

EDMONTON MINOR SOCCER ASSOCIATION



EMSA Objectives and Bylaws

EDMONTON MINOR SOCCER ASSOCIATION

BYLAWS – 2020

These Bylaws were enacted by the membership on February 25th, 2020

ARTICLE 1	NAME	2
ARTICLE 2	OBJECTIVES	2
ARTICLE 3	AFFILIATION	2
ARTICLE 4	MEMBERSHIP	2
ARTICLE 5	BOARD OF DIRECTORS	4
ARTICLE 6	DUTIES OF THE DIRECTORS	6
ARTICLE 7	POWERS OF THE BOARD	7
ARTICLE 8	COMMITTEES OF THE BOARD	8
ARTICLE 9	MINUTES, BOOKS OF ACCOUNT & RECORDS	9
ARTICLE 10	BANKING, BORROWING, INVESTING & SPENDING	10
ARTICLE 11	FEES, PENALTIES & INTEREST	10
ARTICLE 12	AUDIT OF FINANCIAL RECORDS	11
ARTICLE 13	RULES & REGULATIONS.....	11
ARTICLE 14	CONDUCT, DISCIPLINE & APPEALS	12
ARTICLE 15	ESTABLISHMENT OF ZONES	13
ARTICLE 16	ANNUAL GENERAL MEETING.....	14
ARTICLE 17	SPECIAL GENERAL MEETINGS.....	16
ARTICLE 18	QUORUM.....	16
ARTICLE 19	VOTING.....	16
ARTICLE 20	RULES OF ORDER.....	17
ARTICLE 21	CHANGE IN LEGISLATION	17
ARTICLE 22	BYLAW AMENDMENTS.....	18
ARTICLE 23	NOTICE	18
ARTICLE 24	SEAL OF ASSOCIATION	18
ARTICLE 25	INDEMNITY	19
ARTICLE 26	DISSOLUTION.....	19
ARTICLE 27	INTERPRETATIONS.....	19
ARTICLE 28	DEFINITIONS.....	19
ARTICLE 29	SPECIAL RESOLUTIONS	21
ZONE BOUNDARIES		22
EDMONTON NORTH		22
EDMONTON SOUTHEAST		22
EDMONTON MILLWOODS.....		22
EDMONTON SOUTHWEST		22
EDMONTON WEST		23
SPRUCE GROVE.....		23

ARTICLE 1 NAME

The name of the organization shall be “THE EDMONTON MINOR SOCCER ASSOCIATION” hereinafter referred to as E.M.S.A. or the Association.

ARTICLE 2 OBJECTIVES

The objectives of the Association shall be:

1. To promote, develop and govern Minor Soccer (including mini programs) in the City of Edmonton referred to as District Number Eight (8) by the Alberta Soccer Association.
2. To foster and encourage good character and sportsmanship, in all participants, through the principles of fair play.
3. To ensure the welfare and fulfillment of each individual player.

ARTICLE 3 AFFILIATION

E.M.S.A. shall be affiliated with the Alberta Soccer Association (A.S.A.), the Canadian Soccer Association (C.S.A.), and the Edmonton Federation of Community Leagues (E.F.C.L.)

ARTICLE 4 MEMBERSHIP

1. Membership in the Association may be open to the following categories of members:
 - (a) Community Membership: Any Community League registered with the Edmonton Federation of Community Leagues (E.F.C.L.).
 - (b) Club Membership: Any club (Premier Club) that is a part of a Zone Organization or that is approved by a Zone Organization to participate in the club (tier 1-3) soccer program in E.M.S.A.
 - (c) Associate Membership: Any Community or Club operating outside the City of Edmonton wishing to participate within the E.M.S.A. program.
 - (d) Honorary Membership: Honorary Memberships shall be such organizations or persons as may be, from time to time, appointed by resolution of the board of Directors, in recognition of service to the Association. Honorary Members shall not be required to pay any

membership fee nor be entitled to vote at any meeting of the Association but shall be entitled to receive a notice of the Annual General Meeting.

- (e)** Membership in E.M.S.A. is a privilege not a right.
- 2.** Any Community League, Club or Organization seeking membership shall apply in writing to E.M.S.A. Each application shall include the names and addresses of representatives empowered to bind the prospective member with respect to any decision that must be made by E.M.S.A. at the Annual General Meeting or at any Special General Meeting. All applications for membership are subject to approval of the Board of Directors.
- 3.** Member Organizations may, at any time, change their representative upon giving written notice to E.M.S.A. by submitting the name and address of their new representative.
- 4.** Member Organizations, their Team Officials and Registered Players are subject to the Bylaws, Rules and Regulations of E.M.S.A. and its affiliates.
- 5.** Only Member Organizations in good standing may vote at any meeting of E.M.S.A.
- 6.** E.M.S.A. shall not be held responsible for liabilities of any Member Organization.
- 7.** All Member Organizations shall ensure that their corporate Bylaws are not in conflict with the Bylaws of E.M.S.A. In the event of any conflict the E.M.S.A. Bylaws shall prevail.
- 8.** Membership in E.M.S.A. is not transferable.
- 9.** A Member Organization may withdraw from membership in E.M.S.A. upon written notice to E.M.S.A. and such withdrawal shall be effective upon receipt, or as specified in, such notice.
- 10.** Any Member in arrears for fees, fines, or other monies owing to the Association shall:

 - (a)** After sixty (60) days of date of invoicing, be considered as not in good standing.
 - (b)** After six (6) months of date of invoicing, be automatically suspended and shall not be entitled to any Membership privileges or powers in E.M.S.A. until reinstated.
- 11.** Member Organizations are responsible to the Association for the actions of their Team Officials, Registered Players, and/or Spectators, and are

required to take all precautions necessary for the maintenance and control of discipline among their own members.

(a) The Association and its Member Organizations reserve the right to decline the services of any individual who offers to be a volunteer. Notwithstanding any other provision of these Bylaws and the Rules & Regulations, these decisions shall not be subject to any right of appeal.

12. E.M.S.A. has the responsibility to remedy any irregularities in the operation of Member Organizations insofar as they apply to the sport of soccer.

13. Any Member who, through their actions or behavior, violates any Bylaw, Rule or Regulation, in part or in whole or who is acting in a manner detrimental to the objectives of the Association, may be:

(a) Penalized financially.

(b) Suspended for a period of time as determined by a decision of any Discipline Committee or Board of the Association.

(c) Expelled from membership by a two-thirds (2/3) majority vote of the members present, and entitled to vote, at a Special General Meeting called for that purpose.

ARTICLE 5 BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors, which shall consist of the Past President, and elected or appointed Officers as follows:

(a) Elected officers shall be the President, Vice-President, Treasurer and Director - Constitution. All of whom shall be elected at the Association's Annual General Meeting.

(b) Appointed Officers shall be those persons duly appointed by their respective Zone Organization to represent them on the Board of the Association.

(c) The Board may appoint a maximum of three (3) Directors-at-Large, who shall be assigned specific duties and responsibilities as determined by the Board from time to time. One of these appointed Directors-at-Large should be assigned the responsibility of being Club Director. Such appointments shall be until the next Annual General Meeting and subject to re-appointment thereafter.

(d) Should a vacancy occur on the Board, then the Board may appoint a person to fill the vacancy until the expiration of that term.

2. Any person in good standing with the Associations (EMSA, ASA, CSA, EFCL) indicating a sincere interest in the Objectives of E.M.S.A., and who is duly nominated, may be elected to the E.M.S.A. Board of Directors at the Annual General Meeting or by appointment as provided for in these Bylaws. Nominations for the elected EMSA Board positions must be sent in writing to the EMSA main office 30 days before the EMSA AGM by an EMSA Member in good standing. Incumbent Board members are required to submit a personal letter of intent to let their name stand. Nominations from the floor will be accepted if no other nominations have been received to the EMSA Main Office 30 days prior to the EMSA AGM.
3. Any person elected or appointed to the Board shall take office immediately following his election or appointment.
4. Any person appointed to the Board shall be empowered to participate wholly in any action to be taken, or decision to be made, by the Board on behalf of the Association.
5. Elected or Appointed Officers shall not:
 - (a) Hold more than one position on the Board.
 - (b) Sit on a Discipline Committee of any Zone Organization.
 - (c) Sit as a voting delegate at any Annual General Meeting or Special General Meeting of the Association.
 - (d) Receive remuneration for their services but shall be entitled to be paid any out-of-pocket expenses incurred by them in the case of discharging any duty for the Association.
6. Meetings of the Board shall be at the call of the President or by a circulated written notice signed by a majority of the Officers.
7. Notwithstanding the foregoing, the Board shall meet no less than once a month at a place and time to be determined by the Officers.
8. The office of a member of the Board shall be vacated if he:
 - (a) Resigns his office by writing, under his hand, sent to, the registered office of the Association, or left with any Board Member.
 - (b) Is absent from three consecutive meetings of the Board without prior notification to the Board and the Board resolves at its subsequent meeting that his office be vacated.

- (c) Becomes of unsound mind or mentally incompetent, or is the subject of a Certificate of Incapacity issued under the Dependent Adults Act, or any Act passed in substitution therefor;
 - (d) Is convicted of an indictable offence;
 - (e) Is refused bonding, at a reasonable premium, by a recognized bonding institution;
 - (f) Becomes an employee of the Association; or
 - (g) Dies.
9. Any elected or Board appointed Officer who, through his actions or behavior violates any Bylaw, Rule or Regulation in part or in whole or who is acting in a manner detrimental to the purpose of the Association, shall be removed from Office:
- (a) By a resolution passed by a two-third (2/3) majority vote of the Members present, and entitled to vote, at a Special General Meeting called for that purpose.
 - (b) By a resolution passed by a two-third (2/3) majority vote of the Officers present at a Meeting of the Board called for that purpose.
10. Effective the Annual General Meeting in November 1999
- (a) The following shall be elected for a two (2) year term: President and Treasurer.
 - (b) The following shall be elected for a one (2) year term: Vice President
 - (c) In succeeding years the officers elected to fill regular vacancies shall be elected for a two (2) year term.
 - (d) The Past President shall serve a one (1) year term.

ARTICLE 6 DUTIES OF THE DIRECTORS

The Directors of the Association shall perform the duties mentioned below and any other duties as necessary, which may or may not be contained in these Bylaws.

PAST PRESIDENT: the Past President shall assist the President in assuming his new duties and responsibilities. He shall have a voice and a vote at any meeting of the Association and shall serve a term of two (2) year. Any extension must be ratified by the Board of Directors.

PRESIDENT: the President shall act as official spokesman for the Association, shall represent the Association at all meetings of the Alberta Soccer Association (A.S.A.), Edmonton Soccer Association (E.S.A.), and the Edmonton Federation of Community Leagues (E.F.C.L.), and shall liaise between the Association and other Soccer Associations, Zone Organizations and/or groups. He shall chair the Annual General Meeting, Special General Meetings, Meetings of the Board, and Executive Committee, and shall be ex-officio of all committees of the Association. He shall oversee the activities of the Executive Director and Association Staff.

VICE-PRESIDENT: the Vice-President shall oversee the activities of the Board of Directors ensuring that duties of the Offices are performed and that Bylaws, Rules & Regulations are adhered to. He shall encourage and assist the development of, and adherence to, goals and policies of the Association. He shall perform the duties of the President in the event of his absence or resignation. In the event of the Presidency falling vacant during the year he shall assume that office until the next Annual General Meeting. The Vice-President shall assist the President as required.

TREASURER: the Treasurer shall receive all funds on behalf of the Association, and shall be bound by the provisions of Article 9 (Banking, Borrowing, Investing & Spending) and Article 10 (Fees, Fines, Penalties & Interest). He shall be responsible to prepare an Annual Operating Budget and Monthly Financial Reports for presentation to the Board. The Treasurer must possess suitable qualifications in the field of finance and shall be bonded by the sum of not less than fifty thousand (\$50,000) dollars.

DIRECTOR – CONSTITUTION: the Director – Constitution shall oversee all matters concerning the Association’s Rules and Regulations, and Bylaws. He/She shall advise the Board of Directors on any legal matters that the Association is encountered with. This person must possess suitable qualifications in the field of law.

ARTICLE 7 POWERS OF THE BOARD

1. The board shall have power to make administrative and fiscal policies relative to the affairs of the association not expressly provided for in these Bylaws.
2. The Board shall have the authority to hire an Executive Director and other staff as required, to carry out the daily administration of affairs of the Association, and to set rates of pay for such employees.

3. The Board shall have the power to deal with all protests and all cases of discipline of any nature whatsoever arising out of the games played under its jurisdiction, or the conduct of Member Organizations, their Team Officials, or Registered Players.
4. The Board shall act as a resource by providing guidance and training in the administration and implementation of soccer programs within any Zone.
5. The Board has the responsibility to remedy any irregularities in the operation of any Zone.
6. All resolutions proposed by the Board of Directors, which deal with matters wholly within the jurisdiction of Zone Organizations, shall require the consent of:
 - (a) A majority of elected and Board Appointees, and concurrently
 - (b) A majority of the Zone Appointees.

ARTICLE 8 COMMITTEES OF THE BOARD

The Board of directors may appoint committees to assist in carrying out the functions of the Association.

1. Executive Committee

- (a) The Executive Committee shall consist of the President, Vice-President, Treasurer and one Zone Representative.
- (b) The Executive Committee shall conduct the business of the Association between meetings of the Board. It shall report to the Board all decisions and/or actions taken by it at the Board's next regular meeting.
- (c) Meetings shall be held on the call of the President or as directed by the Board.

2. Standing Committees

- (a) **Bylaws, Rules & Regulations Committee:** to ensure a continuous re-evaluation of the Bylaws, Rules & Regulations of the Association. To investigate all questions regarding the Bylaws, Rules & Regulations. To make all necessary recommendations to alter or amend the existing Bylaws, Rules & Regulations at the Annual General Meeting.

- (b) Discipline & Appeals Committee:** to rule on matters of discipline. To hear appeals, Protests and Violations from Member Organizations, Team Officials, or Registered Players. In addition to Game, League or Tournament Officials as defined in any Rules and Regulations. To rule on such Appeals, Protests and Violations. The Committee shall be chaired by the Vice-President of the E.M.S.A. or designate.
- (c) Club Committee:** to set the rules and policies of the club (tier 1-3) soccer program in E.M.S.A., subject to ratification by the Board. Each Club is entitled to 1 representative on the committee, and each representative is entitled to 1 vote on matters considered by the committee.

3. Special Committees:

- (a)** May be appointed to perform duties as required.
 - (b)** Such Committees will be temporary in nature and will cease to function upon completion of their mandate.
- 4.** A member of the Board shall be Chairman of any Standing or Special Committee.
 - 5.** Each Zone shall be given the opportunity to be represented on any Committee of the Association or Board.

ARTICLE 9 MINUTES, BOOKS OF ACCOUNT & RECORDS

- 1.** The Executive Director of the Association shall be responsible for:

 - (a)** The preparation and custody of the minutes of all meetings of the Association, the Board, and the Executive Committee.
 - (b)** The maintenance and custody of the Books of Account of the Association.
 - (c)** The preparation, maintenance and custody of all records of members and their addresses.
 - (d)** The preparation, maintenance and custody of all other records of the Association.
- 2.** On application of a Member, or any person authorized by one of them, the Association shall make the Books of Account and all Minutes of the meetings of the Association available for inspection at all reasonable times; and further

provide to any Member who makes specific requests thereof, copies of all minutes of all meetings of the Association and its Boards.

3. At no time shall any Minutes, Books of Account or Records be removed from the Association's office.

ARTICLE 10 BANKING, BORROWING, INVESTING & SPENDING

1. The fiscal year of the Association shall be October 1 through September 30.
2. All funds of the E.M.S.A. shall be deposited in a Canadian Chartered Bank, authorized by the board, to an account in the name of E.M.S.A. Withdrawals and cheques drawn on behalf of E.M.S.A. shall be signed by any two members of the Executive Committee.
3. The Board may invest any surplus funds of E.M.S.A. to the extent permitted by law for trustees under the Trustee Act or any Act passed in substitution therefor.
4. For the purpose of carrying out its objectives, E.M.S.A. may borrow, raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures, but this power shall only be exercised under authority of the E.M.S.A. and in no case shall debentures be issued without the sanction of the membership by special resolution.
5. A special resolution must be adopted at the Annual General Meeting or at a Special General Meeting each time, money is borrowed in excess of the annual operating budget or each time debentures are to be issued.
6. The Association may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.
7. The funds and property of the Association shall be used and dealt with for its legitimate objects only and in accordance with these Bylaws.
8. The Association shall not be responsible for any expenditures or obligations assumed by any member in the name of the Association, unless, consent has been given by the Board.

ARTICLE 11 FEES, PENALTIES & INTEREST

1. The Board shall establish:

- (a) Annual membership fees for each category of membership.
 - (b) Team registration fees for both outdoor and indoor soccer programs
 - (c) A schedule of administration fees for all members.
 - (d) A surcharge for all cheques returned to the Association for any cause.
 - (e) An annual interest rate, to be calculated monthly, for overdue payment of any monies owing.
2. All monies owing E.M.S.A. shall be payable within thirty (30) days of invoicing.
 3. The Board may, upon resolution passed by two-third (2/3) vote of the Directors present at any Board Meeting, proceed with collection of unpaid monies through Part 4 of the Provincial Court Act, or any Act passed in substitution therefor.

ARTICLE 12 AUDIT OF FINANCIAL RECORDS

The financial records of the Association shall be audited at the end of each fiscal year by a duly qualified auditor who shall not be a member of the Association. Such auditor shall be appointed by the Membership at the Association's annual General Meeting.

The auditor's Report shall be presented to the membership at the Association's Annual General Meeting immediately following the fiscal year end.

ARTICLE 13 RULES & REGULATIONS

1. E.M.S.A. shall support and maintain the principles of the Laws of the Game as established by the Federation International Football Association (F.I.F.A.) except as necessary to:
 - (a) Accommodate regional differences in age categories or climatic conditions.
 - (b) Accommodate physically or mentally challenged athletes.
2. E.M.S.A. may make such Rules & Regulations as may be deemed appropriate to promote, develop, and govern the game of soccer. Such Rules

& Regulations shall be established or amended at any Annual General Meeting.

(a) Any recommendation to establish or amend a Rule or Regulation must be forwarded in writing to the Board of Directors no later than forty-five (45) days prior to the Annual General Meeting. The Board shall notify Member Organizations of any proposed amendment in writing at least twenty-one (21) days prior to the Annual General Meeting.

(b) Resolutions to amend EMSA Rules or Regulations require a two-third (2/3) majority vote of the Members present and entitled to vote, to pass.

3. Any agreed upon changes shall become effective in the playing season following their adoption.
4. The Board may grant special dispensations from any Rules or Regulations of E.M.S.A. to any Member or group of Members as may be appropriate having regard to the objectives of the Association.

ARTICLE 14 CONDUCT, DISCIPLINE & APPEALS

1. Any Member may be charged extra fee, suspended, or expelled from participating in any E.M.S.A. programs for good and sufficient cause by decision of a Discipline Committee, the Board of Directors, or the Membership.

2. After hearing evidence, and on being satisfied that an offence has been committed, a Discipline Committee, the Board, or the Membership may impose such punishment as prescribed within these Bylaws or Rules & Regulations.

3. Any member suspended or expelled by E.M.S.A. shall not be eligible for membership or active participation, including being nominated/elected for a position, in any other Association under the jurisdiction of the Alberta Soccer Association and/or the Canadian Soccer Association.

4. Appeals from a decision

(a) Of the EMSA Discipline Committee may be made to the Leave to Appeal Committee. If a leave to appeal is granted, it will then be forwarded to the EMSA Board of Directors.

(b) Of the EMSA to the ASA as per ASA guidelines.

- (c) Oral submissions are not mandatory unless stipulated by the EMSA Discipline Committee. Written documentation may be sufficient to render a disciplinary decision.

ARTICLE 15 ESTABLISHMENT OF ZONES

1. In order to develop and deliver Minor Soccer programs within the City of Edmonton, the City shall be divided into several zones. The names and geographic boundaries shall be similar to, but not necessarily the same as, those names and boundaries established by the Edmonton Federation of Community Leagues (E.F.C.L.), as identified in Schedule "A" to these Bylaws.
2. Member Organizations located within each Zone shall establish a Zone Organization, appropriate in composition and structure which shall have jurisdiction to administer the affairs of planning organizing and conducting minor soccer programs within its boundaries.
3. Each Zone organization shall:
 - (a) Establish Bylaws, and/or Rules & Regulations that are consistent with E.M.S.A. Bylaws, Rules & Regulations.
 - (b) File with E.M.S.A. a copy of the Bylaws, Rules & Regulations, and any subsequent amendments to them.
 - (c) Establish their own fiscal year and present audited financial statements at their Annual General Meeting.
 - (d) Forward to E.M.S.A. copy of all approved minutes and financial statements within seven (7) days after each and every meeting.
4. Zone Organizations may, upon approval of the Board, register as a Branch Society of the E.M.S.A.
5. Each Zone shall appoint a representative to the E.M.S.A. Board. Such representative shall be empowered to participate wholly in any action to be taken, or decision to be made, by the Board on behalf of the Association.
6. Each Zone Organization shall, through their appointed representative, share concurrent jurisdiction with the E.M.S.A. Board over the planning and conduct of any and all Minor Soccer Programs organized and delivered on a City-wide basis.

7. Associate Member Organizations shall be assigned to the Zone located closest to them.
8. The Board of Directors may amalgamate, change, delete, or create new Zones. Such action shall only be taken after consultation with the affected Zones and only upon recommendation of the Board or by application by one or more Zones.
9. The Board has the responsibility to remedy any irregularities in the operation of any Zone.

ARTICLE 16 ANNUAL GENERAL MEETING

The Annual General Meeting of E.M.S.A. shall be held each year during the month of February. The date to be determined by the Board of Directors.

At least twenty-one (21) days notice in writing shall be given to all Member Organizations advising the date, time and location of the meeting.

In the event a Member Organization is unable to attend, such member may appoint a proxy to represent them. Proxy holders must be eighteen (18) years of age or older.

If, within fifteen (15) minutes from the time appointed for the meeting of the Association, a quorum is not present, the meeting shall stand adjourned for a further fifteen (15) minutes and if, after the fifteen (15) minute adjournment, a quorum is not present, the persons entitled to vote who are present shall constitute a quorum.

The Order of Business at the Annual General Meeting shall be as follows:

1. Roll Call & Certification of Proxy's
2. Adopt Agenda
3. Adopt Minutes of last annual General Meeting
4. Business Arising from the Minutes
5. Treasurer's Report
6. Report of Auditor
7. Reports
8. Unfinished Business
9. Amendments to Rules & Regulations
10. Amendments to Bylaws
11. Appointment of Auditors

12. New Business
13. Election of Officers
14. Adjournment

ARTICLE 17

SPECIAL GENERAL MEETINGS

A Special General Meeting shall be called within thirty (30) days following a written request stating the reason for the meeting and signed by not less than one third (1/3) of Member Organizations entitled to vote.

A Special General Meeting may be called by the Board of Directors by its own resolution.

All members shall receive at least twenty-one (21) days notice of the date, time, location, and reason for the Special Meeting.

Only the business for which the Special Meeting has been called will be dealt with.

ARTICLE 18

QUORUM

Except as provided for in Article 16 with respect to the lack of a quorum, the following shall apply:

1. A quorum for all Annual General Meetings and Special General Meetings shall be thirty (30) Member Organizations.
2. A quorum for a Board of Directors Meeting shall be six (6). Three (3) of which must be Zone Representatives.
3. A quorum for an Executive Committee Meeting shall be three (3). One (1) of which must be a Zone Representative.
4. A quorum for all other Committee Meetings shall be a simple majority of the Committee's membership.

ARTICLE 19

VOTING

1. At the Annual General Meeting, or any Special General Meeting of E.M.S.A., each:
 - (a) Community Member and Club in good standing shall be entitled to be represented by only one (1) delegate who will have one (1) vote for every one of its teams (i.e., those registered in the current and previous season).
 - (b) Associate Member in good standing shall be entitled to one (1) vote for each Community or Club regardless of the number of teams registered in any calendar year.

2. (a) In the event a Member Organization is unable to attend any Annual General Meeting or Special General Meeting, then such member may appoint a proxy to represent them.

(b) A proxy can represent only one (1) community or member association.
3. The minimum age of a voting delegate or proxy holder shall be eighteen (18) years of age.
4. At all meetings of the Association, the Chairman shall have a casting vote only.
5. The Past President shall have a voice but no vote at any meeting of the Association.
6. Officers shall have a voice, but no vote, at all Annual General Meetings and Special General Meetings.
7. Officers shall not sit as voting delegates at any General or Special Meetings of the Association.
8. Unless otherwise required by these Bylaws, or Rules of Order, motions put forward for debate shall be determined by a simple majority of the total votes cast.
9. At all General or Special Meetings of E.M.S.A. voting shall be by a show of voting cards.
10. All votes taken at any Board or Executive Committee meeting shall be by show of hands and no proxies shall be permitted.

ARTICLE 20

RULES OF ORDER

The rules contained in the current edition of Robert Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of Order the Association may adopt.

ARTICLE 21

CHANGE IN LEGISLATION

Should the Societies Act in future change, then these Bylaws shall, in the future, adopt any and all changes to the Act and specifically, adopt those changes to the Act which are required to be adopted to enable the Association to operate, at all

times, within the full power of the Act and to use all remedies available to it pursuant to the Act.

ARTICLE 22 BYLAW AMENDMENTS

1. All proposed amendments to the Bylaws shall be forwarded in writing to the Board of Directors no later than forty-five (45) days prior to the Annual General Meeting. The Board shall notify Member Organizations of any proposed amendments at least twenty-one (21) days prior to the Annual General Meeting.
2. A vote of not less than seventy-five percent (75%) of Member Organizations, representing seventy-five percent (75%) of the votes eligible to be cast, who if entitled to do so, vote, in person, or by proxy, is required to pass any amendment.

ARTICLE 23 NOTICE

Every notice, demand or request permitted or required to be given or served hereunder shall be deemed to be properly and effectively given or served:

1. Upon the Association if delivered by hand to any Board Member or the office of the Association, or mailed by depositing same in a post box, enclosed in a postage-prepaid envelope addressed to the Association at its registered address as filed at Consumer and Corporate Affairs.
2. Upon a Member by mail by depositing the notice in a post box, enclosed in a postage-prepaid envelope addressed to the Member Representative at the municipal address provided by the Member pursuant to Article 4.2 or 4.3 above.
3. Any notices, demands or requests shall deemed to have been received seven (7) days after the time of mailing, provided however, that if there is an interruption of mail service, the notice shall not be deemed to have been received until the seventh day following restoration of normal mail service.

ARTICLE 24 SEAL OF ASSOCIATION

The Association shall have a Seal, which shall be used as authorized by resolution of the Board of Directors and in the event no such resolution has been passed then the Seal shall be used in the presence of at least two (2) Members of the Executive Committee who shall sign the instrument to which the Seal is affixed.

The Seal of the Association shall be kept in the office of the Association.

ARTICLE 25 INDEMNITY

Officers or any employee of E.M.S.A. shall be indemnified by the Association against all costs, losses and expenses incurred in or about the discharge of their duties.

The Association shall purchase and maintain liability insurance or such other insurance for the benefit of Officers, staff and other representatives of the Association, as the Board may from time to time consider appropriate.

ARTICLE 26 DISSOLUTION

In the case of dissolution of the Association all assets remaining after payment of all liabilities of E.M.S.A. shall be gifted to the Zones on a per-capita basis accordingly to their current number of participants in the E.M.S.A. program.

ARTICLE 27 INTERPRETATIONS

Interpretation of these Bylaws as well as questions in dispute shall be referred to the Board of Directors. The singular shall include the plural and vice-versa. Masculine shall include the feminine and vice-versa. All matters regarding the Rules & Regulations or policies, which are not covered herein, shall also be referred to the Board who has the responsibility to make decisions.

ARTICLE 28 DEFINITIONS

The following definitions shall apply to all parts of these Bylaws:

“Association” means the Edmonton Minor Soccer Association as incorporated under provisions of the Societies Act and includes all Member Organizations in good standing.

“Board” means the Board of Directors elected, or appointed, pursuant to these Bylaws.

“Bylaws” means the Bylaws of this Association as amended from time to time.

“E.M.S.A.” means the Edmonton Minor Soccer Association as incorporated under provisions of the Societies Act and includes all Member Organizations in good standing.

“May” means permissive.

“Member” means any Member Organization, Team Official, Registered Player, Officer, or any person participating in the Edmonton Minor Soccer Program.

“Member Organization” means any category of membership as defined in Article 4 (Membership) of these Bylaws.

“Minor” means any player who has not attained his eighteenth (18) birthday prior to January 1st of the playing year.

”Minis” All players U12 and lower in District #8

“Must” means imperative.

“Officer” means any person elected or appointed to the Board of the Association.

“Proxy” means a written authorization to act in place of another.

“Regulation” means the standard or requirement in place designated for controlling and/or governing the game of soccer.

“Resolution” means a formal expression of intention made after voting.

“Rule” means the procedures in place governing the administration of the Association’s affairs and conduct of its members.

“Shall” means imperative.

“Special Resolution” means a resolution passed at any Annual or Special General Meeting of the Association, of which not less than twenty-one (21) days notice specifying the intention to propose the motion has been duly given and passed by a vote of not less than seventy-five (75%) percent of those Member Organizations, representing seventy-five percent (75%) of the votes eligible to be cast, who, if entitled to do so, vote in person or by proxy,

“Team Official” means any Coach, Assistant Coach, Manager, Assistant Manager, Trainer, Secretary, and/or Parent Representative.

“Zone” means a geographic area similar to, but not necessarily the same as, those boundaries established by the Edmonton Federation of Community Leagues (E.F.C.L.) encompassing Community Leagues registered with the E.F.C.L., as identified in Schedule “A” to these Bylaws.

ARTICLE 29**SPECIAL RESOLUTIONS**

The EMSA Board of Directors has the authority to modify or add new rules or regulations due to decisions that are made at the Alberta Soccer Association or Canadian Soccer Association level.

The EMSA Board of Directors is empowered to create rules & regulations as needed to organize leagues in both genders and for all ages to participate in provincial competitions.

EDMONTON MINOR SOCCER ASSOCIATION

BYLAWS SCHEDULE "A"

ZONE BOUNDARIES

EDMONTON NORTH

Alberta Avenue	Athlone	Baldwin	Bannerman	Baturyn
Beacon Heights	Bellevue	Belvedere	Beverly Heights	Caernarvon
Calder	Carlisle	CFB	Cumberland/Oxford	Delton
Delwood	Dunluce	Eastwood	Elmwood Park	Evansdale
Evergreen	Fraser	Glengarry	Griesbach	Hairsine
Highlands	Horse Hill	Homesteader	Kensington	Killarney
Kilkenny	Lago Lindo	Lauderdale	Londonderry	Lorelie Beaumaris
McCauley	McLeod	Montrose	Newton	Northmount
Rosslyn	South Clareview	Spruce Avenue	Steele Heights	Wellington Park
Westwood				

EDMONTON SOUTHEAST

Argyll	Avonmore	Bonnie Doon	Capilano	Cloverdale
Forest Terrace Height	Fulton Place	Gold Bar	Hazeldean	Holyrood
Idylwylde	Kenilworth	King Edward Park	Ottewell	Ritchie
Riverdale	Strathcona	Strathearn	Twin Parks	

EDMONTON MILLWOODS

Burnewood	Ellerslie	Knottwood	Lakewood	Leefield
Millhurst	North Millbourne	Ridgewood	Southwood	Summerside
The Meadows	Woodvale	Beaumont		

EDMONTON SOUTHWEST

Allendale	Aspen Gardens	Belgravia	Blackmud Creek	Blue Quill
Brookview	Duggan	Empire Park	Ermineskin	Garneau
Grandview Heights	Greenfield	Heritage Pointe	Lansdowne	Lendrum
Malmo	McKernan	Parkallen	Pleasantview	Queen Alexandra
Riverbend	Royal Gardens	Terwillegar	The Ridge	
Windsor Park	Yellowbird East	Greater Windermere	Hodgson	Ogilvie Ridge

EDMONTON WEST

Aldergrove	Belmead	Brittania/Youngstown	Callingwood/Lymburn	Canora
Crestwood	Dovercourt	Elmwood	Glastonbury	Glenora
Glenwood	Grovenor	High Park	Inglewood	Jasper Park
La Perle	Laurier Heights	Lessard	Lewis Estates	Lynnwood
Mayfield	McQueen	Meadowlark	North Glenora	Parkview
Prince Rupert	Prince Charles	Queen Mary	Rio Terrace	Sherbrooke
Summerlea	Thorncliff	West Meadowlark	West Jasper/Sherwood	Wedgewood
Westridge/Wolf Willow	Woodcroft	Westview Village	Willowby	Westmount

SPRUCE GROVE

Spruce Grove