

# **SOCCER CAPE BRETON**

## **BY-LAWS**

**Accepted by Membership**

**DATE**

# Soccer Cape Breton BY-LAWS

## Table of Contents

ARTICLE 1	NAME	Page 3
ARTICLE 2	PURPOSE	Page 3
ARTICLE 3	HEAD OFFICE	Page 3
ARTICLE 4	AFFILIATION	Page 3
ARTICLE 5	FISCAL YEAR	Page 3
ARTICLE 6	MEMBERSHIP	Page 3
ARTICLE 7	ANNUAL GENERAL MEETING	Page 4
ARTICLE 8	SPECIAL GENERAL MEETING	Page 5
ARTICLE 9	VIRTUAL MEETINGS	Page 5
ARTICLE 10	RULES OF ORDER	Page 5
ARTICLE 11	VOTING	Page 5
ARTICLE 12	BOARD OF DIRECTORS	Page 6
ARTICLE 13	TENURES AND ELECTION	Page 6
ARTICLE 14	PROCEDURE FOR ELECTION OF DIRECTORS	Page 7
ARTICLE 15	POWERS OF THE BOARD OF DIRECTORS	Page 9
ARTICLE 16	EXECUTIVE COMMITTEE	Page 10
ARTICLE 17	DUTIES OF DIRECTORS	Page 11
ARTICLE 18	QUORUM	Page 12
ARTICLE 19	INDEMNITY	Page 12
ARTICLE 20	VACANCIES	Page 12
ARTICLE 21	REVIEW ENGAGEMENT OF ACCOUNTS	Page 12
ARTICLE 22	AMENDMENTS	Page 13
ARTICLE 23	OTHER REGULATIONS	Page 13
ARTICLE 24	MISCELLANEOUS	Page 13

## **ARTICLE 1      NAME**

The name of the organization shall be Soccer Cape Breton, hereinafter referred to as, “the Association.”

## **ARTICLE 2      PURPOSE**

The purpose of the Association shall be to promote, and develop the game of soccer, both indoor and outdoor, in Cape Breton.

## **ARTICLE 3      HEAD OFFICE**

The Association shall be incorporated under the Societies Act for Non-Profit Corporations (*Societies Act, R.S., c.435, s. 1*), with its head office in Sydney, Cape Breton, in the Province of Nova Scotia.

## **ARTICLE 4      AFFILIATION**

The Association shall be affiliated with Soccer Nova Scotia and will be subject to the rules and regulations of Soccer Nova Scotia, CSA, and FIFA.

## **ARTICLE 5      FISCAL YEAR**

For the purposes of the Association, the financial year shall be from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December, inclusive.

## **ARTICLE 6      MEMBERSHIP**

- a. The association may be comprised of the following categories of members:
  - i. Clubs or associations, headquartered in Cape Breton, that are in good standing with the Nova Scotia Registry of Joint Stocks, and have been approved by the board of directors.
- b. Membership Dues and Fees

The membership fee shall be recommended by the Association executive and shall be established by a majority of delegates present and entitled to vote at a general meeting of the Association provided that a quorum is achieved.

## **ARTICLE 7 ANNUAL GENERAL MEETING**

- a. The Annual General Meeting (AGM) of the Association shall be held in each year at a place and dated to be determined by the Board of Directors, no later than 90 days after the end of the fiscal year.
- b. All members shall receive at least 60 days' notice of the AGM by way of e-mail and notice on the Association's website/social media.
- c. A copy of the financial statement shall be circulated to the Association's Board of Directors at least 14 days prior to the date of the AGM and will be made available to members at the AGM.
- d. The order of business at the AGM shall be:
  1. Presentation of credentials
  2. Roll call
  3. Approval of minutes from previous AGM
  4. President's address
  5. Financial reports
  6. VP Reports
  7. Report from Director of Soccer Development
  8. Committee reports/Club Representative reports
  9. Amendments to bylaws
  10. Amendments to policies and procedures
  11. Unfinished business
  12. Election of officers
  13. Date selection for next AGM
  14. New business

Club Representatives shall provide, at the associations AGM, a written report on the operations of their club as it pertains to their area of responsibility. This written report must be provided to the President no later than 14 days prior to the date of the AGM and will be made available to members at the AGM.

The chairperson may, at their discretion, introduce any special business for discussion after the approval of the previous minutes.

## **ARTICLE 8 SPECIAL GENERAL MEETING**

- a. A special general meeting shall be convened by the president:
  - i. At the request of the majority of the board of directors,
  - ii. At the request of a majority of member clubs
- b. Board of Directors and all Members shall receive fourteen (14) days' notice, by way of email, of a special general meeting and the topics to be dealt with thereat.
- c. Only the business set out in the requisition call for a special general meeting shall be addressed at the meeting.
- d. A majority of board members and a majority of member clubs will constitute a quorum.

## **ARTICLE 9 VIRTUAL MEETINGS**

Subject to any regulations in the by-laws of the Association, a general meeting or a special meeting may be held entirely or partially by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at that meeting.

## **ARTICLE 10 RULES OF ORDER**

All meetings of the Association shall be conducted in accordance with [Robert's Rules of Order](#) insofar as they may apply.

## **ARTICLE 11 VOTING**

- a. Members of the Board of Directors shall have a voice and vote at all General Meetings. The President shall have a casting vote only.
- b. At the AGM and Special Meetings, a club in good standing shall be entitled to one vote for every 15 players or part thereof registered by the club, based on the previous year's registration numbers.
- c. Decisions shall be reached by simple majority unless otherwise required by the by-laws of the Association or Corporate Law. A two-thirds (2/3) majority will be required to remove a member of the executive, change or amend the by-laws or expel a member (individual or club).
- d. Roberts Rules of Order Shall be followed for voting procedures and interpretation ([Robert's Rules of Order Online - Voting Procedures and Voting Methods \(rulesonline.com\)](#))

## **ARTICLE 12 BOARD OF DIRECTORS**

The business of the Association shall be directed by a Board of Directors, which shall be comprised of the following:

1. President
2. Vice President (Competitions/District Registrar)
3. Vice President (CBFC Manager/Club Registrar)
4. Treasurer
5. Secretary
6. Community Club Representatives (Club President or designate)
7. Referee Committee Representative
8. Senior Soccer Representative
9. Sponsorship & Fundraising Coordinator
10. Communications Coordinator

Directors shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties, including travel.

The board shall make efforts to have equal gender representation for positions.

## **ARTICLE 13 TENURE AND ELECTION**

Club board of directors shall be elected each for a two-year term, in accordance with the following schedule:

- a. In even-numbered years:
  - i. Vice president (CBFC Manager/Club Registrar)
  - ii. Secretary
  - iii. Senior Soccer Representative
  - iv. Members at Large (2)
  - v. Even-year club representatives: Glace Bay, Riverview, North Inverness, Strait, Victoria County
  
- b. In odd-numbered years:
  - i. President
  - ii. Vice President (Competitions/District Registrar)
  - iii. Director of Finance/Treasurer
  - iv. Members at Large (2)

- v. Odd-year club representatives: New Waterford, Northside, Whitney Pier, Albert Bridge, Cape Breton FC.
- c. The president shall not simultaneously hold elected office in a member organization for more than ninety (90) days immediately following their election as an officer of the Association. Failure to comply shall result in the office in the Association be vacated.
- d. If the position of the President shall become vacant for any reason during their term, two options to fill the presidency may be considered:
  - i. A Vice President shall succeed him/her as President and the Board of Directors shall appoint a new Vice President.

If a director position, other than the President, becomes vacant during their term, the board of directors may appoint a replacement in their stead.

Those persons named or appointed herein provided to fill vacant positions shall serve until the Association's next Annual General Meeting unless the board of directors and the appointed person mutually agree otherwise.

#### **ARTICLE 14 PROCEDURE FOR ELECTION OF DIRECTORS**

- a) Directors and Officers of the Association shall be elected in accordance with the following procedure:
  - i. The President shall advise which positions are uncontested. Uncontested positions shall be acclaimed unless a member calls for a vote, in which the person will be elected if they receive a majority of valid votes.
  - ii. A position is uncontested if there is only one nominee or if there are insufficient nominees to meet the gender requirements set out in Article 12.
  - iii. In any contested election, voting shall be by secret ballot;
  - iv. If a candidate withdraws voluntarily, his/her name is removed from the ballot.
  - iv. Each Officer position shall be elected by a separate ballot and a majority of valid votes. Where there are more than two candidates for a position and a majority is not obtained, the candidate with the fewest votes shall be dropped and another vote held, the process to continue until a candidate has a majority.

- v. Directors positions shall be by one vote, unless to meet the regional or gender requirements, the President recommends that two or more votes are required, which recommendation shall be followed if ratified by majority vote of the Members.
- vi. Where one Director's position is up for election, the position shall be elected by a majority of valid votes. Where there are more than two candidates for a position and a majority is not obtained, the candidate with the fewest votes shall be dropped and another vote held, the process to continue until a candidate has a majority.
- vii. Where there is more than one Director's position up for election, and more candidates than positions, there shall be one vote, with each Member to rank their preferred candidates, from #1 for their preferred candidate, #2 for their next preferred candidate etc. Each candidate shall receive points determined by the sum of each Member's votes multiplied by that member's ranking of the candidate. The candidates with the least points shall be elected, provided however that if candidates from a certain region or of a certain gender must be elected to meet the regional or gender requirements set out in section 12, the candidate(s) with those attribute(s) with the least number of points shall be elected. (For clarity, see example at Appendix B to these bylaws.)

b) Nominations for the position of Officer or Director of the Association shall be determined in accordance with the following procedure;

- i. The Nominations Committee shall, no less than ninety (90) days prior to the Annual General Meeting, call for nominations from the Members;
- ii. Nominations must be submitted in writing, together with a statement of the nominee's competencies and experience, and a completed CPIC and Vulnerable Sector Check, to the Nomination Committee no less than sixty (60) days prior to the Annual General Meeting;
- iii. The Nominations Committee may also seek out nominees that it feels are necessary to address the needs of the Association, said nominees to obtain a completed CPIC and Vulnerable Sector Check;
- iv. The slate of nominees above shall be nominees for the positions of Officers and Directors at the Annual General Meeting. The Board shall advise the Members of said slate no later than thirty (30) days prior to the Annual General Meeting;

- v. The Members may nominate other persons for the positions of Officers and Directors no less than fifteen (15) days prior to the Annual General Meeting provided the said nominees were previously nominated in accordance with 14 (b) (ii);
- vi. Nominations from the floor are not permitted;
- vii. Officers and Directors shall be eligible for re-election;
- viii. Officers and Directors may be elected to the Board at a Special General Meeting.

#### **ARTICLE 15 POWERS OF THE BOARD OF DIRECTORS**

- a. The Board of Directors shall be vested with the authority to direct the affairs of the Association.
- b. The Board of Directors of the Association is hereby authorized from time to time:
  - i. To borrow, raise, secure the payment of money and issue debentures or other securities of the Association, with the sanction of a special resolution of the membership.
  - ii. 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.
  - iii. To mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or an of the property, real and personal, immovable and moveable, undertaking and rights of the Association, present and future, to secure any debentures or other securities of the liability of the Association, present or future, with the sanction of a special resolution of the membership.
  - iv. To create committees.
  - v. To delegate to such Directors or committees of the Association as the Board of Directors may designate all or any of the foregoing powers to such extent and in such manner as the Board of Directors may determine.

- c. The Board of Directors may suspend an member club contravening Policy and Procedure.
- d. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the president and at least one other director with signing authority, and all the contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall be empowered from time to time by Resolution to appoint one or more directors on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
- e. The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Association and of all other matters necessary for showing the true state and condition of the Association, monthly. The books of account shall be kept at such places as the Board of Directors shall appoint and shall be open to inspection of members of the Association.
- f. Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Association shall be deemed to be an act of the Association and may not afterwards be impeached by any member of the Association on any grounds whatsoever.
- g. There shall be no less than a preseason and postseason face to face meetings of the Board of Directors per year. The president may convene other meetings of the Board of Directors by way of telephone or virtual conference upon seven days notice to the directors.

#### **ARTICLE 16 EXECUTIVE COMMITTEE**

- a. This Committee shall consist of the following officers: President, Vice Presidents, Treasurer, Secretary, Senior Soccer Representative, Sponsorship & Fundraising Coordinator, and Communications Coordinator. At all Executive Committee meetings, a majority of members shall form a quorum. The Executive Committee shall meet monthly and report any pertinent business to all clubs through meeting minutes.
- b. The Executive Committee shall possess the following duties and responsibilities:
  - i. To manage the financial affairs of the Association, as approved in the budget, and to manage the day to day operational affairs of the organization.
  - ii. To supervise, monitor and attend to staffing issues.

- iii. To exercise the powers of the Board in emergency situations or in situations when it is impractical to convene the Board but only to the extent that is necessary.
- iv. Such other duties and responsibilities as may be assigned to it by the Board of Directors.

## **ARTICLE 17 DUTIES OF DIRECTORS**

- a. The President shall be the Chairperson of the Association. They shall preside at all meeting of the Association and of the Executive Committee. They shall have a casting vote at all meetings of the Board of Directors and of the Executive Committee. They shall be an ex-officio member of all committees.
- b. A Vice-President shall act in the absence of the President.
- c. The Secretary shall be responsible for keeping a record of proceedings and decisions at all meetings of the Association.
- d. The Vice-Presidents shall be responsible for supporting the registration of the clubs' players, by club representatives, in the SNS registration system. Vice-Presidents will oversee the management of Cape Breton FC and Senior Soccer within the Association.
- e. Club Representatives shall serve the purpose of conveying to the Association the needs of players, coaches and facilities in their club. They will manage the day to day operations of their clubs, maintenance of club database and registration, club finances, and club communication.
- f. All Directors shall abide by the Association's Policy and Guidelines on Conflicts of Interest and Standards of Conduct, as approved from time to time by the Board of Directors and shall sign an undertaking to do so.

## **ARTICLE 18 QUORUM**

- a. At all Board of Directors' meetings, a majority of voting members shall form a quorum.
- b. At General Meetings, a majority of the board of directors and a majority of Member Clubs must be represented to constitute a quorum.

## **ARTICLE 19 INDEMNITY**

Every member of the Board of Directors, or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

## **ARTICLE 20 VACANCIES**

The office of a member of the Board of Directors shall be vacated:

- a. If they become an employee of an affiliated Association, League, or Club or if they become an employee of this Association.
- b. If they shall absent themselves from three meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors.
- c. If they have been removed by Resolution of the Association for misconduct for good and sufficient cause.

## **ARTICLE 21 REVIEW ENGAGEMENT OF ACCOUNTS**

- a. The accounts of the Association shall be reviewed annually.
- b. The Treasurer shall present the annual statement of accounts to the Board of Directors at the Annual General Meeting.

## **ARTICLE 22 AMENDMENTS**

- a. All proposed amendments to these By-laws must be received by the Association in writing not less than thirty (30) days prior to an Annual General Meeting.
- b. Copies of proposed amendments to these By-laws shall be circulated to members by e-mail and posted to the clubs website not less than fifteen (15) days prior to the General Meeting at which they are to be considered.
- c. Amendments shall become effective upon attaining a two-thirds (2/3) majority of the votes cast by the delegates present at the General Meeting and are effective once they are filed at the Registry.

## **ARTICLE 23 OTHER REGULATIONS**

- a. The Association may make such miscellaneous Policies and Procedures as may be deemed necessary to promote, develop and govern the game of soccer.
- b. The Association may make such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- c. No such Policies and Procedures or other regulatory measure may violate an individual's rights or freedoms except as may be required to protect the rights and freedoms of any other individual and to ensure the stability of the basic structure of the game.
- d. The miscellaneous Policies and Procedures of the Association may be added to and/or amended between General Meetings by the Board of Directors, or by the Executive Committee; however, such amendments shall be ratified by the eligible voting delegates at the next ensuing General Meeting.
- e. The miscellaneous Policies and Procedures of the Association may be amended by a majority vote of those accredited members present at the Annual General Meeting, or at a Special General Meeting.

#### **ARTICLE 24 MISCELLANEOUS**

- a. Preparation of minutes, custody of the books and records, and custody of the minutes of all of the meetings of the Association and the Board of Directors shall be the responsibility of the Secretary.
- b. The books and records of the Association may be inspected by any member at any reasonable time within two (2) days prior to the Annual General Meeting at the Secretary's office of the Association.
- c. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President and the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
- d. The borrowing powers of the Association may be exercised by special resolution of the members.

