



BYLAWS OF THE SASKATCHEWAN CRICKET ASSOCIATION INC.

Article 1. GENERAL

- 1.1** The name of the Association shall be the Saskatchewan Cricket Association Inc. (hereinafter called "the Association" or "SCA").
- 1.2** The SCA shall act as the governing body for cricket in Saskatchewan and carry on all the affairs of governing, structuring, organizing and promoting cricket in the province of Saskatchewan.
- 1.3** The SCA shall be affiliated with Cricket Canada (national governing body) and subject to the rules and regulations of Cricket Canada.
- 1.4** The SCA will follow all the rules and regulations documented by the International Cricket Council (ICC) to organize fair cricket leagues in Saskatchewan along with enforcing local playing conditions which are amended from time to time.
- 1.5** **Definitions:**
- 1.5.1** **Act** – *The Non-profit Corporations Act, 1995*, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time.
- 1.5.2** **Annual General Meeting** – the annual meeting of the Membership of SCA is called within 90 days from the end of the fiscal year which is December 31st of each year.
- 1.5.3** **Association** – the Saskatchewan Cricket Association (SCA)
- 1.5.4** **Associate Member** – a Club or a new team of a Full Member

Club has not participated in qualified local league competitions or matches for two or more consecutive years, as may be determined by the local cricket zones on a case-by-case basis.

- 1.5.5 Auditor** – a public accountant, as defined in the Act, appointed by the membership, if required, to review financial statements, audit the books and prepare a report to update members and other organization who require such report.
- 1.5.5 Board of Directors (Board)** – is the body of elected and appointed directors that oversees, governs, and manages the affairs of the Association.
- 1.5.6 Club** – A Club is a cricket entity or organization that has registered a minimum of one Team playing in at least one league format of local league competitions or matches.
- 1.5.7 Days** – days irrespective of weekends and holidays.
- 1.5.8 Director** – an individual elected or appointed to serve on the Board as a director.
- 1.5.8 Executive** – the member elected for one of the Board positions at the AGM.
- 1.5.9 Full Member** – a team under a club/team that has held SCA membership for two or more consecutive years and is conferred voting rights at SCA election and special resolutions, subject to annual renewal and the payment of annual fees.
- 1.5.10 Member** – any Club that is either a Full Member or Associate Member.
- 1.5.11 Membership period** – the period of membership with SCA is on an annual basis from January to December and will terminate on December 31st of each year. The membership is reinstated upon submission of registration form and prescribed fee.
- 1.5.12 Officer** – an individual elected or appointed to serve on one of

the Board position pursuant to these Bylaws.

- 1.5.13 Ordinary Resolution** – a resolution passed by a majority of the membership at a regular meeting that is greater than 50% plus 1 of the eligible votes cast for that resolution. All members are eligible to vote on ordinary resolutions; (ONE VOTE PER CLUB)
- 1.5.14 Regional Association** – a regional cricket association registered as a non-profit corporation and operating in a district or zone recognized by SCA that, at the absolute discretion of the SCA Board of Directors, meets the qualifications set by the SCA and undertakes activities approved by the Board of Directors from time to time. Only one Regional Association approved by SCA may operate in any district or zone at any given time. Regional Associations are subject to the overview of the SCA and are required to follow the policies, bylaws, articles, directives, and rules and regulations of the Association.
- 1.5.15 Regular Season** – a regular season of cricket shall run from April 1st – October 31st.
- 1.5.16 SCA – Saskatchewan Cricket Association**
- 1.5.17 Semi-AGM** – Semi-Annual General Meeting called between the months September and November 30th to provide updates to membership.
- 1.5.18 Special Resolution** – a resolution passed by a majority not less than (2/3) two-thirds of the eligible votes cast for that resolution. Only Full Members can vote on Special Resolution.
- Currently, Special resolutions are considered changes to bylaws and removal of director.**
- 1.5.19 Team** – a Club may organize teams (formed of individual cricket players) that shall be registered with the SCA through regional association and may compete in approved matches or competitions within Saskatchewan. A team may

register to play in the One Day League format, the Twenty-Twenty (T20) league format, both One Day league and T20 league formats, or any other league format approved by regional association for competition from time to time. Individual cricket players may only play cricket with one Team, unless otherwise expressly permitted in writing by the Board of Directors.

- 1.5.20** **Unsanctioned League** - a league not approved by SCA in the province of Saskatchewan. Any club or team or their member participating in the unsanctioned league is not a member of SCA and are not allowed to participate on any SCA league and cannot represent SCA on provincial level. Unsanctioned members cannot be elected or appointed on SCA board positions.

Article 2. HEAD OFFICE

- 2.1** The head office of the SCA shall be in the Province of Saskatchewan at a location decided by the Board of Directors following the Fall Annual General Meeting (AGM). Typically, the address of the President of the Association is considered Head Office for correspondence and receiving bank financial statements.

Article 3. OBJECTIVES

- 3.1** The objectives of the Association are:
- 3.1.1** To develop and promote cricket in Saskatchewan and to uphold the laws of cricket.
 - 3.1.2** To promote the mutual interest of members.
 - 3.1.3** To organize and regulate cricket in Saskatchewan which best serve the interest of the game in the province.
 - 3.1.4** Generally, to do all such acts and things as may be necessary

or convenient for carrying out the objectives of the Association.

Article 4. MEMBERSHIP

- 4.1** Any Club may apply to become a member of SCA upon submitting a formal application for membership to SCA to participate in the league as per the application deadline set by SCA from time to time, payment of the prescribed fee, and approval of the application by the Board of Directors of SCA.
- 4.2** If a Club is located within the boundaries of a Regional Association (boundaries determined by SCA from time to time), such Club is required to register with their Regional Association and pay all fees associated with the Regional Association.
- 4.3** A Club cannot become or renew as a member of the SCA, nor can an individual be elected or represent the SCA in any capacity if the Club or the individual is a member of any cricket organization or league in Saskatchewan that is not approved by the SCA or is not governed by the SCA.
- 4.4** Each Club, Team, and individual player shall be governed by the SCA Articles, Bylaws, Rules and Regulations, and subject to all the policies and procedures in place by SCA from time to time and shall be enforced by the SCA and the Regional Associations. All new club must get name approval from SCA before ordering any uniform for their club. Club or Team Name should not be ethnicity, religion and cast based. Moreover, it is recommended that similar names for multiple clubs or teams shall not be used.
- 4.5** The term of membership in the SCA is on an annual basis from January 1st (or such later date of new membership registration) and will terminate on December 31st.
- 4.6** The membership status of each Club will be established prior to the AGM. The list of members, their membership status and voting rights will be

shared with all members prior to the AGM.

Article 5. MEMBERSHIP CATEGORIES

5.1 The Association has two categories of Membership:

5.1.1 **Full Member:** The Club has maintained active membership with SCA through Regional Association for two or more consecutive year (participating in approved leagues By SCA competitions or matches) prior to each AGM. This is the only class of membership eligible to vote at the SCA election and special resolutions. Individuals who are members of a Full Member Club shall only be applied for nomination.

entitled to be elected to the Board of Directors, except were provided otherwise in these Bylaws.

5.1.2 **Associate Member:** The Club has maintained active membership with SCA through recognized Regional Association for less than two consecutive regular seasons of participating in approved league competitions or matches prior to each AGM. Associate Member will achieve Full Member status following the second consecutive full regular seasons of participating in Regional Association league competitions or matches. This class of membership is entitled to attend the AGM and speak to issues and vote on ordinary resolutions. Individuals who are members of an Associate Member Club are not permitted to run for or hold an elected position.

5.2 Regional Associations are member of SCA with no voting rights at AGM or other SCA meetings.

5.3 **Full Member Regional Association:** The regional association with minimum three full-member club from their district playing on SCA league with more than 80% local players playing on the team shall be considered full member. Current Full Member Regional Associations are Regina, Saskatoon and Prince Albert which are grandfathered in prior to 06/15/2023.

- 5.4** The President of Full Regional associations will be regional director of SCA or if any reason president of that regional association does not want to be on SCA board as regional director then Vice president of that regional association shall be appointed Regional Director of SCA. In the event if a president of regional association is already a selected board member by membership, then vice president of that full member regional association shall be the regional director of SCA as provided in these Bylaws.
- 5.5 Associate Member Regional** with less than three clubs-full members shall be considered an Associate Member. SCA Board can appoint only 1 regional board of director from Associate regional Association.
- 5.6** The President of Associate Regional associations shall be appointed to the SCA as a Regional SCA Board of Directors, should be regional director of SCA or if any reason president of that regional association does not want to be on SCA board as regional director then Vice president of that regional association shall be appointed Regional Director of SCA. In the event if a president of regional association is already a selected board member by membership, then vice president of that regional association as provided in these Bylaws.
- 5.7** The President or a board of director of the Full Member Regional association will qualify for a position on SCA board, subject to SCA board approval.
- 5.8** The membership application shall contain the names, addresses, email addresses and telephone numbers of Club Officers (President, Treasurer and Captain).

Article 6. RENEWAL OF MEMBERSHIP

- 6.1** If a Club is located within the district or zone of a Regional Association, it is mandatory that such Club shall meet its Regional Association's membership criteria and maintain/renew its Regional Association membership as a prerequisite to SCA membership renewal. Clubs are required to pay any membership fee set out by such Regional

Association.

- 6.2** The renewal application form shall contain the names, addresses, email addresses and telephone numbers of Club Officers (President, Treasurer and Captain).

Article 7. MEMBERSHIP FEES & Registration

- 7.1** SCA will collect membership fees from clubs and player registration fees. Fees will be set on annual basis. All clubs should send registration form to SCA via email and cc local Association.

Article 8. MEMBERS IN GOOD STANDING

- 8.1** A Full Member of SCA will be in good standing and entitled to vote at AGM, Semi-AGM or any special meeting provided that the Full Member:
- 8.1.1** Has not ceased to be a Full Member of the SCA or Regional Association.
 - 8.1.2** Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed by SCA or Regional Association.
 - 8.1.3** Has completed and remitted all applications, fees, and documents as required by the SCA and its Regional Association for membership and other matters.
 - 8.1.4** Has complied with the By-laws, policies, procedures, rules, and regulations of SCA and Regional Associations.
 - 8.1.5** Is not subject to a disciplinary investigation or action by SCA or its Regional Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action; and
 - 8.1.6** Has paid all required membership fees, fines, penalties, dues or debts to SCA and Regional Association.

Article 9. GOVERNING AUTHORITY

- 9.1** The governing body of the Association shall be the Board of Directors as elected by the membership of the Association. The directors that compose the Board has the exclusive authority to represent the SCA and act on behalf of the SCA on all matters. The Articles, Bylaws, policies, and rules and regulations of the Association shall bind all Members, Regional Associations, and officers of the Association.
- 9.2** Members, Clubs, individual players, Regional Associations, or any other persons are not permitted to act on behalf of the SCA or represent to any other person that they represent the SCA unless they are expressly authorized to do so by the SCA Board.

Article 10. BOARD OF DIRECTORS

- 10.1** The Board of Directors of the SCA shall consist of a minimum of 5 directors and a maximum of 10 directors, as required by the Articles of the Association. Two more Directors will be added in the 2024 Annual AGM.
- 10.2** The Board of Directors of the SCA shall include the following seven directors elected by the membership: a President, a Vice-President, a Treasurer, a Secretary, and 3 Director at large position.
- 10.3** From year to year, the president or designated appointee of each Regional Association recognized by the SCA Board of Directors shall also hold a Director position on the Board of Directors (subject to Article 5.3). In the event that there are more than five recognized Full Member Regional Associations at any one time, the membership shall either vote on which five recognized Regional Associations will be entitled to a director position on the Board of Directors of the SCA or whether the Articles shall be amended to increase the maximum number of directors.
- 10.4** The complete list of Directors, including Regional Association Directors, shall

be shared with the membership after SCA election each year.

- 10.5** Directors shall be elected at the Annual General Meeting pursuant to the nomination and elections processes as set out in the SCA Election Policy, as it may be amended from time to time.
- 10.7** The term of all positions of Board of Director elected at the AGM shall be four (4) years. For 2023, the new Board will service and extra six months and the terms will begin in 2024.
- 10.8** A Club is not permitted to have more than two individual members of their Club serve on the Board of Directors. If more than two members of the same Club are elected or appointed to the Board, the later nomination or appointment of any further members of the same Club shall be ineligible, null, and void.
- 10.9** An individual is eligible to be nominated or appointed for a director position.
to serve as a Director on SCA Board if the individual is:
- 10.8.1** (18) eighteen years of age or older and a resident of Canada as defined in the Income Tax Act who has the power under law to contract
 - 10.8.2** Able to hold the power under law to contract and not been declared incapable by a court in Canada or in another country.
 - 10.8.3** Not declared bankrupt
 - 10.8.4** Nominated or nomination supported by Member club and one (1) another club.
 - 10.8.5** Works and lives in Saskatchewan as per Income Tax Act.
- 10.10** An individual is eligible to be nominated for the President position and may serve as President if the individual:
- 10.9.1** Meets the eligibility requirements set out in Article 10.8; and
 - 10.9.2** has served for a minimum of two (2) years in any director position on any Board (SCA or As Regional Director Of SCA)

- 10.10.1** Nominations from the Floor: No nominations will be taken on the floor for any position.
- 10.10.2** Nominations will be done according to SCA Elections Policies

Article 11. POWERS OF THE BOARD OF DIRECTORS

11.1 The Board of Directors is authorized to:

- 11.1.1** Carry out the administration, operation, and management of the affairs of the Association.
- 11.1.2** Set policies, rules and regulations and issue any directive as may be necessary from time to time to run or carry out the administration, operation, and management of the affairs of the Association.
- 11.1.3** Take all actions necessary and call meetings of the Board to govern and manage all cricket league issues, plan umpire and coaches' seminars, structure junior, women and high-performance player programs, select players to represent Saskatchewan at national or interprovincial competitions or programs, and plan expansion of cricket in other districts. Board meeting minutes will be documented and shared with Members as requested.
- 11.1.4** Authorize expenditure of the monies of the Association, as the Board of Directors may from time to time deem necessary.
- 11.1.5** Investigate and report on any matters of interest to the Association.
- 11.1.6** Request the services of any representatives or members of the Association to assist in matters where special or technical knowledge is required.
- 11.1.7** Establish various committees as necessary and to appoint members to these committees.

- 11.1.8** Appoint persons, auditor, lawyer, etc. as deemed necessary to carry out the business of the Association.
- 11.1.9** Appoint persons as officers to sign cheques issued by the Association, provided that each such cheque shall be signed by TWO (2) such persons.

Article 12. DUTIES OF OFFICERS

12.1 President: The President shall be the Chief Executive Officer of the Association and shall have such duties such as:

- 12.1.1** To carry out the policies of the Association and enforce due observance of the Articles and Bylaws.
- 12.1.2** Act as chief spokesperson for the Association unless the President and/or the Board of Directors delegate that responsibility to another Board Member on a case-by-case basis.
- 12.1.3** Preside at all meeting of the Association and Board of Directors monthly and special meetings.
- 12.1.4** Call meeting of any of the committees, Board of Directors and/or general membership when it deems necessary to do so.
- 12.1.5** Call a Special meeting of the Association when deemed necessary by him, and/or when instructed to do so by the Board or general membership.
- 12.1.6** Present at the AGM or Semi-AGM a report of the activities of the Association during his term of office.

12.2 Vice-President: The Vice-President shall:

- 12.2.1** Perform all duties of the President in their absence or as a result of a conflict of interest of the President.
- 12.2.2** Meet requirements of any provincial organizations and Cricket Canada to provide documents, policies and procedures, financial updates, strategic planning and annual budget preparation.
- 12.2.3** Assume such other duties as the Board of Directors or the

President may assign from time to time.

12.3 Secretary: The Secretary shall:

- 12.3.1** Maintain full records of minutes of all meeting of the Association, Board of Directors, and such other committees as the Board may determine.
- 12.3.2** Maintain all membership records, documents, and correspondence of the Association.
- 12.3.3** Present the minutes of the last AGM, Semi-AGM, or Special meetings at the next general meeting of the membership.
- 12.3.4** Assume such other duties as the Board or the President may assign from time to time.

12.4 Treasurer: The Treasurer shall:

- 12.4.1** Supervise the collection of funds of the Association.
- 12.4.2** Keep a record of all monies received and disbursed by the Association.
- 12.4.3** Be the custodian of all monies received by the association in branch of a financial institution approved by the Board.
- 12.4.4** Pay out such sums as the Board of Directors may direct from time to time.
- 12.4.5** Assume such other duties as the Board or the President may assign from time to time.

12.5 Director: The Directors shall:

- 12.5.1** Carry out the policies of the Association and enforce due observance of the Articles and Bylaws.
- 12.5.2** May be responsible to manage various committees of the Association and ensure task assigned to committees are achieved and provide progress report to the Board.
- 12.5.3** Assume such other duties as the Board or the President

may assign from time to time.

12.5.4 Regional Director:

Article 13. VOTE ALLOCATION AT MEETINGS OF MEMBERS

13.1 As per Article 5.1.1, only Full Members shall have voting rights at SCA election, special meetings and special resolutions.

13.2 Associate Members are entitled to participate in any meetings called by the Association and to speak on any matters of the Association and entitled to vote on ordinary resolutions.

13.3 For Special resolutions at any meeting of members and for the election of directors at the AGM, a Full Member Club in good standing shall be entitled to the number of votes equal to the number of registered Teams actively competing and participating in SCA-approved league formats (and the final determination of the number of Teams shall be determined by the SCA each year) as follows:

13.3.1 A Club shall have one vote for each Team per format of SCA leagues, subject to article 13.3.2.

For example:

(a) A club has one Team playing in both ODP and T20 formats shall have **TWO (2)** votes.

(b) A club has one team playing only in one format (ODP or T20) shall have **ONE (1)** vote.

13.3.2 A club shall not have more than **Four (4)** total votes. In the event that a Club has teams participating in either one or both formats, that would exceed **Four (4)** votes pursuant to article 13.3.1, the Club's total votes shall be capped at **Four (4)** total votes.

For example:

(a) A Club has two Teams playing in the T20 format and one team playing ODP format shall be capped at **THREE (3)** votes.

(b) A Club has three teams playing in both formats (ODP and T20) shall be capped at **Four (4)** votes and would not

be granted a fifth, or sixth vote.

(c) A Club has two teams playing in the T20 format and three.

teams playing in the ODP format shall be capped at **Four (4)** votes and would not be granted a fifth vote.

13.4 For ordinary resolutions, each Club shall be granted one vote, regardless of the number of Teams in the league and membership status.

13.5 The election of directors and Special resolutions shall follow vote allocations as per Article 13.3.

13.6 Proxy voting is allowed if the President of the club notifies the Association in writing prior to the AGM or the proxy holder presents a signed proxy form issued by the Club president. A Proxy vote is only authorized to be used by the individual representing the Member club.

Article 14. PROCEDURE FOR ELECTION

14.1 Any election shall follow the procedure set out in the SCA Election Policy (SCA election policy supersede Article 14). The Association shall make the SCA Election Policy available to all Members prior to the AGM and on SCA website.

14.2 The list of eligible voters (clubs) will be prepared by SCA Board and shall be shared with membership prior to the AGM notice sent to Members. This shall take place at least 15 days prior to AGM notice.

14.3 The Election Officer/Scrutineer will receive the list of voters (club President / proxy names) prepared by SCA board at the Semi-AGM.

14.4 Voting will take place in-person, and in the physical presence of the membership, in a discrete and private environment to ensure complete confidentiality.

14.5 The scrutineers(s) will call each name from the voters list, determine the number of ballot(s) the voter is eligible to receive, sign the reverse of each ballot(s), and provide the person called their ballot(s) based on the number of votes they are eligible to cast.

- 14.5** Once the ballot(s) is provided, the scrutineer(s) will mark the voter list indicating the voter has received their ballot(s).
- 14.6** Once the vote(s) is cast, the voter will return their ballot(s) to the scrutineer(s) to be placed in a sealed container in view of the membership.
- 14.7** The Election Officer will continue this pattern through the voters list until all the names are called, and votes are cast.
- 14.8** No ballots will be handed to voter(s) once the last name on the list is called, and that voter's ballot(s) is returned to the scrutineer(s). Once the last voter has returned their ballot, the poll shall be considered closed.
- 14.9** When counting the ballots, Election Officer/scrutineer(s) must keep in mind:
- 14.9.1** Incorrectly marked ballots are considered void and not to be counted.
 - 14.9.2** If a member votes for more than one candidate for a particular position, the vote is considered void for that position.
 - 14.9.3** There shall be a minimum of 3 scrutineers present to conduct the vote count.
 - 14.9.4** The Election Officer/scrutineer(s) will open the sealed container and sort the ballots into eligible vs. void ballots noting the number of void ballots and counting those eligible.
 - 14.9.5** Vote counting will take place in the presence of the membership.
 - 14.9.6** The Election Officer will announce the results of the vote for each position, indicating the number of votes received.
- 14.10** The results announced by the Election Officer are considered final.
- 14.11** A candidate may request a re-count by the scrutineer(s) and may examine the ballots cast for their sought position.
- 14.12** Upon the exhaustion of re-count requests, the Election Officer will declare the election is concluded and results are final.
- 14.13** The Election Officer will call for a motion to destroy the ballots.

approved motion, will attend to the destruction of the ballots within 24 hours in a manner chosen by the scrutineer(s).

14.14 No grievance or objection to election results will be entertained by the SCA Board if no objection, regarding policy or process, is raised at the AGM election itself.

Article 15. MEETINGS

15.1 Regular General Meetings of Members:

- 15.1.1** Regular General Meetings of the Association shall be held twice annually, one in January to March, and one in September to November.
- 15.1.2** Elections for vacant director positions or scheduled elections for Director positions shall take place at the AGM each year.
- 15.1.3** All general meetings will be closed to the public except by invitation of the Board.
- 15.1.4** Each Member is only entitled to bring (2) two representatives from their Club to attend any general or special meeting. The Board may request and require any additional representatives to leave.

15.2 Special General Meetings of Members:

- 15.2.1** A Special meeting of Members may be called at any time by the President, by any Director, or by the general membership if 2/3 of Full Members eligible to vote make written request to the SCA in favour of calling a Special meeting.

15.3 Notice of Meetings of Members:

- 15.3.1** All Members of the Association shall be provided notice of the date, time, and place of a meeting not more than fifty (50) days and not less than fifteen (15) days in advance of the date of the meeting, as required by the Act.
- 15.3.2** Any meeting of the membership may be held at any time without formal notice required in Article 15.3.1 if **all** the Members are present and/or waive notice of the meeting. For the purposes of

waiving the required notice, the SCA shall request email confirmation from Members to waive the minimum 15 days' notice if it is necessary to hold an urgent meeting.

- 15.3.3** All meeting notices to the membership shall specify the date, time and location of the meeting.

15.4 Quorum for Meetings of Members:

- 15.4.1** Quorum for any meeting of members shall be not less than 30% of the Full Members of the Association.

15.5 Board Meetings:

- 15.5.1** The Board shall hold regular meetings on a monthly basis or as otherwise may be required to carry on the business of the association.
- 15.5.2** Notice of any board meeting shall be given to all Directors at least 15 days prior to such board meeting unless the notice is waived unanimous by board members.
- 15.5.3** The President or SCA director may call meeting at short notice to address urgent issues as long as a quorum is met as per Article 15.5.4. At least 24-hour notice will be provided to board members and meeting will be considered official as long as quorum is met.
- 15.5.4** A quorum for the conduct of affairs, the transaction of business and governance of the Association at meetings of the Board shall be 51% of the total number of Directors. The board member with a conflict of interest shall not be considered towards quorum and participate in meeting.

Article 16. AMENDMENTS TO THE ARTICLES AND BYLAWS

16.1 The Articles and Bylaws of the Association may be amended only in accordance with the following rules:

- 16.1.1** A Notice of Motion concerning such amendment shall be submitted by the Board of Directors or a Member in writing to the President along with support from two other Members.
- 16.1.2** On receiving such Notice of Motion, the President shall send copies of the proposed amendment to all members of the Association.
- 16.1.3** Any motion to amend the Articles or Bylaws shall come into effect only if it is passed by (2/3) two-thirds majority vote of Full Members present at a duly called and properly constituted meeting of members.
- 16.1.4** A period not less than 15 days must elapse between the submission of the Notice of Motion to the members and the holding of the meeting at which the motion is voted on.

Article 17. SUSPENSION, RESIGNATION AND REMOVAL OF DIRECTORS

17.1 Suspension:

- 17.1.1** A Director may be suspended by a resolution, or a motion put forward by the board of Director at a duly called board meeting. The director shall be provided an opportunity to be heard at such meeting before their suspension is carried. Failure to attend the meeting shall not restrict the board to make decision in favour or against such resolution or motion. The director shall be suspended pending the outcome of a discipline hearing as per the SCA's Code of Conduct or such other SCA polices related to discipline.

17.2 Resignation:

17.2.1 Any Director may resign from their position at any time by sending signed resignation to the board.

17.2.2 The Director is officially resigned from the position the day the Board receive the resignation or date is specified in the resignation email or letter.

17.2.3 Any resignation from the board position does not relieve the Director from any disciplinary investigation or resulting consequences if such resignation was related to any code of conduct issue or breach of SCA policies.

17.3 Removal:

17.3.1 A Director may be removed by an ordinary resolution of the Full Members at an annual meeting or dully called Special meeting, provided the Director has been given notice of the motion to remove the Director and the Director is provided the opportunity to be heard at such meeting.

17.3.2 The Association shall give 15 days' notice to members for such resolution to remove a director and may share the reasons provided for such resolution.

17.4 Vacancy:

17.4.1 The Board may appoint a qualified individual to fill a vacant board position at the SCA meetings if there have been no nominations for such position as part of the election.

17.4.2 The Board may, at its discretion, appoint a qualified individual to fill a board position which became vacant before the term

of that position has ended. It is up to the Board to keep a position vacant until the next AGM.

Article 18. MEMBERS, CLUBS, TEAMS, INDIVIDUAL PLAYERS AND REGIONAL ASSOCIATIONS REPRESENTING AS SCA

18.1 Members, Clubs, Teams, individual players, and Regional Associations are expressly prohibited from applying for any grant, subsidy, funding, loans, other financing, or donations on behalf of the SCA without the prior written approval of the SCA. Violation of this article may be deemed a fraudulent act and may result in the involvement of law enforcement and/or financial fines levied against the Member, Club, individual players, or Regional Association or any other disciplinary action deemed appropriate at the discretion of the Board or Discipline Committee.

Article 19. COMMITTEES

- 19.1** The Board may appoint such committees as it deems necessary for managing the affairs of the Association, appoint and remove Directors and members to such committees, assign tasks and delegate duties of the Board to such committees except where prohibited by the Act or these Bylaws.
- 19.2** The Board shall inform membership at the annual meetings of the committees in existence and the Board may appoint directors or members to these committees.
- 19.3** In the event of vacancy on a committee or the removal of committee members, the Board may appoint a qualified individual to fill the vacancy.
- 19.4** Any member is eligible to serve on a committee and does not have to be a Board member or a Full Member.

Article 20. CONFLICT OF INTEREST

20.1 Every Director or committee member shall disclose to the Board any potential or real conflicts of interest they may have in acting in their duties or assignments. A Director or a member appointed on any committee who

has an interest, or who may be perceived as having an interest, in a proposed task or assigned duties by the Board will comply with the Act and the SCA's conflict of interest policy. In the event that a director or committee member is found to

have breached the conflict-of-interest policy, such Director will refrain from voting or speaking in debate on the issue involving the conflict and will refrain from influencing the decision of other Directors or committee members in any way.

Article 21. DISSOLUTION OF SCA

21.1 In the event that liquidation or dissolution of the SCA is deemed necessary, the method or procedure of liquidation or dissolution shall follow the Articles as prescribed in the Saskatchewan Non-Profit Corporation Act, 1995.

Article 22. ADOPTION OF THESE BY-LAWS

22.1 These Bylaws shall supersede all previous Bylaws and shall come into full force and effect on the day ratified by the Membership at a duly called AGM, Semi-AGM, or Special meeting.

