



Newfoundland and Labrador Soccer Association

www.nlsa.ca

Constitution & By-Laws

**Presented and Approved at the NLSA's
Annual General Meeting October 23, 1999
Amended April, 2002
Amended November, 2005
Amended November, 2007
Amended November, 2008**

1. GENERAL

- 1.1 The name of the organization shall be the Newfoundland and Labrador Soccer Association Incorporated, hereinafter referred to as “The Association”, which shall be the governing body of soccer (Futsal and outdoor) in the Province of Newfoundland and Labrador.
- 1.2 The Association shall be affiliated with and under the jurisdiction of the Canadian Soccer Association, and subject to the rules and regulations of that body.
- 1.3 The Association is incorporated under the Corporations Act (Newfoundland and Labrador) as a non-profit corporation with no authorized share capital and is to be carried on without monetary gain to its members. Profits to the corporation are to be used in furthering its undertakings.

2. OBJECTS

- 2.1 The objects of The Association are:
 - a) To provide leadership in the development of soccer in the Province.
 - b) To cooperate with and assist all levels of government so that the best interests of soccer are maintained and served.
 - c) To aid and advise in the establishment of policies for the development of soccer.
 - d) To establish and maintain liaison and cooperation with the members of The Association.
 - e) To promote, foster and develop soccer in the Province by assisting in the development of new members, facilities and programs.

3 HEAD OFFICE

- 3.1 The Association’s head office shall be located in the Province of Newfoundland and Labrador at a location decided by The Association’s membership at a General Meeting.

4. CORPORATE SEAL

- 4.1 The Association shall have a Corporate Seal, which shall be maintained at the office of The Association. All documents bearing the seal shall be signed by two (2) properly-designated signing officers. (April, 2005)

5. FISCAL YEAR

- 5.1 For the purpose of The Association, the financial year shall be from the 1st day of January to the 31st day of December following, both inclusive.

6. MEMBERSHIP

6.1 Membership in The Association is voluntary and shall consist of:

- i) **Regional Associations** - Associations responsible for the promotion and development of soccer in the regions as outlined in number seven and will have the power to vote on behalf of that region as required.
- ii) **Affiliate Clubs** – Members in good standing where regional associations have not been officially established.
- iii) **Associate Membership** – Organizations operating within the boundaries of The Association including but not limited to affiliated leagues (indoor and outdoor), school, college and university leagues, and referees', coaches' and trainers' associations.
- iv) **Life Membership** – An individual who through years of dedicated service and support to The Association, has been found worthy of this recognition. Life Membership shall be when and as conferred by the Board of Directors.
- v) Associations from outside its jurisdiction who have been accepted as full / partial members into The Association.

6.2 Any member may withdraw from The Association upon filing a written notice to the Board of Directors. Such withdrawal will be effective thirty (30) days after the receipt of the notification. Acceptance of this withdrawal will be based on the fact that the member has paid, to The Association, all outstanding accounts including levies and other service fees.

6.3 Any member may be required to resign by a vote of three-quarters of the members present and eligible to vote at an annual or other general meeting.

- 6.4
- (i) Only a member in good standing may exercise rights as established in the By-Laws, Rules and Regulations of The Association.
 - (ii) To be in good standing a member must be in compliance with the By-Laws, Rules and Regulations of The Association.
 - (iii) A member may be placed in bad standing by the Board of Directors because of non-compliance with the By-Laws, Rules and Regulations of The Association or for non-payment of any monies due to The Association. Before taking this action, the matter must be discussed at a Board of Directors meeting and approved by a simple majority of the voting members present.
 - (iv) Any loss in membership rights shall become effective immediately following written notification being given to the member by The Association.

7. REGIONAL ASSOCIATIONS

7.1 The Association will recognize the following regions as being responsible for soccer programs and development in each of the following geographic areas.

- (i) **Avalon Region** All areas of the Avalon Peninsula, including Come by Chance and east, but excluding the municipal boundaries of St. John's, Mount Pearl and CBS.
- (ii) **Burin Peninsula Region** Goobies south to include the full Burin Peninsula.
- (iii) **Central Region** West of Come by Chance and east of Deer Lake.
- (iv) **CBS** All areas within the municipal boundaries of CBS.
- (v) **Labrador East Region** Churchill Falls and east.
- (vi) **Labrador West Region** Labrador City to Wabush
- (vii) **Mount Pearl Region** All areas within the municipal boundaries of Mount Pearl.
- (viii) **St. John's Region** All areas within the municipal boundaries of St. John's.
- (ix) **St. Pierre & Miquelon Region** All areas of St. Pierre & Miquelon.
- (x) **Western Region** Deer Lake and west extending from St. Anthony to Port aux Basques.

(April 2005)

7.2 To apply for Regional status a club must:

- i) be immediately subordinate to The Association,
- ii) for the purpose of administrative jurisdiction, have a defined geographic boundary approved by The Association,
- iii) have an Executive elected by its membership, at least one General Meeting per calendar year and a Constitution registered with The Association,
- iv) have at least eight hundred (800) registered players, or such geographical characteristics as would require a separate Region (as approved by the membership),
- v) have registered active teams and players at both A and B or C youth levels and at the senior level if applicable,
- vi) admit into membership clubs in accordance with appropriate Regional Association's By-Laws. Such membership or renewal of membership may be denied by the Regional Association for cause. Any club/team wishing to join, or participate in, a League in Membership shall be a member in good standing of a Regional Association.

8. FEES

- 8.1 Each Member and/or Associate Member pay such affiliation fees at such time and in such amount as may be provided for in the Rules and Regulations.

9 GENERAL MEETINGS:

9.1 Annual General Meeting

- 9.1.1 The Annual General Meeting shall take place before November 30th each year, and shall be held at a location selected at the last Annual General Meeting.
- 9.1.2 All members shall receive at least thirty (30) days notice of the Annual Meeting.
- 9.1.3 The areas of business at the Annual General Meeting shall be arranged by the Board of Directors and are to be sent to all members and clubs twenty-one (21) days prior to said Annual Meeting.
- 9.1.4 The order of business at the Annual General Meeting shall be:
1. Call to Order
 2. Presentation of Credentials and Roll Call
 3. Adoption of Agenda
 4. Appointment of Resolutions Officer
 5. Adoption of Minutes of the last Annual General Meeting
 6. Business Arising from Minutes
 7. Minutes of Spring Planning Meeting (Discussion)
 8. President's Report
 9. Vice President Senior Men's Report
 10. Vice President Senior Women's Report
 11. Vice President Youth's Report
 12. Secretary's Report
 13. Treasurer's Report
 14. Special Projects Report
 15. Other Reports
 16. Appointment of Auditors
 17. Amendments to the By-Laws / Constitution
 18. Amendments to the Rules and Regulations
 19. Election of Officers
 20. New Business
 21. Next Annual General Meeting

Alterations to the agenda may be made with the approval of the voting delegates if it is deemed to be in the better interests of The Association.

9.2 Special General Meeting

- 9.2.1 A Special General Meeting of The Association shall be convened by the President:
- (i) at the request of a majority of the Board of Directors; or
 - (ii) at the request of a majority of the Regional Associations.
- 9.2.2 A Special General Meeting must be held within thirty (30) days of receipt of the written request.
- 9.2.3 All members shall receive fourteen (14) days clear notice of the subject to be discussed, and the date, time and location of any Special General Meeting.
- 9.2.4 Only the business for which a Special General Meeting has been called will be dealt with at the meeting except with the unanimous consent of those present.

9.3 General Planning Meeting

- 9.3.1 There shall be a minimum of one (1) planning meeting per year.
- 9.3.2 A general planning meeting shall be held prior to April 30th each year.
- 9.3.3 The date and location of the planning meeting shall be determined by the Board of Directors.
- 9.3.4 Members shall receive thirty (30) days clear notice of the date, time and location of any planning meeting.

10 RULES OF ORDER

- 10.1 All meetings of The Association shall be conducted in accordance with Robert's Rules of Order insofar as they apply.

11 QUORUM

- 11.1 A majority of Regional Associations and Board Members in good standing shall form a quorum at all General Meetings of The Association.
- 11.2 A majority of Board Members shall constitute a quorum for all meetings of the Board of Directors. (April, 2005)
- 11.3 A majority of voting members of the Executive Committee shall constitute a quorum of all meetings of the Executive Committee.

12 VOTING

- 12.1 Members of the Board of Directors, as defined in article 13.1, with the exception of the Past President and such appointed members as listed in article 13.3, who are in good standing, shall be entitled to one vote each at any meeting of The Association.
- 12.2 Regional Associations in good standing shall be entitled to vote at a meeting of The Association.
- 12.3 If for any reason a club is found to be not in good standing, then the region will lose that number of votes that would have been accrued by that club toward the region's votes.
- 12.4 Each region shall receive votes based on the player levies, and coaches' and referees' fees using the following formula:
 - (i) One vote for the first \$500.00, or part thereof, of fees paid;
 - (ii) One vote for each additional \$2000.00, or part thereof, of fees paid.
- 12.5 The number of votes granted to a voting member of The Association shall never, under any circumstances, be greater than 25% of the total eligible votes present at any General Meeting.
- 12.6 Regional Delegates, or their designate, shall be entitled to votes as prescribed by the policies of The Association.
- 12.7 Each voting member shall be entitled to have all its votes cast whether it is represented by one or all of its delegates, but not by any other member.
- 12.8 Each Associate Member in good standing shall have a voice but no vote at all meetings of The Association.
- 12.9 Life Members shall be entitled to a voice, but no vote at all meetings of The Association.
- 12.10 No member can cast a vote by proxy.
- 12.11 At all meetings of The Association, voting shall be by a show of hand, unless the voting delegates present decide upon a ballot.
- 12.12 Decisions of any Board, Executive or General Meeting of The Association shall be decided by a majority of the votes cast with the exception of 6.3, 12.16 and 21.3.
- 12.13 If a vote by ballot is required, the Chair shall appoint scrutineers who shall total the votes and report them to the Presiding Officer who shall announce the total number of votes cast and the winning candidate to the assembly for the record.
- 12.14 Elected members of the Board of Directors may not sit or vote at a General Meeting of The Association in any other capacity than that for which they were elected.

- 12.15 For the purpose of assignment of votes, the number of players considered “affiliated and registered” includes outdoor players and indoor players affiliated and registered with The Association in the year for which the general meeting is being held.
- 12.16 All amendments to the By-Laws affecting the Articles of Incorporation will be decided by a two-thirds (2/3) majority vote of the voting delegates in attendance at a meeting where such amendments are being considered.
- 12.17 The Past President, Director of Coaching, Director of Officials, and the Technical Chairperson, although having no vote, shall have a voice at all meetings of The Association.
- 12.18 At all meetings of the Board of Directors and Executive Committee each member shall be entitled to one vote with the exception of the President. The President shall only cast a vote in the case of a tie. No Board member may carry more than one (1) vote. All votes must be given personally.
- 12.19 The President may conduct a vote of the Board of Directors or Executive Committee on any matter by telephone, or by some other electronic means, when s/he deems such a vote necessary.

13 BOARD OF DIRECTORS

- 13.1 The business of The Association shall be conducted in accordance with these By-Laws and The Association’s Rules and Regulations, by the Board of Directors which shall be comprised as follows:
- Past President
 - President
 - Vice President Senior Men
 - Vice President Senior Women
 - Vice President Youth
 - Secretary
 - Treasurer
 - Regional Directors – one (1) per region
 - Appointments as per 13.3
- 13.2 The Past President shall sit as a full member of the Board with a two (2) year term.
- 13.3 The Board of Directors shall have the power to appoint a Director of Coaching, Director of Officials and a Technical Chairperson.
- 13.4 Meetings of the Board of Directors shall be held a minimum of four (4) times each year with one of these meetings scheduled to occur with the Annual General Meeting.
- 13.5.1 A Special Meeting of the Board of Directors may be convened at the request of three members of the Board of Directors, in writing to the secretary. The letter shall outline the purpose of the request. The meeting will be convened within thirty (30) days of receipt and the meeting will

deal only with the matter(s) requested in the letter to The Association except with the unanimous consent of those present.

(November, 2008)

14. TENURE AND ELECTION OF THE BOARD OF DIRECTORS

- 14.1 The Board of Directors, except for the Past-President and appointees, shall be elected (as per 14.3) annually by secret ballot at the Annual General Meeting and shall remain in office for the duration of their term.
- 14.2 The term of office for members of the Board of Directors shall be two years.
- 14.3 The election of the Officers shall be held at the Annual General Meeting and the format shall be as follows:
- (i) In odd numbered years the President, Secretary and Vice President Youth shall be elected to serve a two (2) year term.
 - (ii) In even numbered years the Vice President Senior Men, Vice President Senior Women and Treasurer shall be elected to serve a two (2) year term.
 - (iii) In odd numbered years a named representative from St. John's, Burin Peninsula, Central, Labrador West and CBS shall be appointed to the Board of Directors to serve a two (2) year term. (November, 2005)
 - (iv) In even numbered years a named representative from Mount Pearl, Avalon, Western, Labrador East and St. Pierre and Miquelon shall be appointed to the Board of Directors to serve a two (2) year term. (November, 2005)
- 14.4 The newly elected Officers shall take office at the close of the Annual General Meeting.
- 14.5 If any nominee for the Board is absent from the Annual General Meeting, s/he must signify in writing to The Association his or her willingness to stand for office before being nominated.

(November, 2008)

15 Procedure for Election of Officers

- 15.1 To be elected as an Officer, a candidate must have a majority of the valid votes cast.
- a) In any contested election, voting shall be by secret ballot.
 - b) If a person receives a majority of the valid votes cast, s/he is elected.
 - c) 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 have contested an office, this process may be repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot.

- d) 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;
- e) No paid employee of any affiliated Association, League or Club and no paid employee of this Association shall sit as an elected member of the Board of Directors.
- f) Nominations for the positions of Officers 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 Business Manager of The Association 30 days prior to the AGM/Election of Officers.
- g) Nominations from the floor are not permitted except as follows:
 - i) Where no nomination is received in accordance with By-Law clause 15.1 f);
 - ii) Where a candidate is nominated for the position of an Officer and accepts, but is not elected, that person may run for a subsequent position that is open for election during that meeting;
 - iii) Notwithstanding the fact that one or more nominations were made in accordance with 15.1 g) i) and 15.1 g) ii) 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.

16 EXECUTIVE COMMITTEE

16.1 The Executive Committee shall consist of:

- Past President
- President
- Vice President Senior Men
- Vice President Senior Women
- Vice President Youth
- Secretary
- Treasurer

16.2 Meetings of the Executive Committee shall be held at the call of the President.

17 DUTIES OF THE OFFICERS AND DIRECTORS

17.1 The President shall:

- Be the Chief Executive Officer of The Association and shall have the authority and responsibility for administering the affairs of The Association within the policies established by the Board of Directors.
- Preside at all meetings of The Association, the Board of Directors and the Executive Committee. In the absence of the President the senior (longest serving on Board) Vice President in attendance shall preside over any meetings.
- Have a voice and a casting vote at all meetings of the Board of Directors and the Executive Committee.
- Represent The Association on the CSA Board.
- Make recommendations to the Board of Directors regarding committees and chairpersons.
- Is an ex-officio member of all committees of The Association.
- Has a vote at all general meetings of The Association.

17.2 The Vice President Senior Men shall:

- Coordinate all aspects of Senior Men's Soccer within the Province.
- Coordinate all Senior Men's Soccer tournaments with Regional Associations.
- Be involved in all decisions affecting Senior Men's Soccer in the Province.
- Be Commissioner of the Challenge Cup League unless s/he is an active participant with one of the clubs in the league.

17.3 The Vice President Senior Women (formerly Women's Director) shall:

- Coordinate all aspects of Senior Women's Soccer within the Province.
- Coordinate all Senior Women's Soccer tournaments with Regional Associations.
- Be involved in all decisions affecting Senior Women's Soccer in the Province
- Be Commissioner of the Jubilee Trophy League unless s/he is an active participant with one of the clubs in the league.

17.4 The Vice President Youth (formerly Youth Director) shall:

- Coordinate all aspects of Youth Soccer (as defined by CSA) within the Province.
- Coordinate all Youth Soccer Tournaments with Regional Associations.
- Be involved in all decisions affecting Youth Soccer in the Province.
- Represent The Association on the Competitions Committee of the CSA.
- Be Commissioner of any Youth Leagues formed in the province.

17.5 The Treasurer shall:

- Take charge of all monies belonging to The Association.
- Direct payment of money by cheques signed by the designated signing officers of The Association.
- Present a yearly audited financial report at the Spring Planning Meeting of The Association.
- Deposit all monies in such depositories as designated by the Board of Directors.
- Make recommendations on all proposed financial matters.

- Assist the auditors as required.
- Render a financial report at all regular meetings of The Association.
- Be Chairperson of The Association's Finance Committee

17.6 The Secretary shall:

- Give notice of all meetings of The Association.
- Record the proceedings of all meetings of The Association.

17.7 The Regional Directors shall:

- Carry out the policies of The Association in their respective Region.
- Place emphasis on membership within the region.
- Be responsible for liaison between The Association and the Region.
- Coordinate activities and programs in the Region.
- May appoint committees to assist in carrying out the wishes of The Association.
- Represent The Association within the Region they represent.

17.8 The Past President shall:

- Assist and advise the incoming Executive.
- Be an ex-officio member with no voting privileges.
- Act as Chairperson of the Hall of Fame Committee.

17.9 The Board of Directors has the authority to amend these duties and responsibilities, as it deems necessary, for the betterment of the objectives of The Association.

18 POWERS OF THE BOARD OF DIRECTORS

18.1 The Board of Directors shall be vested with the authority to direct the affairs of The Association.

18.2 The Board of Directors shall be responsible to the Members of The Association.

18.3 The Board of Directors shall implement and control the policies, finances and general affairs of The Association.

19 SIGNING OFFICERS

(April 2005)

19.1 The signing authority of The Association for cheques and payments drawn on current operating accounts of The Association, shall be any two (2) of the President, the Treasurer, the Secretary and the Vice President Senior Men.

19.2 The signing authority for notes, financial instruments and all other financial documents shall be any two (2) of the President, the Treasurer and the Secretary.

- 19.3 Whenever possible, all cheques and financial documents should bear the signature of the Treasurer.
- 19.4 The two signing officers for cheques and payments drawn on current operating accounts of The Association must initial the invoice being paid.

20 VACANCIES

- 20.1 The office of a member of the Board of Directors and/or the Executive Committee may be vacated:
1. upon resignation, in writing;
 2. if s/he absents him/herself from two (2) consecutive meetings without just cause.
 3. if s/he is removed by resolution of The Association for good and sufficient cause.
- 20.2 Should a vacancy occur on the Board of Directors or the Executive Committee, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.
- 20.3 Should a vacancy on the Board of Directors occur at the Annual General Meeting, an election will take place to fill that position for the remainder of the term as outlined in article 14.3.
- 20.4 If the office of the President shall become vacant for any reason during his/her term of office, the Board of Directors shall appoint a new President until an election can be held at a general meeting of The Association. However, the immediate Past President shall remain in office.

21 AUDIT

- 21.1 Auditors shall be appointed at the Annual General Meeting each year and, upon failure of the members to appoint an auditor, the Board of Directors will do so.
- 21.2 The auditors shall, at any time, at the request of the Board of Directors, audit the books, accounts and balance sheets of The Association and shall, for this purpose, have access to all documents, securities and receipts of The Association.
- 21.3 An audited financial statement, together with a copy of the Auditor's Report, shall be forwarded to each Regional Association and to Members of the Board of Directors at least fourteen (14) days before the date of the Spring Planning Meeting.
- 21.4 Audited financial statements, together with a copy of the Auditor's Report, for the most recent completed fiscal year of The Association, shall be presented at each Spring Planning Meeting.

22 STAFF

- 22.1 The Association may hire staff to assist with the routine business of The Association.

- 22.2 Terms of reference and conditions of employment for the staff shall be established by written contract.
- 22.3 The Executive Committee shall determine the working conditions and duties of these positions and is responsible for informing the Board of Directors of any matters related to the staff.

23 AMENDMENTS

- 23.1 All proposed amendments to these By-Laws must be received by The Association in writing not less than twenty-one (21) days before an Annual General Meeting or Special General Meeting called for that purpose.
- 23.2 Copies of proposed amendments to these By-Laws shall be sent to the Membership not less than fourteen (14) days prior to the Annual General Meeting or Special General Meeting at which they are to be considered.
- 23.3 Amendments to these By-Laws shall become effective upon attaining a two-thirds (2/3) majority of the votes cast by the delegates at the General Meeting.

24 APPOINTMENT OF COMMITTEES

- 24.1 The Board of Directors shall, each year, appoint committees as it sees fit, and give such committees duties and powers as it sees fit.
- 24.2 The President shall be, ex-officio, a member of all committees.

25 INDEMNITY

- 25.1 Every Office or 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 as such happens from their own respective wilful neglects or defaults.

26 OTHER REGULATIONS

- 26.1 The Association may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer.
- 26.2 The Association may make such regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- 26.3 No such regulations 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.

26.4 The Rules and Regulations of The Association may be added to and/or amended between General Meetings by the Board of Directors; however, such amendments must be presented at the next General Meeting of The Association for ratification.

26.5 The Rules and Regulations of The Association may be amended by a majority vote of those accredited members present at a General Meeting.

27 DISSOLUTION

27.1 It is specifically provided that in the event of dissolution or winding up of The Association all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in the Province.