

ALBERTA SOCCER ASSOCIATION

BY-LAWS & GENERAL RULES AND REGULATIONS

(CURRENT AS OF JULY 18, 2009)



BY-LAWS OF THE ALBERTA SOCCER ASSOCIATION

Article 1 Name

The name of this organization shall be the "Alberta Soccer Association", hereinafter referred to as the Association, which shall be the Governing Body of Soccer in the Province of Alberta.

Article 2 Affiliation

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

Article 3 Organization

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

Article 4 Membership

The Association shall be composed of the following categories of Members:

- a) Active Membership which shall be open to all constituted District Associations and Provincial Leagues;
- b) Associate Membership which shall be open to such organizations operating on a provincial basis such as school, college, and university leagues, along with professional clubs;
- c) Life Membership.

Article 5 Membership Fees and Obligations

- (1) Annual Membership fees for each category of Membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of the Association. They shall be based on the following criteria:
 - a) **Active Membership**
 - ◆ A levy on each registered player and/or team;

b) Associate Membership

- ◆ A fee as determined from time to time.
- (2) Any application from a member to be admitted in membership shall be submitted, in writing, and the membership may be granted on a majority vote of the Board of Directors of the Association, who will also decide the final classification of the application and the date of commencement of the membership. The position of the Board shall be verified at the next following Annual General Meeting. Where the Board decides against admittance, the application shall be reintroduced to the Annual General Meeting.
 - (3) No member shall be entitled to vote at any meeting of this Association unless all monies due by such member to this Association shall have been paid.
 - (4) Active Membership shall be continuous unless the member:
 - a) withdraws from the Association;
 - b) who, by personal or business conduct violates any part of the By-Laws or Regulations of this Association, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by this Association, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.
 - (5) Any active member whose connection with the Association may be terminated by resignation (which is to be communicated, in writing, to the Board through the Association office), expulsion, or otherwise, shall forfeit all interest in any Association.

Article 6 Membership Renewals**a) Active Members**

- i) Active members wishing to renew their status for the coming year shall, prior to the Annual General Meeting, deposit with the Association, not less than ten percent (10%) of the fees retained by the Association for the year ending at the Annual General Meeting;

- ii) The balance shall be paid within thirty (30) days of invoicing.

Article 7 Annual General Meeting

- 1) The Annual General Meeting of the Association shall normally be held each year on a date which shall not be prior to January 1st and not later than January 31st, said date to be determined by the Board.
- 2) At least three weeks' notice, in writing, shall be given to all members of the Board, Life Members and all active and associate members of the date and location of the Annual General Meeting.
- 3) If within four hours from the time appointed for the Annual General Meeting a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall be a quorum.
- 4) The members of the Board of the Association shall each have a voice but no vote at the Annual General Meeting.
- 5) Order of Business at the Annual General Meeting will be as follows:
 - i) Roll Call and Report of Credentials Committee;
 - ii) Minutes of previous Annual General Meeting;
 - iii) Business arising out of Minutes;
 - iv) Reports;
 - v) Unfinished Business;
 - vi) Goals and Work Plans;
 - vii) Budget;
 - viii) Amendments to Constitution;
 - ix) Election of Officers;
 - x) New Business;
 - xi) Adjournment.

Article 8 Special General Meeting

- 1) A Special General Meeting may be called by the Board of Directors by its own motion.

- 2) A Special General Meeting shall be called within thirty (30) days following the receipt of a written request signed by not less than one-third (1/3) of the Active and Associate Members.
- 3) All members shall receive at least three weeks written notice of the date, time and location of any Special General Meeting.
- 4) Only the business for which a Special General Meeting has been called will be dealt with, except with the unanimous consent of those present.

Article 9 Planning Meeting

There shall be a minimum of one (1) planning meeting per year at which each member District of the Association shall have, regardless of size, one vote on technical, budgetary and administrative matters pertaining to the upcoming Indoor and Outdoor seasons. All Planning Meeting decisions are subject to approval at the Annual General Meeting.

Article 10 Rules of Order

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

Article 11 Presiding Officer

The President shall preside at all General Meetings of the Association, and in his/her absence, the Vice-President, in order of seniority, shall take the chair. The absence of all three of these Officers shall require the selection of a pro tem Presiding Officer.

Article 12 Quorum

A two-third (2/3) majority of Active members in good-standing shall form a quorum at all General Meetings. (2009)

Article 13 Voting

- 1) Those who shall be qualified to vote and to take part at General Meetings of the Association shall be accredited delegates of Organizations in Membership.
- 2) The number of accredited delegates allowed to organizations in membership shall be as specified within these By-Laws.

- 3) The names of accredited delegates and alternates must be filed with the Association not later than seven (7) days prior to the General Meeting.
- 4) Each active member shall be entitled to have all its votes cast whether it be represented by one or all of its delegates but not by any other member (i.e., no proxy votes can be cast by one member on behalf of another member).
- 5) At all meetings of the Association, voting shall be by a show of hands unless a vote by ballot is requested and approved by a majority of the Members. Decisions shall be reached by a simple majority unless otherwise required by the By-Laws of the Association or Corporation Law.
- 6) If a vote by ballot is required, the chair shall appoint Scrutineers who shall total the votes and report them to the Presiding Officer who shall announce the results to the assembly for the record.
- 7) The President shall have a casting vote only.
- 8) Other Officers and Directors shall have a voice but no vote at a General Meeting.
- 9) Officers and Directors may not sit as voting delegates at a General Meeting.

Article 14 Delegates to General Meeting

a) Active Membership

An active member of the Association shall be entitled to the following representation at all General Meetings of the Association:

- i) a delegate with a vote for each two hundred and fifty (250) registered outdoor players, or portion thereof. The number of votes granted to a voting member shall never, under any circumstances, be greater than 25% of the total eligible votes as established by the Credentials Committee;

b) Associate Membership

Each Associate Member shall be entitled to one (1) delegate or vote;

c) Life Membership

Each Life Member may introduce and debate any matter deemed relevant to the Business of the Association but may not vote.

Article 15 Board of Directors

- 1) The Business of the Association shall be conducted by a Board of Directors, which shall constitute the elected Directors along with the Past President and the Executive Director.
- 2) The elected Directors of the Association shall be The President, The First Vice-President, The Second Vice-President, The Director of Finance and six (6) Directors-at-Large who shall be members of the Board.
- 3) The election of Officers shall be by secret ballot at the Association's Annual General Meeting.
- 4) The Past President shall sit as a full member of the Board with a two (2) year term, subject to annual extension by the Board.
- 5) The Board of Directors shall meet not less than quarterly.
- 6) Duties of the Members of the Board shall be as determined at the first Board Meeting.
- 7) Meetings of the Board shall be at the call of the President or by a circulated written notice signed by a majority of the members of the Board.

Article 16 Tenure and Election

- 1) The following shall be elected for a two (2) year term at the Annual General Meeting held in odd- numbered years:
 - ◄ The President
 - ◄ The Second Vice-President
 - ◄ three (3) Directors-at-Large
- 2) The following shall be elected for a two (2) year term at the Annual General Meeting, held in even-numbered years:
 - ◄ The First Vice-President
 - ◄ The Director of Finance, and,
 - ◄ three (3) Directors-at-Large
- 3) To be elected to the Board of Directors, a candidate must have a majority of the valid votes cast.
 - a) In any contested election, voting shall be by secret ballot;

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- b) If a person receives a majority of the valid votes cast, he/she is elected;
 - c) If no person receives a majority of the valid votes cast, there shall be another ballot, from which the name of the person receiving the least number of votes in the previous ballot shall be deleted; where more than three (3) persons have contested an office, this process may be repeated, with the candidates receiving the least number of votes in any ballot being omitted from the next ballot;
 - d) Where two (2) or more candidates have the fewest (least) number of votes, the meeting shall determine, by ballot, which of them shall be included in the next ballot.

Article 17 Duties of the Officers

- 1) The President shall preside at all meetings of the Association and shall have a casting vote only. He/ she shall be an ex-officio member of all committees.
- 2) The First Vice-President shall be the senior officer of the Association next to the President, and he/she shall preside at all meetings in the President's absence. He/she shall have such other duties as prescribed.
- 3) The Second Vice-President shall preside at all meetings in the absence of both the President and the First Vice-President. He/she shall have other duties as prescribed.
- 4) The Director of Finance, through the Association Staff, shall receive all monies to the credit of the Association and shall give receipt for the same. He/she shall, through the Association staff, deposit all monies received in a chartered bank in the name of the Association. No money shall be withdrawn from the bank without the sanction of the Board. He/she shall ensure all cheques drawn by the Association are signed by two designated officers. Interim Financial Statements shall be available at all Planning Meetings and General Meetings of the Association. He/she shall, in conjunction with the Executive Director, prepare the budget, an annual report and financial statement for the Annual General Meeting of the Association. He/she shall prepare a monthly financial report for the Board. He/she shall be bonded in the sum of not less than twenty-five thousand dollars (\$25,000). The Director of Finance should possess suitable qualifications in the general field of finance in order to stand for and hold office.
- 5) The Directors-at-Large shall have such duties as prescribed.

- 6) Members of the Board of Directors shall not sit on a Discipline Committee of a District Association.
- 7) The Board of Directors shall be empowered from time to time, by resolution, to appoint officers who may, on behalf of the Association, borrow or lend monies, sign contracts, documents and instruments of writing, generally or specifically.
- 8) The Executive Director shall be responsible for the preparation and custody of the minutes of proceedings of all meetings of the Association. Such minutes shall be maintained at all times in the registered office of the Association, and may be inspected by members at any time during normal business hours, following acceptance.
- 9) The Executive Director shall be responsible for the maintenance and custody of the books of account of the Association. Such books shall be maintained in the registered office of the Association, and may be inspected by members at any time during normal business hours, following acceptance of the books by the Board of Directors.

Article 18 Duties of the Board of Directors

- 1) The Board shall be responsible to the Members of the Association.
- 2) The Board shall implement and control the policies, finances and general affairs of the Association in discharging its responsibilities to the Members.
- 3) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for. In keeping with their duty to enforce all the laws all the time, and without waiting for an official protest, or appeal, the Board shall immediately inquire into the circumstances of any alleged irregularity which may be brought to their attention by a duly responsible officer of any Member and take appropriate action without delay. This in no way shall enable the complainant to gain anything personally therefrom.
- 4) It shall not be responsible for any expenditures made or any obligations assumed in the name of the Association by any members unless consent thereto has previously been given by the Board.
- 5) It shall have power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and empowered to use if necessary, its authority in the preservation and enforcement of good order in accordance with the Constitution of the Canadian Soccer Association.

- 6) a) The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature;
 - b) The Board, or its delegates may, at a hearing or appeal, receive and base its decision upon evidence adduced at the hearing or appeal, and considered by it to be credible or trustworthy in the circumstances of each case.
- 7) No Director shall receive any compensation for performing his/her duties as a Director of the Association, other than reimbursement for out-of-pocket expenses incurred in the performance of his/her duties.

Article 19 Vacancies

- 1) The office of a member of the Board of Directors may be vacated:
 - i) upon resignation, in writing;
 - ii) if he/she absents him/herself from two (2) meetings per year of the Board without satisfactory reasons;
 - iii) If she/he be removed by resolution of the Association for good and sufficient cause.
- 2) Should a vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

Article 20 Audit

- 1) The fiscal year of the Association shall be from the first day of November to the 31st day of October following, both inclusive. A copy of the Annual Financial Statement, together with the Auditor's report thereon, shall be forwarded to each Member and the Officers of the Association, at least fourteen days before the date fixed for the Annual General Meeting.
- 2) Auditors shall be appointed annually at the Annual General Meeting to audit the accounts of the Association.

Article 21 Staff

- 1) The Board of Directors shall have the power to determine the number of staff it requires to maintain its programs.
- 2) Duties and salaries of the staff will be determined by the Executive Committee of the Board.

Article 22 Indemnity

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

Article 23 Corporate Seal

The Association shall have a corporate seal which shall be in the custody of the Executive Director and all documents bearing the seal shall be signed by two (2) properly-designated signing officers.

Article 24 Committees**a) Standing Committees**

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

i) Appeals and Discipline

- a) It shall be the duty of this Committee to hear all appeals made against the decision of a Member organization;
- b) The Committee shall investigate all complaints made respecting any Member or registrant of the Association who is alleged to be guilty of unethical practice detrimental to the game. The Committee shall render a decision within one (1) week of the completion of the investigation;
- c) The Board shall appoint one of its Directors-at-Large as Chairman of this Committee.

ii) Constitution and By-Laws

- a) It shall be the duty of this Committee to be responsible for all matters relating to the Constitution and By-Laws and for amendments thereto;

- b) This Committee shall receive and review all resolutions submitted to the Association and present them to the membership at the Annual General Meeting.
- c) The Chairman of this Committee will be appointed by the Board.

iii) Referees

- a) It shall be the duty of this Committee to regulate all matters dealing with the establishing and maintaining of refereeing standards;
- b) An elected member of the Board of Directors responsible for all Referee matters will sit as the Chairman of the Standing Committee on Referees.

iv) Coaching & Player Development (Technical Committee)

- a) It shall be the duty of this Committee to be responsible for the development of coaches and players at all levels of competition;
- b) The Chairman of this Committee shall be appointed by the Board.

v) Finance / Executive

- a) It shall be the duty of this Committee to oversee the fiscal involvement of the Association;
- b) This committee shall prepare the Association's Budget on an annual basis;
- c) The President and Director of Finance shall be co-Chairmen of this Committee.

vi) Competitions

- a) It shall be the duty of this Committee to regulate all matters dealing with the establishing and maintaining of Provincial Cup Competitions;
- b) The Chairman of this Committee shall be appointed by the Board.

vii) Nominations

A committee to nominate candidates for each Board of Directors vacancy, slated for election at the A.G.M., shall be appointed by the Board of Directors six (6) months prior to the A.G.M. The nominating committee shall attempt to present to the A.G.M. at least one (1) nominee for each Board of Director's vacancy. Additional nominations may be made from the floor of the A.G.M. Only persons who are present and give their consent may be elected.

viii) Other

The Board may constitute such other Committees as it deems necessary to ensure the efficient administration of its affairs.

Article 25 Laws of the Game

- a) The Association shall support and maintain the principles of the Laws of the Game as established by the Fédération Internationale de Football Association (FIFA), except as provided herein to accommodate regional differences in age or Climatic conditions;
- b) Changes shall come into effect in the playing season immediately following their adoption.

Article 26 Other Regulations

- a) The Association may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer, subject to special conditions specified in Article 29.3 of these By-Laws;
- b) The Association may make such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

Article 27 Monies Owing

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

Article 28 Amendments to the Constitution

- i) All proposed amendments to the Constitution shall be forwarded, in writing, to the Association no later than thirty (30) days prior to the Annual General Meeting or Special General Meeting called for that purpose;
- ii) Copies of proposed amendments to the Constitution shall be sent to all members not less than fourteen (14) days prior to the General Meeting at which they will be considered;
- iii) Amendments to the By-Laws will require a three-quarter (3/4) majority vote of those accredited delegates present at the General Meeting unless otherwise required by Corporation Law;
- iv) Only affiliated Member Associations or the Board of Directors of this Association shall be permitted to propose amendments to these By-Laws.

Article 29 Amendments to the General Rules

- i) Amendments to the general rules of the Association shall be made by the Board of Directors, and/or at the Annual General Meeting or Special General Meeting called for that purpose. All proposed amendments to the general rules of the Association shall be sent to the Executive Director at least twenty-one (21) days before the date set for the meeting for distribution to all members at least fourteen (14) days prior to the meeting;
- ii) A simple majority of votes at the Annual or Special General Meeting is all that is required to approve proposed changes to the general rules;
- iii) Any changes to the general rules made by the Board of Directors should be ratified at the time of the next Annual or Special General Meeting by a two-third (2/3) majority vote.

Article 30 Code of Conduct

- 1) Members have an obligation not only to abide by the By-Laws and Rules and Regulations of the Association but also to act in a manner that evidences their commitment to the principles and intent of the By-Laws and Rules and Regulations.
- 2) All members should expect to be treated equitably and fairly in all matters. Members shall not discriminate against other members by means of different, unequal or inconsistent treatment applied to individuals or segments of the members.

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- 3) Private interests shall not provide the potential for, or the appearance of an opportunity for benefit, wrongdoing or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.
 - 4) Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to the Association, or that betrays a trust or confidence.
 - 5) Members shall at all times exhibit deportment that maintains the Association's reputation and shall at no time harm or hinder the Association or its ability to represent the sport.
 - 6) No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures or physical contact that whether indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered inappropriate behaviour, be it ethnic, religious or sexual in nature.
 - 7) The interaction or involvement of members under the jurisdiction of the Association shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or explicit.
 - 8) Articles 5 (4) b); 18 {3), 5) and 6)); and 31 of the By-Laws and General Rules and Regulations will apply in the application of this Code of Conduct, as follows:
 - 5 (4) b) Active Membership shall be continuous unless the member, who, by personal or business conduct violates any part of the By-Laws or regulations of this Association, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third (2/3) majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by this Association, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such hearing;
 - 18 3) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for. In keeping with their duty to enforce all

the laws all the time and without waiting for an official protest or appeal, the Board shall immediately inquire into the circumstances of any alleged irregularity which may be brought to their attention by a duly responsible officer of any Member and take appropriate action without delay. This in no way shall enable the complainant to gain anything personally therefrom;

- 18 5) The Board shall have power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and empowered to use if necessary, its authority in the preservation and enforcement of good order in accordance with the Constitution of the Canadian Soccer Association;
- 18 6) a) The Board may make rules governing the practices and procedures in relation to appeals and hearings of any nature;
 - b) The Board or its delegates may, at a hearing or appeal, receive and base its decision upon evidence adduced at the hearing or appeal and considered by it to be credible or trustworthy in the circumstances of each case.

Article 31 Conflict of Interest

- a) On election to the position of a Director of the Association or a Director of a Member of the Association, the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter update such disclosure;
- b) A Director of the Association or a Director of a Member of the Association shall not permit his/her own interest to conflict in any way with her/her fiduciary responsibilities to the Association;
- c) A Director of the Association or a Director of a Member of the Association shall not benefit directly or indirectly from any transaction with the Association, unless it is to the clear advantage of the Association as determined by the Board of the Association;
- d) A Director of the Association or a Director of a Member of the Association shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization;

- e) A volunteer Director of the Association or a volunteer Director of a Member of the Association shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of the Association;
- f) Any deviation or perceived deviation from these Conflict of Interest Rules shall be acted on only if reported, in writing, by the complainant to the Board at Large of the Association concerned;
- g) Any Director who, by personal or business conduct violates any part of Article 31 may be suspended from the Board of Directors by a two-third (2/3) majority vote of the entire Board of the Association concerned after an investigation has been made at which the Director concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such hearing. Such suspension will remain in effect until ratified by the membership of the Association concerned at its next General Meeting.

Article 32 Administration of Disputes

A member's affiliates, registrants, leagues, clubs, players, referees or officials shall not refer disputes with the Association or any other soccer association to a court of law but shall be required to submit any disagreements to the jurisdiction of the Association.

Article 33 Paid Staff as Elected Directors

No paid employee of any affiliated Association, League or Club and no paid employee of this Association may sit as an elected member of the Board of Directors of this Association. No paid employee of any affiliated Association, League or Club may sit as an elected Director of the affiliated Association, League or Club, which employs him/her.