

# 2018 By-Laws of Soccer New Brunswick

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

Adopted December 2, 2018



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## 1. DEFINITIONS:

“Annual Meeting of Members” (AMM) is an annual meeting of registered members in good standing with the Association.

“Association” or “SNB” means Soccer New Brunswick Incorporated.

“Board” means the Soccer NB Board of Directors.

“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;

“Canada Soccer” means the Canadian Soccer Association.

“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.

“Date of Registration” means the date as defined in the Rules and Regulations or policies.

“Executive Director” means the employee of the Association responsible for the day-to-day administration of the affairs of the Association and Board.

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.

“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.

“President” means the Chief Executive Officer of the Association.

“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.

“Reviewer” means an accredited accountant appointed by the voting delegates at the Annual General Meeting.

“Rules” means “Rules and Regulations” of the Association as per Article 19 and any policies and procedures adopted by the Association.

“SDRCC” means the Sport Dispute Resolution Centre of Canada

“Sub-Committee” means any sub-committee of the Board as may be appointed by the Board from time to time.

“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.

“Treasurer” means the officer responsible for oversight of the fiscal affairs of the Association.

“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 and regulations 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 promote, develop and govern the game of soccer, both indoor and outdoor, for all ages and gender within the Province.

## 4. MEMBERSHIP

4.1. All membership is subject to the approval of the Board of Directors who shall consider:

- a) The applicant’s Conditions of Membership as defined in their Articles of Incorporation, Bylaws or regulations and Application for SNB Membership,
- b) The applicant’s goals and objectives,
- c) Geographic area of service,
- d) Programming that is offered,
- e) 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 may be 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 a majority (50% + 1) 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 a 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.
- 5.3. 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.
- 5.4. 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 1<sup>st</sup> of the current year. The balance owing shall be due in accordance with Rule 5.3

5.5. 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:

- a) have met its financial obligations to SNB and/or Member Organization; and
- b) shall have no other disciplinary sanctions against the Member that result in the Member being not in good standing; and
- c) 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:

- a) access all rights specific to its membership class according to the Bylaws and policies of SNB
- b) be informed of the affairs of SNB through its governing organization;
- c) be advised when they are at risk of losing good standing, and, what steps are required to maintain good standing;
- d) 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.

6.3. 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:

- a) 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.
- b) Comply with the Code of Conduct and Ethics of the Association.
- c) 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:

- a) 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;

- b) 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:

- a) 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:

- a) 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

- a) 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.

- b) 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

- a) 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.
- b) 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

- a) 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.
- b) Membership is terminated by expulsion.

- c) 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

- a) 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.
- b) Membership is terminated when notice of resignation is received.
- c) 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.
- d) 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

- a) 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.
- f) 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.

## 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. A 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 mid-December.
- 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 Annual General Meeting as determined in accordance with Article 8.4.1.
- 8.4.5. All Motions to be discussed at the AMM MUST be received 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 (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:
  - a) Roll Call and Report of Credentials Board
  - b) Tributes and introduction of guests
  - c) Approval of Minutes of previous Annual Meeting of Members
  - d) President's Address
  - e) Officers' Reports
  - f) Audit and Finance Report (Treasurer's Report, Financial Statements)
  - g) Reviewer/Auditor Report
  - h) Appointment of Reviewer/Auditor
  - i) Other Committee Reports
    - a. Nominations
    - b. Governance
    - c. Risk Management
  - g) Unfinished Business
  - h) Amendments to the By-Laws
  - i) Amendments and/or ratification of Rules and Regulations
  - j) Election of Soccer NB Board of Directors
  - k) Any other business
  - l) 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.

8.5.4. 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.

8.5.5. 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 Association and the Board.

- 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 a majority (50%+1) 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:
  - a) Officers including the President and Vice President;
  - b) One (1) Director who resides in each Region
  - c) Two (2) directors-at-large that may come from any Region;
  - d) Executive Director of Soccer New Brunswick;
  - e) Ex-Officio members including the SNB staff
- 10.2. Board composition shall be such that the Board is comprised of at least 3 of each recognized gender.
- 10.3. The Board shall be responsible for framework of the policies, which guides the day-to-day operations of the Association.
- 10.4. The members of the Soccer New Brunswick Board of Directors shall:
  - a) Attend all general and Soccer New Brunswick Board of Directors meetings;

- b) Represent the Association at all meetings of the committee(s) to which they are appointed Chair.

## 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.
- 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 or employee of Soccer NB or its Member Organizations may serve as a Director of the Association or Director of a Regular 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:
  - a) to submit to the Members any question or matter requiring their approval;
  - b) to fill a vacancy on the Board;
  - c) to change the auditor;
  - d) to approve any financial statements or the budget; and

- e) 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. At all meetings of the Board of Directors, a quorum shall consist of at least fifty (50) percent of the Directors.
- 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:
  - a) Becomes of unsound mind, or, physically, or, mentally incapable of carrying out his or her responsibilities;
  - b) Dies, resigns or is removed from the Board; or
  - c) 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:
  - a) a lack of participation (without notice) in two Board meetings;
  - b) a breach of Association Bylaws, Policies and Procedures, and/or Governance Policies;
  - c) conduct that is detrimental to the Association.
- 14.3. Should a Director's conduct come into question:
  - a) the Board shall inform the Director in writing outlining the nature and extent of such allegations;
  - b) the Director will be provided with an opportunity to respond and be heard by the Board;
  - c) 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 a majority (50%+1) vote, appoint another person, who shall serve until the next Annual Meeting of Members or Special General Meeting.

### 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:
- a) 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;
  - b) Hiring and supervising for all of the Association's employees.
  - c) Giving notice of all meetings of the Association to persons entitled thereto;
  - d) Preparing an annual report which shall be submitted at the Annual Meeting of Members;
  - e) 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.
  - f) Acting as the custodian of the Association's minute book;
  - g) 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.
  - h) 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:

- a) Audit and Finance
- b) Nominations
- c) Governance
- d) 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.

## 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 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 General Meetings by the Soccer NB Board of Directors; however, such amendments must be ratified by the voting delegates at the ensuing General Meeting.
- 19.2. Rules and Regulations of the Association may be amended by a majority vote of those accredited members present at an Annual General Meeting, or Special General Meeting.

## 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.