

## **THE EDMONTON SOCCER FACILITIES ASSOCIATION BYLAWS**

### **ARTICLE 1 - NAME**

The name of the organization is the “Edmonton Soccer Association”, doing business as the “Edmonton Soccer Facilities” hereafter the ESA.

### **ARTICLE 2 - OBJECTIVES**

The objectives of the ESA shall be to develop and govern soccer facilities belonging to the association of the active members.

### **ARTICLE 3 – DEFINITIONS**

“AGM” means the Annual General Meeting of the ESA

“Board” means the Board of Directors of the ESA

“CEO” means the senior-most staff person of the ESA

“CFO” means Chief Financial Officer of the ESA

“delegate” means a person chosen by a Member of the ESA to attend a Meeting of the ESA on behalf of the Member, as specified in these Bylaws

“director” means a person chosen by an Active Member to sit as a member of the Board of Directors of the ESA

“EDSA” means the Edmonton District Soccer Association

“EMSA” means the Edmonton Minor Soccer Association

### **ARTICLE 4 - RESPONSIBILITY**

The responsibility for all aspects of the operation of the ESA rests with the ESA Board.

## **ARTICLE 5– MEMBERSHIP**

Membership in the ESA is restricted to:

1. Active:
  - a) Edmonton and District Soccer Association
  - b) Edmonton Minor Soccer Association
2. Associate
  - a) Such other organizations as approved by the Board.

## **ARTICLE 6 - MEMBERSHIP FEES**

- a) Annual Membership Fees for each category of membership will be set by a majority of delegates present at the AGM.
- b) Applications to be admitted to membership must be made in writing to the Board who will determine whether to grant membership and, if so, the class of membership.
- c) No member in arrears of monies due is entitled to vote at any meeting of the ESA.
- d) Active membership shall be continuous unless the member:
  1. Withdraws from the ESA, in writing to the Board.
  2. Violates any part of the Bylaws or Regulations of the ESA, may be expelled from membership by a two-thirds vote of the Board following an investigation that has been made and at which the member concerned has been given a proper hearing with a full opportunity to explain its actions. When such a hearing is begun by the ESA, notice of the hearing must be given in writing to all concerned, not less than seven (7) days before the hearing.
- e) Any active member whose membership with the ESA has been terminated by resignation, expulsion or otherwise, forfeits all interest in any funds or other property belonging to the ESA.

## **ARTICLE 7 - MEMBERSHIP RENEWALS**

- a) Members wishing to renew their membership for coming year must have paid in full all monies owing to the ESA prior to the AGM.

## **ARTICLE 8 - ANNUAL GENERAL MEETING**

- a) The AGM of the ESA will normally be held each year on a date not prior to November 1<sup>st</sup>, and not later than December 31<sup>st</sup>, as determined by the Board.
- b) Notice in writing of at least twenty-one (21) days must be given to all members of the Board and all members of the date and location of the AGM.
- c) In the event an active member is unable to have its full number of delegates attend in person, such member may appoint proxies to complete its number of delegates provided that the member is represented by at least one division member.
- d) If no quorum is present within two (2) hours from the time set to commence the AGM, it shall stand adjourned to the same day in the next week, at the same time and place. If at that subsequent AGM a quorum is not present, the delegates present shall form a quorum.
- e) The members of the Board of the ESA have a voice but not vote at the AGM.
- f) The Agenda at the AGM will include:
1. Roll Call and Report of Credentials Committee
  2. Minutes of the previous AGM
  3. Business Arising from previous Minutes
  4. Reports
  5. Unfinished Business
  6. Presentation of draft Financial Statements
  7. Budget
  8. Amendments to the Constitution
  9. Election of Officers
  10. New Business
  11. Adjournment

**ARTICLE 9 - SPECIAL MEETING**

1. The Board may call a Special General Meeting at any time on notice to the members.
2. A Special Meeting shall be called within twenty-one (21) days following the Board receiving a written request to call a Special Meeting, signed by not less than one third (1/3) of the members. This request must specify the reason or reasons for requesting the Special Meeting.
3. All members must be given at least fourteen (14) days written notice of the date, time and location of any Special Meeting.
4. Only the business for which a Special Meeting has been called will be dealt with at the Special Meeting, unless those present unanimously consent to consideration of additional business.

**ARTICLE 10 - RULES OF ORDER**

All meetings of the ESA and the Board are conducted in accordance with Roberts Rules of Order insofar as they may apply.

**ARTICLE 11 - PRESIDING OFFICER**

The President is the Chair of all Meetings of the ESA and the Board, and in the absence of the President, a person chosen by those present, will be the Chair.

**ARTICLE 12 – QUORUM**

1. Two-thirds (2/3) of the total number of delegates allowed for each active member in good standing shall form a quorum at all General or Special Meetings.

### **ARTICLE 13 - VOTING**

1. Those qualified to vote and to take part at General and Special Meetings of the ESA are the accredited delegates of organizations in membership.
2. The number of accredited delegates allowed to organizations in membership shall be as specified within these Bylaws.
3. The names of accredited delegates and alternates must be filed with the ESA not later than 7 (seven) days prior to the General Meeting.
4. Each active or other member shall be entitled to have all its votes cast whether it be represented by one or all its delegates, but not by any other member.

### **ARTICLE 14 - DELEGATES TO GENERAL MEETINGS**

1. Active Membership  
An active member of the ESA shall be entitled to eight (8) votes and eight (8) delegates at all Meetings of the ESA.
2. Associate Membership  
Each Associate member shall be entitled to 1 (one) delegate and vote.
3. If a delegate chosen by a Member is unable to Attend a Meeting of the ESA, that delegate's vote may be made by proxy granted in writing to a delegate in attendance, as chosen by that delegate who is unable to attend.

### **ARTICLE 15 - BOARD OF DIRECTORS**

1. The business of the ESA shall be conducted by a Board of Directors, as specified in these Bylaws.
2. The President shall be elected by the majority of votes cast at the Annual General Meeting of the ESA.
3. Each of the Active Members shall appoint 3 (three) persons to sit as Directors of the ESA, in addition to the President of EMSA and the President of EDSA who are Vice-Presidents of the ESA *ex officio*.
4. The appointments of the Board shall be at the Annual General Meeting.
5. The Past President shall sit as a full Board Member with a two year term

subject to annual extension by the Board.

6. The Board of Directors shall meet not less than quarterly.
7. Duties of the Board shall be as determined at the first Board Meeting.
8. 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.
9. Quorum of Board Meetings shall be 5 (five) or more Directors present in person or by teleconference or video conference.

#### **ARTICLE 16 – DIRECTORS’ TERM OF OFFICE**

The term of office for each Director shall be determined by the respective Active Members and shall not be less than one (1) year.

#### **ARTICLE 17 - DUTIES OF OFFICERS**

1. The President is the senior officer of the ESA as elected for a two (2) year term by the delegates every other year at the Annual General Meeting, shall preside at all meetings of the ESA and may only vote in the event of a tie vote amongst the Directors. The President is an ex-officio member of all committees. The Executive Committee will approve the hiring of a CEO, to assist the President in carrying out these duties.
2. The CFO and Secretary shall be chosen by the Board at the first meeting of the Board following the Annual General Meeting.
3. The Vice-Presidents are the second most senior officers of the ESA The Vice-Presidents will have such other duties as prescribed by the Board.
4. The Secretary is the third most senior officer of the ESA, will have those duties specified in these Bylaws and such other duties as prescribed by the Board.
5. The CFO is responsible to see that monies receive are receipted, and deposited in a chartered bank in the name of the ESA. No money shall be withdrawn from the bank without the sanction of the Board. The Board will name the officials authorized to sign all cheques drawn by the ESA. All accounts shall be paid by

official cheque. The deposit and receipt book shall be produced at all meetings and shall be properly balanced and up to date in accordance with the bank statements. The CFO will have prepared a draft financial statement for Annual General Meeting of the ESA and prepares a financial report quarterly for the Board. The CFO must be bonded in the sum of not less than twenty-five thousand dollars (\$25,000). The CFO should possess suitable qualifications in the general field of finance in order to stand for and hold office.

6. The Directors at Large have those duties prescribed by the Board.

### **ARTICLE 18 - DUTIES OF THE BOARD OF DIRECTORS**

1. The Board is responsible to the Members of the ESA.
2. The Board implements and controls the policies, finances and affairs of the ESA.
3. The Board has the power to make rules, regulations and arrangements regarding all matters of business, duties, management, regulations or otherwise, not expressly provided for in these Bylaws. In keeping with its duty, the Board must immediately inquire into the circumstances of any alleged irregularity brought to its attention by a responsible officer of any member, and take appropriate action without delay. No complainant may personally gain from any such investigation or remedial action taken by the Board on behalf of the ESA.

### **ARTICLE 19 - RENUMERATION OF DIRECTORS**

No director or officer, except the CEO, of the ESA shall receive any remuneration for their services, unless such remuneration is authorized by a Meeting of the members, following notice in writing being given to all members.

### **ARTICLE 20 - VACANCIES**

1. The office of a director may be vacated:
  - a) Upon resignation in writing.
  - b) If absent without satisfactory explanation from two (2) meetings per year of Board, upon Motion of the Board.

- c) By resolution of the ESA for good and sufficient cause.
2. Should a vacancy occur on the Board, the member of which that director was a representative may appoint a person to fill the vacancy until the next Annual General Meeting.
3. Any officer can be removed by a unanimous vote of the Board of Directors that is ratified at a Special General meeting of the Members.

#### **ARTICLE 21 - FINANCIAL STATEMENTS**

1. The fiscal year of the Association is from September 1 to August 31 inclusive. A draft copy of the Annual Financial Statement together with the Auditor's report shall be forwarded to each member and the directors of the ESA, at least fourteen (14) days before the date fixed for the Annual General Meeting. The Members will approve the draft Annual financial Statements at the AGM and authorize two (2) directors to indicate that approval by signing the financial statements.
2. Auditors shall be appointed annually at the Annual General Meeting to audit the accounts of the ESA. The signed audited financial statements will be forwarded by ESA to each director.

#### **ARTICLE 22 - EXERCISE OF BORROWING POWERS**

For the purpose of carrying out its objects, the ESA may borrow, raise or secure payment of money in any manner it sees fit, including by issues of debentures. Debentures may only be issued on the authority of the ESA made by Special Resolution.

#### **ARTICLE 23 - STAFF**

1. The CEO will determine the number and salaries of staff required to maintain ESA facilities and in accordance with the Annual Budget as approved at the AGM.

#### **ARTICLE 24 - DIRECTOR AND OFFICER INDEMNIFICATION**

The ESA shall indemnify its directors and officers and former directors and officers



and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being directors or officers of the ESA, including an action by or on behalf of the ESA, if:

- (a) they acted honestly and in good faith with a view to the best interests of the ESA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and
- (c) they gave notice to the ESA of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also co-operated with the ESA in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.

#### **ARTICLE 25 - CORPORATE SEAL**

The Corporate Seal of the ESA is held in the custody of the CEO. All documents bearing the seal shall be signed by two (2) persons authorized as signing officers by the Board.

#### **ARTICLE 26 – COMMITTEES**

The Board will appoint the persons to serve on the following Standing Committees, unless otherwise specified in these Bylaws. In addition to the duties and responsibilities set out in these Bylaws, the Board may determine other duties and responsibilities of the Standing Committees.

##### **1. Executive Committee**

The Executive is responsible for oversight of the CEO, setting the Agenda for Board meetings, and approval of all ESA expenditures in excess of ten thousand (\$10,000.00) dollars. It is also responsible for presentation of policies of the ESA and facilities planning to the Board. The Executive Committee will meet not less than once every two (2) months. Members of the Executive Committee are:

- President of ESA (Chair)
- President of EMSA (Vice President of ESA)
- President of EDSA (Vice President of ESA)

## 2. Facility Management Committee

The Facility Management Committee is responsible, in accordance with the approved budget, for the development, maintenance, and operation of soccer facilities in Edmonton which are at present the Edmonton Soccer Centres West, East and South, and the Edmonton Soccer Complex. Members of the Facility Management Committee include:

- President of ESA
- CFO
- CEO
- City representative, if nominated

## 3. Finance and Audit Committee

The Finance and Audit Committee is responsible for the financial activities of the ESA. This Committee reviews the annual ESA budget for consideration by the Board, and has reviewed and presents the draft Financial Statements to the AGM. Members of the Finance and Audit Committee include:

- ESA CFO (Chairman)
- EMSA Finance Director
- EDSA Finance Director

## 4. Standing Committee on Bylaws

(a) The Standing Committee on Bylaws is responsible for all matters relating to the Bylaws.

(b) It receives and reviews all resolutions submitted to the ESA and presents them to the membership at the next ESA Meeting following receipt and review.

(c) The Board appoints the Chair and members of this committee at the first meeting after the Annual General Meeting.

4. The Board may establish other Committees and the membership thereof as are necessary to ensure the efficient administration of the ESA.

## **ARTICLE 27 - MONIES OWING**

(a) All monies owing to the ESA by the members are due and payable within thirty (30) days of invoicing unless otherwise stipulated.

(b) Penalties for late payment or non-payment of monies due shall be determined

by the Board.

## **ARTICLE 28 - AMENDMENTS TO THE BYLAWS**

- a) All proposed amendments to the Bylaws must be forwarded in writing to the ESA no later than thirty (30) days prior to the Annual General Meeting or a Special Meeting called for that purpose.
- b) Copies of proposed amendments to the Bylaws shall be sent to all members not less than twenty one (21) days prior to the Annual General Meeting or Special Meeting at which they will be considered.
- c) Amendments to the Bylaws will require a Special Resolution, as defined in *Section 1(d)* of the *Societies Act*, passed by a three-quarter (3/4) majority vote of those accredited delegates present at the General Meeting unless otherwise required by the *Societies Act*.
- d) Only Active Members or the Board of Directors of ESA are permitted to propose amendments to these Bylaws.

## **ARTICLE 29 - AMENDMENTS TO THE GENERAL RULES**

- 1. Amendments to the General Rules of the ESA are made by the Board of Directors at the Annual General Meeting, or at a Special Meeting called for that purpose. All proposed amendments to the General Rules of the ESA shall be sent to the CEO of the ESA at least twenty one (21) days before the date set for the meeting and copies distributed to all member organizations fourteen (14) days before the meeting.
- 2. A simple majority of votes at the Annual General Meeting or a Special Meeting is all that is required to approve proposed changes to the General Rules.
- 3. Any changes to the General Rules made by the Board of Directors shall be ratified at the time of the next Annual General Meeting or Special Meeting by a two-thirds (2/3) majority vote.

### **ARTICLE 30 - BOOKS AND RECORDS**

1. The Secretary, or other designated person, will record and prepare minutes of all Board and ESA Meetings.
2. All minutes will be available at the ESA's office.
3. The books and records of the ESA may be inspected by any member of the ESA at the Annual General Meeting provided that the request is submitted in writing to the Board of Directors two (2) weeks prior to the Annual General Meeting.
4. Books and records may be inspected upon giving reasonable notice for arranging a time satisfactory to the officer (s) having charge of same.
5. Each member of the Board of Directors shall at all times have access to the books and records.

### **ARTICLE 31-DISSOLUTION**

Upon dissolution all gaming and other monetary funds shall be equally transferred to the ESA Members. Non-monetary assets at the Edmonton Soccer Complex in Henry Singer Park shall be equally transferred to the ESA Members, subject to a sixty day period where one Member can buy out the other Member's share of the non-monetary assets at the net book value recorded in the financial records of the ESA. In the event that one Member has purchased the 50% interest of the other Member in the non-monetary assets, then all the non-monetary assets shall be distributed to the purchasing Member. If no buyout is completed then, at the Members' discretion, the non-monetary assets may be transferred to the City Of Edmonton.

**RULES AND REGULATIONS**

## 1. Membership

This ESA will consider accepting into Associate membership

- (a) organizations who have made a substantial monetary contribution to the ESA.

## 2. Membership Fees

The Affiliation and Annual Membership Fees of the ESA shall be as follows:

- a) Active Member - \$50.00
- b) Associate Member - as determined by the Board.