
FOOTBALL NOVA SCOTIA ASSOCIATION

BY-LAWS



Revised May 5, 2014

Adopted Special General Meeting May 5, 2014

TABLE OF CONTENTS

ARTICLE 1	NAME	Page 1
ARTICLE 2	HEAD OFFICE	Page 1
ARTICLE 3	OBJECTS	Page 1
ARTICLE 4	CORPORATE SEAL	Page 1
ARTICLE 5	FISCAL YEAR	Page 1
ARTICLE 6	MEMBERSHIP	Page 2
ARTICLE 7	FEES	Page 3
ARTICLE 8	ANNUAL GENERAL MEETING	Page 3
ARTICLE 9	SPECIAL GENERAL MEETING	Page 5
ARTICLE 10	VOTES	Page 5
ARTICLE 11	BOARD OF DIRECTORS	Page 8
ARTICLE 12	TENURE AND ELECTION	Page 8
ARTICLE 13	EXECUTIVE COMMITTEE	Page 9
ARTICLE 14	DUTIES OF OFFICERS & DIRECTORS	Page 9
ARTICLE 15	POWERS OF THE BOARD	Page 10
ARTICLE 16	QUORUM	Page 12
ARTICLE 17	INDEMNITY	Page 12
ARTICLE 18	VACANCIES	Page 12
ARTICLE 19	AUDIT OF ACCOUNTS	Page 13
ARTICLE 20	AMENDMENTS	Page 13
ARTICLE 21	OTHER REGULATIONS	Page 13
ARTICLE 22	MISCELLANEOUS	Page 14

ARTICLE 1 NAME

The name of the Organization shall be the Football Nova Scotia Association, hereinafter referred to as “FNS”.

ARTICLE 2 HEAD OFFICE

a) FNS is and shall continue to be incorporated under the **Societies Act**, and its’ successor legislation, with the Head Office of FNS located in the Halifax Regional Municipality, Province of Nova Scotia.

b) FNS may establish such other offices elsewhere in Nova Scotia, as determined by the Board of Directors.

ARTICLE 3 OBJECTS

a) The mission statement of FNS is:

“Football Nova Scotia Association is committed to the promotion and growth of football”

b) To meet the mission statement, the objectives of FNS are to:

- Promote and expand the opportunities to play football in the Province of Nova Scotia;
- Expand the base of volunteers, coaches, officials and leaders;
- Develop recognition programs which reinforce the principles, values and mission of FNS;
- Communicate effectively with our membership;
- Acquire the necessary resources to deliver programs and services;
- Promote awareness and the value of football to the general public;
- Influence quality athletic centered training opportunities.

ARTICLE 4 CORPORATE SEAL

FNS shall have a corporate seal, which shall be in the custody of the Board of Directors and shall remain at the FNS Head Office.

ARTICLE 5 FISCAL YEAR

The fiscal year for FNS shall be the period from January 1st and December 31st.

ARTICLE 6 MEMBERSHIP

- a) Membership in FNS shall be composed of the following categories:
- a) Contact
 - a. Nova Scotia Minor Football Association;
 - b. Nova Scotia Varsity Football;
 - c. Nova Scotia Junior Varsity Football;
 - d. Senior Men's Football;
 - e. Senior Women's Football;
 - b) Non-contact
 - a. Under 19 Flag Football;
 - b. Senior Men and Women's Flag Football;
 - c. Under 19 Touch Football;
 - d. Senior Men and Women's Touch Football;
 - c) NSSAF
 - d) AUS
 - e) Nova Scotia Football Officials Association
 - f) Life members
- b) FNS shall maintain a Registry of Members that shall include the name, mailing address, email address and telephone number of each member.
- c) For the purposes of registration, the number of members of FNS is unlimited.
- d) Every member of FNS is entitled to attend the Annual General Meeting of FNS and any member over the age of 19 shall be entitled to hold any office of FNS.
- e) Membership in the society is not transferable and shall cease upon the death of the member, or if, by notice in writing to FNS, he or she resigns from membership, or if he or she ceases to qualify for membership in accordance with these By-laws.
- f) All residents of the Province of Nova Scotia are eligible for membership in FNS provided that he or she upholds the Objects of FNS, completes the appropriate membership form and pays the annual fee as determined from time to time by FNS. Failure to perform all three of these requirements will result in the member ceasing to qualify for membership in FNS.

ARTICLE 7 FEES

- a) The fee for membership in FNS shall be determined by the Board of Directors and confirmed by a majority vote of the voting representatives at the Annual General Meeting.

- b) The fee for players and coaches to be members of FNS shall be due and payable in full prior to the commencement of the playing season for which the member has registered. FNS may establish specific deadlines for the payment of membership fees for each level of play.

- c) In the case of life members, the fee for membership is due and payable at the Annual General Meeting of FNS.

ARTICLE 8 ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall be held each year at a place and date determined by the Board of Directors.

- b) All members shall receive at least thirty (30) days notice of the Annual General Meeting. The notice shall specify the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. The notice shall be in writing and sent by email or by post to the member's last known address. Any notice sent by email shall be deemed to be received when sent. Any notice sent by post shall be deemed to be received at the time of delivery in the ordinary course of the postal service. The non-receipt of any notice by any member shall not invalidate the proceedings at the Annual General Meeting.

- c) The order of business at an Annual General Meeting shall be:
 - 1. Presentation of credentials;
 - 2. Roll call of voters;
 - 3. Minutes of the preceding annual general meeting;
 - 4. President's Report;
 - 5. Secretary/Treasurer's Report, including consideration of the financial statements and report of the Auditors;
 - 6. Director's Reports;
 - 7. Committee Reports;
 - 8. Appointment of Auditors;
 - 9. Amendments to By-laws;
 - 10. Amendments to Policies and Procedures;
 - 11. Annual Fees;

12. Unfinished business;
13. Election of Directors and Officers;
14. Applications for new membership;
15. New Business;
16. Next Annual General Meeting.

- d) All other business transacted at the Annual General Meeting shall be deemed to be special business.
- e) No business shall be transacted at any Annual General Meeting unless a quorum of voting members are present at the commencement of such business and such quorum shall consist of five members.
- f) If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.
- g) The President of FNS shall preside as the Chairman at any General Meeting. If there is no President or if at any meeting he or she is not present, the Vice-President – Finance & Administration, shall preside as Chairman.
- h) The Chairman shall have no vote at the General Meeting except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
- i) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- j) At any meeting, unless a poll is demanded by at least three voting members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of FNS shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- k) If a poll is demanded in the manner aforesaid, the same shall be held in such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of FNS.

ARTICLE 9 SPECIAL GENERAL MEETING

- a) A Special General Meeting may be called by the President or by the Board of Directors at any time, and shall be called by the Board of Directors if requisitioned in writing by a majority of the Board of Directors.
- b) All members shall receive thirty (30) days notice of the place, day and hour of the Special General Meeting in the same manner that notice is provided for the Annual General Meeting and such notice shall include the subject of the Special General Meeting.
- c) Only the business set out in the notice of the Special General Meeting shall be dealt with at the meeting.
- d) The procedures set out in Article 8 herein, apply with any necessary modification to a Special General Meeting.

ARTICLE 10 VOTES

- a) Unless a special resolution is required, a simple majority of the voting members present at the General Meeting in favour of a resolution is required to pass a resolution.
- b) A special resolution requires the approval of seventy-five percent (75%) of the voting members present at the General Meeting for the resolution to pass.
- c) Members of the Board of Directors shall have one (1) vote at all General Meetings, except for the President, who shall have a casting vote only in the case of equality of votes.
- d) Life members are entitled to attend and speak at the General Meetings, but shall not be entitled to vote.
- e) Representative(s) of the NSSAF shall be entitled to attend and speak at the General Meetings, but shall not be entitled to vote.
- f) Representative(s) of the AUS shall be entitled to attend and speak at the General Meetings, but shall not be entitled to vote.
- g) Representative(s) of the Nova Scotia Football Officials Association shall be entitled to attend and speak at the General Meetings. The Nova

Scotia Football Officials Association shall be entitled to one (1) vote at the General Meetings.

h) Contact members:

a) Nova Scotia Minor Football

Each Association that is a member of Nova Scotia Minor Football in good standing shall be entitled to attend and speak at the General Meetings. Each Association that is a member of Nova Scotia Minor Football in good standing shall be entitled to one (1) vote at the General Meetings.

b) Nova Scotia Varsity Football

Each Association that is a member of Nova Scotia Varsity Football in good standing shall be entitled to attend and speak at the General Meetings. Each Association that is a member of Nova Scotia Varsity Football in good standing shall be entitled to one (1) vote at the General Meetings.

c) Nova Scotia Junior Varsity Football

Each Association that is a member of Nova Scotia Junior Varsity Football in good standing shall be entitled to attend and speak at the General Meetings. Each Association that is a member of Nova Scotia Junior Varsity Football in good standing shall be entitled to one (1) vote at the General Meetings.

d) Senior Men's Football

A representative from each Senior Men's team registered with FNS for the immediately preceding season shall be entitled to attend and speak at the General Meetings and each Senior Men's team shall be entitled to one (1) vote.

e) Senior Women's Football

A representative from each Senior Women's team registered with FNS for the immediately preceding season shall be entitled to attend and speak at the General Meetings and each Senior Women's team shall be entitled to one (1) vote.

i) Non-Contact Members:

a) Touch Football Leagues

Each League that is a member in good standing shall be entitled to attend and speak at the General Meetings. Each League that is a member in good standing shall be entitled to one (1) vote at the General Meetings.

a) Youth Flag Football League (Under 18)

Each League that is a member in good standing shall be entitled to attend and speak at the General Meetings. Each League that is a member in good standing shall be entitled to one (1) vote at the General Meetings.

b) Senior Men and Women's Flag Football

Each League that is a member in good standing shall be entitled to attend and speak at the General Meetings. Each League that is a member in good standing shall be entitled to one (1) vote at the General Meetings.

ARTICLE 11 BOARD OF DIRECTORS

a) The business of FNS shall be directed by the Board of Directors, which shall be comprised of the Officers and Directors.

b) There shall be six Officers:

- i. President
- ii. Vice President – Finance & Administration
- iii. Vice President – Sport Development
- iv. *Vice President – League Development*
- v. Vice President – High Performance
- vi. Vice President – Marketing & Communication
- vii. Vice President – Events

Each of the above Officers shall be a member of the Board of Directors. The President shall have no vote at all meetings of the Executive Committee or Board of Directors, except a casting vote in the event of equality of votes.

c) There shall be eight (8) Directors:

- i. Cape Breton Region
- ii. Central Region
- iii. Fundy Region

- iv. Highland Region
 - v. South Shore Region
 - vi. Valley Region
 - vii. Member-at-Large
 - viii. Member-at-Large
- d) Any member of FNS over the age of 19 is eligible to be an Officer or Director of FNS.

ARTICLE 12 TENURE AND ELECTION

a) Officers shall be elected by majority vote at the Annual General Meeting, for a two-year term, in accordance with the following schedule:

a) in even-numbered years:

President

(The individual running for President must have served a minimum of two years on the Board of Directors before they are eligible for the position)

Vice-President – Sport Development

Vice-President – Marketing & Communication

Vice – President – League Development

b) in odd-numbered years:

Vice-President – Finance & Administration

Vice-President – High Performance

Vice-President - Events

b) In the event that a new President is elected at the Annual General Meeting, the outgoing President shall assume the position of Past President for a one year term and shall act as an advisor to the President.

c) Any member may nominate another member to be one of the Officers of FNS and such nomination must take place at the Annual General Meeting.

d) Directors shall be elected by majority vote at the Annual General Meeting, for a two year term, in accordance to the following schedule:

a. In even-numbered years:

i. Cape Breton Region

ii. Central Region

iii. South Shore Region

iv. Member-at-Large

b. In odd-numbered years:

- i. Highland Region
- ii. Fundy Region
- iii. Valley Region
- iv. Member-at-Large

e) The following groups will be ex officio members of the Board of Directors and will hold no vote:

- Nova Scotia Minor Football Association
- Varsity Football League
- Nova Scotia Officials Football Association
- Flag Football Leagues
- Touch Football Leagues
- Senior Men's Tackle
- Senior Women's Tackle
- Atlantic University Sport
- Nova Scotia Schools Athletic Federation

ARTICLE 13 EXECUTIVE COMMITTEE

a) The Executive Committee consists of the **seven** Officers of FNS.

b) During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board in the direction of the affairs of FNS, save and except only such acts as must by law be performed by the Board of Directors.

ARTICLE 14 DUTIES OF OFFICERS AND DIRECTORS

a) The President shall be the Chairman of all meetings of FNS and of the Board of Directors and Executive Committee.

The President shall have a casting vote at all meetings of the Boards of Directors and of the Executive Committee in the case of equality of votes.

b) The Vice President – Finance and Administration shall act in the absence of the President.

The Vice President – Finance and Administration shall be responsible for the fiscal and corporate affairs of FNS and shall have other duties as prescribed.

c) The Vice President – Sport Development shall represent and uphold the interest of sport development within the affairs of FNS *dealing with coach, official and athlete development.*

d) The Vice President – League Development shall represent and uphold the interest of league development within the affairs of FNS dealing with development and management of all leagues under the mandate of FNS.

e) The Vice President – High Performance shall represent and uphold the interest of high performance development within the affairs of FNS.

f) The Vice President – Marketing and Communications shall represent and uphold the interest of marketing and communication within the affairs of FNS.

g) The Vice President – Events shall represent and uphold the interest of event management within the affairs of FNS.

h) The Regional Directors shall represent and uphold the interests of their region within FNS.

i) The Member-at-Large shall represent and uphold the interests of FNS and the membership.

j) All Officers and Directors shall abide by all policies and procedures established by FNS and shall sign an undertaking to do so.

ARTICLE 15 POWERS OF THE BOARD OF DIRECTORS

a) The Board of Directors shall be vested with the authority to direct the affairs of FNS.

- b) The Board of Directors are hereby authorized from time to time:
- i. To borrow money upon the credit of FNS in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise.
 - ii. To borrow, raise and secure the payment of money in such manner as it thinks fit and, with the sanction of a special resolution, issue debentures or mortgage its real property to secure the payment of money borrowed by it;
 - iii. To create committees;
 - iv. To hire and direct staff and employees;
 - v. To delegate to such Officer(s) or Committees of FNS as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.
- c) In the event that an Officer resigns his or her office or ceases to be a member of FNS, whereupon his or her office shall be vacated, the vacancy may be filled for the unexpired portion of the term by the appointment by the Board of Directors from among the members of FNS.
- d) FNS may, by special resolution, remove any Officer before the expiration of the period of office and elect another person in his or her stead. The person so elected shall hold office during such time only as the Officer in whose place he or she is elected would have held office if he or she had not been removed.
- e) The Board of Directors may suspend any member of FNS.
- f) Contracts, documents or any instruments in writing requiring the signature of FNS, shall be signed by the Executive Director and any one of the President or Vice-President – Finance & Administration and all contracts, documents and instruments in writing so signed shall be binding upon FNS without any further authorization or formality. In the event that the position of Executive Director is vacant, all contracts, documents and instruments requiring the signature of FNS, shall be signed by the President and the Vice-President – Finance & Administration. The seal of FNS, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.
- g) The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of FNS and of all other

matters necessary for showing the true state and condition of FNS, 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 the Head Office of FNS and shall be open to the inspection of members of FNS.

h) Any act of the Board of Directors, whether in the authority of the Board or Directors or not, which is sanctioned either expressly or impliedly at a subsequent Annual General Meeting of FNS shall be deemed to be an act of FNS and may not afterwards be impeached by any member of FNS on any grounds whatsoever.

i) The Board of Directors and Committee members as such shall not receive any stated remuneration for their services, but may be entitled to reimbursement for expenses and a per diem allowance when attending events on behalf of FNS, as determined from time to time by the Board of Directors.

j) All extraordinary expenditures in excess of two thousand five hundred dollars (\$2,500.00) must be approved by the Board of Directors prior to the commitment of the funds.

k) The meetings of the Board of Directors shall be held not less than four (4) times annually. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of the meeting.

ARTICLE 16 QUORUM

a) At all Executive Committee Meetings, a majority of the Officers shall constitute a quorum.

b) At all Board of Directors' meetings, a majority of the Directors shall constitute a quorum.

c) At all General Meetings, a majority of the voting representatives shall constitute a quorum.

ARTICLE 17 INDEMNITY

Every Officer or Director, or other servant of FNS shall be indemnified by FNS 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 or intentional negligence, act or omission.

ARTICLE 18 VACANCIES

The office of an Officer shall be vacated if:

- a) He or she ceases to be a resident of the Province of Nova Scotia;
- b) He or she is absent from three (3) meetings of the Executive Committee or Board of Directors without special leave of absence from, or reason satisfactory to the Board of Directors;
- c) He or she has been removed from membership in FNS.

ARTICLE 19 AUDIT OF ACCOUNTS

- a) The accounts of FNS shall be audited annually by a licensed Public Accountant.
- b) The Auditors shall be appointed by the members annually at the Annual General Meeting.
- c) At the Annual General Meeting, FNS shall make a written report to the members as to the financial position of FNS and the report shall contain a balance sheet and operating account. The Auditors shall make a written report to the members upon the balance sheet and the operating account, and in every such report, he or she shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by FNS and properly drawn up so as to exhibit a true and correct view of FNS' affairs, and such report shall be read at the Annual General Meeting.

ARTICLE 20 AMENDMENTS

- a) All proposed amendments to these By-Laws must be received by FNS in writing not less than sixty (60) days prior to a General Meeting.
- b) Copies of proposed amendments to these By-Laws shall be sent to the membership not less than thirty (30) days prior to the General Meeting at which they are to be considered.
- c) Amendments must be passed by special resolution at the General Meeting.
- d) No by-law or amendment to a by-law shall take effect until approved by the Registrar.

ARTICLE 21 OTHER REGULATIONS

- a) FNS may make such Policies and Procedures as may be deemed necessary to promote, develop and govern the game of football.
- b) FNS may make such other regulatory measures as it deems necessary for the efficient administration of the game of football in the Province of Nova Scotia.
- c) The Policies and Procedures shall be presented to the membership at the general meetings.

ARTICLE 22 MISCELLANEOUS

- a) Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of FNS, the Executive Committee and the Board of Directors, shall be the responsibility of the Secretary.
- b) The books and records of FNS shall be retained at the Head Office and may be inspected by any member upon reasonable notice.