



CONCEPTION BAY SOUTH SOCCER ASSOCIATION CONSTITUTION

ARTICLE 1 - NAME

The name of the organization shall be the 'Conception Bay South Soccer Association', hereinafter referred to as the 'Association'.

ARTICLE 2 - MISSION STATEMENT

The Association shall maintain a Mission Statement which shall be reviewed by the Board of Directors periodically and amended as necessary to ensure the Association is properly focused.

ARTICLE 3 - AFFILIATION

The Association shall be affiliated with the Newfoundland and Labrador Soccer Association and Canada Soccer and shall be subject to the rules and regulations adopted by those bodies.

ARTICLE 4 - MEMBERSHIP

4.1 General Membership Guidelines

- a) Any player, player parent/guardian, coach, referee, registered official, volunteer or sponsor shall be deemed a member in good standing providing all necessary fees pertaining to the individual or those they have registered are paid up to date.
- b) Any person who desires membership in the Association shall be deemed to consent to all the rules of the Association as voted by the membership. Members must adhere to the Policies and Procedures and Constitution of the Association and must fulfill all obligations accordingly.
- c) This Constitution and all Policies of the CBSSA will be available on the Association's website.

4.2 Voting Members

- a) Persons who have participated in the promotion of soccer in Conception Bay South are eligible to vote on any issue presented at an Annual General Meeting or Special General Membership Meetings of the Association, provided they are in good standing with the Association and within a twelve (12) month period immediately preceding the meeting at which a vote is being conducted were:
 - i) a registered player, 19 years of age and older, with the Association, or
 - ii) the parent or legal guardian of a registered minor player with the Association, or
 - iii) a coach, assistant coach, manager, referee, aged 19 or older, or
 - iv) has been at any time in the past three (3) years an elected member of the executive of the Association.



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v) any person who the majority of the Board deems to be an asset to the Association as a 'voting member'.

4.3 Members in Good Standing

Any member failing to abide by this Constitution or who has committed an act considered to be outside the best interests of the Association by a two-thirds (2/3) majority of the full Board of Directors shall be deemed not to be in good standing.

4.4 Notice of Misconduct

A letter will be sent to the member indicating the reason they have been found to be 'not in good standing'. The letter will include the Article from the Constitution outlining the Appeal process.

4.5 Appeal

Any member deemed to be 'not in good standing' by the required vote of the Board of Directors shall have the opportunity to appeal the decision of the Board. The 'notice of appeal' shall be submitted within fourteen (14) days of the date on the Notice of Misconduct to the President of the Association and must outline the grounds for the appeal. If an appeal is sought an Appeal Panel of three members in good standing, outside the Board of Directors, will be struck by the President of the Association. The Appeal Panel members shall be agreed upon by the aggrieved party and the President. The Appeal Panel shall hear argument on the issue and then rule on the matter in a manner as to the Panel's choosing. This Panel will be struck, hear argument and render a decision within fourteen (14) days of the application of the appeal. The decision of the Panel shall be final.

ARTICLE 5 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. During intervals between the meetings of the Board of Directors the Executive Committee shall possess and may exercise all the powers of the Board in the direction of the affairs of the Association. Any business that requires an expenditure which hasn't historically been incurred by the Association requires the approval of the Board. The Board must also approve any change in the Association's policies. At least three (3) members of the Executive Committee must be included in any vote of the Committee.



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ARTICLE 6 – BOARD OF DIRECTORS

6.1 Obligations

- a) To be accountable to the members of the Association.
- b) To act as a governance board in its operation.
- c) To implement and monitor Policies and Procedures, regularly review finances and exercise good judgment regarding the general affairs of the Association.
- d) To establish Policies and Procedures relative to matters of business, management and regulations not already herein expressed.
- e) To deal with protests and appeals and cases of discipline of any nature whatsoever arising out of games played under the Association's jurisdiction.

6.2 Composition

- a) The Board of Directors, hereinafter referred to as the 'Board', shall consist of at least four (4) and no more than seven (7) duly elected members as well as the immediate Past-President of the Association.
- b) The Board must comprise at least three (3) members of the 'Executive Committee' one of which must be the President. The Executive Committee includes President, Vice-President, Secretary and Treasurer. Other Board positions are outlined in Article 6.3 and 6.5.
- c) The Board shall not conduct business if its composition falls below four (4) except for the business of filling vacancies and meeting financial obligations.

6.3 Term

All Board members shall be elected for a two (2) year term as per the following.

In 2024 an election will be held for the positions of Vice President, Secretary, Director of Competitive, and Director of Recreational for a two (2) year term. In 2025 an election will be held for President, Treasurer and Director of Referees for a two (2) year term. A person elected President can only serve two (2) consecutive terms in that position but following the two consecutive terms may hold another position on the Board.

- a) The Board has the right to appoint individuals to the Board between AGM's, to fill vacancies. These replacements must receive two-thirds approval of the active Board to fill vacancies. The replacements will serve until the next scheduled AGM.



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- b) Members of the Board are eligible for re-election or appointment to the Board if it does not contravene any other Article in this Constitution.
- c) The Board may remove any of its members who are absent without just cause for three consecutive meetings or has not attended at least two-thirds of Board meetings held within a calendar year. The removal of a Board member, based on the terms of this Article, can only be done with a unanimous vote of the remaining Board members.
- d) Any person removed from the Board will be ineligible for nomination to the Board for one (1) AGM.
- e) Anyone resigning from the Board shall give written notice to an officer of the Board and the resignation shall come into effect at the next scheduled Board meeting.

6.4 Eligibility

Any voting member as per Article 4.2 deemed to be in good standing and has reached the required age may be nominated to hold a position on the Board as long as it does not violate any other Article of this Constitution.

6.5 Duties of Officers

6.5.1 President

- a) Shall preside at all meetings of the Association, the Board and Executive Committee.
- b) Shall be entitled to vote on all matters before the Board providing a conflict of interest hasn't been ruled by two thirds vote of the Board.
- c) Shall carry a second vote to be cast in case of tie votes by the Board.
- d) Shall be eligible to sit as an ex-officio member on all committees.
- e) Shall delegate responsibilities to the members of the Board.
- f) Ensure that meetings are held in accordance with the Constitution.
- g) Represent the Association in all matters public and with the Town of Conception Bay South or any government body or appoint a designee to do so.
- h) Shall be the Association's representative for all matters concerning the NLSA and Canada Soccer or appoint a designee to do so.
- i) Shall have signing authority along with two (2) others.



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6.5.2 Vice-President

- a) Shall perform all the duties of the President in the President's absence.
- b) Shall be the Association's second representative for all matters concerning the Town of Conception Bay South or any government body, the NLSA and the Canada Soccer.
- c) Perform all duties relegated by the President.

6.5.3 Treasurer

- a) Responsible for review and presentation of the financial affairs of the Association.
- b) Provide financial reports on the status of the Association at the Annual General Membership Meeting.
- c) Work with the lead staff of the Association in order to provide an up-to-date financial status of the Association as required by the Board.
- d) Assist the Executive Director of the Association when it comes to good practices of accounting where possible.

6.5.4 Secretary

- a) Record minutes of all duly called Meetings of the Association.
- b) Provide minutes to the Association for distribution to all Board members prior to meetings.
- c) Maintain a file of all minutes from meetings of the Board and the Association
- d) Perform any other duties deemed necessary by the Board.

6.5.5 Director of Referees

- a) Provide updates on all matters concerning referees to meetings of the Board and the Annual General Meeting or as required otherwise.
- e) Assist in the promotion of refereeing.
- f) Perform any other duties deemed necessary by the Board.

6.5.6 Director of Competitive

- a) Act as a Liaise between the competitive portion of the Club and the Board.
- b) Perform any other duties deemed necessary by the Board.



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6.5.7 Director of Recreational

- a) Act as a liaison between the recreational portion of the Club and the Board.
- b) Perform any other duties deemed necessary by the Board.

6.6 Committees

The Executive Board shall appoint all committees it deems necessary. It shall state the make-up of the committee, the goal of the committee and the term of the committee. Board members may be requested to Chair committees. The President will be an ex officio member of all committees.

ARTICLE 7 – MEETINGS

7.1 Annual General Meeting

Schedule - The Executive Board shall give notice in the local community newspaper, on its website, Facebook and on Twitter forty-five (45) in advance of an Annual General Meeting once each calendar year. The meeting should be held, if possible, no later than February of each year. The AGM shall cover the following areas:

- a) Call To Order
- b) Adoption of previous minutes
- c) President's Report
- d) Treasurer's Report
- e) Administrator's Report
- f) Committee/Director Reports
- g) Election of Officers (AGM)
- h) New Business
- i) Date of next meeting if necessary

7.2 Special Meetings – A Special Meeting may be called by the Executive Committee or Board of Directors by giving seven (7) days notice on the Association's website, on Facebook and on Twitter. A Special Meeting may also be called by the Executive Committee or Board of Directors upon request by any 12 voting members in good standing providing they notify the Executive Board in writing fourteen (14) days prior to the meeting. The reason for calling the special meeting will be the only matter discussed at the meeting.



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7.3 Board of Directors Meetings – The Board of Directors shall meet as determined necessary by majority of the Board, but no less than one (1) time per quarter. Where possible the Board of Directors and the Executive Committee shall conduct votes electronically.

7.4 Quorum – A quorum for an Annual General Meeting and any Special Meetings shall be met by attendance of at least twelve (12) voting members in good standing including fifty (50) percent of the current Board of Directors. A quorum for a Board of Directors meeting shall be met when at least four (4) members of the Board is in attendance.

ARTICLE 8 – ELECTIONS

8.1 Schedule - The election of the Board of Directors shall take place at the Annual General Meeting.

8.2 Notice – The Association will place a notice on their website and Facebook page of all positions up for election at the Annual General Membership Meeting no less than forty-five (45) days prior to the meeting date.

8.3 Nominations – Nominations for positions on the Board of Directors of the Association shall be made by Voting Members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the Executive Director of the Association no later than 21 days prior to the Annual General Meeting. Once all nominations are received, they along with credentials will be posted on the Association website.

8.3.1 The nominee for a Board position must be a Voting Member in Good Standing.

8.3.2 Nominations from the floor are not permitted. Where no nomination is received for any position up for election then the Board shall appoint a person to fill that position until the next Annual General Meeting of The Association.

8.3.3 The Board may call a Special General Membership Meeting to fill a position if a majority of the Board decides to do so. This meeting must be called within thirty (30) days of the AGM and held within sixty (60) days of the AGM

8.4 Election of President – A voting member in good standing who has been nominated through the procedure in Article 8.3 can stand for election as President. The nomination must be seconded by a voting member in good standing and the person nominated must accept the nomination. If only one person has accepted nomination for President, they will be acclaimed. If two people accept nomination, a



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secret vote will be held among those present who are voting members in good standing and a majority vote shall prevail. If there are more than two people accepting nomination for President, after the first vote the person with the least number of votes will withdraw and another vote will be held. This procedure will continue until there is a winner. If a person holds a clear majority after any vote then that person will be declared the winner.

8.5 President Voting - In the case of a tie in votes for a position the President shall cast the deciding vote, if the position where the tie exists is for President, the most senior officer (in order, President, Vice President, Treasurer, Secretary) in the Club not running for President will cast the deciding vote. The same procedure will be used in case of a tie for who should be left off the next ballot.

8.6 Election for All Remaining Positions - The procedure from Article 8.4/8.5 will pertain to the elections for Vice President, Treasurer, Secretary, Director of Referees, Director of Competitive and Director of Recreational.

8.7 End of nominations – Nominations will end when all positions outlined in 8.4 and 8.6 have been filled or until no further nominations for any of those positions are forthcoming.

8.8 Board Position Duties - All duties for the Board positions which are not outlined in this Constitution will be decided by the Board as outlined in Article 6.

8.9 Assuming Control – A joint meeting of the previous and new Boards of Directors shall be held within one week to officially transfer all pertinent documents and information if necessary.

ARTICLE 9 – CORPORATE SEAL

The Executive Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Directors or a committee of Directors empowered in that behalf and in the presence of at least two (2) Directors. The Directors shall sign every instrument to which the seal is affixed. Deeds, bonds and other instruments under seal made on behalf of the Association, sealed with the common seal of the Association and signed by two Board members shall be deemed to be duly executed.



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ARTICLE 10 - INDEMNITY

Every Director, Board Member, Trustee, Auditor, Solicitor, Manager, Secretary or other officer or servant of the Association shall be indemnified by the Association as outlined in Chapter 12 of the Corporations Act. The indemnity of the corporation and persons acting on behalf of the corporation shall be in all cases as outlined in the said Act.

ARTICLE 11 - POLICES AND PROCEDURES

The Board of Directors shall maintain a set of Policies and Procedures for the conduct of the business of the Association. The Board of Directors may update or alter these Policies and Procedures as required during the year to ensure the best quality of conduct and sport as possible.

ARTICLE 12 - WINDING UP

The Association shall be wound up voluntarily whenever an extraordinary resolution is passed requiring the Association to be wound up voluntarily. After all bills of the Association are paid, any monies and other assets held by the Association shall be evenly distributed to all schools in the Town of Conception Bay South strictly earmarked for sports related programs.

ARTICLE 13 - AMENDMENTS

Proposed amendments to the Constitution of the Association may be made at any General Membership Meeting provided written notice has been given to the Executive Committee of the Board at least fifteen (15) days in advance of the meeting. That written notice shall consist of the proposed amendment and the portion of the Constitution that is to be amended. A two-thirds majority by way of a show of hands is required at a duly called General Membership Meeting for any proposed amendment to succeed.

Last Amended: September 2023