



# ALBERTA SOCCER ASSOCIATION

LEAD, GOVERN AND EVOLVE

11759 Groat Road  
Edmonton, AB T5M 3K6



**ALBERTA SOCCER ASSOCIATION**  
**2023 AGM MINUTES**  
**9:00 AM**  
**February 12, 2023**  
**Delta South, Edmonton, Alberta**

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## 1.0 Call to Order

- a. The AGM was called to order at 9:07am.
- b. Session Guiding Principles – Presented

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## 2.0 Roll Call

- a. Regular Members

District 1	Sunny South	Regrets
District 2	Medicine Hat	Hugh Lehr, Jeff Vangen
District 3	Lethbridge	Dave Marshall
District 4a	CMSA	Lyle Waldren, Carlo Bruneau
District 4b	CWSA	MJ Spence, Rosie Johnson
District 4c	CUSA	Raj Uppal, Kennedy Mutepfa, Pearl Doupe
District 5	CASA	Tammy Olsen, Lonny Behm, Jon Mulder
District 6	Big Country SA	Regrets
District 7	Foothills	Peter Mundy
District 8a	EMSA	Mario Charpentier, Jay Ruptash
District 8b	EIYSA	Regrets
District 8c	EDSA	Brad Odsen
District 9	St. Albert	Chris Spaidal
District 10	Tri-County	Rebecca Cooper
District 11	Northwest Central	Regrets
District 12	Lakeland	Melissa Foglietta, Josh Phillips
District 13	NWPSA	Christine Donovan, Ross Sanders



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District 14	Fort McMurray	Rob Harrison, Aaron Bessong
District 15	Battle River	Rob Russell
District 16	Sherwood Park	Dave Friesen, Martin Douglas
District 17	ADSA	Jamie Dorgan, Keith Mills, Lauren Dunlop
District 18	RDCSA	Admir Sarcevic
District 19	Canal Links	Regrets
Associate	ACAC	Regrets
Associate	Universities	Regrets

b. Life Members in Attendance

Bill Malone	Adrienne Newman	Peter MacKenzie

c. Special Guest in Attendance

Dr. Karen MacNeill – Canada Soccer	Sharon Evens - ASA Nominations Chair	
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d. Board of Directors in Attendance

Shaun Hammond	Maureen Keough	Julie Beschell
Catherine Ridgway	Adam Berti	Nabeel Khudabux
Junior Figueiredo		

e. Staff in Attendance

Lisa Grant	Executive Director
Howard Leong	Financial Manager
David O'Neill	Manager of Referees
Jason Blake	Technical Director
Filipe dos Santos	Technical Performance Coordinator
Juan Avendano	Communications Coordinator
Sheena Dickson	Competitions & Events Coordinator



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Frank Spadavecchia	League Administrator
Hala Chadi	Program & Financial Coordinator
Melissa Collinson	Office Administrator & Discipline Coordinator

f. Welcoming Remarks – Shaun Hammond

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### 3.0 Approval of Voting Numbers

Election Buddy – Sign in – Test Vote first.

**M01:** Special Resolution to Approve the 2023 AGM Voting Numbers for use during the 2023 AGM

Motion: Sherwood Park

2<sup>nd</sup>: EMSA

Discussion: NONE

**CARRIED**

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### 4.0 Approval of Agenda

**M02:** To limit debate as presented.

- 4 Minutes for the delegate who introduced the motion
- 2 Minutes per delegate to provide response or information
- 2 Minutes for responses to questions per delegate – if applicable
- 2 Minutes at the end for delegate who introduced the motion

Motion: St. Albert

2<sup>nd</sup>: CUSA

Discussion: NONE

**CARRIED**

**M03:** To approve the agenda, including the special order for beginning elections no later than 2pm.



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Motion: St. Albert  
2<sup>nd</sup>: CUSA  
Discussion: NONE

***CARRIED***

**M04:** To approve the Nominations Committee slate of candidates for election to the Board of Directors.

Motion: CUSA  
2<sup>nd</sup>: Sherwood Park  
Discussion: NONE

***CARRIED***

**M05:** The ASA membership approves Electronic Voting for elections at the 2023 ASA AGM via election buddy.

Motion: CUSA  
2<sup>nd</sup>: Ft. McMurray  
Discussion: NONE

***CARRIED***

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## 5.0 Approval of ASA Minutes

a. 2022 ASA AGM

**M06:** To approve February 27, 2022, Annual General Meeting minutes as presented.

Motion: Tri-County  
2<sup>nd</sup>: EMSA  
Discussion: NONE

***CARRIED***

b. 2022 ASA Special Meeting



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**M07: To approve the November 20, 2022, Special Meeting minutes as presented.**

Motion: EDSA  
2<sup>nd</sup>: CUSA  
Discussion: NONE

***CARRIED***

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## **6.0 Business Arising**

- a. Senior Championship Rule Book

**M08: To bring the tabled Motion of the to the floor.**

Motion: CUSA  
2<sup>nd</sup>: Battle River  
Discussion: Clarification made – as presented in November 2022

***CARRIED***

**M09: To approve 2022-23 Senior Competition Rulebook as presented at the November 2022 meeting.**

Motion: CUSA  
2<sup>nd</sup>: EMSA  
Discussion: NONE

***DEFEATED***

**M09.1: To approve 2022-23 Senior Competition Rulebook as presented.**



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Motion: CWSA

2<sup>nd</sup>: Sherwood Park

Discussion: Clarification – presented in package (January 2023)

**CARRIED**

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## 7.0 Review of Annual Report

Discussion: NONE

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## 8.0 Committee Reports

- a. See Annual Report
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## 9.0 Unfinished Business – None

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## 10.0 Strategic Plan Review – Adam Berti Presentation

Discussion:

The presentation was interrupted by a member, asking if the membership could add Shaun Hammond as a Lifetime Member (Shaun was out of the room during the request – was hoping to surprise him).

There are nomination requirements and deadlines, and unfortunately, this request needed to be sent in 30 days in advance. Will need to do this at the next AGM.

Adam resumed with the presentation.

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## 11.0 Financial Review – Julie Beschell Presentation

- a. Audit – Auditors noted nothing of concern.

Discussion:

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'Don't rely on the Audit' – this was in reference to the fact that the Audit is one tool of many to judge the 'health' of an organization. That does not mean don't 'believe' the audit.

Member Question: what are the legal expenses?

Response: Harassment Claims, Procedural Claims, Club Licensing Claims. ASA always requests reimbursement of legal costs from the claimant.

**M10:** To accept the 2021-22 Alberta Soccer Association audited financial statements as presented.

Motion: CUSA

2<sup>nd</sup>: EDSA

Discussion: NONE

## ***CARRIED***

b. Appointment of 2023-24 Auditors – Metric Group LLP

**M11:** To appoint Metrix LLP as the audit firm for the 2022-23 fiscal year, and for the Board of Directors to be given the responsibility of assigning the remuneration for these services.

Motion: CUSA

2<sup>nd</sup>: Sherwood Park

Discussion: NONE

## ***CARRIED***

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## **12.0 Amendments to Governance Documents**

a. Bylaws

1. Special Resolution 11

**M22:** To amend Article IV, Section 9 Committees a. to read:

a. The Board of Directors shall establish the following Standing Committees

i. Audit and Finance

ii. Governance



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Motion: EMSA  
2<sup>nd</sup>: CMSA

**M22.1:** To amend Article IV, Section 9 Committees a. to read:

a. The Board of Directors shall establish the following Standing Committees. *Committee Members will be nominated by the Districts.*

Motion: EMSA  
2<sup>nd</sup>: St. Albert  
Discussion: Around who sits on the committee.

**CARRIED**

Discussion: NONE

**CARRIED**

## 2. Special Resolution 12

**M23:** To amend Article IV, Section 9 Committees b. to read:

b. The Board of Directors shall ensure that the following Operational Committees are established by the Executive Director

- i. Competition
- ii. Referee
- iii. Technical

Motion: St. Albert  
2<sup>nd</sup>: EMSA

**M23.1:** To amend Article IV, Section 9 Committees b. to read:

a. The Board of Directors shall establish the following Standing Committees. *Committee Members will be nominated by the Districts.*

Motion: EMSA  
2<sup>nd</sup>: Tri-County





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Discussion:

### **CARRIED**

#### 3. Special Resolution 1

**M12:** To amend the ASA Bylaws to include the following definitions to read (as presented):

- (a) Actual Vote shall mean the number of votes assigned to be cast by those Members present at a specific ASA meeting subject to ASA Bylaw Section 7.a.i.
- (b) Affiliated Member shall mean Regular Members or Associate Members and all members of those Regular Members and Associate Members;
- (c) Associate Member shall mean any person or organization that meets the requirements to become an Associate Member as outlined by Article II of the ASA By-Laws as amended from time to time
- (d) ASA shall mean the Alberta Soccer Association, a society incorporated pursuant to the Societies Act (Alberta);
- (e) ASA By-Laws shall mean the by-laws of the Alberta Soccer Association
- (f) Auditor shall mean an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Societies Act.
- (g) Board shall mean the Board of Directors of the ASA.
- (h) CONCACAF shall mean the Confederation of North, Central American and Caribbean Association Football;
- (i) District Area shall mean the geographical area (boundaries) in which Regular Members operate, as approved by the ASA Board of Directors;
- (j) Days shall mean days including weekends and holidays.
- (k) Director shall mean an individual elected or appointed to serve on the Board pursuant to these By-laws.
- (l) Electronic means shall mean electronic message, text message or electronic mail.
- (m) FIFA shall mean the Federation Internationale de Football Association;
- (n) In Writing shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- (o) Life Member shall mean any person or organization that meets the requirements to become a Life Member as outlined by Article II of the ASA By-Laws as amended from time to time;
- (p) Member shall mean either a Regular Member, Associate Member or Life Member;



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- (q) Officer shall mean an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- (r) Ordinary Resolution shall mean a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- (s) Pro tem shall mean for the time being
- (t) Regular Member shall mean any person or organization that meets the requirements to become a Regular Member as outlined by Article II of the ASA By-Laws as amended from time to time; and
- (u) Societies Act shall mean the Alberta *Societies Act* R.S.A. 2000 c. S-14 as amended from time to time or any successor legislation thereto.
- (v) Special Resolution shall mean
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
  - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

Motion: Tri-County

2<sup>nd</sup>: CASA

Discussion:

Mario – Definition in contradiction with Bylaw

Confirmation that it DOES NOT contradict.

**M12.1:** To amend the ASA Bylaws to include the following definitions to read:

(a) Actual Vote shall mean the number of votes assigned to be cast by those Members present at a specific ASA meeting subject to ASA Bylaw **Article III** Section 7.a.i.

**Add**

*(s) Perceived Conflict of Interest shall mean where there is a perception, which a reasonable non biased fully informed person could properly have, that a conflict of interest exists.*

Motion: Sherwood Park

2<sup>nd</sup>: NONE

Discussion:



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## ***MOTION NOT BROUGHT FORWARD***

Discussion(con'd): NONE

### 4. Special Resolution 2

**M13:** To amend Article III, Section 1a. Rules of Order to read:

Section 1: Rules of Order

- a. Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

Motion: Tri-County

2<sup>nd</sup>: CASA

Discussion: NONE

## ***CARRIED***

### 5. Special Resolution 3

**M14:** To amend Article III, Section 2e. Annual General Meeting to read:

e. Order of Business at the Annual General Meeting will be as follows:

- i. Call to Order
- ii. Establishment of Quorum
- iii. Declaration of any conflicts of Interest
- iv. Approval of the Agenda
- v. Approval of the minutes of the previous Annual General Meeting
- vi. Business Arising
- vii. Presentation and Approval of Reports
- viii. Report of Auditors
- ix. Appointment of Auditors
- x. Amendment of Governance Documents
- xi. Business as specified in the meeting notice
- xii. Election of New Directors
- xiii. Adjournment

Motion: EDSA

2<sup>nd</sup>: Sherwood Park



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Discussion: NONE

## **DEFEATED**

**M14.1** To amend Article III, Section 2e. Annual General Meeting to read:

- e. Order of Business at the Annual General Meeting will be as follows:
  - i. Call to Order
  - ii. Establishment of Quorum
  - iii. Declaration of any conflicts of Interest
  - iv. Approval of the Agenda
  - v. Approval of the minutes of the previous Annual General Meeting
  - vi. Business Arising
  - vii. Presentation and Approval of Reports
  - viii. Report of Auditors
  - ix. Appointment of Auditors
  - x. Amendment of Governance Documents
  - xi. *New Business***
  - xii. Election of New Directors
  - xiii. Adjournment

Motion: St. Albert

2<sup>nd</sup>: CUSA

Discussion: NONE

## **CARRIED**

### 6. Special Resolution 4

**M15:** To amend Article III, Section 4 Planning Meeting to include:

- a. A minimum of three weeks (3) notice shall be provided to all Regular, Associate Members and Life Members of any planning meeting.

Motion: NONE

2<sup>nd</sup>:

Discussion: This is a housekeeping item.

**M15.1:** To amend Article III, Section 4 Planning Meeting to include:



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a. A minimum of twenty-one days (21) notice shall be provided to all Regular Members, Associate Members and Life Members of any planning meeting.

Motion: NONE

2<sup>nd</sup>:

Discussion:

## ***MOTION NOT BROUGHT FORWARD***

Discussion con'd:

## ***MOTION NOT BROUGHT FORWARD***

### 7. Special Resolution 5

**M16:** To amend Article III, Section 7 Delegates to the Annual Meeting and Special Meeting a.ii to read:

ii. delegate with a vote, for each two hundred and fifty (250) registered adult indoor and registered outdoor players, or portion thereof

Motion: EDSA

2<sup>nd</sup>: CUSA

Discussion:

Changes are to clean it up. Defined through the math equation applied.

## ***CARRIED***

### 8. Special Resolution 6

**M17:** To amend Article IV, Section 1 Board Composition to include:

f. Directors will serve terms of two (2) years, to a maximum of four (4) consecutive terms, and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. (effective ASA AGM 2024)

Motion: NONE

2<sup>nd</sup>:



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Discussion:

## ***MOTION NOT BROUGHT FORWARD***

### 9. Special Resolution 7

**M18:** To amend Article IV, Section 3 Selection to the Board g.i. to read:

i. Nominations must be submitted to the Nominations Committee a minimum of six (6) weeks in advance of the scheduled date of the Annual General Meeting;

Motion: CWSA

2<sup>nd</sup>: CASA

Discussion:

House cleaning item – change weeks to days

Concern raised about the timeline – timing puts it over Christmas/New Year's holiday season.

## ***DEFEATED***

### 10. Special Resolution 8

**M19:** To amend Article IV, Section 3 Selection to the Board, add g.i.2. to include:

2.For the position of President, the candidate must have previously served a minimum of one term as an ASA Directors in the past five (5) years.

Motion: Sherwood Park

2<sup>nd</sup>: St. Albert

Discussion

Concern about the wording – currently could leave the BoD with no president if no one on the current BoD wants to be the next President. VP only steps in as an interim until the next scheduled AGM.

Intent – succession planning – it is important to have a President with some experience on this BoD.

## ***DEFEATED***

### 11. Special Resolution 9



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**M20:** To amend Article IV, Section 8 Board Meetings c.iii. to read:

iii. At any meeting of the board, quorum will be a majority of Directors.

Motion: St. Albert

2<sup>nd</sup>: Airdrie & District Soccer Association

Discussion: NONE

**CARRIED**

## 12. Special Resolution 10

**M21:** To amend Article IV, Section 8 Board Meeting e. to read:

i. The necessary minutes of the ASA required by these Bylaws or by applicable law will be necessarily and properly kept at the registered office of the ASA.

ii. Members may request approved copies and will receive within 30 days.

Motion: CMSA

2<sup>nd</sup>: CWSA

Discussion:

Concern membership is not aware of when BOD meetings are. Does it not limit access/availability?

Intent to put in place for safety/security.

**DEFEATED**

## 13. Special Resolution 13

**M24:** To amend the ASA Bylaws to remove Article VIII Laws of the Game.

Motion: Tri-County

2<sup>nd</sup>: CUSA

Discussion: NONE

**CARRIED**

## 14. Special Resolution 14



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**M25:** To amend Article IX Other Regulations to read:

a. The ASA may make such other rules and regulations as may be deemed necessary to promote, develop and govern the game of soccer.

Motion: EDSA  
2<sup>nd</sup>: Tri-County  
Discussion; NONE

***CARRIED***

## 15. Special Resolution 15

**M26:** To amend ASA Bylaws to remove Article XI Amendments to the General Rules and Regulations or Governance Policies.

Motion: CWSA  
2<sup>nd</sup>: Tri-County  
Discussion:

***DEFEATED***

## 16. Special Resolution 16

**M27:** To amend Article XIII Conflict of Interest to read:

- a. A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

Motion: NONE  
2<sup>nd</sup>:  
Discussion:

***MOTION NOT BROUGHT FORWARD***





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**M27.1:** To amend Article XIII Conflict of Interest to read (alternate wording as presented).

- a. A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, *will immediately remove themselves* from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction. ~~and will otherwise comply with the requirements of the Act regarding conflict of interest.~~

Motion: NONE

2<sup>nd</sup>:

Discussion:

## ***MOTION NOT BROUGHT FORWARD***

17. Special Resolution 17

**M28:** To amend ASA Bylaws to remove Article XIV Administration of Disputes.

Motion: CUSA

2<sup>nd</sup>: Sherwood Park

Discussion: NONE

## ***CARRIED***

18. Special Resolution 18

**M29:** To remove Appendix A Arbitration from the ASA Bylaws.

Motion: CUSA

2<sup>nd</sup>: St. Albert

Discussion: NONE

## ***CARRIED***

19. Special Resolution 19



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**M30:** To approve a number of housekeeping items in the Bylaws including spelling, gender identification, general clean up, and renumber Articles after Article VIII has been listed in the document ASA Bylaw Revisions and Rationale

Motion: CUSA

2<sup>nd</sup>: Tri-County

Discussion: A friendly amendment is to be made.

**M30.1:** To approve a number of housekeeping items in the Bylaws including spelling, gender, **typos**, gender identification, general clean up, *change references from weeks to days*, and renumber Articles after Article VIII has been listed in the document ASA Bylaw Revisions and Rationale.

Motion: CUSA

2<sup>nd</sup> : Airdrie

Discussion: NONE

***CARRIED***

Discussion con'd: NONE

***CARRIED***

b. Rules

1. Policy on Membership

**M31:** To approve the Policy on Membership as presented.

Motion: CUSA

2<sup>nd</sup>: CWSA

Discussion:

Question – what the rationale of the black line is – housekeeping from 2017 – should already be in there.

***CARRIED***

2. Regulations of Referees



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**M32:** To approve the Regulations of Referees as presented.

Motion: CUSA  
2<sup>nd</sup>: St. Albert  
Discussion: NONE

**CARRIED**

### 3. General Regulations

**M33:** To approve the General Regulations as presented.

Motion: CUSA  
2<sup>nd</sup>: Medicine Hat  
Discussion:  
Concern Rule: 1d. contradiction with the bylaw

**M33.1:** Friendly Amendment – adding in ‘according to the bylaws’

Motion: EMSA  
2<sup>nd</sup>: NONE

**MOTION NOT BROUGHT FORWARD**

Discussion con’d: NONE

**CARRIED – Note: EMSA Opposed**

### 4. Youth Championship Rulebook

**M34:** To approve the 2023 Youth Competition Rulebook as presented

Motion: St. Albert  
2<sup>nd</sup>: Airdrie & District Soccer Association  
Discussion: NONE

**CARRIED**



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## 13. Election of Officers

- a. President
  - i. Adam Berti

**M35:** To elect Adam Berti as the Alberta Soccer Association President.

Motion: CUSA

2<sup>nd</sup>: EMSA

Discussion: NONE

***ELECTED BY ACCLAMATION.***

- b. Rural Director at Large
  - i. Catherine Ridgeway

**M36:** To elect Catherine Ridgeway as the Alberta Soccer Association Rural Director-at-Large.

Motion: St. Albert

2<sup>nd</sup>: EMSA

Discussion:

***ELECTED BY ACCLAMATION.***

- c. Director at Large
  - i. Nabeel Khudabux
  - ii. Marco Turlione
  - iii. Deanna Zumwalt
  - iv. David Murray

**M37:** To elect the Alberta Soccer Director-at-Large (may require multiple)

**Vote 1:** No majority, removal of Marco Turlione from the ballot as per ASA Bylaws.

**M37.1** To destroy the ballots.



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Motion: CWSA  
2<sup>nd</sup>: CMSA  
Discussion: NONE

## **CARRIED**

**POINT OF ORDER:** Independent scrutineers (not ASA Staff) should be counting the ballots. Life Members Adrienne Newman and Peter MacKenzie were brought in to count ballots.

**Vote 2:** No majority, removal of Deanna Zumwalt from the ballot as per ASA Bylaws.

**M37.2** To destroy the ballots.

Motion: CASA  
2<sup>nd</sup>: Sherwood Park  
Discussion: NONE

## **CARRIED**

**Vote 3:** Majority achieved.

**M37.3** To destroy the ballots.

Motion: CUSA  
2<sup>nd</sup>: Tri-County  
Discussion: NONE

## **CARRIED**

**ELECTED:** Nabeel Khudabux

- d. Director at Large
  - i. Marco Turlione
  - ii. Deanna Zumwalt
  - iii. David Murray

**M38:** To elect the Alberta Soccer Director-at-Large (may require multiple).

**Vote 1:** Majority achieved.

**M38.1** To destroy the ballots.



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Motion: EDSA  
2<sup>nd</sup>: CMSA  
Discussion: NONE

**CARRIED**

**ELECTED – Deanna Zumwalt**

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## 14. Other Business

- a. Life Membership Nominations

**M39:** To elect XXX as an Alberta Soccer Life Member and to add to the Rules & Regulations on Membership to the Life Membership list Rule 5.3.35.

Motion: NONE  
2<sup>nd</sup>:  
Discussion:

**MOTION NOT BROUGHT FORWARD – NO NOMINATIONS**

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## 15. Adjournment

**M40:** To adjourn the 2023 Alberta Soccer Annual General Meeting at 12:56 pm

Motion: EDSA

**CARRIED**

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