

SUBURBAN DISTRICT SOCCER ASSOCIATION

BY - LAWS

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1 Name

The name of this organization shall be Suburban District Soccer Association, hereinafter referred to as the ASSOCIATION.

2 Definitions

In these By-Laws, unless there be something in the subject or context inconsistent therewith:

- a. "ASSOCIATION" means Suburban District Soccer Association.
- b. "Executive Board" is comprised of Officers and Directors, the President and the appointed delegates from the Active Member Associations. Also referred to as the Board.
- c. "Club" means any organization that meets Soccer Nova Scotia's definition of a club.
- d. "District" means the geographical area that is under the jurisdiction of the ASSOCIATION.
- e. An "Executive Meeting" is a meeting of the Executive Board.
- f. A financial Audit or Audit as described below is considered to be a review of the ASSOCIATION accounts by two individuals deemed appropriate to complete the task by the Executive board. It does not mean that a professional accountant auditor will perform the audit annually.

3 Affiliation

District Association membership in Soccer Nova Scotia is categorized as "District membership" as described in Soccer Nova Scotia Bylaws. ASSOCIATION will endeavour to adhere to all the conditions in those by-laws as long as they do not contradict these by-laws or the Societies Act.

Notwithstanding by-law requirements, the ASSOCIATION will have the following terms of reference:

- a. To promote and develop the game of soccer, both indoor and outdoor, in the Suburban District.
- b. To provide play for all ages and both sexes.
- c. To affiliate all clubs headquartered within the boundaries of the Suburban District.
- d. To affiliate all leagues providing approved play within the Suburban District.
- e. To monitor all tournaments within the Suburban District.
- f. To maintain accurate written and financial records, and to submit annually to its Members and to this ASSOCIATION a financial statement.
- g. To file with Soccer Nova Scotia within thirty (30) days of its Annual General Meeting:
 - a copy of its Annual General Meeting minutes;
 - a financial statement covering the previous year's financial activities;
 - a list of its elected and appointed officers.
- h. To notify Soccer Nova Scotia, in writing, within fifteen (15) days of any change of officers or any change of address.
- i. To notify the Nova Scotia Joint Stocks within fourteen(14) days of any change of officers, address, special resolutions or financial statements.
- j. To have an Annual General Meeting no later than March 31st annually

4 Boundaries

The boundaries to be under the jurisdiction of the ASSOCIATION shall be the geographic area (or areas) defined as the Suburban Region by Soccer Nova Scotia.

5 Organization

The ASSOCIATION shall be composed of member associations as hereinafter set out. The Executive Board will manage the ASSOCIATION in accordance with policies and decisions put forth by the membership.

6 Membership

6.1 Membership Structure

The Governance Model for the ASSOCIATION is intended to provide a collective voice for all its members. It will be based on the following principles:

- Each member ASSOCIATION will have equal representation on the board.
- The Chair of the ASSOCIATION board will also act as the Suburban regional representative.

6.2 Types of Membership

- a. **Active Membership** - shall be open to amateur soccer clubs within the boundaries of the ASSOCIATION. Rules under which organizations may apply for Active Membership will be published in the ASSOCIATION Rules and Regulations. Each Active Member Club shall:
 - Conduct its business in a way that does credit to the game and the ASSOCIATION.
 - Appoint two(2) club members to the ASSOCIATION Executive Board.
 - Act in accordance with the ASSOCIATION by-laws and policies.
 - Each Active Member will appoint two(2) delegates who shall vote on their behalf at ASSOCIATION General an Special Meetings.
- b. **Affiliated Membership** – Shall be open to members appointed by the Executive board as Affiliate Members.
 - Affiliate Members do not have ASSOCIATION voting rights.
 - Affiliate Members are required to submit Association fees as outlined in the Rules & Regulations.
 - An Affiliate Member may appoint two (2) representatives to attend the Executive board meetings.
- c. **Associate Membership** – shall be open to a member within the boundaries of the ASSOCIATION deemed to be an associate member shall be governed by the ASSOCIATION but will not have voting or active membership obligations. Associate members are appointed by the Executive board and are not required to submit membership fees.
- d. **Honorary Membership** - shall be open to person(s) who have made exemplary contributions to the ASSOCIATION. An Honorary Membership may be extended to an individual or a Group. This

form of membership does not have voting rights. However, members are welcome and encouraged to attend meetings.

e.

Termination of membership

- If any member is not in good standing with the ASSOCIATION, its membership can be revoked by a two-thirds majority vote at a General Meeting;
- A member that does not register any players in a given season ceases to be a member;

6.3 Membership Fees

- a. Fees are due March 15th of the current year and cover the period until March 14th of the following year. Full payment of these fees is required to maintain a member's good standing.
- b. Each Active Member Club shall pay the ASSOCIATION a fee for each player it registers with the ASSOCIATION. The Executive board prior to registration will determine this fee each year.

7 Meetings

7.1 Executive Board Meetings

The Executive board shall meet monthly. These meetings shall be scheduled at the discretion of the President, and at a time and place suitable to the Executive board. Notice of the meeting will be forwarded to the members in writing via email two (2) days prior.

7.2 General and Special Meetings

- a. The Annual General Meeting (AGM) shall be held within 90 days of the District's fiscal year end and at such time and place as deemed convenient by the Executive board. All members shall receive fourteen (14) days clear notice in writing via email of the time and location of the Annual General or Special Meeting.
- b. Voting procedures for the General and Special Meetings are defined in Article 8 below.
- c. If within one half hour from the time appointed for the meeting, a quorum of delegates is not present, the meeting, if convened upon the requisition of the Active Club Members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Active Club Members then present shall direct and if at such adjourned meeting a quorum of Active Club Members is not present, it may be adjourned sine die.
- d. Order of business for an Annual General Meeting is:
 - 1. Roll call and report of credentials
 - 2. Minutes of previous AGM
 - 3. Presidents Report
 - 4. Treasurer's Report

5. Other reports - Clubs, Association, Referee, etc.
 6. Amendments to the By-Laws and/or the Rules And Regulations
 7. Election of Officers
 8. New business
 9. Adjournment
- e. A Special or General Meeting shall be called by the President following receipt of a written request signed either by not less than three quarters (3/4) of the Active Club Members, or by not less than three quarters (3/4) of the Officers of the ASSOCIATION. Only the business for which it has been called will be dealt with unless there is unanimous consent of those people who are present at that meeting and entitled to vote. Special resolutions cannot waive proper notice by unanimous consent. Active Club members must be provided fourteen (14) days clear notice in writing or by email of the time and location for a Special General Meeting.

7.3 Presiding Officer

The President shall preside at all General and Executive meetings of the ASSOCIATION. In his/her absence, the Vice President shall take the Chair. The absence of both of these Officers shall require the selection, by the Executive board, of a pro tem presiding officer.

7.4 Quorum

A meeting Quorum shall consist of five (5) people and will be composed of the Presiding Officer and at least three quarters (3/4) of the active membership. If the Presiding Officer is not present he or she must appoint one of the other members as the chair for the meeting prior to.

7.5 Motions

Motions will be voted on if there is quorum. If there is not quorum, the vote will be tabled until such time as quorum can be achieved or a subsequent meeting where quorum is present.

8 Voting

8.1 General and Special Meetings Voting

- a. Each Active Member Association shall appoint two (2) delegates to attend the ASSOCIATION General and Special Meetings.
- b. The delegates for each Active Member Association will have one (1) vote.
- c. Proxy votes are not permitted at any meeting.
- d. If a ballot is required, appointed scrutineers shall total the votes and report to the presiding officer who shall announce the results to the assembly for the record.
- e. Quorum is defined in Article 7.4.

8.2 Executive Board Voting

- a. Each Active Member Association has one (1) vote cast by their Active Club Member delegates appointed to the board as representatives when a quorum is present at an Executive board meeting.
- b. A majority vote will decide all motions.
- c. Proxy votes are not permitted at any meeting.
- d. The ASSOCIATION President/Chair will not vote unless there is a tie or the vote is required to facilitate a quorum.
- e. No officer shall vote more than once.
- f. Quorum is defined in Article 7.4.

9 Executive Board

The Executive Board will consist of a Chairperson/President and representation from each Active Member Association. Each Active Member Association will be required to appoint two (2) officers/directors to the Executive board.

- a. The Executive Board is responsible for maintaining and developing policies, procedures and rules under which the ASSOCIATION operates.
- b. The Executive Board shall be able to appoint members to any non-voting position deemed necessary.
- c. The Executive Board shall have the power to expend funds for the purchase of equipment, facilities and services required by the ASSOCIATION. At all times the Executive Board will be cognizant of the amount of monies available, actual and anticipated and shall not make expenditures which will create a deficit at the end of a fiscal year.

9.1 Executive Officers/Directors

- a. The Executive Officers/Directors shall be responsible for the day-to-day management of the ASSOCIATION and shall act according to the policies and decisions made by the Executive or a General Meeting. The Executive Officers/Directors shall have full authority to implement and enforce the policies and decisions of the ASSOCIATION. The Executive Officers/Directors shall refer all matters that would constitute departures from policy or from precedent or established practice to the Executive for prior approval.
- b. The Executive Officers/Directors shall consist of:
 - i. President/Chair
 - ii. Vice-President
 - iii. Treasurer
 - iv. Secretary

9.2 Duties of Officers/Directors

- a. President/Chair - Shall preside at all General and Executive meetings of the ASSOCIATION,

decide all questions of order, and announce the results of voting. He/she shall neither move nor second any proposals or amendments thereto, nor shall he/she vote except to cast a deciding vote. He/she shall also represent the ASSOCIATION as required. The President (or his/her delegate) shall represent the ASSOCIATION at General Meetings of each member club. The President (or his/her delegate) shall make him/herself available to represent the ASSOCIATION at executive meetings of member clubs on request. He/she shall have oversight of all activities and be ex-officio member in all committees.

- b. Vice-President - Shall have charge of the administration of the ASSOCIATION. He/she shall have charge of all property of the ASSOCIATION. He/she shall in the absence of the President preside at all meetings of the ASSOCIATION. He/she shall assume such duties assigned to him/her by the President, subject to the approval of the Executive board.
- c. Treasurer - shall be the custodian of all monies belonging to the ASSOCIATION.
- d. Secretary – Shall be responsible for preparing and maintaining all meeting minutes as well as all other books and records of the ASSOCIATION.

10 Tenure and Elections

- a. At an Annual General Meeting, each Active Member Association may nominate a person, provided that both the nominator and the nominee are in good standing with the ASSOCIATION and are of the legal age of majority. Nominees for Executive Positions must not hold office in another District Association.
- b. The President shall be elected for a two-year term.
- c. Each Active Member Association will have equal opportunity to put forth a President from their respective Association. This role will rotate through the Active Member Associations allowing the member who has not yet had a representative from their Association the first right of refusal on the next candidate. The order in which the Associations rotate the position will be determined by the board.
- d. Nominees absent from the meeting shall give written consent to the Elections Officer prior to or at the Annual General Meeting to allow his/her name to stand.
- e. If an officer position is vacated prior to completion the Executive Board may appoint a temporary officer until such time as the club from which the officer was originally appointed can fill the position.
- f. The President of the ASSOCIATION shall not be a director on the board of any of the Active Member Associations.
- g. The President of the ASSOCIATION will represent the Suburban Region wherever appropriate.
- h. An officer of the Board shall be vacated on any one of the following conditions:
 - 1. Upon providing resignation in writing.
 - 2. If the Board Member becomes of unsound mind otherwise incapable of performing the business of the ASSOCIATION.

3. If the Board Member is removed by a majority vote through resolution of the ASSOCIATION for good and sufficient reason.
 - i. The Ex-officio Soccer Nova Scotia is installed at the discretion of Soccer Nova Scotia, to act as a liaison only, having no vote on this Executive board.
 - j. An Officer may be eligible for re-election as long as he/she is qualified individually under the terms of these By-Laws.

11 Management

- a. The Executive board shall be entitled to manage the affairs of the ASSOCIATION. The Management Committee shall consist of the Executive of the ASSOCIATION.
- b. The Executive board shall have the power to make rules, regulations, arrangements as to all matters of business duties, management, so far as not already herein expressly provided.
- c. The Executive board shall have the power to fill any vacancies that may occur in its Offices for the remainder of the term of office.
- d. The Officer and Director positions of the ASSOCIATION are all volunteer positions. There is no remuneration for these roles.
- e. The President, Secretary and the two Administrative staff members shall be signing officers for the ASSOCIATION. Signatures of any two signing officers are required for the disbursement of funds for the ASSOCIATION. One of the two signatures must be an Executive Officer of the club who has signing authority.

12 Financial Management

- a. The ASSOCIATION will not borrow monies from any other organization other than the Active Members or Soccer Nova Scotia when deemed necessary by the ASSOCIATION Executive board. The borrowing of monies can be initiated by a majority vote of the Executive Board.
- b. The Treasurer shall provide an Annual Financial Report for distribution prior to the Annual General Meeting.
- c. Any member can inspect the books and records of the ASSOCIATION within two weeks of the request during regular business hours at the ASSOCIATION office.
- d. An individual selected by the Executive Board will perform an audit of the ASSOCIATION accounts each year. The audit will be completed fifteen (15) days prior to the Annual General Meeting and will be presented to the membership at the meeting for approval.
- e. An audit of the ASSOCIATION accounts will be undertaken on the passing of a special resolution at a General or Special Meeting. The Executive shall select the Auditor within thirty (30) days of the passing of the special resolution. The audit results will be presented to membership at a special meeting called no more than fourteen (14) days following the completion of the audit.
- f. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the President and one other member of the Executive as directed by the

Executive Board.

13 Vacancies

The office of a member of the Executive shall be vacated on any one of the following conditions:

- a. Upon resigning in writing.
- b. If he/she is absent from four (4) consecutive meetings without satisfactory reason.
- c. If he/she be removed by a majority vote through resolution of the ASSOCIATION for good and sufficient cause.
- d. If he/she is suspended by a Discipline Committee of the ASSOCIATION.

14 Laws of the Game

The Laws Of The Game were established by FIFA, the International Soccer Federation. These Laws were modified by Soccer Nova Scotia to account for differences in age and climate. The SNS laws are recognized by the ASSOCIATION as the basis for the administration of the game in the Suburban United District. The ASSOCIATION may implement further changes in the Laws where it feels that doing so would improve upon the implementation.

15 Monies Owing

All monies owing to the ASSOCIATION shall be due and payable within Thirty (30) days of invoicing, unless otherwise stipulated. Penalty fees for late payment or non-payment of monies due shall be as established by the Executive Board.

16 Amendments to the By-Laws

- a. All proposed amendments to the By-Laws shall be forwarded in writing to the Secretary no later than thirty (30) days prior to the Annual General Meeting at which they will be considered.
- b. Copies of proposed amendments to the By-Laws shall be sent to all members not less than fourteen (14) days prior to the General Meeting at which they will be considered.
- c. In accordance with the Memorandum of ASSOCIATION filed in accordance with the Societies Act, any amendment to the By-Laws must be by a Special Resolution presented to a General Meeting where notice to propose the resolution has been duly given. To pass, a Special Resolution requires a 75% majority vote of the people who are present and entitled to vote at that General Meeting.
- d. An amendment will be used if the vote passes until they are approved and filed by the Registrar of Joint Stocks. The By-law documentation will be updated and submitted to SNS and Joint Stocks within fourteen (14) days of a special resolution being passed.

17 Omissions

Any omissions or regulations not specifically covered or included in these By-Laws are subject to the relevant provisions of Soccer Nova Scotia.

18 Liabilities

No person who acts on behalf of the ASSOCIATION, or represents the ASSOCIATION shall, in his/her individual capacity, be liable for any debt or liability of the ASSOCIATION beyond the amount of any subscription, dues or fees payable by him/her to the ASSOCIATION.

19 Seal of the Association

The Seal of the ASSOCIATION shall be in the custody of the President and may be affixed to any document as directed by the Executive Board.

20 Fiscal Year

The fiscal year of the ASSOCIATION shall be from January 1st to December 31st of the following year.