

2025 Bylaws of Soccer New Brunswick

This document was formerly known as the Constitution of Soccer New Brunswick

Table of Contents

1. Definitions	3
2. General.....	4
3. Objectives of Association	4
4. Membership.....	4
5. Membership Fees.....	5
6. Member Rights, Privileges, and Obligations	5
7. Status of Membership	6
8. Meetings	8
9. Voting	9
10. Soccer New Brunswick Board of Directors.....	10
11. Election and Tenure.....	10
12. Duties and Powers of the Board of Directors.....	11
13. Meetings of the Board of Directors	12
14. Board Vacancies	12
15. SNB Management and Staff	12
16. Committees	13
17. Financial Statements and Auditors/Reviewers.....	13
18. Amendments to the By-Laws	13
19. Amendment To Rules and Regulations	14
20. Jurisdiction	14
21. Access to the Courts and Other Remedies	14
22. Dissolution.....	15
23. Interpretation of the By-Laws	15
24. Coming Into Force	15

1. DEFINITIONS

- 1.1. **Annual Meeting of Members (AMM)** is an annual meeting of registered members in good standing with the **Association**.
- 1.2. **Association** or **SNB** means Soccer New Brunswick Incorporated.
- 1.3. **Board** means the Soccer NB Board of Directors.
- 1.4. **By-laws** means the Soccer New Brunswick By-laws and any other By-laws of Soccer New Brunswick as amended and which are, from time to time, in force and effect;
- 1.5. **Canada Soccer** means the Canadian Soccer Association.
- 1.6. **Club** is an organization that organizes **Teams** in accordance with published **Rules**; is responsible for player development within its area of operation and which is responsible for registering each of its players with Soccer New Brunswick in accordance with the **Association's Rules** and Regulations and Policies.
- 1.7. **Date of Registration** means the date as defined in the **Rules** and Regulations or policies.
- 1.8. **Executive Director** means the employee of the **Association** responsible for the day-to-day administration of the affairs of the **Association** and **Board**.
- 1.9. A **League** is comprised of **Teams** whose players belong to a **Club** and the **League** is comprised of two or more **Clubs** who are members of the **Association** or in the case of interprovincial **Leagues**, Members of **Canada Soccer**.
- 1.10. **Majority** means a simple majority, which is achieved when more than 50% of the votes cast are in favor.
- 1.11. **Participant** means Directors, Officers, committee members, coaches, players, trainers, referees, assistant referees, fourth officials, match commissioners, referee inspectors, diversity officers, persons in charge of safety, and any other person responsible for technical, medical and/or administrative matters in the **Association**, its **Members, Clubs** or **Leagues**, as well as all other persons obliged to comply with the **Association By-laws, Rules** and policies.
- 1.12. **President** means the Chief Executive Officer of the **Association**.
- 1.13. **Region** means one of the five designated regions of the Province. The five regions of Soccer New Brunswick are: North, South, East, West and North-West as defined in the **Rules** and Regulations.
- 1.14. **Reviewer** means an accredited accountant appointed by the voting delegates at the **Annual Meeting of Members**.
- 1.15. **Rules** means "**Rules** and Regulations" of the **Association** as per Article 19 and any policies and procedures adopted by the **Association**.
- 1.16. **SDRCC** means the Sport Dispute Resolution Centre of Canada
- 1.17. **Sub-Committee** means any **Sub-Committee** of the **Board** as may be appointed by the **Board** from time to time.
- 1.18. **Team** is a group of registered players who have been assigned to that **Team** by its Club in order to play in a Registered **League** or another Sanctioned Competition.
- 1.19. **Treasurer** means the officer responsible for oversight of the fiscal affairs of the **Association**.
- 1.20. **Vice-President** means the Senior Officer of the **Association** immediately subordinate to the **President**.

2. GENERAL

- 2.1. The name of the organization shall be Soccer New Brunswick Inc. hereinafter referred to as “**SNB**” or “the **Association**”.
- 2.2. The **Association** shall be comprised of members as set out in this document and shall be overseen by the Soccer New Brunswick Board of Directors as prescribed by these **Rules**.
- 2.3. The territory over which **SNB** has jurisdiction shall be the Province of New Brunswick.
- 2.4. **SNB**, at the desire of the membership, shall be affiliated with and under the jurisdiction of the Canadian Soccer **Association**, and subject to the **Rules** of that body.
- 2.5. The registered office of the **Association** shall be located in the Province of New Brunswick at a location decided by the Board of Directors.

3. OBJECTIVES OF ASSOCIATION

- 3.1. The objectives of the **Association** shall be to govern the game of soccer, both indoor and outdoor, for all ages and gender within the province and develop and promote the game through its member **clubs**.

4. MEMBERSHIP

- 4.1. All membership is subject to the approval of the Board of Directors who shall consider:
 - 4.1.1. The applicant’s Conditions of Membership as defined in their Articles of Incorporation, Bylaws or regulations and Application for **SNB** Membership,
 - 4.1.2. The applicant’s goals and objectives,
 - 4.1.3. Geographic area of service,
 - 4.1.4. Programming that is offered,
 - 4.1.5. Impacts on existing member services.
- 4.2. The **Association** shall be comprised of the following categories of members:
 - 4.2.1. Regular Members - which shall be open to all properly constituted Clubs as defined in the Policies, Procedures and **Rules** of the **Association**.
 - 4.2.2. Associate Members - which shall be open to organizations operating within the boundaries of the **Association** including but not limited to:
 - 4.2.2.1. **Leagues** approved by and registered with Soccer New Brunswick
 - 4.2.2.2. Related **Associations** aligned with the objectives of Soccer New Brunswick.
 - 4.2.3. Affiliate Members – are other groups associated with the sport that maybe recognized by **SNB**.
 - 4.2.4. Life Membership is open to persons that have made a meritorious contribution to the **Association**, are nominated for the position of Life Member by the Board of Directors and are approved by **Majority** of the voting delegates at the **Annual Meeting of Members**. Life membership shall be without fee.
- 4.3. New members will be subject to a membership approval process that shall be maintained as a policy of **SNB**.
- 4.4. Existing members shall be renewed annually as defined in policies of the **Association**.
- 4.5. Members may leave the **Association** if done in accordance with membership responsibilities as described policies of the **Association**.

- 4.6. For the purpose of clarity, **Participants** (see definitions) are not considered Members of the **Association**, but may be considered as members of the membership categories under Article 4.

5. MEMBERSHIP FEES

- 5.1. Annual fees for each category of Membership shall be established by **Majority** of delegates present and entitled to vote at the **Annual Meeting of Members** of the **Association** – fees will be published as a Schedule maintained by the **Association**.
- 5.2. Notwithstanding article 5.1, the Board of Directors may establish fees for Associate and Affiliate members subject to ratification at the **Annual Meeting of Members**.
- 5.2.1. Player registration fee increases proposed at the **Annual Meeting of Members** shall not come into effect until the calendar year following the **Annual Meeting of Members** at which they are approved.
- 5.3. Notwithstanding article 5.1, **Canada Soccer** membership fees shall be assessed separately from fees payable to the **Association** and shall be passed directly to the members to which they apply.
- 5.4. All Fees are payable seven (7) days after the closing of registration as defined in the Rules and Regulations, policies or procedures of the **Association**.
- 5.5. Notwithstanding article 5.3, Regular Members that have more than 300 registered players shall pay 50% of the previous year's registration dues by June 1st of the current year. The balance owing shall be due in accordance with Rule 5.3.
- 5.6. All membership categories may be subject to registration or other fees as determined by the Board of Directors and ratified by the membership at the annual meeting.

6. MEMBER RIGHTS, PRIVILEGES, AND OBLIGATIONS

- 6.1. To be in good standing, a Member must:
- 6.1.1. Have met its financial obligations to **SNB** and/or Member Organization; and
- 6.1.2. Submit previous **Club/League** AGM meeting minutes and **Club/League** financials
- 6.1.3. Shall have no other disciplinary sanctions against the Member that result in the Member being not in good standing; and
- 6.1.4. Be complying at all times with the Bylaws, Rules and Regulations, Code of Conduct and Ethics, Formal Complaints and Discipline policies, and Policies and decisions of **SNB** and, as applicable, **Canada Soccer**, FIFA and CONCACAF.
- 6.2. All Members have the right to:
- 6.2.1. Access all rights specific to its membership class according to the Bylaws and policies of **SNB**
- 6.2.2. Be informed via electronic mail distribution of the affairs, events, try-outs, coaching appointments, committee nominations and staffing changes of **SNB** through its governing organization.
- 6.2.3. Be advised when they are at risk of losing good standing, and, what steps are required to maintain good standing.
- 6.2.4. Receive proper notice of any Discipline hearing, and, have the right to a fair hearing, and, have the right to appeal the decision according to **SNB** Policy.
- 6.2.5. Be informed of the provincial calendar of events via email communication and the **SNB** website. The calendar will include all events, tryouts,

- competitions, coaching courses, officials training, and other relevant items, and it will be published with reasonable notice (2 weeks).
- 6.2.6. No less than bi-monthly consultation from **SNB** regarding program development and updates.
 - 6.2.7. Access to the current Status of Membership for all Members via the SNB website, with regular updates.
- 6.3. **SNB** Member Organizations shall have Bylaws, policies and regulations in place that meet or exceed the standards set by **SNB** and **Canada Soccer**; in the absence of such written policies, **SNB** Members shall be bound by the principles and standards set out in the Bylaws, Policies, regulations and directives of the organizations at the next highest governing level.
 - 6.4. All **SNB** Member Organizations, as per **Canada Soccer** Bylaws, shall adopt by December 31, 2019, a clause inserted in their Bylaws, Policies or regulations, specifying that the Member Organization, its members, **Leagues**, clubs, players, and organizers shall:
 - 6.4.1. Not invoke the aid of the ordinary courts without first exhausting all available remedies within **SNB** and Canadian Soccer **Association** policies and processes to resolve any and all disputes or disagreements between them.
 - 6.4.2. Comply with the Code of Conduct and Ethics of the **Association**.
 - 6.4.3. Comply with the principles of the Formal Complaints and Discipline processes of the **Association** which shall be consistent with the Disciplinary Code of **Canada Soccer**.
 - 6.5. Regular, Associate and Affiliate Members of **SNB** shall have the following obligations:
 - 6.5.1. To maintain its approved Conditions of Membership or to seek advance approval from the **SNB Board** for any amendment to its approved conditions of membership.
 - 6.5.2. To communicate to **SNB**, in writing, annually, any amendment to its **Bylaws**, as well as its Directors and Officers.
 - 6.6. A Regular Member or Associate Members shall have the following rights and privileges:
 - 6.6.1. To receive notice of and have a voice and vote at all general meetings, provided it is in good standing as of noon on the last regular business day preceding said meeting.
 - 6.7. Affiliate and Life Members of **SNB** shall have the following rights and privileges:
 - 6.7.1. To receive notice of and have a voice at Special General and Annual meetings of the **Association** but shall not have a vote at the **SNB Annual Meeting of Members** or Special General Meetings.

7. STATUS OF MEMBERSHIP

- 7.1. Suspension of a Member
 - 7.1.1. Regular and Associate Members
 - 7.1.1.1. Regular or Associate Members that are not in good standing or violate the obligations of Membership shall face a Discipline process. Suspension may be invoked by the Board of Directors, provided the **Association** has given the Member notice of being not in good standing and has been allowed 30 calendar days for the Member to rectify the lapsed obligation(s) of membership.

- 7.1.1.2. A suspended Regular or Associate Member shall have the right to appeal a suspension according to the Appeals Policies of the **Association**.
 - 7.1.2. Affiliate Members
 - 7.1.2.1. Are under the authority of the **Association** and, if they are not in good standing, their membership may be suspended by the Board of Directors of the **Association** upon recommendation of the **Executive Director**.
 - 7.1.2.2. A suspended Affiliate Member shall have the right to appeal a suspension according to the Appeals Policies of the **Association**.
- 7.2. Expulsion of a Member
 - 7.2.1. A Member, following the recommendations of a Discipline Process, may be expelled from Membership, if the Member fails to fulfill its financial obligations towards the **Association** or a **Participant** to its Member Organization, or the Member seriously or repeatedly violates the Code of Conduct, Conditions of Membership, Bylaws, Policies or directives of the **Association**.
 - 7.2.2. Membership is terminated by expulsion.
 - 7.2.3. Loss of Membership due to expulsion does not relieve the Member from its financial obligations toward the **Association** or a **Participant** to an **SNB** Member Organization but shall lead to termination of all rights in relation to the **Association** and/or the Member Organization.
- 7.3. Resignation of a Member
 - 7.3.1. Members of the **Association** may resign from **SNB** or **Participants** from an **SNB** Member Organization if they deliver a written resignation to their governing organization.
 - 7.3.2. Membership is terminated when notice of resignation is received.
 - 7.3.3. Resignation does not relieve the former Member from its financial obligations toward the **Association** or its Member Organization(s) but shall lead to cancellation of all rights in relation to the **Association** and/or a Member Organization.
 - 7.3.4. Resignation does not relieve the former Member from being subject to any discipline process that is in place or under consideration.
- 7.4. Expiration of a Member
 - 7.4.1. Regular or Associate Members
 - 7.4.1.1. Inactivity and/or non-compliance with the requirements of a Regular or Associate Member over two consecutive years will result in an expiration of membership.
 - 7.4.1.2. Loss of Membership due to expiration does not relieve the former Member from its financial obligations toward the **Association** but shall lead to cancellation of all rights in relation to the **Association**.
 - 7.4.2. Soccer New Brunswick will inform all member clubs and **Leagues** via electronic mail of the Expulsion\Resignation\Expiration. (Where applicable).

8. MEETINGS

8.1. Rules of Order

8.1.1. All meetings of the **Association** shall be conducted in accordance with Robert's **Rules** of Order, insofar as they may apply except where specific provisions of these **Rules** contravene the Bylaws.

8.2. Presiding Officer

8.2.1. The **President** of the **Association** shall preside at all Meetings of the **Association** and in his/her absence; the **Vice-President** shall take the chair. The absence of both of those officers shall require the selection, by the Soccer New Brunswick Board of Directors, of a pro tem presiding officer.

8.3. Quorum

8.3.1. **Majority** of voting **Board** members shall constitute a quorum for all meetings of the **Board**.

8.4. Annual Meeting of Members

8.4.1. The **Annual Meeting of Members (AMM)** of the **Association** shall be held on a date determined by the Soccer NB Board of Directors not later than the end of the month of March that follows the financial year.

8.4.2. Quorum for the **AMM** shall be achieved if regular members representing at least 50% of registered **Participants** who pay fees and whose fees have been remitted to the **Association**, as recorded by Soccer New Brunswick, are present.

8.4.3. Attendance at the **AMM** is Limited to Members and Invited Guests of the Board of Directors.

8.4.4. All members shall receive at least sixty (60) days' notice of the date, time and location of the **AMM** as determined in accordance with Article 8.4.1.

8.4.5. All Motions to be discussed at the **AMM** MUST be received via electronic email from members at least thirty (30) days prior to the **AMM**.

8.4.6. All other business to be discussed must be received from members at least 30 days prior to the **AMM**.

8.4.7. All financial information shall normally be communicated by the **Association** to Regular Members one (1) week prior to the **AMM**.

8.4.8. The order of business at the **Annual Meeting of Members** shall normally proceed as follows:

1. Roll Call and Report of Credentials Board
2. Tributes and introduction of guests
3. Approval of Minutes of previous Annual Meeting of Members
4. President's Address
5. Officers' Reports
6. Audit and Finance Report (Treasurer's Report, Financial Statements)
7. Reviewer/Auditor Report
8. Appointment of Reviewer/Auditor
9. Other Committee Reports
 - 9.1. Nominations
 - 9.2. Governance
 - 9.3. Risk Management
10. Unfinished Business
11. Amendments to the By-Laws

12. Amendments and/or ratification of Rules and Regulations
 13. Election of Soccer NB Board of Directors
 14. Any other business
 15. Adjournment
- 8.4.9. The Chair may, at his/her discretion, introduce any special business for discussion after the approval of the minutes.
- 8.5. Special General Meeting
- 8.5.1. A Special General Meeting may be called by the Soccer NB Board of Directors by its own motion.
 - 8.5.2. A Special General Meeting shall be called within thirty (30) days following the receipt of a written request signed by one-third of the regular members.
 - 8.5.3. All members shall receive notice no less than fourteen (14) calendar days before any Special General Meeting. Only the business for which a Special General Meeting has been called will be dealt with, at the Special General Meeting, except with the unanimous consent of those present, or to fill a vacancy on the Soccer NB Board of Directors as outlined in Article 14.5.
 - 8.5.4. The Board of Directors may call a Special Meeting to be held via conference call for which mail-in ballots must be submitted. In such cases a straw poll will be conducted on the call, but signed official votes must be received at the office by email, fax or regular mail within 72 hours of the call.

9. VOTING

- 9.1. All voting delegates must be appointed by the Member they represent and the notice of appointment must be presented to the **Association** 48 hours prior to the commencement of the **AMM** or any Special General Meeting on a form designated by the **Association** and must be listed as a current member of the Board of directors of the organization they represent on the membership application on file with Soccer New Brunswick.
- 9.2. Those qualified to vote and to take part at the **AMM** and Special General Meetings of the **Association** shall be accredited representatives of Regular, Associate and Affiliate Members and, Soccer New Brunswick Directors.
- 9.3. Each Regular Member in good standing shall have 3 votes at all **AMM** and Special General Meetings.
- 9.4. Each Associate Member in good standing shall be entitled to one (1) vote at all **AMM** and Special General Meetings.
- 9.5. Each Director of Soccer New Brunswick shall be entitled to one (1) vote at all meetings of the **Board**. They will have a voice but no vote for the **Annual Meeting of Members**, or Special General Meeting.
- 9.6. Directors of Soccer New Brunswick, and all members eligible to vote must be present at meetings to exercise their rights to vote (no proxy votes are permitted).
- 9.7. Affiliate members in good standing have a voice, but no vote at the **AMM** and Special General Meetings.
- 9.8. Life Members have a voice, but no vote at the **AMM** and Special General Meetings
- 9.9. At all meetings of the **Association**, voting shall be by a show of hand unless a secret ballot or a poll is requested. Decisions shall be reached by a simple majority unless otherwise required by the By-Laws of the **Association** or the New Brunswick Corporation Act.

- 9.10. If a poll is required, appointed scrutineers shall total the votes and report same to the presiding officer, who shall announce the results to the assembly for the record.
- 9.11. The **President** of the **Association** or designated presiding officer shall have a casting vote only.
- 9.12. Directors of the Soccer NB Board of Directors may not sit at a Meeting of Soccer New Brunswick in any other capacity than that for which they were elected.
- 9.13. At the **Annual Meeting of Members** and any Special General Meeting, all votes shall be decided by **Majority** of the voting delegates present, unless otherwise specified in these By-laws or required by law.

10. SOCCER NEW BRUNSWICK BOARD OF DIRECTORS

- 10.1. The Soccer New Brunswick Board of Directors, which shall be comprised as follows:
 - 10.1.1. Officers including the **President** and **Vice-President**;
 - 10.1.2. One (1) Director who resides in each Region; and
 - 10.1.3. Two (2) directors-at-large that may come from any Region.
- 10.2. In addition to the individuals identified in 10.1, the following individuals are invited to attend each meeting:
 - 10.2.1. **Executive Director** of Soccer New Brunswick; and
 - 10.2.2. Ex-Officio members including the **SNB** staff.
 These individuals do not have votes and are not considered for the quorum.
- 10.3. **Board** composition shall be such that the **Board** is comprised of at least 3 of each recognized gender.
- 10.4. The **Board** shall be responsible for framework of the policies, which guides the day-to-day operations of the **Association**.
- 10.5. The members of the Soccer New Brunswick Board of Directors shall:
 - 10.5.1. Attend all general and Soccer New Brunswick Board of Directors meetings;
 - 10.5.2. Represent the **Association** at all meetings of the committee(s) to which they are appointed Chair.
- 10.6. In the event no Member-elected Directors possess skillset deemed necessary to advance the needs of the **Association**, the **Board** may appoint a subject matter expert member with the required skillset to serve on the **Board**. This member will have a voice but no vote.

11. ELECTION AND TENURE

- 11.1. Nominations for all elected positions shall be made by the Nominations Committee in accordance with **Association** policies. No nominations shall be made from the floor.
- 11.2. All elected positions shall be done by the entire membership.
- 11.3. All elected positions shall be for a period of two (2) years, and no director shall serve more than four (4) consecutive terms.
- 11.4. The position of **President** is a Director of the **Association** and shall be in elected even-numbered years.
- 11.5. The position of **Vice-President** is a Director of the **Association** and shall be elected in odd-numbered years
- 11.6. Directors shall be elected by members of the **Association** as follows:
 - 11.6.1. Directors from the North and South Regions in even-numbered years.
 - 11.6.2. Directors from the East, West, North-West Regions in odd-numbered years.
 - 11.6.3. Two Directors-at-Large shall be elected from among candidates forwarded to the membership by the Nominations Committee. Notwithstanding article

- 10.1, there shall be no more than one Director-at-Large from any one region. The term for a Director-at-Large shall be two years. One to be elected in odd numbered years and one to be elected in even numbered years.
- 11.7. The **Board** shall appoint the Secretary and the Chair of Audit and Finance Committee, from among the elected Directors, from among the elected Directors, who shall serve as an Officers of the **Board**.
- 11.8. Subject to any contract of employment, the **Executive Director** holds office at the pleasure of the Board of Directors.
- 11.9. Nominees for election to the Board of Directors must signify in writing their willingness to stand for office. Nominations shall be submitted in writing to the Chair of the Nominations Committee of the Board of Directors at least 45 days before the date of the **Annual Meeting of Members**.
- 11.10. Nominations must be presented on a form as provided by the **Association** along with all required information.
- 11.11. To ensure that there is no conflict of loyalty. No director of the **Association** shall hold simultaneously a position of director of a Regular, Associate or Affiliate Member.
- 11.12. No contracted service provider, employee, Member Organization of Soccer NB or any member of their household may serve as a Director of the **Association** or Director of a Regular or Associate Member.

12. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- 12.1. The Board of Directors shall be vested with full powers to govern the affairs of the **Association**.
- 12.2. **President**
- 12.2.1. The **President** shall preside at meetings of the Board of Directors and shall not have a vote except when breaking a tie.
- 12.2.2. The **President** shall be an ex-officio member of all **Board** committees.
- 12.2.3. The roles and responsibilities of the **President** shall be prescribed in the Governance Policies of the **Association**.
- 12.2.4. The **President** shall be a non-voting ex-officio member of all Standing and Special Committees of the **Board** except the Nominations Committee, of which he/she shall not be a member.
- 12.3. **Vice-President**
- 12.3.1. The **Vice-President** shall preside at **Board** meetings in the absence of the **President**. The **Vice-President**'s roles and responsibilities shall be prescribed in the Governance Policies of the **Association**.
- 12.4. Directors
- 12.4.1. The roles and responsibilities of the Directors shall be prescribed in the Governance Policies of the **Association**.
- 12.5. The Board of Directors shall have full power to make changes and additions to the policies and procedures of the **Association**.
- 12.6. The Board of Directors may delegate any of its powers to committees, with the exception of the following powers:
- 12.6.1. To submit to the Members any question or matter requiring their approval;
- 12.6.2. To fill a vacancy on the **Board**;
- 12.6.3. To change the auditor;
- 12.6.4. To approve any financial statements or the budget; and
- 12.6.5. To adopt, amend or repeal the **Association** By-laws.

13. MEETINGS OF THE BOARD OF DIRECTORS

- 13.1. Meetings of the Board of Directors shall be at the call of the **President**, and shall occur at least 4 times per year.
- 13.2. **Majority** of voting **Board** members shall constitute a quorum for all meetings of the **Board**.
- 13.3. Directors attending **Board** meetings shall be entitled to be paid reasonable expenses.

14. BOARD VACANCIES

- 14.1. A **Board** vacancy shall occur if a Director:
 - 14.1.1. Becomes of unsound mind, or, physically, or, mentally incapable of carrying out his or her responsibilities;
 - 14.1.2. Dies, resigns or is removed from the **Board**; or
 - 14.1.3. Has the status of bankrupt.
- 14.2. A Director may be removed from the **Board**, for good and sufficient cause, including, but not limited to:
 - 14.2.1. A lack of participation (without notice) in two **Board** meetings;
 - 14.2.2. A breach of **Association** Bylaws, Policies and Procedures, and/or Governance Policies;
 - 14.2.3. Conduct that is detrimental to the **Association**.
- 14.3. Should a Director's conduct come into question:
 - 14.3.1. The **Board** shall inform the Director in writing outlining the nature and extent of such allegations;
 - 14.3.2. The Director will be provided with an opportunity to respond and be heard by the **Board**;
 - 14.3.3. The **Board** shall then determine if the matter shall be put forth for the consideration of the Membership.
- 14.4. Should the **Board** determine that the Director has not lived up to their responsibilities, a resolution to remove the Director from the **Board**, shall be presented for final consideration of the voting Members.
- 14.5. In the event of a vacancy the Board of Directors may, by **Majority** vote, appoint another person, who shall serve until the next **Annual Meeting of Members** or Special General Meeting.
- 14.6. All **Board** vacancies shall be communicated via electronic email to member clubs and **Leagues**.

15. SNB MANAGEMENT AND STAFF

- 15.1. The Board of Directors shall employ an **Executive Director**, who is directed by the **Board** as a whole, to carry out the administrative work of the **Association**.
- 15.2. The terms of reference and conditions of employment for the **Executive Director** shall be established by the Board of Directors but shall include such responsibilities as:
 - 15.2.1. By virtue of the **President's** delegation, be responsible for administering the affairs of the **Association** within the policies established by the Soccer New Brunswick Board of Directors;
 - 15.2.2. Hiring and supervising for all of the **Association's** employees.
 - 15.2.3. Giving notice of all meetings of the **Association** to persons entitled thereto;
 - 15.2.4. Preparing an annual report which shall be submitted at the **Annual Meeting of Members**;

- 15.2.5. Acting as one of the signing officers for certain documents. In this capacity, the **Executive Director** may be authorized or required to sign or countersign cheques, correspondence, applications, reports, contracts or other documents on behalf of organization.
- 15.2.6. Acting as the custodian of the **Association's** minute book;
- 15.2.7. With the assistance of the **President** and **Vice-President**, oversee the affairs of the committees and ensure that periodical reporting is made to the Board of Directors.
- 15.2.8. Assisting the Chair of the Finance Committee (**Treasurer**) in ensuring a full and accurate accounting of all financial transaction of the **Association**.

16. COMMITTEES

- 16.1. The Board of Directors shall establish two types of committees, Standing Committees and Special Committees, whose terms of reference shall be set out in the Governance Policies of the **Association**:
 - 16.1.1. The Standing Committees shall include:
 - 16.1.1.1. Audit and Finance
 - 16.1.1.2. Nominations
 - 16.1.1.3. Governance
 - 16.1.1.4. Risk Management
 - 16.1.2. Special Committees of the **Board** are established as required to support the work of the **Board**.
 - 16.1.3. The **Board** may establish such other committees and **Sub-Committees** as it deems advisable.
 - 16.1.4. Operational committees defined by policies and procedures of the **Association** shall be under the management of the **Executive Director** or designate of the **Association**.
- 16.2. Soccer NB Board of directors will call for nominations for all standing committees via electronic mail to all member clubs and **Leagues**.
 - 16.2.1. Soccer NB Board of directors will determine who shall sit on the standing committees based on skills required for the committee(s)

17. FINANCIAL STATEMENTS AND AUDITORS/REVIEWERS

- 17.1. The accounts of the **Association** shall be reviewed annually, and the correctness of the Financial Statements ascertained by the **Reviewer** or Auditor who shall be an accredited accountant.
- 17.2. The **Reviewer** or Auditor shall be appointed by the delegates at the **Annual Meeting of Members**.
- 17.3. The fiscal year of the **Association** shall be from October 1 to September 30, inclusive, of the following year.

18. AMENDMENTS TO THE BY-LAWS

- 18.1. All proposed amendments to the By-Laws shall be forwarded to the **Association** no later than thirty (30) days prior to the Meeting called for that purpose.
- 18.2. Copies of proposed amendments to the By-Laws shall be sent by the **Association** to all members via electronic email not less than ten (10) days prior to the General Meeting at which they will be considered.

- 18.3. In accordance with the Memorandum of **Association** registered under the Companies Act, all By-Law amendments must be by a Special Resolution. A Special Resolution is a resolution passed by two-thirds of the votes of the accredited members present at an **Annual Meeting of Members** or Special General Meeting.

19. AMENDMENT TO RULES AND REGULATIONS

- 19.1. **Rules** and Regulations of the **Association** may be added to and/or amended between Annual Meetings of Members by the Soccer NB Board of Directors; however, such amendments must be ratified by the voting delegates at the ensuing Meeting of Members.
- 19.2. **Rules** and Regulations of the **Association** may be amended by **Majority** vote of those accredited members present at an **Annual Meeting of Members**, or Special General Meeting.
- 19.3. Notwithstanding article 19.1, Member submissions of proposed amendments to the **Rules** and Regulations shall be forwarded to the **Association** no later than thirty (30) days prior to the Meeting called for that purpose.

20. JURISDICTION

- 20.1. **SNB** shall have jurisdiction with respect to disputes between parties where the disputes involve **SNB** and its Members.
- 20.1.1. The **Association** shall establish an independent Formal Complaints processes to manage Complaints, Dispute Resolution, Discipline and Appeals which meet the standards of **Canada Soccer** Disciplinary Code and **Canada Soccer** Code of Conduct and, whose terms of reference shall be set out in the policies of the **Association**.
- 20.1.2. **SNB** shall comply with, and shall require its Members to comply with, any final decision of FIFA, the Sport Dispute Resolution Centre of Canada (**SDRCC**), **Canada Soccer** and its Judicial Bodies, and the **Association**.
- 20.2. The **Association** shall have jurisdiction with respect to disputes between parties where the disputes involve the **Association** and its Members.

21. ACCESS TO THE COURTS AND OTHER REMEDIES

- 21.1. **SNB**, upon request by the parties in dispute, may agree to provide mediation/arbitration services to assist in resolving disputes without prejudice.
- 21.1.1. All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy.
- 21.1.2. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.
- 21.2. Soccer New Brunswick and its Members shall not invoke the aid of the ordinary courts, without first exhausting all Formal Complaints processes of Soccer New Brunswick and judicial processes of **Canada Soccer** and/or other remedies which may be available, to resolve any and all disputes or disagreements between them.
- 21.2.1. Any recourse to the courts of any jurisdiction in a dispute by any Member before all rights of appeal and all the rights and remedies of the By-laws, policies and processes of the Soccer New Brunswick and **Canada Soccer** have been exhausted, shall be deemed a violation and breach of these By-laws.

- 21.2.2. Any Member, who, in a dispute, has sought court action before exhausting all proper procedures of appeal, will be liable for all legal costs and disbursements incurred by Soccer New Brunswick.
- 21.2.3. Any Member who, having exhausted all proper procedures of appeal, proceeds with court action, will be liable for all legal costs and disbursements incurred by the **Association**, should the courts rule in favor of the Soccer New Brunswick.
- 21.2.4. In the event that a dispute is not resolved between the parties prior to seeking relief from the courts, then access to remedies such as **SDRCC** shall be considered as outlined in Soccer New Brunswick Policy.
 - 21.2.4.1. Any Member who wishes to access such remedies will be liable for all costs and disbursements incurred by the Soccer New Brunswick or its Member(s), should the ruling be in favor of the Soccer New Brunswick or its Member(s).

22. DISSOLUTION

- 22.1. 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 charitable organizations in New Brunswick.

23. INTERPRETATION OF THE BY-LAWS

- 23.1. In these By-laws and all other By-laws of the **Association** hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

24. COMING INTO FORCE

- 24.1. These By-laws shall supersede all previous By-laws and shall come into force at, and be effective from, the date of their approval by the Members.