



Yukon Soccer Association By-laws

The By-laws relating generally to the conduct of the affairs of the Yukon Soccer Association (hereinafter YSA).

BE IT ENACTED as the *By-laws* of the YSA as follows:

1 General

1.01 DEFINITIONS

“Act” means the *Yukon Societies Act, (1987)* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“General Meeting” means an Annual General Meeting or a Special General Meeting; and

“Membership” is comprised of all Members as defined in section in 3.01.

1.02 INTERPRETATION

- i. In the interpretation of these *By-laws*, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- ii. Other than as specified in 1.01 above, words and expressions defined in the *Act* have the same meanings when used in these *By-laws*.

1.03 SUPERSEDING THESE BY-LAWS

For a matter not described or defined in these *By-laws*, the Board of Directors and/or Membership must address the matter in accordance with the *Act* as far as it may pertain to the subject matter thereof.



1.04 FINANCIAL YEAR

For the purpose of YSA, the financial year shall be from the 1st day of April to the 31st day of March in the following year.

1.05 SIGNING AUTHORITY

Signing authority for the YSA shall reside with a maximum of four (4) Directors, and financial transactions shall require two signatures, one of which must be either that of the President or Treasurer. All funds of YSA must be deposited in an account bearing its name in a chartered bank located in the Yukon Territory.

1.06 BORROWING OF FUNDS

The Board is responsible for overseeing the effective operation of YSA and may, by resolution, authorize the borrowing of funds for this purpose. The Board may borrow funds for a capital expenditure on the authority of a Special Resolution of 3/4 of the Voting Members present at a General Meeting.

1.07 AUDITING OF ACCOUNTS

- i. The accounts of YSA shall not be audited unless the Board, by ordinary resolution, directs that the accounts shall be audited and appoints an auditor for that purpose, or unless so ordered by the Registrar of Societies.
- ii. The accounts of YSA shall be presented and reviewed as required pursuant to section 9 of the Regulations.
- iii. Where the Societies Regulations: (a) requires the society to have a professional accountant, or (b) the Society has resolved to appoint a professional accountant:
 1. at each annual general meeting the society shall appoint a professional accountant.
 2. the directors shall appoint a professional accountant to serve until the first annual general meeting.
 3. the directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.



4. A professional accountant may be removed by ordinary resolution.
5. No director and no employee of the society shall act as a professional accountant.

1.08 RULES OF ORDER

All meetings of YSA shall be conducted in accordance with *Robert's Rules of Order* insofar as they may apply, except when these *Rules of Order* violate the *By-laws* of YSA.

1.09 UNFORESEEN CONTINGENCIES AND FORCE MAJEURE

The Board of Directors (hereinafter Board) shall have the final decision on any matters not provided for in these *By-Laws* or in the governance policies or *Act* in cases of force majeure.

1.10 Yukon Soccer Association Seal

- i. The directors may adopt a seal for the society and substitute a new seal.
- ii. The seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the President, and Secretary.

2 Objectives and Operations

2.01 OBJECTIVES OF YSA

The objectives of YSA are:

- i. **Athlete Development** - Promote the values of health, recreation and fair play throughout the territory to encourage lifelong engagement with the sport; support the long-term development and growth of individual athletes and teams toward elite and competitive levels.
- ii. **Administration and Organizational Development** - Support the



effective and efficient operation and development of the YSA, and to provide comprehensive assistance to Member organizations to help them become actively involved in the operation of YSA.

- iii. **Community Development** - Increase participation at the community level throughout the Yukon by improving accessibility, training and supporting volunteers and coaches, and providing greater opportunities to play.
- iv. **Facility Development and Maintenance** - Support and promote the development and maintenance of suitable and safe playing facilities throughout the Yukon.
- v. **Leadership Development** - Support the continuous development and growth of YSA coaches, officials, administrators, volunteers and board members.

2.02 OPERATIONS OF YUKON SOCCER

The operations of YSA are to be carried on throughout the Yukon Territory. The YSA shall be affiliated with Canada Soccer and subject to the *By-laws, Rules and Regulations*, policies and decisions of that body.

3 Membership

3.01 CLASSES OF MEMBERSHIP

A Voting Members

- i. **Member Clubs.** Membership shall be open to all soccer clubs in the Yukon that meet the club licensing requirements of Canada Soccer.
- ii. **Member Leagues.** Membership shall be open to those soccer leagues within the Yukon that are registered with the YSA and have a Board of Directors and Bylaws.



- iii. **Member Association.** Membership shall be open to those Associations within Yukon that are registered with the YSA and have a Board of Directors and Bylaws.

B Non-voting Members

- i. **Participant Members.**
 - a. Membership shall be open to any player, coach, official or volunteer who is registered directly with the YSA, or who is registered with a Member Club, League or Association under **A** above, or
 - b. any association which, having established terms and conditions of their non-voting membership through agreement with the YSA, is directly registered with the YSA.
- ii. **Life Members** are those individuals who have provided outstanding service to YSA.

3.02 RIGHTS OF MEMBERSHIP

- i. A Member of the YSA has the following rights:
 - a) to take part in all General Meetings of the YSA, to know the agenda within the prescribed time, and to exercise their voting rights;
 - b) to submit proposals for inclusion on the agenda of all General Meetings;
 - c) to nominate candidates for the Board of Directors;
 - d) to take part in competitions and/or other soccer activities sanctioned by the YSA;
 - e) Any member may examine the records of the YSA
 - 1. during the 30 minutes prior to the commencement of business at any general meeting;
 - 2. once every three months at the place where the records are normally kept, giving the person responsible for keeping the records 7 days notice;
 - 3. at any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.



- f) To be advised when the member is at risk of losing good standing and what measures are required to maintain good standing.
 - g) to exercise all other rights arising from the *By-laws*, policies and decisions of the YSA.
- ii. The exercise of these rights is subject to the other provisions in the *By-laws*, policies and decisions of the YSA.
 - iii. Only a Member in good standing may exercise member rights as established in the *By-laws*, policies and decisions of the YSA.

To be considered in good standing, a Member must be registered and paid for the current season (April 1 to the following March 31) and compliant with the Obligations of Membership under **3.03**.

3.03 OBLIGATIONS OF MEMBERSHIP

- i. A Member of the YSA has the following obligations, where applicable:
 - a) to respect the *By-laws*, policies and decisions of the YSA at all times including;
 - i. the application to the YSA of the provisions of the *Canada Soccer Association Code of Conduct and Ethics* (Appendix A), and
 - ii. the application to the YSA of the provisions of the *Canada Soccer Association Disciplinary Code* (Appendix B).
 - b) to take part in competitions and other soccer activities as organized by the YSA within the reasonable constraints of the Member;
 - c) to meet all financial obligations to the YSA;
 - d) to comply with the *Laws of the Game* as laid down by International Football Association Board (IFAB), or as otherwise appropriate;
 - e) to have no relationships of a sporting nature with Members that are suspended or with organizations that are not recognized by the YSA;
 - f) to agree that, in regards to any dispute requiring arbitration relating to the *By-laws*, policies and decisions of the YSA, the Member shall not invoke the aid of the ordinary courts without first exhausting all available remedies within the Member's organization and including Sport Yukon and the Government of Yukon, to resolve any and all disputes or disagreements between them.



- g) to observe the principles of loyalty, integrity and good sporting behaviour as an expression of fair play;
 - h) to comply fully with all duties arising from the *By-laws, Rules and Regulations*, policies and decisions of Canada Soccer;
 - i) to identify a League representative who will attend all General Meetings, and inform the YSA each year of any proposed amendments to its *By-laws*, changes to its policies, a list of Directors who are authorized signatories, and the date of its General Meetings;
 - j) to demonstrate Membership or competition eligibility (such as age or residency) at the request of YSA, through production of suitable ID. Acceptable documents include an RCMP declaration or Yukon government-issued ID.
- ii. Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these *By-laws*.

3.04 WITHDRAWAL OF MEMBERSHIP

A Member may withdraw from membership in the YSA by providing formal notice in writing to the YSA Executive Director.

3.05 SUSPENSION AND REINSTATEMENT

- i. The Voting Members at a General Meeting are responsible for suspending a Member by a resolution of three-fourths of the Voting Members present.
- ii. The Board may, however, suspend a Member that seriously or repeatedly violates its obligations as a Member with immediate effect. This suspension shall last until the next General Meeting and must be ratified by a Special Resolution of 3/4 of the Voting Members present. If it is not ratified, the suspension is automatically revoked.
- iv. A suspension will be lifted on fulfilment of the requirement(s) imposed by the Membership or the Board.
- v. A suspended or expelled Member shall lose their rights of Membership as outlined in these *By-laws*.



3.06 EXPULSION OF A MEMBER

- i. The Membership at a General Meeting may expel a Member if:
 - a) the Member fails to fulfill its financial obligations toward the YSA;
 - b) the Member seriously or repeatedly violates the *By-laws*, policies and decisions of the YSA.
- ii. The motion for expulsion must be adopted by a Special Resolution of 3/4 of the Voting Members present at the General Meeting.

4 Fees

4.01 ESTABLISHMENT OF FEES

- i. The Board may establish a membership fee.
- ii. The Board may establish additional fees for the provision of any service or for participation in any program of the YSA.

5 Meetings of the Members

5.01 CHAIR OF A GENERAL MEETING

The President shall chair General Meetings. In the President's absence, the Voting Members present shall choose an individual to chair the meeting.

5.02 NOTICE OF A GENERAL MEETING

Notice of any General Meeting shall:

- i. set out the time and place of the meeting and indicate the business to be transacted;
- ii. be given at least 21 days prior to, and not more than 50 days before, the date set for the meeting by email, radio, posting on the YSA



website or advertisement in a newspaper having wide circulation in the Yukon.

5.03 THOSE ENTITLED TO BE PRESENT AT A GENERAL MEETING

- i. All Voting Members in good standing shall have a voice and a vote at a General Meeting.
- ii. All Non-voting Members shall have a voice but no vote at a General Meeting.
- iii. Subject to these *By-laws*, each Voting Member is entitled to one vote on any motion or resolution at a General Meeting.
- iv. Members may attend a General Meeting via teleconference or by videoconference when individuals are unable to meet in person.

5.04 QUORUM

At least two-thirds of Voting Members of YSA in good standing constitute a quorum for any General Meeting.

5.05 VOTING

- i. Voting at all General Meetings of YSA shall be conducted by a show of hands unless any Voting Member in good standing present requests a ballot vote on any motion or resolution.
- ii. The President may vote on a motion or resolution at any General Meeting of YSA only in the event of a tie, but may vote in a secret ballot for the election of Directors

5.06 ANNUAL GENERAL MEETING



- i. The Annual General Meeting of the YSA shall be held no earlier than 31 days and no later than 90 days after the end of the fiscal year.
- ii. Unless the Members decide otherwise, the order of business at the Annual General Meeting shall be:
 1. Call to order and roll call
 2. Adoption of agenda
 3. Approval of minutes of previous Annual General Meeting
 4. Business arising from the minutes
 5. President's report
 6. Financial report and approval of financial statements
 7. Director and Regional reports
 8. Amendments to *Articles* and *By-laws*
 9. New Business
 10. Election of Directors
 11. Adjournment

5.07 SPECIAL GENERAL MEETINGS

Special General Meetings of YSA shall be:

- i. held at the call of the President;
- ii. held if so requested in writing or electronically by at least 25 per cent of Voting Members in good standing.

5.08 AGENDA OF A SPECIAL GENERAL MEETING

- i. When a Special General Meeting is convened on the initiative of the Board, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must contain the points raised by those Members.
- ii. The agenda of a Special General Meeting may not be altered. The only business to be covered at a Special General Meeting is that which is on the agenda.

6 Board of Directors



6.01 CONDUCT OF AFFAIRS

The Board is responsible for overseeing the affairs of YSA in accordance with the *Articles* and *By-laws*.

- i. The Directors may exercise all the powers that the YSA has the authority to exercise and which are not by these *By-laws* or by the *Act* or otherwise lawfully required to be exercised at a General Meeting.
- ii. The President shall, except where these *By-laws* provide otherwise, preside at all meetings of the YSA and its Board.
- iii. The President is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- iv. One of the Vice Presidents shall carry out the duties of the President during the President's absence.
- v. Where the society has a secretary, the secretary shall:
 - a) conduct the correspondence of the society;
 - b) issue notice of meetings of the society;
 - c) keep minutes of all meetings of the society and directors;
 - d) have custody of all records of the society except those to be kept by the treasurer;
 - e) have custody of the seal of the society; and,
 - f) maintain the register of members.
- vi. Where the society has a treasurer, the treasurer shall:
 - a) keep the financial records, including the books of accounts; and,
 - b) render the financial statements to the directors, members and others when required.
- vii. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.



6.02 QUORUM FOR BOARD MEETINGS

The quorum for meetings of the Board is a majority of the Directors.

6.03 REMUNERATION OF DIRECTORS

Subject to **8.02**, the Directors may not receive any remuneration.

6.04 COMPOSITION OF THE BOARD

- i. The Board shall be composed of the following:
 - a) President;
 - b) 1st Vice-President;
 - c) 2nd Vice-President;
 - d) Treasurer;
 - e) Secretary;
 - f) Director;
 - g) Director;
 - h) Director;
 - i) Director; and
 - j) Director.
- ii. The YSA Executive Director must receive nominations twenty-four (24) hours in advance of the Annual General Meeting. No nominations shall be taken from the floor.
- iii. At least two (2) Board positions must be reserved for rural members.
- iv. At least two (2) Board positions must be reserved for different genders.
- v. The following persons are disqualified from being a Director:
 - a) a person who is less than 18 years of age;
 - b) a person who has been declared incapable by a court in Canada or in another country;
 - c) a person who has the status of a bankrupt;



- d) a person who has not met the requirements of YSA regarding the passing of a criminal record check or a vulnerable sector check.
- e) a person who is a paid employee of YSA.

6.05 TERMS OF DIRECTORS

Directors shall serve for a two-year term on the Board. Directors shall be elected in accordance with the following schedule:

- i. In even-numbered years: President, 2nd Vice-President, three (3) Directors; and
- ii. In odd-numbered years: 1st Vice-President, Treasurer, Secretary, two (2) Directors.

6.06 STANDING COMMITTEES

The Board may appoint Standing Committees as it deems necessary to assist with its work.

6.07 CEASING TO HOLD OFFICE

A Director ceases to hold office when:

- i. the Director becomes disqualified as provided for in these *By-laws* or the *Act*;
- ii. the Director resigns;
- iii. the Director dies;
- iv. a resolution to remove an individual from the Board is supported by a two-thirds majority of the Directors.

6.08 RESIGNATION OF A DIRECTOR

The resignation of a Director becomes effective at the time a written resignation is received by the YSA or at the time specified in the resignation, whichever is later.



6.09 REMOVAL OF A DIRECTOR

- i. The Board may investigate and determine the validity of any allegation of non-compliance by a Director with the *Code of Conduct and Ethics*, these *By-laws* or the policies and decisions of the YSA.
- ii. The Board shall first advise the Director in writing of the nature and extent of such allegations and provide the Director with an opportunity to make representations regarding same to an independent judicial body. The Board shall advise the Director in writing of any step or measure that the Board might take if it is determined that the allegation is valid.
- iii. If the allegation is determined to be valid and the Board decides to ask for the Director's resignation, the Board may, if the Director refuses, remove the Director. This decision shall be subject to a vote by the Members at the next General Meeting.

6.10 VACATION OF THE PRESIDENCY

When the President's position is declared vacant, the 1st Vice-President or 2nd Vice President shall be appointed President and shall serve in that position on an acting basis until the next Annual General Meeting, at which time a new President shall be elected.

6.11 VACATION OF OTHER POSITIONS

When the position of a Director (other than the President and Vice-President) is declared vacant, a Director shall be appointed to that position by the Board and shall serve in that position on an acting basis until the next Annual General Meeting, at which the acting Director or a replacement shall be elected to that position.

7 Judicial Processes

7.01 YSA shall have judicial processes that are required by Canada Soccer's *Disciplinary Code*.



8 Dispute Resolution

8.01 JURISDICTION

The YSA shall have jurisdiction with respect to disputes involving the YSA and its Members.

8.02 PROCESS FOR RESOLVING DISPUTES

i. YSA and its Members shall not invoke the aid of the ordinary courts without first exhausting all available remedies within YSA, and including Sport Yukon and the Government of Yukon, to resolve any and all disputes or disagreements between them.

ii. In the event that a dispute between YSA and its Members arising out of or related to the *By-laws*, policies or decisions of YSA is not resolved between the parties, provision shall be made for arbitration by an independent and duly constituted arbitration tribunal recognized by Canada Soccer and the YSA.

9 Amendment or Revision of By-laws

9.01 AMENDMENT OR REVISION OF BY-LAWS

These *By-laws* may be amended or revised by a Special Resolution of 3/4 of the Voting Members present at a General Meeting, provided that a notice of the proposed amendment or revision has been included with the notice of the General Meeting a minimum of 21 days in advance.

9.02 PROPOSED AMENDMENTS

By-law amendments may be proposed by the Board or a Member.

10 Dissolution and Distribution of Assets



10.01 DISSOLUTION OF YSA

Any decision relating to the dissolution of the YSA requires the support of a Special Resolution of the Voting Members of YSA, which must be obtained at a General Meeting of the Members convened specifically for that purpose.

10.02 INCOME DISTRIBUTION TO MEMBERS

YSA shall not distribute any part of its income to any of its Members. For greater certainty, this does not preclude the payment of reasonable salaries or employee benefits or other payments for services approved by the Board, and it does not preclude the reimbursement of reasonable out-of-pocket expenses.

10.03 ASSET DISTRIBUTION TO TERRITORIAL ORGANIZATIONS

Upon a winding-up of YSA, all remaining assets shall be distributed among territorial sports organizations, provided that they are incorporated under the *Act* or among Canadian charities registered pursuant to the *Income Tax Act*.

These *By-laws* were adopted at the Annual General Meeting of YSA in Whitehorse on May 13, 2019.