



***SOCCKER CAPE BRETON  
BY-LAWS***

Approved by  
Membership on  
**27 March, 2011**

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**ARTICLE 1 NAME**

The name of the Organization shall be Soccer Cape Breton, hereinafter referred to as "the Association".

**ARTICLE 2 HEAD OFFICE**

The Association shall be incorporated under the Societies Act for Non-Profit Organizations with its Head Office on Cape Breton Island in the Province of Nova Scotia.

**ARTICLE 3 OBJECTS**

The objective of this Association shall be to promote, and develop the game of soccer, both indoor and outdoor, on Cape Breton Island.

**ARTICLE 4 CORPORATE SEAL**

The Association shall have a Corporate Seal, which shall be in the custody of the President.

**ARTICLE 5 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 6 FISCAL YEAR**

For the purpose of the Association, the financial year shall be from the 1<sup>st</sup> day of April to the 31<sup>st</sup> day of March following, both inclusive.

**ARTICLE 7 MEMBERSHIP**

The Association may be composed of the following categories of members:

- i. **Clubs or Associations**, (after successful application to the Board) which shall be open to all clubs headquartered on the Island of Cape Breton that are in good standing with the Nova Scotia Registry of Joint Stocks and have been approved by the Board
- ii. **Educational Institutions**, headquartered on Cape Breton Island

**ARTICLE 8 FEES**

The affiliation fee for membership shall be established by a majority of delegates present and entitled to vote at a General Meeting of the Association provided a quorum is achieved.

**ARTICLE 9 ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of the Association shall be held in each year at a place and date 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 30 days' notice of the Annual Meeting by way of e-mail and notice on the Association's website.
- c) A copy of the annual financial statement, together with a copy of the Auditor's Report, shall be circulated to the Association's Board of Directors 14 days before the date of the Annual General Meeting, and be made available to members at the AGM.
- d) The order of business at the Annual General Meeting shall be:
  - 1. Presentation of credentials
  - 2. Roll Call
  - 3. Minutes of Previous AGM
  - 4. President's Address
  - 5. Financial Reports
  - 6. Committee Reports
  - 7. Amendments to by Bylaws
  - 8. Amendments to Policies and Procedures
  - 9. Unfinished Business
  - 10. Election of Officers
  - 11. Next Annual General Meeting
  - 12. New Business

The Chairperson may, at his/her discretion, introduce any special business for discussion after the approval of the Minutes.

#### **ARTICLE 10 SPECIAL GENERAL MEETING**

- a) A Special General Meeting shall be convened by the President:
  - i. At the request of a majority of the Board of Directors; or
  - ii. At the request of majority of member clubs
- b) Board of Directors and all Members shall receive thirty (30) days' notice of any Special General Meeting and the subjects to be dealt with thereat by way of e-mail and notice in the Association's website.
- c) Only the business set out in the requisition calling a Special General Meeting shall be dealt with at the meeting except with the unanimous consent of those present.
- d) A majority of board members and a majority of member clubs will constitute a quorum

#### **ARTICLE 11 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 12 VOTING**

- a) Members of the Board of Directors shall have a voice and a vote at all General Meetings. The President of the Association shall have a casting vote only.
- b) At AGM and Special Meetings, a club in good standing shall be entitled to one vote for every 15 (based on the previous year's registration numbers) players or part thereof registered by the club.

- c) Educational institutions shall be entitled to a voice, but no vote at all meetings of the Association.
- d) Voting for motions shall be by show of hands unless a motion passes to be held by secret ballot.
- e) Decisions shall be reached by simple majority unless otherwise required by the by-Laws of the Association or Corporate Law
- f) Voting for election of Officers is covered under Article 15

### ARTICLE 13 BOARD OF DIRECTORS

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

- a)
  - i. President
  - ii. Vice President (Technical)
  - iii. Vice President (Administration)
  - iv. Director of Finance
  - v. Registrar/Secretary
  - vi. Club representatives
  - vii. Referee Committee Representative
- b) Club Representatives shall provide, at the Association's AGM, a written report on the operations of the club as it pertains to their area of responsibility.
- c) Directors shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

### ARTICLE 14 TENURE AND ELECTION

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

- i. In even-numbered years:
  - Vice President (Technical)
  - Registrar/Secretary
  - Even Years, Club representatives**
  - Glace Bay, North Inverness, Strait, Riverview**
- ii. In odd-numbered years:
  - President
  - Vice President (Administration)
  - Director of Finance
  - Odd Years, Club representatives**
  - New Waterford, Northside, Whitney Pier, Highlanders, Albert Bridge,**

- iii. 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 club being vacated.
- iv. If the position of the President shall become vacant for any reason during his/her term, a Vice-President shall succeed him/her as President and the Board of Directors shall appoint a new Vice-President.

If any director position, other than the President, becomes vacant during his/her term, the Board of Directors may appoint a replacement in his/her stead.

Those persons named or appointed as herein provided to fill vacant positions shall serve until the Association's next Annual General Meeting.

#### **ARTICLE 15                   PROCEDURE FOR ELECTION OF DIRECTORS**

- a) To be elected as a director a candidate must have a majority of the valid votes cast.
  - i. In any contested election, voting shall be by secret ballot;
  - ii. If a person receives a majority of the valid votes cast, s/he is elected.
  - iii. If no person receives a majority of the valid votes cast, there shall be another ballot, from which the name of the person receiving the least number of votes in the previous ballot shall be omitted.

If more than three persons are contesting a position, this process is repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot;
  - iv. If two or more candidates have the least number of votes, the meeting shall determine, by ballot, which of them shall be removed from the next ballot;
  - v. No paid employee of the Association or member clubs shall sit as an elected member of the Board of Directors.
  - vi. A Director, wishing to accept a nomination to a different Office shall first resign from his/her current position.
  - vii. Nominations for the positions of board directors of the Association shall be made by members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the Secretary of the Association no less than thirty (30) days prior to the General Meeting at which the nomination is to be considered;
  - viii. Nominations from the floor are not permitted except as follows;
    - 1. where no nomination is received in accordance with By Law clause 15 (vii)
    - 2. Where a candidate is nominated for a position as a board director and accepts but is not elected, that person may run for a subsequent position that is open for election during that meeting.



3. Notwithstanding the fact that one or more nominations were made in accordance with 15 a) vi) and 15 a) vii) upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the floor for that position.

## ARTICLE 16      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 any 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 any 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 the Director of Finance, and all 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. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or as appointed by Resolution of the Board of Directors.
- 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, and the accounts shall be kept in such manner as the Board of Directors shall think fit and to the satisfaction of the

auditors. The books of account shall be kept at such places as the Board of Directors shall appoint and shall be open to the 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 four 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 internet-based conference upon seven days email notice to the directors.

#### **ARTICLE 17 EXECUTIVE COMMITTEE**

- a) This Committee shall consist of the following officers: President, Vice Presidents, Director of Finance, and Registrar/Secretary. At all Executive Committee meetings a majority of members shall form a quorum.
- 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 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

#### **ARTICLE 18 DUTIES OF DIRECTORS**

- a) The President shall be the Chairperson of the Association. S/He shall preside at all meetings of the Association and of the Board of Directors.  
  
S/He shall have a casting vote at all meetings of the Board of Directors and of the Executive Committee. S/He shall be an ex-officio member of all committees.
- b) A Vice-President shall act in the absence of the President.
- c) The Registrar/Secretary shall be responsible for the registration of the clubs players in the SNS IT system and to keep a record of proceedings and decisions at all meetings of the Association.
- d) The Director of Finance shall be responsible for the Corporate and Fiscal affairs of the Association.
- e) Club Representatives shall serve the purpose of conveying to the Association the needs of players, coaches and facilities in their club.

- 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 19 QUORUM**

- a) At all Board of Directors' meetings a majority of voting Board 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 20 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 21 VACANCIES**

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

- a) If s/he becomes an employee of an affiliated Association, League or Club or if s/he becomes an employee of this Association;
- b) If s/he shall absent himself/herself from three meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors;
- c) If s/he has been removed by Resolution of the Association for misconduct for good and sufficient cause.

## **ARTICLE 22 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 at the Annual General Meeting.

## **ARTICLE 23 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 club's 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 three-fourths majority of the votes cast by the delegates present at the General Meeting and are effective once they are filed at the Registry.

#### **ARTICLE 24            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 measures 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 25            MISCELLANEOUS**

- a) Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and the Board of Directors shall be the responsibility of the Registrar/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 Registrar'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 Director of Finance, 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.