



ASSOCIATION RÉGIONALE DE SOCCER DU LAC ST-LOUIS
LAKE ST-LOUIS REGIONAL SOCCER ASSOCIATION
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BY-LAWS

« In the event of a discrepancy between the French version and the English version of the present bylaws, the French version will take precedence over the English version »

Updated: November 30, 2009

TABLE OF CONTENTS

SECTION I **p. 3 - 4**

General Provisions

- Name
- Territory
- Head Office
- The Seal
- Jurisdiction
- Objectives
- Affiliations

SECTION II **p. 4 - 6**

Members

- Definition
- Admissibility of a corporate member
- Fees
- Rights and Duties of the Members
- Resignation
- Suspension and Exclusion

SECTION III **p. 6 - 8**

General Meetings

- Composition
- The Annual General Meeting; convocation and agenda
- Special General Meeting; convocation and agenda
- Quorum
- Meeting Procedure
- Votes at the General Meetings
- Credentials
- Voting

SECTION IV **p. 9**

Amendments to the By-Laws

- Adoption and Ratification

SECTION V **p. 9 - 12**

Board of Directors

- Authority and Responsibility
- Composition
- Quorum
- Convening
- Meeting Procedure
- Remuneration
- Resignations, Dismissals and Vacancies

SECTION VI **p. 12 - 13**

Electing a Board of Directors

- Procedures
- Eligibility - Nominations
- Voting
- Counting the ballots

SECTION VII **p. 13 - 17**

Functions and Responsibilities of Members of the Board of Directors

- President
- Executive Vice-President
- Secretary
- Treasurer
- Vice-President Youth League (Competitions)
- Vice-President Technical Development
- Vice-President Regional Tournaments
- Vice-President Division 3
- Vice-President Communication
- Vice-President Refereeing
- Vice-President Local Leagues
- Metropolitan League, Lakers

SECTION VIII **p. 17**

Accounting Issues

- Fiscal Year
- Auditors

SECTION IX **p. 17**

Dissolution

- Dissolution

SECTION X **p. 18 - 21**

Policy on conflict of interest and code of ethics

- Special Policy
- Duties and Obligation
- Conflict of Interest
- Means of Application
- Sanctions
- Inquiry and Immunity
- Publication of the Code
- Declaration of Commitment
- Disclosure concerning conflicts of interests

SECTION I
GENERAL PROVISIONS

Article 1 Name

The name of the corporation shall be the Association Régionale de Soccer Lac St. Louis Inc. (Lake St. Louis Regional Soccer Association Inc.) hereafter referred to as the Association.

Article 2 Territory

The territorial boundaries shall be established by the Quebec Soccer Federation. Hereinafter, this territory shall be referred to as the Region.

Article 3 Head Office

The Association shall maintain its head office within the region.

Article 4 The Seal

The seal of the Association, which will be created by the Board members, cannot be used without the approval of the President or Secretary.

Article 5 Jurisdiction

All Senior and Youth Soccer competitions, organizations and clubs in the Region shall operate under the jurisdiction of the Association.

Article 6 The objectives of the Association shall be:

- a) To encourage and promote the game of Soccer in the Region.
- b) To sanction, supervise and administer soccer activities under its jurisdiction.
- c) To assemble into one body all Soccer clubs and organizations in the Region.
- d) To provide supervision, direction, as well as necessary resources to its members.
- e) To develop and support Elite soccer programmes within the Region.
- f) To provide administrative and technical assistance to its members.
- g) To assure communication between clubs and soccer organizations registered in its territory and at the QSF

Article 7 Affiliations

7.01 The Association is affiliated with the Quebec Soccer Federation (QSF) and the Canadian Soccer Association (CSA)

7.02 The Association shall comply with the By-Laws and Rules of the QSF and the CSA. Notably all terms and expressions mentioned in this document will take the meaning

assigned in the Q.S.F. rules.

- 7.03 Any officer or delegate of the QSF and the CSA may be invited to attend Association general meetings, special General meetings or Board of Directors meetings and participate in the deliberations but shall not have a vote

SECTION II

MEMBERS

Article 8 **Definition**

The Association shall recognize four (4) categories of members: corporate members, individual members, associate members and honorary members (collectively “the members”)

8.01 Corporate members

Corporate members are clubs and soccer organizations which:

- are administered by a Board of Directors of at least three (3) persons,
- are affiliated with the Association before February 1st each year,
- have paid the annual fees;
- abide by the By-Laws of the Association and the QSF.

8.02 Individual members

Shall be individual members, physical persons affiliated with the Association either directly or through their club or soccer organization as administrator, player, coach, referee or otherwise

8.03 Associate members

Shall be leagues, tournaments or sanctioned competitions recognized by the Association and all other organizations interested in the goals and activities of the Association which, on request, the Association recognizes the status of associate members

8.04 Honorary members

The title of honorary member may be conferred by the Association, upon a resolution of the Board of Directors, to an individual in recognition of his/her contribution to the Association or to the game of Soccer in general.

Article 9 **Admissibility of a corporate member**

- 9.01 To form an additional club or soccer organization in a geographic area where a Club already exists, the new club or soccer organization must obtain the approval, in writing, of the Regional Board of the Association granting permission to establish a club in the chosen area

- 9.02 The Association may set other conditions regarding admission of new corporate members prior to accepting them.

- 9.03 The new club or soccer organization must be approved by the Corporate Members at

each Annual General Meeting or Special General Meeting. However, the Board may approve membership requests between Annual Meetings, subject to ratification at the next Annual General Meeting.

Article 10 Fees

All members except honorary members shall pay the fees determined annually by the Board of Directors of the Association.

Article 11 Rights and Duties of the Members

- 11.01 Only corporate members in good standing shall receive notice of the General Meetings of the Association and have voting rights. Other members may participate in the activities of the Association and attend its annual general meetings but shall have no vote.
- 11.02 Members shall have the right to a copy of the By-Laws and of all proposed amendments.
- 11.03 Members shall have the right to obtain all general literature distributed by the Association and the QSF.
- 11.04 On a written resolution by his/her Board of Directors and signed by his/her President, a Corporate member shall have access to the archives of the Regional Association. The Corporate member shall obtain written permission of the president of the Association, explaining the reasons for this consultation. The Secretary, the Executive director or any person designated by them, shall be present at the consultation.
- 11.05 Members shall have the right to all services offered by the Association.
- 11.06 Members shall take an active part in the Association and participate in the established decision-making process, in conformity with the By-Laws and abide by the decisions of the Board of Directors and the General Meetings.
- 11.07 Associate members shall have their operational rules and all amendments approved by the Board of Directors prior to their implementation.
- 11.08 Corporate members and Associate members shall submit their bylaws to the Board members of the Association as well as proof of registration with the provincial registrar of individuals, associations and legal persons.

Article 12 Resignation

- 12.01 A Corporate and Associate Member may resign from the Association by written notice to the Secretary of the Association. The resignation is effective upon reception of the letter at the head office unless the resigning member owes money to the Association in which case the resignation will be effective when all present or future amounts due have been paid in full or acceptance of the resignation by the Board members.

Article 13 Suspension and Exclusion

- 13.01 The Board of Directors, by resolution, may suspend for a limited period or exclude a member which does not conform to the By-Laws of the Association, does not meet his financial obligation or whose conduct is prejudicial to the Association. However, before taking a decision, the Board of Directors shall, by registered letter, inform the concerned member, at least fifteen (15) days, of the date, place and time of his hearing as well as the reason(s) for suspension or exclusion and ask the Member to present its defence at a Board of Directors' meeting.
- 13.02 A resolution to suspend or exclude a member must be ratified by a majority of 2/3 of the Board members present excluding administrators affiliated with the concerned member. The Board members' decision is final.
- 13.03 The Board members may fine a member who infringes the rules and policies of the Association or, by his conduct, causes harm, in the opinion of the Board, to the Association.
- 13.04 The suspension or exclusion of a member results automatically in the loss of all rights, including those of his administrators and his affiliated members if the need arises.
- 13.05 The suspension or exclusion of a member is in force until reinstatement conditions stipulated in the decision are respected.
- 13.06 The suspended or excluded member may be reinstated according to the written conditions in the resolution adopted the Board members. Only the Board members may reinstate the suspended or excluded member.

SECTION III

GENERAL MEETINGS

Article 14 Composition

- 14.01 There shall be two (2) types of general meeting: the Annual General Meeting and the Special General Meeting.
- 14.02 Members of the Board of Directors and Corporate Members in good standing of the Association shall form the General Meeting.
- 14.03 Only corporate members having submitted within the prescribed time all documents and amounts claimed by the Board of Directors and complying with the By-laws of the Association shall have voting rights.

Article 15 The Annual General Meeting; convocation and agenda

- 15.01 The Annual General Meeting shall be held within sixty (60) days of the end of the Association's fiscal year on the date and location determined each year by the Board of Directors.
- 15.02 Written notice of the Annual General Meeting shall be given to the corporate members

at least fifteen (15) days prior to the date established by the Board of Directors by mail, e-mail or fax, at the last address, e-mail address or fax number known.

15.03 The notice shall provide the following information:

- the date of the meeting,
- the time,
- the location,
- the agenda.

15.04 The agenda of the Annual General Meeting shall include:

- presentation of the corporate members delegates' credentials,
- checking of rights of presence, rights of vote and quorum
- presentation and acceptance of the agenda,
- presentation and acceptance of the minutes of the previous Annual General Meeting,
- President's report,
- Treasurer's and accountant's or auditor's reports,
- acceptance of the financial report
- other reports,
- amendments to the By-Laws and working policies, if necessary
- election of the Board of Directors,
- selection of accountant or auditors,
- new business.

Article 16 Special General Meeting; convocation and agenda

16.01 A Special General Meeting may be convened to deal with one or several subjects deemed important.

16.02 The Secretary shall convene a Special General Meeting upon the majority of the members of the Board of Directors or by a written request, signed by the presidents of Corporate Members in good standing constituting at least twenty-five percent (25%) of possible votes according to the Association's register. The request shall state the subject(s) to be dealt with by the meeting.

16.03 The Secretary shall convene a Special General Meeting by any means available, by sending a notice of convocation at least seventy-two (72) hours prior to the Special General Meeting.

16.04 In the case of a valid request presented by the Corporate Members, and the Special General Meeting is not convened and held in the following twenty-one (21) days from the date the request was received by the Secretary, Corporate Members in good standing, signatories or not of the request and having at least twenty-five percent (25%) of possible votes according to the Association's register, could themselves convene a Special General Meeting.

16.05 The Special General Meeting shall deal only with the subject(s) on the agenda.

Article 17 Quorum

17.01 Corporate Members who represent a minimum of 50% plus one of the total numbers

of possible votes, as published by the Association, shall constitute a quorum for a General Meeting.

17.02 The President shall ascertain that there is a quorum.

17.03 If there is not a quorum the Board of Directors shall convene another General Meeting at which a quorum shall be constituted of Corporate Members in good standing and present at the meeting.

Article 18 Meeting Procedure

18.01 At the opening of the meeting the President shall indicate the procedure to be followed.

Article 19 Votes at the General Meetings

19.01 Corporate Members in good standing shall be entitled to the number of votes as determined by the number of registered players, December 31 prior to the General Meeting.

19.02 At the Annual General Meeting and Special General Meeting, each Corporate member in good standing will have the right to 1 vote for each of its 100 affiliated players.

Article 20 Credentials

20.01 Each delegate shall present credentials from his/her club or soccer organization at the general meeting.

20.02 Credentials shall be signed by the President or Secretary of the delegate's club or soccer organization

20.03 Several delegates up to a maximum of five (5) may be accredited with one letter.

20.04 Credentials shall be submitted at the roll call of the General Meeting.

Article 21 Voting

21.01 Voting shall be by a show of hands unless a secret ballot is requested by at least two (2) Corporate Members' delegates present at the meeting and having rights to vote.

21.02 Unless stated differently in the law or present by-laws., all questions submitted at the Annual General Meeting or Special General Meeting, will be decided by a majority of expressed votes.

21.03 In case of a tie, the president of the meeting shall have a deciding vote.

SECTION IV

AMENDMENTS TO THE BY-LAWS

Article 22 Adoption and Ratification

- 22.01 Amendments to the By-Laws of the Association shall be adopted by the Board of Directors and ratified afterwards by at least two thirds (2/3) of Corporate Members attending and in good standing at the Annual General Meeting or at a Special General Meeting.
- 22.02 The Board of Directors may, when allowed by law, amend or revoke the By-laws of the Association, or adopt new By-laws. These amendments, revocations or new by-laws become effective when they are adopted by the Board of Directors and remain effective until the next Annual General Meeting when they must be ratified by the members in order to remain effective unless ratified prior at a Special General Meeting called for this purpose.
- 22.03 Only Corporate Members in good standing and Board of Directors may propose amendments to the By-laws of the Association. Amendments proposed shall be received by the Secretary of the Association at least fifteen (15) days prior to the next Board meeting.
- 22.04 Amendments which have been duly accepted by the Board of Directors must be forwarded by the Secretary to Corporate Members in good standing at least fifteen (15) days prior to the Annual General Meeting or Special General Meeting where they will be presented.

SECTION V

BOARD OF DIRECTORS

Article 23 Authority and Responsibility

- 23.01 The Board of Directors shall manage and administer the business of the Association and has all the powers, in accordance with the *Law of the Companies*.
- 23.02 The Board of Directors shall recommend general directions, priorities and goals of the Association.
- 23.03 The Board of Directors shall prepare the general meetings as to format and content in accordance with the By-Laws.
- 23.04 The Board of Directors shall be responsible for implementing decisions taken at the Annual General Meeting or Special General Meetings.
- 23.05 The Board of Directors shall approve the Association budget, set financial directives and determine the annual fees of its members.
- 23.06 The Board of Directors shall be authorized to invest at its discretion, available excess funds.

- 23.07 The Board of Directors shall adopt at the end of the fiscal year the financial statement of the Association.
- 23.08 The Board of Directors may hire, evaluate and replace the personnel it deems necessary to assure the proper functioning of the Association.
- 23.09 The Board of Directors must immediately be informed of any issue that may have a significant effect on the financial, organizational or operational status of the Association or the Region.
- 23.10 At any time, the Board of Directors, may form permanent or special (ad hoc) committees, and in this respect,
- a) select the persons to sit on such committees as well as its president.
 - b) establish the precise mandate of the committee as well as its duration.
 - c) establish if necessary the operational mode of the committee and assign the Board member responsible for this committee
- The Board of Directors may, at any time or on demand, request a report from the committee or terminate its mandate.
- 23.11 The Board of Directors shall represent the Association to the FSQ and other organizations.
- 23.12 The administrator must, in the execution of his functions, honour the obligations imposed by the law, the Letters Patent and the by-laws of the Association and act within the limits of the power conferred.
- 23.13 The administrator must act with prudence, diligence, honesty and loyalty in the best interest of the Association. In addition, he must avoid situations of conflict between himself and the Association, in conformity with the policies provided in the present by-laws.

Article 24 Composition

- 24.01 The Board of Directors shall consist of thirteen (13) administrators, physical persons of which eleven (11) are elected for one of the underneath positions at the Annual General Meeting.
- 24.02 a) Shall be elected for a two (2) year mandate at the Annual General Meeting held in an even-numbered year: The President, the Treasurer, the Vice-President Youth League (Competition), the Vice-President Regional Tournaments and the Vice-President Local Leagues.
- b) Shall be elected for a two (2) year mandate at the Annual General Meeting held in an odd numbered year: The Executive Vice-President, the Secretary, the Vice-President Technical Development, the Vice-President Communication, the Vice-President Division 3 and the Vice-President Refereeing.
- c) Shall be also appointed members of the Board of Directors: the President of the

Lac St-Louis Lakers Inc. and the President of the Metropolitan Soccer League during their respective of office.

Article 25 Quorum

The majority of its members shall constitute a Board of Directors quorum.

Article 26 Convening

26.01 The Board members will hold at least four (4) meetings a year.

26.02 Board meetings shall be convened by the Secretary at the President's request or a written request of five (5) Board members.

26.03 The convocation notice shall be mailed, e-mailed, faxed or by phone and shall state the date, time and location of the meeting.

26.04 The convocation notice shall be sent to the Board members at least seven (7) days prior the date of the meeting. In an urgent situation, a special meeting may be held in forty-eight (48) hours.

26.05 The Board of Directors shall decide the date, time and location of the meetings.

Article 27 Meeting Procedure

27.01 The presiding member shall indicate the meeting procedure to be followed.

27.02 The Board of Directors' decisions shall be by majority vote of members present. In the event of a tie the presiding member shall have a deciding vote.

Article 28 Remuneration

28.01 Members of the Board of Directors shall not be remunerated.

28.02 However, subject to prior approval by the Board and policies established from time to time by the Board, members shall be compensated for expenses incurred in the performance of their duties

Article 29 Resignations, Dismissals and Vacancies

29.01 The resignation of a member of the Board of Directors shall be in writing to the President or Secretary. It becomes effective upon reception of the resignation letter.

29.02 A Board member will be disqualified from his/her function if he/she is absent for four consecutive regular Board meetings.

29.03 Corporate members in good standing may dismiss a Board member at a meeting convened for this purpose. The convocation notice shall mention the name of the person who could be dismissed as well as the reasons for dismissal.

29.04 Any vacancy amongst the Board members shall be filled by the remaining Board of Directors for the unexpired term between the date of nomination of the new member

and the end of his mandate.

SECTION VI

ELECTING A BOARD OF DIRECTORS

Article 30 Procedures

- 30.01 The Board of Directors shall select a person responsible for the nominations.
- 30.02 Nomination forms shall be sent by the Secretary to Corporate members at least thirty (30) days prior to the date of the Annual General Meeting, by mail, e-mail or fax to the last known address, e-mail address or fax number.
- 30.03 According to article 24, duly signed by one (1) president of a Corporate Member in good standing, nominations to the Board of Directors shall be received by the person responsible for nominations fifteen (15) days prior to the Annual General Meeting.
- 30.04 The list of nominees shall be sent to the Corporate Members by methods provided in article 30.02, at least *seven* (7) days prior to the Annual General Meeting.
- 30.05 A nomination from the floor shall be accepted if no nomination was received according to article 30.03. In such a case a nomination shall be admissible provided it is proposed by the president or representative of a Corporate member in good standing and seconded by the president or representative of another Corporate member in good standing, present at the meeting.
- 30.06 An election President shall be selected for the Annual General Meeting and he/she shall not be candidate for a position on the Board.
- 30.07 The election President shall appoint two (2) persons not standing for election to act as scrutineers.
- 30.08 The election President shall inform the meeting of the election procedure.

Article 31 Eligibility - Nominations

- 31.01 Any member who is not in good standing may not be nominated.
- 31.02 Individuals not in attendance at the Annual General Meeting may be nominated if he/she has stated in writing, willingness to stand for election to the responsible for nominations.

Article 32 Voting

Voting shall be by secret ballot if two (2) or more individuals are nominated for the same position.

Article 33 Counting the ballots

- 33.01 Ballots shall be collected and counted by the scrutineers. The candidate having

received the majority of the votes shall be declared elected by the election President. In case of a tie, votes will be taken again until a candidate is elected.

33.02 Elected candidates shall take office immediately.

SECTION VII

FUNCTIONS AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS

Article 34 President

- 34.01 The President shall be the chief officer of the Association and assume all functions pertinent to the position.
- 34.02 The President shall preside or appoint someone to preside at general meetings and meetings of the Board of Directors.
- 34.03 The President shall supervise the activities of the Association and assure that the decisions of the Board of Directors and Association By-Laws are followed.
- 34.04 The President shall assure that each officer fulfils his/her duties adequately.
- 34.05 The President, the treasurer and any person authorized by the Board of Directors shall sign cheques. The President and the Secretary shall sign the minutes of the Board meetings and of General Meetings as well as any official document.
- 34.06 The President or his replacement shall be the official representative of the Association unless a delegate is appointed by the Board of Directors.
- 34.07 The President shall exercise all powers given by the Board of Directors.
- 34.08 The President shall be an office member of all committees and commissions of the Association.

Article 35 Executive Vice-President

- 35.01 In the President's absence the Executive Vice-President shall chair all General Meetings and Board meetings, represent the Association and exercise the duties and powers of the presidency as well as the functions of his position.
- 35.02 The Executive Vice-President shall assume the functions and responsibilities assigned by the Board of Directors or the President.
- 35.03 The Executive Vice-President shall support the President in pursuing the goals of the Association.
- 35.04 The Vice-President is responsible for the organization of the Regional discipline Committee.

Article 36 Secretary

- 36.01 The Secretary shall maintain all books, documents and records and archives of the

Association as well as the safeguard of its seal.

- 36.02 The Secretary, if needed, shall prepare, read, record and co-sign with the President minutes of the Board of Directors and of general meetings. He shall provide the required excerpts.
- 36.03 The Secretary shall give notice of Board meetings, general annual meetings as well as special meetings.
- 36.04 The Secretary shall prepare and mail all correspondence and keep copies for the archives of the Association.
- 36.05 The Secretary shall receive the correspondence of the Association and deal with it, except for the issues that should be submitted to the Board of Directors.
- 36.06 If possible, the Secretary shall be assisted in his functions but will be the only one responsible to the Board members and the General Meeting.

Article 37. Treasurer

- 37.01 The Treasurer shall be responsible for the finances of the Association before the Board of Directors and the General Meeting.
- 37.02 The Treasurer shall administer the property and monies of the Association and make sure that the books are kept up to date.
- 37.03 The Treasurer shall prepare the Association budget which shall be submitted to the Board of Directors for approval.
- 37.04 The Treasurer shall prepare the annual financial statement which shall be submitted to the Board of Directors prior to presentation at the Annual General Meeting.
- 37.05 The Treasurer shall provide a monthly statement for the Board of Directors.
- 37.06 The Treasurer shall supervise the deposit of all monies of the Association in the financial institution selected by the Board of Directors.
- 37.07 The Treasurer shall ascertain that all disbursements are authorized by the Board of Directors.
- 37.08 The Treasurer shall maintain an up-to-date inventory of the Association's property.
- 37.09 The Treasurer shall establish financial and collection policies which will be submitted to the Board of Directors and shall collect dues, financial commitments, fees and fines from the members or any other person.
- 37.10 The Treasurer shall give access to the books, in his/her presence.
- 37.11 If possible, the Treasurer shall be assisted in his functions but will be the only responsible towards the Board members and the General Meeting.
- 37.12 The treasurer shall oversee the search for sponsorships.

Article 38 Vice-President Youth League (Competitions)

- 38.01 The Vice-President Youth League (Competitions) shall ensure that all sanctioned competitions by the Association, organized by and for the members of the Association including indoor and outdoor leagues, are operating efficiently in accordance with the Rules set by the Association and the FSQ and shall supervise these competitions.
- 38.02 **Reserved**
- 38.03 Shall select members of his committee in order to obtain representation from many corporate members.
- 38.04 Shall ensure that his committee is selected according to the objectives and the procedures established by the Board of Directors.
- 38.05 Shall preside over his Board meetings.

Article 39 Vice-President Technical Development

- 39.01 The Vice-President Technical Development shall ensure that the technical staff of the Region is selected according to the objectives and procedures established by the Board of Directors.
- 39.02 Shall ensure that the different levels of competition are played according to the technical objectives and procedures established by the QSF.
- 39.03 Shall recommend to the Board of Directors the most competent regional coaches
- 39.04 Shall ensure that the RTC (Regional Technical Committee) meetings are held regularly.
- 39.05 Shall ensure the cooperation of the CTC (Club Technical Committee) in identifying and developing “espoir” players.
- 39.06 In cooperation with the RTC, shall support clubs in coaches’ development on the territory of the region.

Article 40 Vice-President Regional Tournaments

- 40.01 The Vice-President Regional Tournaments shall plan, organize, manage and supervise the tournaments, indoor and outdoor, at the regional level, according to the objectives of the Board of Directors and in cooperation with the Youth League and Technical Committees.
- 40.02 Shall ensure that the organized regional tournaments are in conformity with the objectives and rules of the Association and FSQ.

Article 41 Vice-President Division 3

- 41.01 The Vice-President division 3 shall plan, organize and supervise division 3 activities (leagues and annual cup) in accordance with the competition and technical

development rules and the objectives of the Board of Directors.

- 41.02 Shall identify and give responsibility to the volunteers for each zone.
- 41.03 Shall manage the activities of the committee by selecting representatives from each zone.
- 41.04 Shall work with the people responsible for the development of players, coaches, administrators and referees.

Article 42 Vice –President Communication

- 42.01 The Vice-President Communication shall ensure that information on the website is complete, accurate and up-to-date.
- 42.02 He shall plan, organize and lead special events and regional meetings with the club presidents and soccer organizations.
- 42.03 He shall be responsible for public relations and ensure that the communication protocol with different regional organizations (media, government at all levels and others) is followed.

Article 43 Vice-President Refereeing

- 43.01 The Vice-President Refereeing shall plan, organize, manage and supervise the Refereeing Regional Committee, including the Referee Coordinator.
- 43.02 He shall select his Board members and define their responsibilities.
- 43.03 He shall ensure that the objectives of his committee are according to the objectives of the Board of Directors.
- 43.04 He shall organize development programs for the referees in cooperation with clubs' and soccer organizations' referees in chief.
- 43.05 He shall plan and organize activities to recruit and retain referees.
- 43.06 He shall act as liaison with the QSF.
- 43.07 He shall work with local league, youth, division 3, senior and technical committees for all questions relating to refereeing.

Article 44 Vice-President Local Leagues

- 44.01 The Vice-President Local Leagues shall ensure that the organization of the local leagues is in accordance with the objectives and the procedures established by the Association and the QSF concerning their competition.
- 44.02 He shall plan and organize meetings to facilitate players' development, with the people responsible in clubs and soccer organizations.
- 44.03 He shall work with the people responsible for the development of players, coaches,

administrators and referees.

Article 45 Metropolitan League, Lakers

The Lac St-Louis Lakers Soccer Club Inc. and the Metropolitan Senior League shall deposit with the Board of Directors a copy of their by-laws and all amendments, proof of registration with the registry of individual, enterprises and legal persons and a copy of their annual financial statement.

SECTION VIII

ACCOUNTING ISSUES

Article 46 Fiscal Year

The fiscal year of the Association shall end December 31 of each year or at whatever date the Board of Directors should decide if necessary.

Article 47 Auditors

The books and the financial statements shall be looked at or checked every year as soon as the fiscal year is terminated by accounting specialists selected at the Annual General Meeting.

SECTION IX

DISSOLUTION

Article 48 Dissolution

- 48.01 A resolution to dissolve the Association shall be proposed by the Board of Directors or by five (5) Corporate Members and be approved by at least two thirds (2/3) attending Corporate Members present at the Special General Meeting convened for this purpose.
- 48.02 The FSQ shall be notified in writing at least thirty (30) days prior to the Special General Meeting convened for the purpose of dealing with the proposed dissolution. The notice shall state the date, time and location of the meeting.
- 48.03 In the event of the dissolution or liquidation of the Association any remaining property, once all debts and obligations have been paid, shall be distributed among Corporate Members according to their membership, on December 31 preceding dissolution.

SECTION X

POLICY ON CONFLICT OF INTEREST AND CODE OF ETHICS

Article 49 Special Policy

For the purposes of the present section, the term MEMBER, unless otherwise specified, indicates members of all committees, members of the Board of directors and employees (regular permanent and part-time) of the Lac St-Louis Regional Association.

49.01 Duties and Obligations

The MEMBER, in the performance of his functions, is required to act with honesty, with good faith and with the best interests of the “Lac St-Louis Regional Association” and this, in compliance with prescribed standards of conduct.

The MEMBER must:

- 1- actively participate, in a spirit of team work to the promotion and the implementation of the general orientations of the “Lac St-Louis Regional Association”
- 2- attend meetings and vote, when required, on submitted resolutions
- 3- act in a courteous manner, with integrity, probity and impartiality, as well as maintaining relations in good faith, in order to preserve the trust and consideration the position requires
- 4- behave in an absolute objective manner, showing moderation, rigor and independence
- 5- preserve the confidentiality of the debates, exchanges and discussions
- 6- act within the limits of the powers of the position
- 7- respect, at the end of the mandate, the confidentiality of all the exchanges as well as all the discussions on any subjects, in which the member participated or simply heard during his mandate
- 8- avoid all conflict of interest or all appearances of conflict of interest

49.02 Conflict of Interest

A conflict of interest is a situation in which a member has a private or personal interest sufficient to influence or appear to influence objectivity, open-mindedness and fairness in the execution of his functions

In order to avoid such a situation, the MEMBER must, as much as possible, follow the following rules of conduct:

- 1- separate from the performance of his functions, the promotion and the performance of his professional or business activities
- 2- protect his independence and avoid all situations where he could find a personal advantage, directly or indirectly, actual or eventual
- 3- denounce in writing or verbally, to the members, when there is a direct or indirect interest in a company which puts in conflict his personal interest and the interests of the “Lac St-Louis Regional Association” and refrain from sitting in and participating on any deliberations or decisions when the subject of the conflict is in debate
- 4- avoid any situations that could compromise the capacity to perform his specific functions in an objective, rigorous and independent manner
- 5- avoid all activities incompatible with the performance of his functions as a MEMBER, particularly while practicing professional or other activities which by their nature could be in competition with the activities of the “Lac St-Louis Regional Association”
- 6- avoid taking advantage of his functions in trying to obtain an advantage for himself or for a third party while knowing or because it is simply evident that such an advantage goes against the interests of the “Lac St-Louis Regional Association”
- 7- avoid accepting an advantage from anybody when knowing or when it is simply evident that the advantage is accorded to influence his decision
- 8- avoid using confidential information or documents in order to directly or indirectly obtain an advantage for himself or for a third party
- 9- avoid solicitating, accepting or demanding from a person for his direct or indirect interest, any reward, remittance, favor, consideration or advantage which could influence his objectivity, judgment or loyalty
- 10- avoid using for personal use or to profit a third party, the resources of the “Lac St-Louis Regional Association”, or the time devoted to the position, according to the definition of the position
- 11- avoid using the name “Lac St-Louis Regional Association” or its logo, for personal gain

49.03 **Means of Application**

- 1- each MEMBER must pledge, at the beginning of his mandate, that he has read and understood the present policy and pledges to honor and promote the full respect
- 2- the President of the Lac St-Louis Regional Association must ensure the respect of the code of ethics

49.04 **Sanctions**

- 1- all failure or omission regarding an obligation or a standard as described in the present policy constitutes an overriding act and may result in the imposition of a sanction
- 2- the President, once informed or having received a complaint that a MEMBER infringed the present code, will assign an ad hoc committee to inquire about the information or the complaint
- 3- the Board of Directors, once informed or having received a complaint that the President infringed the present code, will assign an ad hoc committee to inquire about the information or the complaint
- 4- the committee will present a report to the Board of Directors within the prescribed delay
- 5- the President, while taking into consideration the received information, will notify the MEMBER of his infringement and will give him the opportunity to be heard by the committee
- 6- on conclusion that the MEMBER contravened the policy, the committee recommends to the Board of Directors to impose a sanction on the concerned MEMBER
- 7- the sanction may be a reprimand, a suspension, a revocation, a forfeiture of all duties or any other sanction judged appropriate, according to the gravity and the nature of the overriding act and will be communicated in writing to the concerned MEMBER

49.05 **Inquiry and Immunity**

The persons who are making the inquiry as well as those responsible to decide and to impose the sanctions, can not have legal actions brought against them resulting from decisions made in good faith in the performance of their functions.

49.06 **Publication of the Code**

The “Lac St-Louis Regional Association” must distribute a copy of the policy to each MEMBER of every committee at the time of his election or nomination and to each MEMBER of the Board of Directors at the time of his nomination, as well as to every employee of the Lac St-Louis Regional Association.

49.07 **Declaration of Commitment**

Every MEMBER must sign the Declaration of Commitment supplied by the “Lac St-Louis Regional Association” and as presented in annex A.

49.08 **Disclosure concerning conflicts of interests**

Every MEMBER must sign every year the Declaration of Commitment concerning situations of conflicts of interests as presented in annex B.

**APPENDIX A
DECLARATION OF COMMITMENT**

I, undersigned, member of the Board of Directors / Committee, or permanent employee of the “Lac St-Louis Regional Association”, acknowledge having read the Code of Ethics and the Policy on Conflicts of Interests of the “Lac St-Louis Regional Association” and I pledge to conform to it

In witness thereof, I signed in _____ on the _____.

Signature:

**APPENDIX B
DECLARATION OF DISCLOSURE CONCERNING THE SITUATION OF CONFLICT OF INTERESTS**

Name: _____

Professional activity: _____

External activities linked to my professional expertise that I practice in my own name or for the profit of a third party:

NO: _____

YES: _____ (description of activities, specify number of hours dedicated)

Links that connect me to one or many companies that do or may do business with the Lac St-Louis Regional Association of might be a competitor:

NO: _____

YES: _____ (description, explanation of the links and identification of the companies)

Other situations that might put me in conflict of interests

NO: _____

YES: (Description of the situations)

I pledge to declare any situation that might develop subsequently the year that could modify this present declaration

DATE: _____

Signature: _____