneration of the employees of the Corporation. The Directors and Officers shall serve as such without remuneration or gifts, whether for services rendered in their capacities as Directors and Officers or otherwise. No Director or Officer shall directly or indirectly receive any profit from their position as such, provided that any Director, Officer of the Corporation may receive reimbursements for approved expenses incurred on behalf of the Corporation in their respective capacities as a Director, or Officer. A member may receive remuneration for their services to the Corporation in a capacity other than as a member only through publicly posted requests for proposals available to Members and other public organizations.

36. Terms of Office

The Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meetings of the Members following the election, unless for reasons of continuity where a need exists, a position requires a 1-year term for unforeseen circumstances (to fill a vacancy for example), as determined by the member by ordinary resolution. No Director shall hold more than two consecutive terms in any one specific position, including Officers of the Corporation.

37. Directors' and Officers' Insurance

In accordance with Section 119(4) the Act, the Corporation will purchase and maintain insurance for the benefit of any person volunteering their time on the Board of Directors.

38. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time.

39. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of Meetings of the Board shall be given in the manner provided in Section 11 of these By-Laws to every Director of the Corporation not less than 7 (seven) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 110(3) (Limits on Authority) of the Act that is to be dealt with at the meeting.

The information contained in a Notice of Meeting for the Board of Directors shall include, but are not limited to:

- a. Meeting Agenda
- b. Business Arising
- c. New Business

40. Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for Meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such Meetings of the Board shall be sent

to each Director forthwith after being passed, but no other notice shall be required for any such meeting except if Section 109(5) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

41. Quorum of a Board Meeting

At Meetings of the Board, quorum will be a simple majority of the Directors holding office, but never fewer than three (3) Directors.

42. Voting at Meetings of the Board of Directors

At all Meetings of the Board, every motion shall be decided by an ordinary resolution with each Director entitled to one vote per motion. In case of an equality of votes, the motion is defeated.

43. Committees of the Board of Directors

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own Terms of Reference, subject to ratification of the Board. Any Committee member may be removed by ordinary resolution of the Board of Directors.

The Standing Committees of the Board assist the Board in carrying out its role and are:

- a. The Audit and Finance Committee,
- b. The Nominations Committee, and
- c. The Governance Committee.

44. Committees of the Association

The Committees of the Association shall consist of a chair, deputy chair, and other Members. The chair, deputy chair, and Members are appointed by the Board. The Board may delegate the authority to appoint Members of the Committee to the chair of the Committee.

The Judicial Committees of the Association are:

- a. The Discipline Committee, and
- b. The Appeal Committee.

45. Appointment of Officers

The Board may designate by ordinary resolution the Officers of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. In any election of Officers, the Board may elect and appoint a single person to no more than two (2) offices simultaneously, except that separate individuals must hold the offices of President, Vice-President, Secretary, and Treasurer.

46. Officers of the Corporation

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – If appointed, the President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. If a chairperson is not appointed, the President shall be the chairperson of the Meetings of the Board and the Meetings of the Members. Even AGM year.
- b. Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence

- or inability or refusal to act of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board. Odd AGM year.
- c. Secretary – If appointed, the Secretary shall attend and be the Secretary of all Meetings of the Board, Members, and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book (which may be kept in electronic form), minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. Even AGM year.
 - d. Treasurer – The Treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the Corporation and shall present full and detailed account to the Directors whenever requested by them to do so; prepare or have prepared for submission to the Annual Meeting a complete statement of the financial position of the Corporation and when requested to do so, prepare or have prepared interim financial statements for submission to any other Meeting; serve as chairperson of the any finance Committee, which may be implemented by the Board from time to time by ordinary resolution; and carry out other such duties as the Directors may assign from time to time. Odd AGM year.
 - e. Directors at Large (5) – The Directors shall be identified as 1 through 5, with Directors 1, 3, and 5 being elected at an even AGM year, and Directors 2 and 4 being elected at an odd AGM year.

47. Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

48. Resignation of an Officer

Any Officer may resign at any time by delivering a written resignation to the President of the Corporation. Such resignation shall be effective as of the date set out in the resignation or, if no date is set out, as of the date on which the President receives the resignation.

49. Officer Vacancies

In the absence of a written agreement to the contrary, the Board may remove by ordinary resolution, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director (if a necessary qualification of appointment) or
- d. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by ordinary resolution, appoint a person to fill such vacancy which maintains Board composition as defined in Section 30 of these By-Laws.

50. Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

51. Conflict of Interest

A Corporation member or their immediate family, shall have the right to participate in other activities (i.e., coaching or refereeing) in addition to their administrative duties related to the Corporation. An elected Officer cannot hold an elected position with any Member Organization. Officers and staff of the Corporation shall not attempt to promote a private or personal interest for himself/herself or some other person, which results in an

interference with the objective exercise of their responsibilities or gains an advantage by virtue of their position with the Corporation. All perceived or actual conflicts of interests must be brought to the Board in electronic or paper written form for review, approval, and signature of two current Officers.

ARTICLE 6: POWERS OF THE BOARD

52. Administration of Affairs

The Board will have the power and authority as is reasonably necessary to administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract, which the Corporation may lawfully enter into. The Board may, save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is otherwise authorized to exercise and do.

The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

53. Executive Director

The Board may employ by special resolution an executive Director of the Corporation and, subject to the authority of the Board and President, to have general supervision over the activities and the operations of the Corporation.

54. Borrowing Powers

The Directors of the Corporation by Board ordinary resolution may, without authorization of the Members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf; and
- d. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

The words "debt obligation" and "security interest" shall have the same meaning as set out in the Act.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its Directors or Officers independent of this by law and, in particular, are in addition to those given by Section 183 of the Act

55. Solicitation of Donations

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

56. Employees

The Board may appoint or dismiss such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The Board shall appoint an Executive Director to authorize expenditures on behalf of the Corporation, along with assuming the right to employ and pay salaries to employees on behalf of the Corporation.

57. Standard of Care

Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, Articles, and this By-Law.

58. Limitation of Liability

Provided that the standard of care required of the Director or Officer under the Act and this By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act, the Regulations, Articles or this By-Law.

59. Indemnification of Directors and Officers

The Corporation shall indemnify a Director, an Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Board or Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- a. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Board or Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful. The Corporation may indemnify such person in all such other matters, actions, proceedings, and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws.

ARTICLE 7: AMENDMENT OF BY-LAW

60. By-Law and Effective Date

The Members may, by special resolution, make, amend, or repeal any By-Law that regulates the activities or affairs of the Corporation.

A Member entitled to vote at an Annual Meeting may, in accordance with Section 131 of the Act, make a proposal to make, amend, or repeal a By-Law. Such proposals must be submitted to the Executive Director at least 90 days prior to the anniversary date of the previous annual Meetings of the Members.

61. Previous By-Laws and Constitution

Upon the enactment of these By-Laws, all previous By-Laws and the constitution of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any constating documents of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of these By-Laws and all resolutions of the voting Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ARTICLE 8: RULES, REGULATIONS AND POLICIES

62. Policies

The Board may prescribe, without ratification from the Members, such rules, Regulations, and policies not inconsistent with this By-Law relating to the management and operation of the Corporation, as they deem expedient.

63. Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on the Corporation's dispute resolution mechanism policy.

ARTICLE 9: INVALIDITY OF ANY PROVISION OF THESE BY-LAWS

64. Invalidity of Provisions of these By-Laws

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions.

65. Dissolution of the Corporation

Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation will be distributed, in accordance with the provisions of the Act, to organizations with similar objectives as the Association.

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