



By-laws of the
Newfoundland and Labrador Soccer Association

Approved on March 26, 2023

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The By-laws relating generally to the conduct of the affairs of

The Newfoundland and Labrador Soccer Association

BE IT ENACTED as the *By-laws* of NLSA as follows:

1. GENERAL

1.1. Definitions

In these *By-laws* of NLSA, unless the context requires otherwise:

- “Act” means the Newfoundland and Labrador Corporations Act RSNL 1990 Chapter C-26, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- “Articles” means the original or restated *Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival*; of the NLSA;
- “Board” means the Board of Directors of NLSA;
- “By-laws” means the *By-laws* of NLSA in force and effect;
- “Canada Soccer Club Licensing Program” means the set of standards and requirements established by Canada Soccer for soccer clubs in Canada, designed to ensure that clubs meet certain minimum standards in areas such as administration, facilities, and financial management.
- “Club” means an organization operating one or more teams that is subordinate to the NLSA;
- “Code of Conduct and Ethics” means the *Code of Conduct and Ethics* adopted by the NLSA.
- “Delegate” is any authorized representative of a Member of NLSA whose authorization has been approved by the Member in advance of a Meeting of Members of NLSA;
- “Director” means a member of the Board of Directors of NLSA;
- “Disciplinary Code” means the *NLSA Disciplinary Code*;
- “Executive Director” means the official who is accountable for the operations of NLSA;
- “FIFA” means Fédération Internationale de Football Association;
- “Good Standing” means a member is in good financial standing and is in compliance with the By-Laws, Rules & Regulations and Policies of NLSA
- “Governance Policies” means the documented policies approved by the Board of NLSA that define the roles and responsibilities of, and relationships between the Board of NLSA and its Officers and Directors;
- “Judicial Bodies” means the independent structures and processes of NLSA that deal with discipline, appeals and ethics;
- “Laws of the Game” means the laws of soccer (football) which are issued by IFAB (International Football Association Board);
- “League” means an organization providing competition for Clubs or teams, operating within the boundaries of a Member Association of NLSA; a League may be admitted into the membership of NLSA;
- “Majority” means greater than 50%;
- “Meeting of the Members” means an Annual Meeting of the Members or a Special Meeting of the Members; “Member” means a Voting Member or Non-Voting Member;
- “Non-Voting delegate” means an individual appointed by a Non-Voting Member to exercise all the powers of the Non-Voting Member at a Meeting of the Members.
- “Non-Voting Member” means a Member of the Association set out in these By-laws that is not entitled to vote, except as otherwise provided for in these By-laws;
- “Officer” means the President of the Board or the Vice President of the Board;
- “Officials” means anyone, with the exception of players, performing an activity connected with NLSA, regardless of title, the type of activity (administrative, sporting or any other) and the duration of the activity. Officials include, but are not limited to, all Directors, Officers, committee members, coaches, trainers, referees, assistant referees, diversity officers, persons in charge of safety, and any other person responsible for technical, medical and/or administrative matters in

- NLSA;
- *“Ordinary Court”* means a court of law that hears public and private legal disputes;
- *“Ordinary Resolution”* means a resolution approved by a majority of the votes cast on that resolution;
- *“Player”* means a soccer or futsal player registered with Canada Soccer and NLSA;
- *“Ratify”* means consenting to be bound by an action previously taken;
- *“Referee Association”* means a properly constituted referee association in Newfoundland and Labrador
- *“Rules and Regulations”* means the *Rules and Regulations* of NLSA;
- *“Signing Officer”* means an Officer of NLSA who is authorized to sign official records and documents on behalf of NLSA within the limitations as determined by the Board of Directors from time to time.
- *“Special Resolution”* means a resolution passed by at least 2/3 of the votes cast on that resolution;
- *“Votes eligible to be cast”* means the total number of votes allotted to the Members present at a meeting; and
- *“Voting delegate”* means an individual appointed by a Voting Member to exercise all the powers of the Voting Member at a Meeting of the Members.
- *“Voting Member”* means a Member of the Association set out in these By-laws that is entitled to a vote in accordance with these By-laws.

1.2. Legal Form

NLSA is a non-profit organization and is incorporated under Newfoundland and Labrador Corporations Act RSNL 1990 Chapter C-26 for an unlimited period.

1.3. Objectives

The Objectives of NLSA are:

- 1.3.1.** To provide leadership in improving and promoting the game of soccer in Newfoundland and Labrador in light of its unifying, educational, cultural and humanitarian values.
- 1.3.2.** To enact by-laws, regulations, policies and processes that govern the game of soccer and meet the needs of the stakeholders of NLSA, including its Members.
- 1.3.3.** To use its efforts to ensure that the game of soccer is available to and resourced for all who wish to participate, regardless of gender, race, ethnicity, sexual orientation, economic means, religion, age or ability.

1.4. Head Office

The official head office of NLSA shall be located in the Province of Newfoundland and Labrador.

1.5. Corporate Seal

- 1.5.1.** NLSA shall have a corporate seal that bears the legal name, Newfoundland and Labrador Soccer Association.
- 1.5.2.** The Executive Director shall be the custodian of the Corporate Seal.

1.6. Corporate Emblem and Logo

The emblem, logo and abbreviation shall be legally registered with the Canadian Intellectual Property Office.

1.7. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by NLSA shall be signed by the Executive Director and either the President or Vice President

1.8. Financial Year

- 1.8.1.** For the purpose of NLSA, the financial year shall be from the 1st day of January to the 31st day of December following, both inclusive.
- 1.8.2.** The revenue and expenses of NLSA shall be managed so that management shall accrue a financial reserve as determined by the Board from time to time.

1.9. Banking Arrangements

- 1.9.1.** The banking business of NLSA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by Ordinary Resolution.
- 1.9.2.** The banking business or any part of it shall be transacted by an Officer or Officers of NLSA and/or other persons that the Board may by Ordinary Resolution from time to time designate, direct or authorize.

1.10. Borrowing Powers

The Board of NLSA may, without authorization of the Members:

- 1.10.1.** Borrow, raise, secure the payment of money upon the credit of NLSA in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- 1.10.2.** To pledge or sell such debentures or other securities for such sums and at such price as may be deemed expedient with the sanction of a special resolution of the Membership.
- 1.10.3.** Delegate to such Officer(s) of NLSA as the Board may determine and approve all or any of the foregoing powers to such extent and in such manner as the Board may determine.

1.11. Annual Financial Statements

- 1.11.1.** The annual consolidated accounts of NLSA, as at the 31st of December) of the previous fiscal year, shall be presented to the Members at the Annual Meeting of the Members;
- 1.11.2.** Members shall receive at least thirty (30) days before the Annual Meeting of the Members a copy of the annual consolidated accounts of NLSA and the Financial Review.

1.12. Auditor

- 1.12.1.** The accounts of NLSA shall be reviewed by an external recognized firm of independent certified public accountants.
- 1.12.2.** The auditor shall be appointed by the Voting Members at the Annual Meeting of the Members.

1.13. Rules of Order

All meetings of NLSA shall be conducted in accordance with *Robert's Rules of Order* in so far as they may apply, and except when the *Rules of Order* violate these *By-laws* or the *Act*.

2. MEMBERSHIP

2.1. Membership Conditions

- 2.1.1.** Classes of Membership

NLSA is authorized to establish two (2) classes of membership, with each class having its own sub-classes as follows:

Voting Members

The Voting Members of NLSA shall be:

- Licensed Clubs in Newfoundland and Labrador who are licensed within the Canada Soccer Club Licensing Program
- For the 2023 season, Clubs in Newfoundland and Labrador who have started the Canada Soccer Club Licensing Program application.
- Referee Associations

Non-Voting Members

The Non-Voting Members of NLSA shall be:

- Associate Members - all properly constituted organizations operating on a provincial/national basis to promote the game of soccer;
- Life Members - persons who have rendered valuable service to the NLSA;
- Special International Members - international organizations operating frequently within Newfoundland and Labrador, pending approval from Canada Soccer and the organization's national federation.
- Participant Members (e.g., players, coaches, managers, team personnel (trainers, therapists, medical or other team personnel) and referees;
- Organizer Members (e.g., administrators, volunteers).

2.1.2. Admission to Membership

Clubs and other organizations seeking to become a Member of NLSA shall apply in writing to the Executive Director. The application shall not be considered complete unless accompanied by the following items, where they apply:

- a. a declaration that the applicant will comply with the *By-laws, Rules and Regulations*, policies and decisions of NLSA;
- b. a declaration that the applicant will give priority to arbitration as a means of resolving disputes involving Leagues, Clubs, members of Clubs, match officials or other officials, or NLSA disputes involving Leagues, Clubs, members of Clubs, match officials or other officials, or disputes involving Leagues, Clubs, members of Clubs, match officials or other officials.
- c. a declaration that the applicant is located and registered in Newfoundland and Labrador;
- d. a declaration to the effect that the applicant guarantees that it can manage its affairs independently and ensure that its own affairs are not influenced unduly by any third parties.
- e. a list of those individuals who are the applicant's authorized signatories with the right to enter into legally binding agreements with third parties;
- f. a copy of the minutes of the applicant's general meeting which authorized the decision to seek membership

In the case of an application for Membership, the Board shall ask the Annual Meeting of the Members to either admit or not admit the applicant to membership by Ordinary

Resolution. The applicant may state the reasons for its application for Membership at that Meeting.

The new Voting or Non-Voting Member shall acquire Membership rights and duties as soon as it has been admitted. All new Voting Members are eligible to vote with immediate effect.

Persons who have rendered valuable service to NLSA may be granted Life Membership status upon nomination by the Board and confirmation by the Voting Members at the Annual Meeting of the Members.

2.1.3. Rights of Membership

A Voting Member has the following rights:

- a.** To take part in all Meetings of the Members, to receive notice of the Meeting of the Members and the agenda within the prescribed time, and to exercise its rights at the Meeting of the Members;
- b.** To submit proposals for inclusion on the agenda of all Meetings of the Members;
- c.** To propose amendments to the *By-laws* of NLSA;
- d.** To be informed of the affairs of NLSA through the official spokespersons of NLSA;
- e.** To take part in competitions and/or other activities sanctioned by NLSA or Canada Soccer;
- f.** To be advised when the Member is at risk of failing to meet the Obligations of Membership, and what measures are required to meet the Obligations.
- g.** To exercise all other rights arising from the *By-laws, Rules and Regulations*, policies and decisions of NLSA.
- h.** To inspect the books and records of NLSA at the NLSA Office at any reasonable time within two (2) days prior to the Annual Meeting of the Members.

A Non-Voting Member has the following rights:

- a.** To exercise rights specific to its membership class;
- b.** To be informed of the affairs, programs and activities of NLSA;
- c.** To be advised when it is at risk of failing to meet the Obligations of Membership and what steps are required to meet the Obligations;
- d.** To receive notice of, attend, and have a voice at all Meetings of
- e.** To take part in competitions and/or other activities sanctioned by NLSA or Canada Soccer; Members, but shall not be entitled to vote at any such meeting (if applicable).

2.1.4. Obligations of Membership

All Voting and Non-Voting Members have the following obligations wherever they may apply:

- a.** To comply with the *By-laws, Rules and Regulations*, policies and decisions of NLSA;
- b.** to participate in the affairs, programs and activities of NLSA within the reasonable constraints of the Member;

- c. To meet all its financial obligations to NLSA;
- d. To give priority to arbitration as a means of resolving disputes involving Leagues, Clubs, members of Clubs, match officials or other officials, or NLSA.
- e. To respect the *Laws of the Game* as laid down by IFAB and the *Futsal Laws of the Game* as laid down by FIFA.
- f. To observe the principles of loyalty, integrity and good sporting behavior as an expression of fair play, through its regulations;
- g. To enact by-laws that are in accordance with the requirements of the *By-laws, Rules and Regulations*, policies and decisions of NLSA;
- h. To manage its affairs independently and ensure that those affairs are not influenced unduly by any third parties.

Violation of the obligations by any Member may lead to sanctions provided for by NLSA.

2.2. Notice of Meeting of Members

Notice of the time and place of a Meeting of the Members shall be given to each Member by telephonic, electronic or other communication facility.

2.3. Members Calling a Meeting of Members

The Board must convene a Special Meeting of the Members if any number of voting Members holding the majority of the eligible votes makes such a request in writing. The request shall specify the items to be included on the agenda.

3. TERMINATION AND DISCIPLINE OF MEMBERS

3.1. Termination of Membership

3.1.1. Membership in NLSA is terminated when:

- i. The Member resigns by delivering a written resignation to the Executive Director; such resignation shall be effective on the date specified in the resignation;
- ii. The Member is expelled or terminated in accordance with the *Articles* or these *By-laws*;
- iii. The Member's term expires;
- iv. NLSA is liquidated or dissolved under the *Act*.

3.1.2. NLSA shall advise a Member in writing that their Membership has been terminated.

3.1.3. Monies owing to NLSA by resigning or terminated Members must be paid.

3.2. Effect of Termination of Membership

Subject to the *Articles*, upon any termination of Membership, the rights of the Member, automatically cease to exist.

3.3. Discipline of Members

3.3.1. Suspension of a Member

A Voting or Non-Voting Member that violates its obligations as a Member may be suspended.

3.3.2. Expulsion of a Member

- i. A Voting or Non-Voting Member may be expelled if:
 - a. it fails to fulfill its financial obligations to NLSA;
 - b. it seriously and/or repeatedly violates the *By-laws, Rules and Regulations*, policies or decisions of NLSA;
 - c. In the case of a Life Member, a person is convicted of a criminal offense under the Criminal Code of Canada or any other domestic or international criminal statute.
- 3.3.3. Process for Suspending or Expelling a Member
 - i. Suspension of Voting or Non-Voting Member
 - a. In the event that the Board is presented with an allegation of a serious and/or repeated violation by a Voting or Non-Voting Member of the *By-laws, Rules and Regulations*, policies and/or decisions of NLSA, the Board may refer the allegation to the appropriate Judicial Body of NLSA. Should the Judicial Body determine that the Member should be suspended, the Board shall notify the Member in writing that they have been suspended and shall provide reasons for the suspension.
 - b. The suspension will be in effect until the Board decides that the Member has taken the required steps to become compliant, or until the next Annual Meeting of the Members upholds or overturns the suspension by a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution by Voting Members.
 - c. A suspended Member may not exercise any of their Membership rights.
 - d. A suspension shall be lifted if the requirements imposed on the Member have been met, at which time the Member shall regain the ability to exercise their Membership rights.
 - ii. Expulsion of Voting or Non-Voting Member
 - a. In the event that the Judicial Body of NLSA, after having been referred an allegation of a serious and/or repeated violation of the *By-laws, Rules and Regulations*, policies and/or decisions of NLSA, rules that a Voting or Non-Voting Member should be expelled, the Board shall notify the Member of the Judicial Body's ruling and the Member will be immediately suspended until the next Meeting of Members.
 - b. At the next Meeting of Members following the suspension of a Member, or at any Meeting of Members in which a Member is to be expelled, a Member may be expelled upon a resolution passed by at least 2/3 of the votes cast on that resolution by voting Members.
 - iii. An expelled Member shall lose all Membership rights.

4. MEETINGS OF MEMBERS

4.1. Persons Entitled to be Present at Meeting of Members

- 4.1.1. Voting Members shall be represented at Meetings of the Members by Voting delegates, which shall act on behalf of the Voting Members.
 - i. Notice of the appointment of the Members' Voting delegates, signed by a duly appointed official of such Members, must be filed with the Executive Director before the Meeting of the Members.
 - ii. A Voting Member shall be deemed to be present at a Meeting of the Members if its appointed Voting delegate is in attendance.
- 4.1.2. Associate Members may appoint Non-Voting delegates to attend Meetings of the Members as their representatives.
 - i. Notice of the appointment of Associate Member delegates, signed by a duly appointed official of such Members, must be filed with the Executive Director before the Meeting of the Members.
- 4.1.3. Other persons are permitted to attend Meetings of the Members, as determined by the Board.

4.2. Chair of the Meeting of Members

In the event that the President and the Vice President are absent, the Voting Members by Ordinary Resolution shall choose an individual to chair the Meeting.

4.3. Quorum at Meeting of Members

- 4.3.1.** At Meetings of the Members, a quorum is defined as any number of delegates present when proper notice of the meeting is given, as defined in these by-laws.
- 4.3.2.** A quorum is required to address the following business: the amendment of the *By-laws*; the election of Directors; the presentation of the Audited Financial Statements; the appointment of the Auditor; the admission, expulsion or suspension of a Member; the removal of a Director, and the dissolution of NLSA.

4.4. Votes to Govern at Meetings of Members

- 4.4.1.** Unless otherwise stipulated in the *Articles*, *By-laws* or the *Act*, every question raised at any Meeting of the Members shall be decided by Ordinary Resolution. Abstentions are not counted as votes.
- 4.4.2.** Elections shall be conducted by secret ballot.
- 4.4.3.** Any other decision that requires a vote shall be reached by a show of hands, except when a Voting Member requests a roll call or a secret ballot.
- 4.4.4.** A Voting Member is deemed to have voted when its Voting Delegate has voted.

4.5. Place of a Meeting of Members

Meetings of the Members may be held at any place within Newfoundland and Labrador as determined by the Board.

4.6. Participation by Electronic Means at a Meeting of Members

If NLSA chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person or Delegate entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person or Delegate participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these *By-laws*, any person or Delegate participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that NLSA has made available for that purpose.

4.7. Meetings of Members Held Entirely by Electronic Means

If the Directors or Members of NLSA call a meeting of Members pursuant to the *Act*, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act*, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each during the meeting.

4.8. Categories of Meetings of Members

- 4.8.1.** Annual Meetings of the Members
 - i.** All Members shall receive at least ninety (90) days' notice of the Annual Meeting of the Members. No later than fourteen (14) days before the Meeting, Members shall receive the following written materials: the Meeting agenda, financial statements, the Financial Review, proposed amendments or revisions to the *By-laws*, information regarding the candidates nominated for the position of

- Director, President or Vice President, and any other relevant meeting materials.
- ii. The Executive Director shall draw up the agenda based on submissions from the Board and the Members. Any submission that a Member wishes to forward to the Annual Meeting of the Members shall be sent to the Executive Director in writing, with a brief explanation, at least twenty-five (25) days before the date of the Meeting.
- iii. The agenda of the Annual Meeting of the Members may be altered by a motion, if it is approved by a vote of 2/3 of the Voting Members. The Annual Meeting of the Members is not required to make a decision on any item of business not included in the agenda.
- iv. The agenda of the Annual Meeting of the Members shall include the following items:
 - a. Presentation of credentials
 - b. Roll call
 - c. Approval of the agenda
 - d. Approval of the minutes of the preceding Annual Meeting of the Members
 - e. Report of the Auditor
 - f. Presentation of the Financial Statements or (when permitted) the Financial Review
 - g. Appointment of the Auditor
 - h. Admission of Members (if applicable)
 - i. Suspension of Members (if applicable)
 - j. Expulsion of Members (if applicable)
 - k. Removal of Directors (if applicable)
 - l. Amendment or revision of the *By-laws/Articles* (if applicable)
 - m. Election of the President and/or Vice President (if applicable)
 - n. Election of Directors
 - o. Appointment of Members of Judicial Bodies (if applicable)

4.8.2. Special Meetings of the Members

- i. The Board may convene a Special Meeting of the Members.
- ii. Within thirty (30) days of receiving a written request from the Members holding the majority of the eligible votes, the Board must convene a Special Meeting of the Members. The request shall specify the items that are on the agenda.
- iii. When a Special Meeting of the Members is convened, the Executive Director shall draw up the agenda, which must specify the items of business noted in the request.
- iv. The agenda of a Special Meeting of the Members may not be altered.

Twenty-five (25) days-notice shall be given of any Special Meeting of the Members. No later than fourteen (14) days before the Meeting, the Board and all Members shall receive all relevant meeting materials.

4.9. Decisions of the Membership

- 4.9.1. Decisions by Meetings of the Members shall come into effect the day after the close of the Meeting unless it fixes another date for a decision to take effect, and except in the case of a decision to admit new Voting Members, who shall be eligible, upon admission, to vote at the Meeting with immediate effect.

4.10. Votes and Delegates

- 4.10.1. Each Voting Member in attendance shall be entitled to one (1) vote at all General Meetings
- 4.10.2. Each Life Member shall have a voice but no vote.
- 4.10.3. Each Associate Member shall have a voice but no vote.

4.11. Membership Fees

- 4.11.1.** Members shall be notified in writing of fees payable.
- 4.11.2.** Membership fees shall be set by the Board of Directors no later than September 1st annually and will come into effect January 1st annually.
- 4.11.3.** In the case of new Members, the fee shall be paid at the time of application for Membership.
- 4.11.4.** Membership fees for the previous season shall be due and payable by March 31st or 30 days after receiving an invoice, whichever comes first.
- 4.11.5.** Life Members are not subject to membership fees.

5. DIRECTORS

5.1. Number of Directors

- 5.1.1.** The Board shall consist of nine (9) Directors, including the two (2) Directors who are Officers.
- 5.1.2.** The President and Vice President shall be Officers.

5.2. Eligibility of Directors

- 5.2.1.** An individual, if holding a position as a Director or employee of an Association, Club or League Member at the time of their election as a Director of NLSA must give notice of resignation from that position within five (5) days and end the relationship within ninety (90) days of the election.
- 5.2.2.** The Board shall have no more than 6 of its Directors from one gender.
- 5.2.3.** At least one (1) Director position must be filled by individuals who are resident in each of the following regions defined in Appendix A:
 - i.** Central
 - ii.** Eastern - Metro
 - iii.** Eastern - Rural
 - iv.** Labrador
 - v.** Western
- 5.2.4.** The following persons are disqualified from being a Director:
 - i.** a person who is less than 18 years of age;
 - ii.** a person who has been declared incapable by a court in Canada or in another country;
 - iii.** a person who has the status of a bankrupt;
 - iv.** a person who has not met the requirements of NLSA regarding the passing of a criminal record check or a vulnerable sector record check;
 - v.** a person who is a paid employee of NLSA, any of its Members, or any organization where a conflict of interest may exist;
 - vi.** a person who is a member of a Judicial Body of Canada Soccer or of NLSA or who has decision making authority within the judicial processes of NLSA;
 - vii.** a person who is a consultant or contractor for NLSA or any of its Members, or any organization where a conflict of interest may exist;

5.3. Election and Term

5.3.1. Terms of Office

Following the transitional period described in Article 14, Directors and Officers shall meet the following criteria:

- i.** The term of Director shall be three (3) years and shall expire at the end of the final year at the Annual Meeting of Members.

- ii. Directors shall be eligible for re-election but shall serve for no more than two (2) consecutive terms.
- iii. The term of the President shall be three (3) years and shall expire at the end of the final year at the Annual Meeting of the Members.
- iv. The President shall serve a maximum of two (2) consecutive terms; this requirement shall come into effect in 2026. Previous terms served as Vice President or as a Director shall not be considered in determining the term limits of a President.
- v. The term of the Vice President shall be three (3) years and shall expire at the end of the final year at the Annual Meeting of the Members.
- vi. The Vice President shall serve a maximum of two (2) consecutive terms; this requirement shall come into effect in 2025. Previous terms as a Director shall not be considered in determining the term limits of a Vice President.
- vii. Term limits apply to any given position on the Board - e.g. A Director may transition to an officer position after serving two (2) terms as a Director. Similarly a Vice President may serve two (2) terms in that role and transition to President for a further two (2) terms.

5.3.2. Nominations for Director

- i. Nominations for Director may be forwarded by any individual, organization, or Member. All such nominations shall require a proposer and a seconder and must be accompanied by a completed and signed nominations form and the other supporting documents requested by the Nominations Committee.
- ii. All nominations and the supporting documents must be submitted in writing to the Chair of the Nominations Committee by March 15 prior to the Annual Meeting of the Members.
- iii. Nominations from the floor at the Annual Meeting of the Members for any elected position shall not be permitted.

5.3.3. Election of Directors

- i. At each Annual Meeting of the Members, the Voting Members shall elect Directors to the positions where the current Directors' terms will expire at the end of this Meeting.
- ii. Voting Members shall also elect additional Directors from any region where the Director did not complete their term. The elected Director shall serve for the balance of the term.
- iii. A candidate shall be declared elected upon receiving a majority of votes cast. If no candidate receives majority support on any ballot, the candidate that obtains the lowest number of votes or less than 15% of the votes shall be eliminated from the subsequent ballot until one (1) candidate receives a majority.
- iv. When the term of the current President ends, Voting Members shall elect one (1) individual as President for a three (3) year term. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives majority support on any ballot, the candidate that obtains the lowest number of votes or less than 15% of the votes shall be eliminated from the subsequent ballot until one (1) candidate receives a majority.
- v. When the term of the current Vice President ends, Voting Members shall elect one (1) individual as Vice-President for a three (3) year term. To be declared elected, a candidate for this position must receive a majority of the votes cast. If no candidate receives majority support on any ballot, the candidate that obtains the lowest number of votes or less than 15% of the votes shall be eliminated from the subsequent ballot until one (1) candidate receives a majority.
- vi. Following the transitional period in Article 14, Directors and Officers shall be elected as follows:
 - a. Commencing at the 2024 Annual Meeting - three (3) Directors.
 - b. Commencing at the 2025 Annual Meeting - the Vice President and two (2) Directors

- c. Commencing at the 2026 Annual Meeting - the President and two (2) Directors.

5.4. Vacancies and Removal of Directors

- i. A Director ceases to hold office when:
 - a. the Director becomes disqualified;
 - b. the Director resigns;
 - c. An Ordinary Resolution is passed at a Meeting of the Members to remove the Director;
 - d. the Director dies.
- ii. The resignation of a Director becomes effective at the time a written resignation is received by NLSA or at the time specified in the resignation, whichever is later.
- iii. In the event that the Board is presented with an allegation of serious or continuous non-compliance by a Director with the *By-laws, Rules and Regulations* and/or policies of NLSA, the Board shall refer the matter to the appropriate Judicial Body of NLSA. The Director shall be advised in writing of the nature and extent of such allegations.
- iv. When the Board receives the Judicial Body's ruling, the following shall occur:
 - a. The Board shall advise the Director involved of the ruling in writing.
 - b. If the Judicial Body rules that the allegations are without grounds, the Board may take no further action.
 - c. If the Judicial Body rules that the allegations are valid and that the Director should be removed, the Board shall release the ruling of the Judicial Body to the Voting Members and temporarily remove the Director with immediate effect by Ordinary Resolution. The Director's removal must be confirmed by Ordinary Resolution at the next Annual Meeting of the Members.
 - d. If the Judicial Body determines that the allegations are valid and recommends any other action(s), the Board shall implement these action(s) with immediate effect.
- v. When the President's position is declared vacated, the Vice President shall be appointed President and shall serve in that position until the next Annual Meeting of the Members. If at that Annual Meeting the departing President is at the end of their term, the Voting Members shall elect a President for a term of three (3) years. If the departing President is not at the end of their term, the voting Members shall elect a President for the remainder of the unexpired term.
- vi. When the Vice President's position is declared vacated, or where the Vice President is appointed as President, a Director shall be appointed as the Vice President by Ordinary Resolution of the Board and shall serve in that position until the next Annual Meeting of the Members. If at that Annual Meeting the departing Vice President is at the end of their term, the Voting Members shall elect a Vice President for a term of three (3) years. If the departing Vice President is not at the end of their term, the voting Members shall elect a Vice President for the remainder of the unexpired term.
- vii. When a Director's position becomes vacant, the Board can, at its discretion, leave the position vacant if five (5) or fewer months remain before the next Annual Meeting of the Members. If the departing Director is at the end of their term, then the voting Members shall, at that Annual Meeting, elect a Director for a term of three (3) years from the same region. If the departing Director is not at the end of their term, the voting Members shall elect a Director for the remainder of the unexpired term.

5.5. Remuneration of Directors

Directors and Officers shall serve without remuneration and shall not receive any profit from their position. However, a Director may be paid reasonable expenses incurred in the performance of

their duties as per the approved rates.

5.6. Board Authority and Powers

5.6.1. Authority of the Board

In addition to the authority granted the Board elsewhere in these *By-laws*:

- i. The Board shall have authority over, and responsibility for, the conduct of the affairs of NLSA and is accountable for all decisions made by NLSA;
- ii. The Board shall govern the affairs of NLSA in accordance with the provisions of the *By-laws, Rules and Regulations* and the policies of NLSA;
- iii. The Board shall have the authority to delegate powers to Standing and Special Committees to assist it in carrying out its responsibilities;
- iv. The Board shall ensure compliance with the *By-laws, Rules and Regulations* and policies of NLSA and with all applicable legal statutes and regulations;
- v. The Board shall have the authority to delegate tasks arising from its areas of responsibility to other bodies of NLSA or to third parties.

5.6.2. Powers of the Board

In addition to the powers granted to the Board elsewhere in the *By-laws* of NLSA:

- i. The Board shall approve the appointments by the President of the Chairs and the members of the Standing and Special Committees.
- ii. The Board may establish Standing Committees as it deems necessary.
- iii. The Board may establish Special Committees to undertake a specific task or project that is to be completed within a defined period of time.
- iv. The Board shall approve the terms of reference for all Standing and Special Committees of the Board.
- v. The Board shall be responsible for the appointment, evaluation and dismissal of the Executive Director.
- vi. The Board shall recommend the appointment of an external recognized firm of independent certified public accountants to audit or review the annual financial statements of NLSA.
- vii. The Board shall cause to be kept all receipts and records of credits, payments, assets and liabilities of NLSA and all other matters necessary for showing the true state and condition of NLSA, and the accounts shall be kept in such manner as the Board shall think fit and to the satisfaction of the auditor. The books of accounts shall be kept at such place or places as the Board shall determine and shall be open to the inspection by Members with the consent of the Board or by Ordinary Resolution of a Meeting of the Members.

5.7. Indemnity

Every Officer, Director, or other official of NLSA, shall be indemnified against all costs, losses, and expenses incurred in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

6. MEETINGS OF DIRECTORS

6.1. Calling of Meetings of the Board of Directors

6.1.1. Regular Meetings

- i. The Board shall meet a minimum of four (4) times per year.
- ii. Meetings may be held in person or virtually.
- iii. Meetings of the Board shall be called by the President.

6.1.2. Special Meetings

- i. Special meetings of the Board may be called by the President or by written request of a majority of the Directors; the request shall state the purpose of the meeting, at which no other business shall be transacted.
- ii. Special meetings of the Board requested by a majority of Directors must be held within twenty one (21) days of the request.
- iii. Under extraordinary circumstances, a Special Meeting of the Board may be called with a minimum of twenty-four (24) hours' notice.

6.2. Notice of Meetings of the Board of Directors

Notice of meetings of the Board shall be given to each Director at least fifteen (15) days in advance of the meeting, except in the case of Special Meetings.

6.3. Meetings of the Board of Directors

6.3.1. Regular Meetings

- i. The President shall set the agenda for regular meetings of the Board, in consultation with the Executive Director.
- ii. Each Director shall be entitled to propose items for inclusion on the meeting agenda. Directors shall submit such items to the Executive Director at least ten (10) days before the meeting.
- iii. Information provided by the Chairs of the Standing Committees and other Directors shall be forwarded to the Executive in time to be included with the Board meeting documents that are sent to the Directors.
- iv. The Board meeting agenda and supporting documents shall be sent to all Directors at least seven (7) days before the meeting.
- v. A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- vi. Meetings of the Board shall be closed. The Board may, however, invite third parties to attend all or a part of the meeting. Such third parties shall not have voting rights and shall have a voice only if the Board agrees.
- vii. The Executive Director shall take part in meetings of the Board and may speak on any matter but shall not have a vote. At the discretion of the chair of the meeting, the Executive Director may be present during in camera discussions.
- viii. The President shall chair meetings of the Board. In the President's absence, the Vice President shall serve as chair. If the Vice President is absent or unavailable, the Board shall designate a Director to serve as chair.
- ix. The rules of procedure for meetings of the Board shall be *Robert's Rules of Order* insofar as they may apply. Specific provisions in *Robert's Rules* shall be set aside if they contravene the *By-laws* of NLSA or the *Act*.
- x. At meetings of the Board, all Directors shall have identical rights and responsibilities as Directors.
- xi. A Director must withdraw from the debate and from voting if there is any risk or possibility that the Director is in a conflict of interest. Any Director may ask any other Director to recuse themselves if the former believes that the latter is in a conflict of interest.
- xii. Decisions of the Board shall come into effect immediately unless the Board decides otherwise, and in which case this shall be recorded in the meeting minutes.
- xiii. Meetings of the Board may be conducted by telephone conference call, or by comparable means of electronic communication. A Director participating in such a meeting shall be taken to be present at the meeting.

6.3.2. Special Meetings

Special Meetings of the Board shall be conducted using the same procedures as regular meetings.

6.4. Votes to Govern at Meetings of the Board of Directors

- 6.4.1.** Unless otherwise stipulated in the *Articles, By-laws* or the *Act*, every question that requires a vote at any Meeting of the Board of Directors shall be decided by an Ordinary Resolution. Abstentions are not counted as votes.
- 6.4.2.** Any decision that requires a vote shall be reached by a show of hands, except when a Director requests a roll call or a secret ballot.
- 6.4.3.** At meetings of the Board, each Director shall have one vote, with the exception of the chair, who may vote only in the case of a tie.
- 6.4.4.** At meetings of the Board, voting by proxy is not permitted.

7. OFFICERS

7.1. Appointment of Officers

The President, Vice President are the Officers of NLSA.

7.2. Duties of the Officers

- 7.2.1. President**
 - i.** The President represents NLSA and speaks for the Board, ensuring that NLSA's mission, strategic direction, policies and values, as defined by the Board, are protected and advanced.
 - ii.** The President:
 - a.** chairs meetings of the Board and Meetings of the Members of NLSA;
 - b.** ensures that decisions by the Board are implemented; and
 - c.** represents NLSA at meetings of other Associations and organizations.
 - iii.** The roles and responsibilities of the President are set out in full in the *Governance Policies* of NLSA.
- 7.2.2. Vice President**
 - i.** The Vice President shall perform the duties of the President in the event of the President's absence or inability to act, and any additional roles and responsibilities set out by the Board.
- 7.2.3. Other Officers**
 - i.** The Board shall define the duties and powers of additional Officers in the *Governance Policies*.

8. BOARD COMMITTEES

8.1. Standing Committees

A full description of the role, responsibilities, composition, eligibility and procedures of the Standing Committees is provided in the *Governance Policies*. The Standing Committees must include:

- 8.1.1. Audit and Finance Committee**
 - i.** The Audit and Finance Committee shall assist the Board in carrying out its financial oversight responsibilities, including meetings with the auditor, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on financial reporting procedures, asset/investment management, and the financial position of NLSA.
- 8.1.2. Nominations Committee**
 - i.** The Nominations Committee shall recruit candidates for the positions of Director, President and Vice President.

- 8.1.3. Governance Committee
 - i. The Governance Committee shall assist the Board by developing, drafting, and reviewing the *By-laws, Rules and Regulations*, and policies of NLSA and ensure that their provisions are consistent with all legal and regulatory requirements.
- 8.1.4. Risk Oversight Committee
 - i. The Risk Oversight Committee shall assist Directors in fulfilling their duty of care with respect to the safety and integrity of the operations of the NLSA, and to provide oversight and make policy recommendations regarding significant hazards and risks.
- 8.1.5. Compensation and Management Development Committee
 - i. The Compensation and Management Development Committee shall assist the Board in the oversight of the position of the Executive Director.
- 8.1.6. Emergency Committee
 - i. The Emergency Committee shall exercise specific powers of the Board in critical emergency situations where the Board cannot be convened either in person or using teleconferencing or other comparable means of communication.
- 8.2. Special Committees
 - 8.2.1. Special Committees shall be dissolved after they have completed their work.
 - 8.2.2. The members of each Special Committee shall be appointed by the President with the approval of the Board.
 - 8.2.3. Each Special Committee may propose to the Board changes to the Committee's terms of reference.

9. MEMBER CLUBS' FORUM

9.1. Member Clubs' Forum

- 9.1.1. Each of the Member Clubs shall be represented at the Member Clubs' Forum by one (1) representative who may be the President of the Club or their designate. The designate may be another Director or an employee of the Club.
- 9.1.2. The Forum shall have the following purposes:
 - i. facilitate input and feedback for the Member Clubs during the development of NLSA's Strategic Plan and of its policies which affect them;
 - ii. serve as a forum for networking and sharing the best practices across Member Clubs.
 - iii. provide the Member Clubs with the opportunity to communicate with the Executive Director and the President of NLSA.

9.2. Meetings of the Member's Club's Forum

- 9.2.1. The Forum shall meet face-to-face a minimum of once a year and may hold additional meetings via teleconference as needed. Special meetings of the Forum may be called by a vote of 25% of the Member Clubs' Representatives.
- 9.2.2. All representatives and the NLSA President shall receive at least thirty (30) days notice of meetings of the Forum and at least fourteen (14) days notice of a conference call.
- 9.2.3. All representatives and the NLSA President shall receive the meeting agenda and other relevant meeting materials no later than ten (10) days before the meeting. Meetings may be held on shorter notice on the approval of the NLSA President and all the representatives.

9.3. Member Club's Forum Procedures

- 9.3.1. The quorum is defined as any number of delegates present when proper notice

of the meeting is given, as defined in these by-laws.

- 9.3.2. Representatives shall elect an individual to serve as Chair of the Forum. The Chair shall serve a two-year term. If the Chair is unavailable, the representatives shall elect another Chair for that meeting.
- 9.3.3. The Board and other guests may participate in meetings of the Forum as required but shall not be involved in voting.
- 9.3.4. Minutes of all meetings of the Forum shall be taken by a staff member and shall be made available to the Representatives and the Board within thirty (30) days of the meeting.

10. MANAGEMENT AND STAFF

10.1. Executive Director

- 10.1.1. The Executive Director shall be appointed by the Board following the process defined in the governance policies..
- 10.1.2. The Executive Director shall be accountable and responsible for:
 - i. the implementation of decisions and policies approved by the Board and by the Membership at Meetings of the Members;
 - ii. the appointment, performance assessment and dismissal of all NLSA staff.
 - iii. leadership, coordination and oversight of the work of the staff;
 - iv. managing and keeping the accounts of NLSA;
 - v. ensuring that the minutes for the meetings of the Board and its committees, and of Meetings of the Members are compiled and kept;
 - vi. the corporate affairs of NLSA; and
 - vii. communications and relationships with Members and other stakeholders.
- 10.1.3. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Association and the Board of Directors shall be the responsibility of the Executive Director.

10.2. Operational Committees

- 10.2.1. The Executive Director shall establish such Operational Committees that are deemed necessary to facilitate the delivery of NLSA's mission and strategic plan.
- 10.2.2. The Executive Director shall establish the terms of reference of the Operational Committees and shall appoint the chairs and members of such Committees. Operational Committees may include volunteers whose expertise provides assistance to the Committees in their work.
- 10.2.3. The Chairs of the Operational Committees shall report to the Executive Director.
- 10.2.4. No Director shall serve as a member of any Operational Committee.

11. JUDICIAL BODIES

The Board shall establish independent judicial structures and processes to resolve internal disputes between the Members, Clubs, Officials and Players of NLSA. Such Judicial Bodies shall include those for discipline, ethical violations and appeals, and shall meet the standards of the NLSA *Disciplinary Code* and NLSA *Code of Conduct and Ethics*. They shall operate independently of the Board, and their terms of reference shall be set out in the policies of NLSA.

Judicial Bodies shall be composed in such a way that their officials together possess the knowledge, competencies and expertise that are necessary for the completion of their tasks.

12. DISPUTE RESOLUTION

12.1. Mediation and Arbitration

- 12.1.1.** The Board shall have jurisdiction with respect to disputes between parties where the disputes involve NLSA and its Members, Clubs, Officials and Players.
- 12.1.2.** In the event that a dispute or controversy among NLSA and its Members, Clubs, Officials and Players arising out of or related to the *By-laws, Rules and Regulations*, and policies of NLSA is not resolved between the parties, the parties shall give priority to arbitration as a means of conflict resolution.
- 12.1.3.** Provisions shall be made for arbitration by an independent and duly constituted arbitration tribunal recognized under the procedures of NLSA, Canada Soccer, CONCACAF, or FIFA.

13. AMENDMENTS

13.1. Amendments to the *By-laws* and *Articles*

- 13.1.1.** A Special Resolution approved by 2/3 of the Voting Members is required to make any amendments to the *By-laws* and the *Articles* of NLSA.
- 13.1.2.** A Member may propose in writing an amendment to the *By-laws* of NLSA provided that notice of such amendment is submitted to the Executive Director 60 days prior to the Annual Meeting of the Members.

13.2. Amendments to the *Rules and Regulations, Code of Conduct and Ethics and Disciplinary Code*

- 13.2.1.** The Rules and Regulations, Code of Conduct and Ethics and Disciplinary Code may be amended by Ordinary Resolution of the Board at any properly constituted meeting of the Board and come into effect as determined by the Board.
- 13.2.2.** Any amendment to the *Rules and Regulations* related to the Judicial Bodies must be approved by Special Resolution of the Board.
- 13.2.3.** The Membership shall be notified within 14 days of any amendments to the *Rules and Regulations* made by the Board.
- 13.2.4.** A Member may propose an amendment to the *Rules and Regulations*, provided that notice of such amendment is submitted to the Executive Director sixty (60) days prior to the Annual Meeting of the Members. The amendment shall be decided by Ordinary Resolution of the Members.

14. DISSOLUTION

14.1. Dissolution Requirements

- 14.1.1.** Any decision relating to the dissolution of NLSA requires the support of a Special Resolution of the Members of NLSA, which must be approved at a Special Meeting of the Members convened specifically for that purpose.
- 14.1.2.** If NLSA is disbanded, the Membership at an Annual Meeting of the Members or a Special Meeting of the Members, its assets shall be transferred to Canada Soccer until NLSA is reestablished. However, the Membership at an Annual Meeting of the Members or a Special Meeting of the Members may choose another qualified recipient for the assets on the basis of a Special Resolution.

15. TRANSITIONAL REQUIREMENTS

This temporary Bylaw describes NLSA's transition from its old governance structure to the new governance structure as described in these By-Laws.

- i. At the March 26, 2023 Special Meeting of the Members, a Special Resolution will be placed before the voting Members to approve the new By-Laws, including this Article.
- ii. Upon approval of the voting Members, the new By-Laws will have full force and effect, with the exception of those pertaining to the composition and election of Directors and the addition of the Members Clubs' Forum.
- iii. The Directors currently holding office will continue to hold office until the NLSA Annual Meeting of the Members scheduled for April 29, 2023.
- iv. Prior to the elections at the 2023 Annual Meeting of the Members, all Directors and Officers will vacate their positions and the following will occur in order to create a rotation of Directors in accordance with the new By-Laws:
 - The President and two (2) Directors will be elected to hold office for a three (3) year term. This term will be considered in determining compliance with term limits.
 - The Vice-President and two (2) Directors will be elected to hold office for a two (2) year term. This term will not be considered in determining compliance with term limits.
 - Three (3) Directors will be elected to hold office for a one (1) year term. This term will not be considered in determining compliance with term limits.
- v. For the purpose of recruiting and forwarding nominations to the April 29, 2023 Annual Meeting of the Members only, the Board shall approve a transitional Nominations Committee, composed of individuals who are not candidates for one of the Director or Officer positions. The role of the Nominations Committee will be to ensure that there are candidates for all Board positions and that the list of candidates forwarded to the Annual Meeting of the Members meets the diversity requirements and includes individuals who have the attributes that the Board needs to carry out its governing functions. The nominations process shall follow the requirement of these By-laws.
- vi. All subsequent Board elections will proceed on a rotating basis as outlined in Article 5.3.3.

16. EFFECTIVE DATE

16.1. Effective Date

CERTIFIED to be the *By-laws* of NLSA as approved by the Members of NLSA entitled to vote by written resolution on March 26, 2023.

Appendix A - Region Boundaries

Location	Specific Boundaries
Central	From Charlottetown in the east, Fogo Island in the north, Harbour Breton in the south, to Baie Verte in the west
Eastern - Metro	The communities of St. John's, Mt Pearl, Paradise, Conception Bay South and communities on the Northeast Avalon north of St John's
Eastern - Rural	From Port Blandford to Bay Bulls, including all communities on the on the Avalon, Burin and Bonavista Peninsulas except those included in Eastern - Metro
Labrador	All of Labrador
Western	From Port aux Basques in the south, east to Francois, north to Hampden and then all of the Northern Peninsula.

Appendix B - Election Process

Here are steps to hold the election of directors:

1. If the President is to be elected
 - 1.1. This election will be the first ballot.
 - 1.2. If more than 2 candidates there will be rounds of voting until a candidate receives the majority of votes with the candidate with the lowest number of votes eliminated each round.
2. If the Vice President is to be elected
 - 2.1. This election will be after the President election (if applicable) and before any Director elections.
 - 2.2. If more than 2 candidates there will be rounds of voting until a candidate receives the majority of votes with the candidate with the lowest number of votes eliminated each round.
3. Once the Officers (Vice President and President) are elected. A tally of gender and regional requirements are calculated.
4. If any of the regional requirements are not filled the Director elections will follow the order below. Before each round of Director elections gender requirements are calculated. If any gender of Directors already on the board or elected to the board reaches the maximum of 6, persons of that gender will be removed from the ballot.
 - 4.1. Order of Regional Elections will be done by a random draw.
 - 4.2. If more than 2 candidates there will be rounds of voting until a candidate receives the majority of votes with the candidate with the lowest number of votes eliminated each round.
 - 4.3. If there is no candidate meeting the regional requirement, then a director spot must be left vacant and the Nominations Committee will find a candidate at a later time that would meet this requirement and submit that candidate to the Board for approval.
5. Once all regional requirements are met the elections of directors will continue to be filled in rounds of individual votes.
 - 5.1. Before each round of Director elections gender requirements are calculated. If any gender of Directors already on the board or elected to the board reaches the maximum of 6, persons of that gender will be removed for the ballot.
 - 5.2. If more than 2 candidates there will be rounds of voting until a candidate receives the majority of votes with the candidate with the lowest number of votes eliminated each round.
 - 5.3. Step 5 is repeated until all positions are filled.
 - 5.4. If there is no candidate meeting the gender requirement, then a director spot must be left vacant and the Nominations Committee will find a candidate at a later time that would meet this requirement and submit that candidate to the Board for approval.