

**BYLAWS OF
FORZA SOCCER ACADEMY INCORPORATED**

1. GENERAL

1.1 Title

These bylaws may be cited as the Bylaws of Forza Soccer Academy Incorporated

1.2 Definitions

In these Bylaws:

- a) “Act” means the Non-Profit Corporation Act (Saskatchewan);
- b) “Adult” means an individual 18 years of age or older;
- c) “Board”, “Board of Directors” and “Directors” mean the directors of the Academy for the time being;
- d) “Academy” means Forza Soccer Club Incorporated;
- e) “Participating Member” means an individual who satisfies the requirements of clause 5.1 (a) of these Bylaws;
- f) “Coaching Member” means an individual who has satisfied the requirements of Clause 5.1(b) of these Bylaws;
- g) “Honorary Member” means Person which has satisfied the requirements of Clause 5.1 (c) of these Bylaws;
- h) “Members” means all members of the Academy comprised, for the time being of Participating Members, Coaching Members and Honorary Members;
- i) “Person” includes an individual, family, partnership, association, corporation or any other entity recognized by the Directors;
- j) “SSA” means Saskatchewan Soccer Association, or any similar successor or replacement governing entity.
- k) Headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms of the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

1.3 Interpretation

- a) Words importing the single number shall include plural and vice versa;
- b) Words importing the masculine gender shall include the feminine and gender neutral where appropriate and vice versa.

2. NAME AND ORGANIZATION

2.1 Name

The name of the Academy shall be “Forza Soccer Academy Incorporated.”;

2.2 Organization of Academy

The Academy shall be organized as a not for profit corporation, and incorporated under *The Non-Profit Corporations Act, 1995*; of Saskatchewan;

3. OBJECTIVES

3.1 Objectives of the Academy

The objectives of the Academy are:

- a) To instil a passion for soccer and community involvement in players, members and volunteers to the fullest extent of their interest and ability;
- b) To use the resources of the Academy to:
 - i. To build structures which will provide Academy members with access to a safe and enjoyable, high-quality training environments.
 - ii. Recruit coaches and encourage continual improvement in coaching through mentoring, clinics, courses and the exchange of ideas, skills and expertise among Academy coaches;
 - iii. Provide opportunities for all Academy members to experience high-quality coaching, appropriate training, to further their development;
 - iv. Assist community groups, within the city of Saskatoon, with the development of programs to encourage participation in and the development of players and coaching at the community soccer level;
 - v. Provide timely and consistent parent and player education on technical development, socio-emotional development, and academy operations.
 - vi. Meet and collaborate with other soccer entities at any organizational, governance, and technical level to advocate for policies, and procedures where necessary or desirable to further the objects of the Academy; and
 - vii. Ensure organizational excellence through the implementation of policies and procedures ensuring strong academy governance, financial position, and provision of fair, transparent and responsible operations.

4. AFFILIATION

4.1 Academy Affiliations

- a) Forza Soccer Academy Incorporated is an independent not for profit corporation;
- b) As a member of SSA, the Academy is voluntarily affiliated with SSA, and is subject to all of the Rules, Regulations and Policies of the Governing Body during the continuance of its affiliation with the Governing Body;
- c) The Academy's membership with the Governing Body may only be terminated by a 3/4 majority vote of the Academy members at a special meeting of the members called for the purpose of considering the question of ending the membership with the Governing Body and for no other purpose;

5. MEMBERSHIP

5.1 Types of Member

Membership of the Academy is open to all interested persons, subject to the limitations of space and the resources of the Academy, and further subject to the qualifications and requirement hereinafter set out for the categories of membership as follows:

- a) Participating Members

Participating Members are the parents or guardians of those individuals registered to train with the academy during any season upon the payment of the registration fees prescribed in Section 5.2. The term of Membership of Participating Members shall expire 12 months from the official registration date of the most recent playing season for which a registration fee has been paid.

- b) Coaching Members

Those individuals who have applied and been approved by the Board and/or Academy Head Coach/Technical Director or Technical Committee to coach an Academy team shall be coaching members of the Academy. The term of Membership of Coaching members shall expire 12 months from the beginning of the most recent playing season for which a coach has been accepted.

- c) Honorary Members

Those Persons who are not Participating Members but have supported or wish to support the Academy either financially or by other means (including but not limited to, serving on the Board of Directors or a Committee of the Board) may, at the discretion of the Board, be granted

an Honorary Membership in the Academy, for such length of time and subject to such rights or restrictions as the Board may determine.

5.2 Registration Fees

Registration and other fees shall be paid by Participating Members in such amount and at such time as prescribed by the Directors prior to each playing season.

5.3 Waiver of Registration Fees

The Directors may, in their absolute discretion, waive the payment or registration or any other fees for any Member, in whole or in part, from time to time. A waiver of the fees by the Academy shall be treated as a full payment of fees for purposes of establishing Membership in the Academy. The reasons for such waiver shall be duly recorded in the minutes of the Ways and Means committee meeting at which such decision was made.

5.4 Rights of Members

All Members (subject, in the case of Participating Members, to the payment or waiver of registration fees as provided for in Sections 5.2 and 5.3) shall be entitled to attend, participate and vote at Members' meetings and to receive all notices, newsletters and other information as the Board may provide to Members from time to time.

6. DISCIPLINE OF MEMBERS

6.1 Failure to Pay Registration Fees

Any Member who has failed to pay the prescribed fees of the Academy for a period of 30 days after the due date, and after further notice in writing from the Academy and failure to pay such fees within 15 days thereafter, shall in the discretion of the Directors, be either suspended as a Member and shall lose their privileges of Membership unless and until the Directors restore such Membership, or shall have their Membership cancelled.

6.2 Other Breach

If it appears to the Directors that any Member has been guilty of a breach of any of these bylaws or other rules or regulations of the Academy, or its governing bodies or has been guilty of misconduct which, in the opinion of the Directors, is detrimental to the character or objects of the Academy or its governing bodies, the Directors if they consider the conduct sufficiently serious, may:

- a) Conduct an informal inquiry into such conduct; or
- b) Appoint a time and place for inquiring into such conduct; whereby The Member will be given at least 7 days' notice in writing of the time and place of the holding of such inquiry, which notice shall specify the charge against the Member;

Should such Member fail to appear before such meeting or having appeared, or fail to give satisfactory explanation of the alleged conduct, the Directors may suspend such Member from Membership for such period as the Directors may determine or expel them from membership in the Academy. The tribunal set up to hear the charges against the Member shall be selected from the Board of Directors and shall be no less than 3 members of the Board, none of which shall be directly involved in the complaints or allegations against the Member.

The tribunal shall provide the Member and the Board of Directors a written report of their findings no more than 2 days after the conclusion of the inquiry meeting. The report will include an overview of the allegation, the information collected, the decision and any relevant sanctions.

6.3 Appeal by Member

Any Member who has been the subject of discipline proceedings under Section 6.2 shall have the right to appeal the decision of the tribunal to the full Board. For the purposes such appeal, the members of the tribunal shall be excluded from the appeal proceedings or from taking part in the decision rendered by the Board on such appeal. The Board shall be entitled, nevertheless, to receive, either orally or in writing, the reasons for the decision of the tribunal and a summary of such facts as the tribunal considered relevant to its findings.

Any Member wishing to appeal under this section shall do so by notice which shall be delivered personally to the President, Vice-President or Secretary of the Academy within 30 days from the date of the tribunal's decision.

No Director of the Board directly involved in the complaints or allegations against the Member shall take any part in such appeal proceedings, other than for the purpose of giving evidence.

Upon hearing such appeal, the Board may confirm the decision of the tribunal, reverse such decision or substitute its own decision further.

6.4 No Refund of Registration Fee

Any Member whose membership in the Academy has been suspended or terminated shall not be entitled to receive any refund, in whole or in part, in respect of registration fees paid by such Member, unless approved by a majority vote of the Directors of the Academy.

6.5 Disqualification

No person expelled from membership shall be eligible for election as a Director of the Academy for a period of 2 years from the date of expulsion.

7. MEMBERS' MEETINGS

7.1 Annual Meeting

An annual meeting of the Academy shall be held on such date not later than the 15th of December of each year, as the Directors may determine.

7.2 Special Meetings

A special meeting of the Academy may be called at any time by the Directors and shall be called by any Director if requisitioned in writing by 25 Members in good standing, which requisition shall state the reason for calling the meeting.

7.3 Voting Procedures

- a) At any annual or other meeting of the Academy, for matters other than the election of Directors which shall be governed by the provisions of Section 7.3 hereof, a resolution put the vote of the meeting shall be decided on a show of hands. If a poll is, demanded by at least 2 Members entitled to vote at the meeting, before or on the declaration of the result of the show of hands and, unless a poll is so demanded, a declaration of the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the Academy shall be conclusive evidence of the fact.
- b) If a poll is duly demanded, it shall be taken in such a manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the matter.
- c) Subject to Section 5.4, on a show of hands or poll vote, every Member present in person shall have one vote.

7.4 Quorum

Quorum at any meeting of members shall be the equivalent number of members as the number of directors that constitutes a quorum at a meeting of the Board. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If, within one-half hour from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, and at the same time and place, and the Members present at such adjourned meeting shall be considered a quorum.

7.5 Form of Notice

An official notice of the meeting shall be posted on the website of the association and/or an email will be sent to all members at the address that the academy has on file, not less than 15 days prior to the meeting of the members. Such notice will state the business to be transacted at such meeting; including, but not limited to –

agenda, specifics regarding any bylaw changes and description of available board positions.

7.6 Agenda

The agenda of the Annual General meeting shall include:

- a) Roll Call;
- b) Minutes of Previous Annual General Meeting;
- c) President's Address;
- d) Officers' Reports;
- e) Treasurer's Report;
- f) Auditor's Report or motion to dispense with an Auditor's report;
- g) Appointment of Auditors or motion to dispense with appointment of an Auditor;
- h) Other Reports;
- i) Unfinished Business;
- j) Amendments to the By-Laws;
- k) Election of Officers and Directors;
- l) Any Other Business;
- m) Adjournment;

8. DIRECTORS AND OFFICERS

8.1 Number of Directors

The Board of Directors shall consist of a maximum of 7 Directors. A maximum of 5 Directors shall be elected and the outgoing President will automatically assume the position of Past President if not re-elected.

8.2 Appointment of Directors

At the discretion of the Board of Directors, vacancies that exist on the board for any reason may be filled by the Board of Directors by direct appointment.

8.3 Election of Directors

A maximum of 5 Directors may be elected at the annual meeting of Members. Nominations may be made by any Participating Member with the consent of the nominee for specific offices and positions. Notice of the offices and positions on the Board of Directors to be elected at the annual meeting shall be circulated with the notice of annual meeting.

If there is more than one nominee for a specific position, an election for such office or position shall take place by a show of hands. Such election or elections shall take place in the same chronologically descending order as the offices and positions sent out in the notice to the annual meeting.

A nominee who has allowed his or her name to stand for election may also allow his or her name to stand for any other office or position to be filled thereafter. If

only one nominee has been presented for a specific office or position, such election may take place by acclamation or by show of hands following the close of nominations for that office or position. To be eligible for the nomination as President, a person must have served on the Board of Directors for at least one year.

8.4 Term of Office

All elected Directors shall hold office for a two-year term. Subject to section 8.5, a retiring Director shall be eligible for re-election.

All appointed Directors shall hold office for a maximum of two years, and will be formally elected to the Board of Directors at the next annual member's meeting. At this time, the term of office for elected directors will begin.

8.5 Officers

The officers of the Academy shall be President, Vice-President, Secretary, Treasurer & Members at Large. The Members by ordinary resolution at any general meeting may provide for any other officer or officers. An individual may not hold any one of the above offices for more than 4 consecutive terms.

8.6 Qualification of Directors

All Directors must meet the qualifications stated in the Act. An individual shall not be required to be a Member to be elected as a Director of the Academy. Any Director who is not a participating member shall be granted honorary membership for the duration of their term, and thus be entitled to vote at any Members' meetings.

8.7 Powers of the Board

The Board of Directors shall manage the affairs and promote the objects of the Academy.

8.8 Vacancies

The Board may fill any vacancy occurring in its number by reason of the resignation or other termination of a Director's term by appointing an individual by ordinary resolution who shall hold office until the next members' meeting. In the event nobody is elected as President at the Members' Meeting, the Board of Directors shall have the power to appoint an acting President from the elected officers at the first meeting of the Board following the Members' Meeting.

8.9 Conflict of Interest and Remuneration

- a. No Director shall receive any remuneration for his service to the Board or the Association, but a Director shall be reimbursed for reasonable expenses incurred in fulfilling their duties on the Board, or for the Association;

- b. Any Director that finds himself in a conflict of interest with respect to any matter that comes before the Board, shall disclose the conflict of interest to the Board and shall abstain from voting on the matter and shall refrain from involvement in discussion of the matter except to respond to questions. The chair may ask the Director who is in a conflict of interest to excuse himself from the meeting during the discussion and voting on the matter. In the event the President is in a conflict of interest, the Vice President shall take the chair to deal with the matter involving the conflict of interest;
- c. Contracts with Directors are not prohibited, provided the Director complies with provisions of this By-law and the Act with respect to disclosure of an interest in a contract, and abstinence from voting on any motion

8.10 Removal of Directors

No Director shall be removed for arbitrary reasons but may be removed if:

- a. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - i. if she/he becomes incapable of performing the business of the Association;
 - ii. if she/he is absent from two or more consecutive meetings of the Board without satisfactory reason;
 - iii. if she/he no longer resides in reasonable proximity to the Association;
 - iv. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
- b. the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
 - i. if she/he has been found guilty of an offence under the Harassment Policy of the Provincial Association;
 - ii. if she/he has been found guilty of an offence involving violence under the Discipline Policy of the Provincial Association;
 - iii. if she/he has failed to properly account for monies or other property belonging to the Association;
 - iv. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association.

A Director may be removed from office by the Board for good and sufficient cause by a 2/3's majority vote of the Directors present, provided notice to remove the Director has been given to all Directors of the Association.

The office of a Director shall be vacated if:

- a) The Director resigns by notice in writing to the Academy;

- b) The Director is absent, without reasonable cause, from 3 consecutive meetings of the Board and the Board votes to remove said Director; or
- c) The Members by ordinary resolution at a Members' meeting duly called remove any Director or Directors from office.

8.11 Duties of Officers

All Directors are expected to:

- a. Not be absent from two or more consecutive meetings of the Board, without satisfactory explanation;
- b. Be prepared for all meetings by reading the reports that is distributed to the Board for the meeting;
- c. Submit written reports in a timely manner as required for all meetings of the Board and annual meetings;
- d. Act at all times in the best interests of the Association, and to conduct the business of the Association with integrity, and with best efforts for the benefit of the Association and the Members;
- e. Conduct themselves at all times in accordance with the objectives of the Association, and in a manner that exemplifies integrity, good character and community leadership;

8.12 Board Procedures

The Board of Directors may, from time to time, make such regulations governing its meeting and procedures as it may determine including procedures for any proceedings under Sections 4.2 and 4.3 of these Bylaws.

8.13 Board Committees

The Board may create and prescribe the duties and terms of reference of such committee or committees as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Academy. At a minimum the Board will ensure standing committees for Finance/Audit and Nominations. The Board may delegate to such committee or committees any powers of the Board except those, which under the Act must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee of committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

9. MEETING OF DIRECTORS

9.1 Notice

Notice of any meeting of Directors shall be given by the President, Vice-President or Secretary by email or other electronic means not less than 1 day before such meeting as may be necessary or desirable to conduct the business and affairs of the Academy.

Notice of any meeting may be waived by any Director in any manner. No notice shall be necessary in the case of a meeting of Directors held immediately upon adjournment of the annual meeting of the Academy.

9.2 Telephone and Virtual Meetings

A meeting of the Directors may, if all Directors consent, be held by telephone or other method of communication as permit those Directors participating in the meeting to participate thereat, and a Director so participating in such meeting by such means is deemed to be present at the Directors' meeting.

9.3 Resolutions Effective

A resolution in writing, signed by all the Directors without their meeting together shall be as valid and effectual as if it had been duly passed at a meeting of the Directors duly called and constituted.

9.4 Voting

Each Director shall have one vote. Except as otherwise required by the Act, all questions arising at any meeting of the Board shall be decided by a majority of votes cast on such questions.

9.5 Irregularities

All acts done at any meeting of the Directors shall, notwithstanding that it shall afterwards be discovered there was some defect in the appointment of a Director acting thereat, or that any Director was disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director.

9.6 Quorum

A quorum of the Board of Directors shall be at least 50% of the board membership

9.7 Members to be Kept Informed

The Board shall endeavour to inform the Members of upcoming regular Board meetings by notice on the website or other suitable means. Members may attend, but not vote at, any meeting of the Board after giving prior notice to any Director of their intention to attend such meeting. Submissions from such Member or Members attending meetings of the Board may be entertained in the discretion of the chairperson.

10. FINANCIAL AFFAIRS

10.1 Fiscal Year

The fiscal year of the Academy shall end on the 31st day of August of each year.

10.2 Records

The Directors shall cause to be kept proper records and accounts of all transactions of the Academy.

10.3 Financial Disclosure

- a) The Directors shall place before the Members at every annual meeting:
 - i. Financial statements for the fiscal year ended not more than 4 months before the annual meeting;
 - ii. The report of the auditor; and
 - iii. Any further information respecting the financial affairs of the Academy.
- b) The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.
- c) No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the auditor.
- d) The Club shall publish a notice advising members that the audited financial statement is available for members' review upon reasonable notice and at reasonable time by requesting said review of the President.

10.4 Deposit of Funds in the Name of the Academy

All funds of the Academy shall be deposited in one or more accounts in the name of the Academy at a chartered bank, designated by the Directors.

Any two of the President, Vice-President and Treasurer shall, unless changed by the Directors as hereinafter provided, be authorized to sign in the name of the Academy all cheques, notes, bills of exchange or other negotiable instruments and all other documents or contracts pertaining to the bursaries and financial affairs of the Academy. The Directors may, by ordinary resolution, change the designated officers or the required number of such authorized signing officers, from time to time.

10.5 Auditor

The Members of the Academy shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

11.0 INDEMNITY

11.1 Indemnification

Except in respect of an action by or on behalf of the Academy to procure a judgment in its favour, the Academy shall indemnify a Director or officer of the Academy, and all former Directors and officers of the Academy (the "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 judgment, reasonably incurred by any of them in respect of any civil, criminal or

administrative action or proceeding to which they are made a party be reason of being or having been a director officer of such Club, where:

- a) They acted honestly and in good faith with a view to the best interests of the Academy; 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 that their conduct was lawful.

12. AMENDMENT of BYLAWS

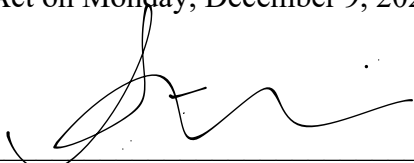
12.1 Authority to Amend Bylaws

The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Academy.

12.2 Process to Amend Bylaws

The Directors shall submit a bylaw, or an amendment or repeal of a bylaw, to the Members at the next meeting of Members, and the Members may confirm, reject, amend or repeal the bylaw.

Submitted by the Board of Directors and ratified by the Members in accordance with the Act on Monday, December 9, 2024.



Stefan Montalbetti, President