



ALBERTA SOCCER ASSOCIATION
The Governing Body of Soccer in Alberta

9023 111 Avenue
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BY-LAWS OF THE ALBERTA SOCCER ASSOCIATION

** Approved October 27th 2018"

Article I General

- a. The name of this organization shall be the "Alberta Soccer Association", (hereinafter referred to as the ASA)
- b. The ASA shall have jurisdiction in the Province of Alberta.
- c. The ASA 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.
- d. The Governance Documents of the ASA in order of precedence are the:
 - i. Societies Act RSA 2000, c S-14 as amended from time to time
 - ii. Objectives
 - iii. Bylaws
 - iv. Governance Policies
 - v. General Rules and Regulations

Article II Members

SECTION 1: MEMBERSHIP

- a. The ASA has three classes of membership, hereinafter collectively referred to as "Members" or individually as a "Member".
 - i. Regular Members
 - ii. Associate Members
 - iii. Life Members
- b. Admission to the ASA as a **Regular Member** is open to entities that:
 - i. are constituted District Associations and;
 - ii. are approved by the Board of Directors; and



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- iii. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting; and
 - iv. are a governing body for soccer in a District area over such age categories as approved by the ASA's Board of Directors: and
 - v. meet all other requirements for Regular membership in the ASA imposed under the Governance Documents of the ASA.
- c. Admission to the ASA as an **Associate Member** is open to soccer and soccer related entities that:
- i. operate on a provincial basis such as school, college, and university leagues;
 - ii. professional soccer clubs who are registered with the CSA; and;
 - iii. are approved by the Board of Directors; and
 - iv. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting; and
 - v. are not Regular Members; and
 - vi. meet all other requirements for Associate membership in the ASA imposed under the Governance Documents of the ASA.
- d. Admission to the ASA as a **Life Member** is open to entities that:
- i. have made a meritorious contribution to the ASA; and
 - ii. are nominated for the position of Life Member 30 days in advance of the Annual General Meeting or Special Meeting; and
 - iii. are not an incumbent officer of the ASA; and
 - iv. are approved by at least 2/3's of the Accredited Voting Delegates at an Annual General Meeting or a Special Meeting.
- e. A member of the ASA shall have the following rights and privileges:
- i. to receive notice and the agenda of all Annual General Meetings and Special Meetings;
 - ii. to exercise those rights that are applicable to its membership category, according to the By-laws of the ASA;
 - iii. to be informed of the affairs of the ASA through its official bodies.
- f. A Regular Member shall have the following additional rights and privileges:
- i. to vote at all Annual General Meetings and Special Meetings, provided they are in good standing on the last regular business day prior to said meeting;



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- ii. for the purpose of Article 2.1.f.i, a Member shall be in good standing if all accounts payable by the Member to the ASA are current (not past due) and there are no other disciplinary sanctions against the Member that result in the Member being not in good standing;
 - iii. to exercise all other rights arising from the Governance Documents of the ASA that pertain to Regular Members.
- g. A Member of the ASA shall have the following obligations:
- i. to comply with the Governance Documents of the ASA at all times;
 - ii. to meet all financial obligations to the ASA as required, including the payment of fees;
 - iii. to communicate annually to the ASA any amendment of its Governance Documents as well as the list of its Directors and Officers, if applicable;
 - iv. to meet the requirements specified under Article II.1.b & Article II.1.c for the duration of their membership, if applicable;
- h. Violations of the obligations set out in Article II.1.g by any Member may lead to sanctions by the Board of Directors.

SECTION 2: Expulsion or suspension of a Member

- a. The Accredited Voting Delegates at an Annual General Meeting or Special Meeting may expel a Member by a majority vote if:
- i. the Member fails to fulfill its financial obligations towards the ASA; or
 - ii. the Member seriously or repeatedly violates the Governance Documents or directives of the ASA;
- b. Membership is terminated by expulsion. Loss of Membership due to expulsion does not relieve the Member from its financial obligations toward the ASA but shall lead to cancellation of all rights in relation to the ASA.

Section 3: Suspension of a Member

- a. The Discipline Committee may suspend a member where a member has seriously breached the Governance Documents in a manner that seriously undermines the integrity of the organization. The suspension shall be the earlier of the next meeting of the association or 60 days whichever comes first.



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- b. A suspended Member shall have the right to appeal a suspension to an Annual General Meeting or Special Meeting, whose Accredited Voting Delegates shall determine the issue by a two-thirds (2/3) vote.

SECTION 4: Resignation of a Member

- a. Any Member may resign from the ASA by delivering its written resignation to the President. Notification of intention to resign must reach the President no later than thirty (30) days prior to the Annual General Meeting.
- b. Membership is terminated by resignation. Loss of Membership due to resignation does not relieve the Member from its financial obligations toward the ASA but shall lead to cancellation of all rights in relation to the ASA.

SECTION 5: Membership Fees

- a. Annual Membership fees for each category of Membership shall be established by a majority of delegates present and entitled to vote at an Annual General Meeting or Special Meeting of the ASA. They shall be based on the following criteria:
 - i. Regular Membership
 - 1. A levy on each registered player and/or team;
 - ii. Associate Membership
 - 1. A fee as determined from time to time.

SECTION 6: Membership Renewals

- a. Regular Members
 - i. Regular Members wishing to renew their status for the coming year shall, prior to the Annual General Meeting, deposit with the ASA, not less than 10% of the fees retained by the ASA for the year ending at the Annual General Meeting;
 - ii. The balance shall be paid within thirty (30) days of invoicing.



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b. Associate Members

- i. Associate Members wishing to renew their status for the coming year shall pay the entire fee required for that year prior to the Annual General Meeting.

Article III Meetings

SECTION 1: Rules of Order

- a. All meetings of the ASA shall be conducted in accordance with Rules of Order as defined in the Rules and Regulations, insofar as they apply.

SECTION 2: Annual General Meeting

- a. The Annual General Meeting of the ASA shall normally be held in the month of February, said date to be determined by the Board.
- b. At least three weeks' notice, in writing, shall be given to all Members of the Board and all Members of the ASA of the date, location and agenda of the Annual General Meeting.
- c. 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.
- d. The members of the Board of the ASA shall each have a voice but no vote at the Annual General Meeting.
- e. 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 and Special Meeting(s);
 - iii. Business arising out of Minutes;
 - iv. Review of the Annual Reports
 - v. Committee Reports;
 - vi. Unfinished Business;
 - vii. Strategic Plan Review;
 - viii. Financial Review



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- a. Audit
- ix. Amendments to Governance Documents;
- x. Election of Officers;
- xi. Other Business;
- xii. Adjournment.

SECTION 3: Special Meeting

- a. A Special Meeting may be called by the Board of Directors by its own motion.
- b. A Special 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 Regular and Associate Members.
- c. All Members shall receive at least three weeks written notice of the date, time and location of any Special Meeting.
- d. Only the business for which a Special Meeting has been called will be dealt with, except with the unanimous consent of those present.

SECTION 4: Planning Meeting

- a. There shall be a minimum of one (1) planning meeting per year at which each member will be invited to provide input with respect to the plans of ASA.

SECTION 5: QUORUM

- a. Two-thirds (2/3) of Regular Members, in good standing, and having been approved as Accredited Voting Delegates shall form a quorum at the Annual General Meeting and Special Meetings of the ASA.

SECTION 6: Presiding Officer

- a. The President shall preside at all Annual General Meetings and Special Meetings of the ASA, and in his/her absence, the Vice-President, shall take the chair. The absence of all two of these Officers shall require the selection of a pro tem Presiding Officer.



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SECTION 7: Delegates to the Annual General Meeting and Special Meetings

- a. A Regular Member of the ASA shall be entitled to the following representation at all Annual General Meetings and Special Meetings of the ASA:
 - 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 District area shall never, under any circumstances, be greater than 25% of the total eligible votes.
- b. An Associate Member shall be entitled to one (1) delegate or vote;
- c. Each Life Member may introduce and debate any matter deemed relevant to the business of the ASA but may not vote.

SECTION 8: VOTING

- a. Those who shall be qualified to vote and to take part at Annual General Meetings and Special Meetings of the ASA shall be Accredited Voting Delegates of Organizations in Membership.
- b. The number of Accredited Voting Delegates allowed to organizations in membership shall be as specified within these By-Laws.
- c. The names of Accredited Voting Delegates and alternates must be filed with the ASA not later than seven (7) days prior to the Annual General Meeting and Special Meetings.
- d. Each Regular 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).
- e. At all meetings of the ASA, voting shall be by a show of hands unless otherwise required by the By-laws of the ASA or Corporation Law;
 - i. Decisions shall be approved by a majority of the Accredited Voting Delegates unless otherwise required by the By-laws of the ASA or Corporation Law.
 - ii. Requests for a vote by ballot will be dealt with by a show of hands and approved by a majority of the Accredited Voting Delegates.



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- f. 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.
- g. The President shall have a casting vote only.
- h. Other Officers and Directors shall have a voice but no vote at an Annual General Meeting and Special Meeting.
- i. Officers and Directors may not sit as Accredited Voting Delegates at an Annual General Meeting and Special Meeting.

Article IV Board of Directors

SECTION 1: BOARD COMPOSITION

- a. The Board is comprised of;
 - i. the elected Directors, and
 - ii. a Past President, if he or she is appointed by the Board annually
 - iii. a Public Director as appointed by the Board for a two year term
- b. The elected Directors of the ASA are;
 - i. the President,
 - ii. the Vice-President,
 - iii. the Director of Finance, and
 - iv. (3) Directors-at-Large,
 - v. (2) Rural Directors-at-Large
- c. Rural Directors are defined as not a resident or member of any club or association in the Districts of Edmonton and Calgary.
- d. Should there not be sufficient candidate(s) for the Rural Directors Position they may be filled by other candidates from any District not withstanding Article IV Section 1 c.



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SECTION 2: GENERAL

- a. The Board may appoint a Past President to sit as an ex officio member of the Board with a one-year term.
- b. The Board may re-appoint the Past President to one additional term of one year.
- c. The Executive Director shall not be a member of the Board, but subject to (7), shall attend all meetings of the Board and participate in a non-voting capacity.
- d. The Board may exclude the Executive Director from any Board meeting held to review the Executive Director's performance, to deal with the compensation of the Executive Director or any other matter dealing with the contractual arrangements between the Executive Director and the ASA.
- e. No Director shall receive any remuneration for performing his/her duties as a Director of the ASA, other than reimbursement for out-of-pocket expenses incurred in the performance of his/her duties.
- f. No paid employee of any affiliated Association, League or Club and no paid employee of this ASA may sit as an elected member of the Board of Directors of this ASA. 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.

SECTION 3: ELECTION TO THE BOARD

- a. The following shall be elected for a two (2) year term at the Annual General Meeting held in odd- numbered years:
 - i. The President
 - ii. (2) Director-at-Large
 - iii. Rural Director-at-Large
- b. The following shall be elected for a two (2) year term at the Annual General Meeting, held in even-numbered years:
 - i. The Vice-President
 - ii. The Director of Finance, and,
 - iii. (1) Directors-at-Large



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- iv. Rural Director-at-Large
- c. The election of Directors shall be by secret ballot at the ASA's Annual General Meeting.
- d. To be elected to the Board of Directors, a candidate must have a majority of the valid votes cast.
- e. 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;
- f. 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.
- g. To be elected to the ASA Board of Directors a candidate must have submitted, in writing, a Declaration of Interest (Declaration) to the Nominations Committee a minimum of three (3) weeks in advance of the scheduled date of the Annual General Meeting;
 - i. Candidates can nominate themselves or be nominated by Regular Members or Associate Members;
 - 1. Written proof of the candidate's acceptance of the nomination must be provided to the Nominations Committee before the Declaration is presented to the membership for consideration.
 - ii. The form of Declaration will be provided by the ASA at least 2 (two) months in advance of the scheduled date of the Annual General Meeting.
 - iii. All nominations received by the Nominations Committee within the timelines of Article IV.3.g will be forwarded to the membership two (2) weeks in advance of the Annual General Meeting.
 - iv. Candidates who are not successful for the position specified in their Declaration may subsequently stand for election to other positions at the Annual General Meeting if that intent was specified in the Declaration.



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- v. Candidates do not have to be present at the Annual General Meeting to be elected to the Board of Directors if they have submitted their Declaration to the Nominations Committee.
- vi. Nominations from the floor will only be accepted when no candidates have been presented to the membership in accordance with Article IV.3.g and Article IV.3.g.iii.
 - 1. Nominees from the floor must be present and accept the nomination in order to stand for election to the Board of Directors.

SECTION 4: Duties of the Officers

- a. The President shall preside at all meetings of the ASA and shall have a casting vote only. He/ she shall be an ex-officio member of all committees.
- b. The Vice-President shall be the senior officer of the ASA 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.
- c. The Director of Finance shall oversee ASA finances, the budget process, chair the finance committee and perform the duties described in the Terms of Reference for that committee. This Director will update and be responsible to the Board and the Membership to ensure proper oversight. This Director will be responsible for presenting the audit results to the Board and Membership and changes to the fee structure as necessary. This Director shall possess suitable experience and qualifications to be comfortable monitoring, understanding, interpreting and presenting financial information.
- d. The Directors-at-Large shall have such duties as prescribed.
- e. A director of the ASA is not permitted to be a director or officer or committee member or employee or contractor of any Regular Member of the ASA. Within 30 days of a person being elected or appointed to the ASA board, that person must resign from any director or officer position of any Regular or Associate member. Failing which the director will be terminated from the ASA board.
- f. The Board of Directors shall be empowered from time to time, by resolution, to appoint officers who may, on behalf of the ASA, borrow or lend monies, sign contracts, documents and instruments of writing, generally or specifically.



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- g. The Executive Director shall be responsible for the preparation and custody of the minutes of proceedings of all meetings of the ASA. Such minutes shall be maintained at all times in the registered office of the ASA, and may be inspected by Members at any time during normal business hours, following acceptance.
- h. The Executive Director shall be responsible for the maintenance and custody of the books of account of the ASA. Such books shall be maintained in the registered office of the ASA, and may be inspected by Members at any time during normal business hours, following acceptance of the books by the Board of Directors.

SECTION 5: Obligations and Powers of the Board of Directors

- a. The Board's obligations and powers are;
 - i. to be accountable to the Members of ASA;
 - ii. to establish, implement and monitor rules for the game of soccer and for the conduct of competitions, training and the development and the regulation of the game generally in Alberta, subject to any lawful direction of the Canadian Soccer Association, CONCACAF or FIFA;
 - iii. to establish, implement and monitor policies relative to the business and management of the ASA;
 - iv. to regularly review finances of the ASA; and
 - v. to establish and support independent and impartial processes to deal with protests and appeals and all cases of discipline under ASA's jurisdiction, but subject to the specific provisions relating to arbitration set out in Article XIV.
- b. The Board is a governance board and as such, for the purposes of (1) it is responsible for;
 - i. establishing the strategic direction for the ASA;
 - ii. establishing and evaluating policies, programs and budgets for the ASA;
 - iii. reviewing the operation of the ASA, including the financial operations of the ASA;
 - iv. ensuring that the powers and duties of the ASA are being effectively performed through the Executive Director; and
 - v. hiring of and monitoring the performance of Executive Director in accordance with established policies and procedures of the Board.
- c. The Executive Director is the administrative head of the ASA and is responsible for;



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- i. managing the ASA in accordance with the policies, programs and budgets established by the Board;
 - ii. reporting to the Board through the President and when required by the Board, directly to the Board;
 - iii. hiring ASA staff and consultants, subject to the policies, programs and budget established by the Board and subject to any specific limitations imposed by resolution of the Board; and
 - iv. performing any other duty assigned to him by resolution of the Board.
- d. No Director shall exercise a power or function granted to the Executive Director under these Bylaws.

SECTION 6: REMOVAL, SUSPENSION AND RESIGNATION OF BOARD DIRECTOR

- a. Board vacancy shall occur if a Director:
 - i. Dies
 - ii. Resigns:
 - iii. Is removed
- b. A Director of the Board may be suspended or removed if they:
 - i. Seriously or repeatedly violates the Governance Documents or directives of the ASA;
 - ii. By personal or business conduct violates any part of Article XII
 - iii. Are incapable of carrying out their duties
- c. The process for suspension or removal of a Director shall be:
 - i. The Discipline Committee of the ASA shall complete an investigation.
 - ii. Should the investigation result in further action the Discipline Committee shall conduct a proper hearing.
 - iii. 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.
 - iv. The Director concerned will be given an opportunity to explain their actions;
 - v. The Discipline Committee, by a two-third (2/3) vote, may suspend or recommend removal of a Director.
 - vi. Written notice of a suspension or recommendation for removal shall be provided to the affected Director within 7 days of the hearing.



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- vii. The Director may appeal the suspension or recommendation for removal by providing written notice to the Board of Directors within 7 days of receipt of the notice of suspension or recommendation for removal.
- viii. If the Director does not appeal “recommendation for removal” they shall be deemed to have resigned.
- ix. The Board of Directors shall have an Annual General Meeting or Special Meeting of the membership within 60 days of the receipt of the appeal.
- x. The membership shall determine the issue by a two-thirds (2/3) vote.

SECTION 7: Board VACANCIES

- a. Should a vacancy exist on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

SECTION 8: Board Meetings

a. Power to Call Board Meetings;

- i. Board meetings shall be held on the call of;
 - 1. the President;
 - 2. the Executive Director; or
 - 3. a majority of the Members of the Board, who have signed a demand for a meeting.

b. Notice of Board Meetings;

- i. The Executive Director shall provide notice to each Director of the time and location of each board meeting together with a proposed agenda.
- ii. The notice referred to in (1) shall be in writing and be delivered at least 24 hours before the start of the meeting.
- iii. Notice of meetings may be provided to the Directors by;
 - 1. mail,
 - 2. courier,
 - 3. facsimile transmission, or
 - 4. electronic message, text message or electronic mail.
- iv. The Board may waive the requirement of notice by unanimous resolution.



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c. Meetings of the Board;

- i. The Board may meet in person, by teleconference or by any other communications technology that permits all persons participating in the meeting to communicate with each other.
- ii. The Board shall meet in person not less than once every 90 days.
- iii. The quorum for a board meeting is 5 Directors.

d. Board acts by resolution;

- i. A resolution is as valid as if it had been passed at a meeting of the Board if it is;
 1. in writing;
 2. provided to all Members of the Board; and
 3. approved by a majority of Members of the Board entitled to vote.

e. Members to Receive Information About Board Meetings;

- i. A notice of the time and place of Board meetings shall be provided to the Members of the ASA.
- ii. Minutes of meetings of the Board shall be approved as soon as reasonably possible after each meeting and, subject to iii. and iv., provided to each Member of the ASA or posted on the website of the ASA.
- iii. If a Board meeting deals with a matter that falls into any of the following categories;
 1. legally privileged information;
 2. information that would be an unreasonable invasion of personal privacy;
 3. personnel information of a member of staff;
 4. information that would undermine commercial negotiations being undertaken by the ASA;
 5. information that would put an individual's safety or mental or physical health at risk the Board may direct that the information be redacted from the copies of the minutes that are provided to the Members.
- iv. If the disclosure of any information in the minutes would result in a breach of an obligation imposed on the ASA by the *Personal Information Protection Act* or the *Protection of Personal Information and Electronic Documents Act*, the



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Board shall direct that the information be redacted from the copies of the minutes that are provided to the Members.

- v. If information is redacted from the minutes under (3) or (4), the minutes shall specify that information is redacted and the basis for the redaction.

SECTION 9: COMMITTEES

- a. The Board of Directors shall establish the following Standing Committees, whose terms of reference shall be set out in the Governance Policies of the ASA;
 - i. Finance
 - ii. Risk Management
 - iii. Governance and Bylaws
 - iv. Strategic Planning
- b. The Board of Directors shall ensure that the following Program Committees are established by the Executive Director or the ASA, whose terms of reference shall be set out in the Governance Policies of the ASA:
 - i. Competitions
 - ii. Referee Development
 - iii. Technical Development
 - iv. Awards and Recognition
- c. The Board of Directors shall establish the following independent and impartial judicial bodies, whose terms of reference shall be set out in the Governance Policies of the ASA:
 - i. Discipline Committee
 - ii. Appeals Committee
 - iii. Nominations Committee
- d. The Board of Directors may establish such other committees and sub-committees as it deems advisable.

Article V: Indemnity



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- a. Every member of the Board or employee of the ASA shall be indemnified by the ASA 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 VI: Finances

- a. All monies owing to the ASA by the Members 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.
- c. Any additional expenditure that was not part of the Budget approved by the Members shall require approval by the Members at an Annual General Meeting or Special Meeting if;
 - i. It is the greater of \$100,000 or 50% of the budgeted item; or
 - ii. such amount as was specified at an Annual General Meeting or Special Meeting.
- d. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit but the power shall be exercised only under the authority of the ASA.
 - i. In no case shall debentures be issued without the sanction of a special resolution of the ASA.

Article VII: Audit

- a. The fiscal year of the ASA 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 ASA, at least fourteen days before the date fixed for the Annual General Meeting. The Board/officers are responsible to appoint/engage a qualified firm of accountants to audit the general purpose financial statements of ASA and shall review and approve those audited financial statements prior to the distribution to each Member and Officer of the ASA. The Board/Officers may also, at their discretion, appoint/engage a qualified firm of accountants to audit or perform other assurance



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related services for special purpose financial information of ASA to meet regulatory, contractual, legislated or other purposes.

- b. Approval of the Auditors shall be made by the Members at the Annual General Meeting of the ASA.

Article VIII: Laws of the Game

- a. The ASA 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 IX: Other Regulations

- a. The ASA 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 12 c) of these By-Laws;
- b. The ASA may make provincial competition rules of the ASA as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

Article X: Amendments to the Objects and Bylaws

- a. All proposed amendments to the Objects or Bylaws shall be forwarded, in writing, to the ASA no later than thirty (30) days prior to the Annual General Meeting or Special Meeting called for that purpose;
- b. Copies of proposed amendments to the Objects or Bylaws shall be sent to all Members not less than 21 days prior to the meeting at which they will be considered;
- c. Amendments to the Objects or By-Laws will require a three-quarter (3/4) vote of those Accredited Voting Delegates present at the meeting unless otherwise required or permitted by the Societies Act;
- d. Only Members or the Board of Directors of this ASA shall be permitted to propose amendments to these By-Laws.



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Article XI: Amendments to the General Rules and Regulations or Governance Policies

- a. Amendments to the “General Rules and Regulations or Governance Policies” of the ASA shall be made by the Board of Directors, and/or Members at the Annual General Meeting or Special Meeting called for that purpose.
- b. Any proposed amendments to the General Rules and Regulations or Governance Policies of the ASA 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;
- c. A majority of votes at the meeting is all that is required to approve proposed changes to the General Rules and Regulations or Governance Policies;
- d. Any changes to the General Rules and Regulations or Governance Policies made by the Board of Directors shall be ratified at the time of the next Annual General Meeting or Special Meeting by a two-third (2/3) vote.

Article XII: Code of Conduct

- a. The ASA shall abide by the principles of the ASA Rules & Regulations on Conduct as seen in the Governance Policies of the ASA.

Article XIII: Conflict of Interest

- a. On election to the position of a Director of the ASA or a Director of a Member of the ASA, 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 ASA or a Director of a Member of the ASA shall not permit his/her own interest to conflict in any way with her/her fiduciary responsibilities to the ASA;
- c. A Director of the ASA or a Director of a Member of the ASA shall not benefit directly or indirectly from any transaction with the ASA, unless it is to the clear advantage of the ASA as determined by the Board of the ASA;



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- d. A Director of the ASA or a Director of a Member of the ASA 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 ASA or a volunteer Director of a Member of the ASA shall not receive compensation for his/her services on behalf of the Board, except for out-of-pocket expenses incurred in the performance of his/her duties on behalf of the ASA;
- 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 ASA concerned;
- g. Any Director who, by personal or business conduct violates any part of Article XII may be suspended as per Article 6.

Article XIV: Administration of Disputes

- a. Any dispute or difference between;
 - i. The ASA and a Member;
 - ii. Members of the board of directors;
 - iii. The ASA and a Player(s), Team Official(s), Referee(s) and/or ASA Volunteers.
- b. Relating to or arising out of the Governance Documents of the ASA shall be referred to and finally resolved by arbitration under the Rules set out in Appendix A and shall not be referred to a court of law, except to the extent the law of Alberta requires that there be access to the Courts.
- c. Article XIV shall not operate to provide an appeal against a decision of a discipline tribunal with respect to discipline proceedings relating to conduct during a game or competition under the Laws of the Game. Such appeals shall be resolved through the CSA appeals process.



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Article XV: Corporate Seal

- a. The ASA shall have a Corporate Seal which shall be in the custody of the Executive Director.
- b. All documents bearing the seal shall be signed by two (2) properly-designated signing officers.

Article XVI: Dissolving the ASA

- a. The ASA may be dissolved by a Special Resolution at an Annual General Meeting or Special Meeting of the membership. Upon dissolution of the ASA, the ASA shall disburse remaining revenues, after paying debts and liabilities, to one or more eligible non – profit organizations as approved by the Board.
 - i. Any gaming funds shall be distributed to an eligible charitable or religious group or groups, approved by the Alberta Gaming and Liquor Commission, at the sole discretion of the Board of Directors.



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APPENDIX A

ARBITRATION

Interpretation

1. In these rules, “Tribunal” mean the arbitrators appointed under these rules.

Commencement of Arbitration

2. In order to commence an arbitration under these rules, the claimant (the “Claimant”) must serve on the other party (the “Respondent”) a written notice of arbitration (the “Notice of Arbitration”) which must set out:
 - a. The names and addresses of the parties to the arbitration;
 - b. A brief statement describing the nature and circumstances of the dispute and setting out the relief claimed;
 - c. The name and address of the Claimant’s appointed arbitrator, who must
 - i. be a member of the Law Society of Alberta or a Chartered Arbitrator under the ADR Institute of Canada; and
 - ii. have confirmed in writing to the Claimant his or her willingness and availability to accept the appointment.
3. Within 14 days of service of the Notice of Arbitration, the Respondent must serve on the Claimant a response to the Notice of Arbitration (the “Response”) which must set out:
 - a. an admission or denial of all or part of the claims set out in the Notice of Arbitration;
 - b. a brief statement of the nature and circumstances of the Respondent’s denial, if any;
 - c. the name and address of the Respondent’s appointment to act as an arbitrator who must



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- i. be a member of the Law Society of Alberta or a Chartered Arbitrator under the ADR Institute of Canada, and
 - ii. have confirmed to the Respondent in writing his or her willingness and availability to accept the appointment.
4. If a Respondent fails to appoint an arbitrator within 14 days of the Response,
 - a. the Executive Director of the ASA shall name the party's arbitrator, unless the ASA is a party to the Arbitration;
 - b. if the ASA is a party to the arbitration, the General Secretary of the Canadian Soccer Association shall name the party's arbitrator.
5. The appointment under article 4 shall be made within 21 days of the service of the notice of the service of the Notice of the Claim.
6. The Respondent has no right to oppose the appointment of such arbitrator.
7. Within 14 days of the service of the Response the two arbitrators must appoint a third arbitrator to chair the panel of arbitrators, who must be
 - a. A member of the Law Society of Alberta;
 - b. A judge or retired judge; or
 - c. A Chartered Arbitrator under the ADR Institute of Canada.
8. If the arbitrators appointed by the parties (or under article 4) cannot select an arbitrator to chair the Tribunal
 - a. the Executive Director of the ASA shall appoint the third arbitrator, unless the ASA is a party to the Arbitration;
 - b. if the ASA is a party to the arbitration, the General Secretary of the Canadian Soccer Association shall appoint the third arbitrator



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9. The appointment under article 8 shall be made within 21 days of the service of the service of the Response.
10. Despite anything in these Rules, the Claimant and the Respondent may agree to the appointment of a single arbitrator, in which case that arbitrator constitutes the Chair and the Tribunal.
11. Each arbitrator must
 - a. at the time of appointment be independent of the parties, and
 - b. at all times during the arbitration must remain and be independent of the parties and be impartial.
12. If for any reason, including a successful challenge to an arbitrator' appointment or continued participation under article 11, an arbitrator becomes unable to act or refuses to act, a replacement shall be appointed in the same manner as the original appointment.
13. The Tribunal shall meet within 14 days of the appointment of the Chair and establish the procedures for the arbitration including dates for the arbitration. The procedures must provide each party with a fair and reasonable opportunity to present evidence and argument to the Tribunal.
14. The arbitration must begin no later than 60 days after the service of the Notice of Claim, unless the parties agree otherwise in writing.
15. The Tribunal may adjourn the arbitration if the duty of fairness to a party or an exceptional circumstance would require that an adjournment be granted.
16. A party at an arbitration may be represented by a member of the law society or another individual of their choice.
17. The Tribunal has the power:
 - a. establish procedures for the hearing;
 - b. to make interim directions, including issuing interim orders that direct that an action not be taken or that an action be taken pending the final decision in the arbitration;



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- c. determine any questions as to its own jurisdiction, subject to the superintending power of the Court under the *Arbitration Act* of Alberta ;
 - d. summarily determine the claim;
 - e. appoint an expert to report to it on a matter;
 - f. require the parties to attend preliminary or procedural meetings;
 - g. give any lawful directions it considers necessary to ensure the expeditious, economical, just and final determination of the dispute.
18. The parties must do all things necessary for the proper and expeditious conduct of the arbitration and must comply without delay with any directions of the Tribunal.
19. At the conclusion of the arbitration, the Tribunal has the power to:
- a. dismiss the complaint or determine that the complaint is well founded in whole or in part;
 - b. provide a binding direction to any party to the arbitration;
 - c. order the setting aside of any direction or action by a party to the arbitration; and
 - d. if the Tribunal determines that a party has
 - i. Acted in a high handed or abusive manner or acted in bad faith in making a decision or determination that was the subject of the arbitration;
 - ii. Made a claim that the Tribunal determines to be frivolous and vexatious; or
 - iii. Acted itself during the arbitration in a manner that deserves sanction, including disregarding a direction of the tribunal or unnecessarily prolonging the proceedings
 - e. the Tribunal may award casts against that party on an indemnity basis.
20. The decision of the Tribunal must be in writing (unless the parties agree otherwise) and must set out the reasons for the decision and any order made by the Tribunal.
21. If the Tribunal cannot decide an issue by consensus, it shall be decided by a majority of the members of the Tribunal.
22. A party may appeal a decision of the Tribunal to the Appeal Committee of the Canadian Soccer Association.



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23. Section 44(1) of the Arbitration Act does not apply to an arbitration conducted under these rules.

