

Football New Brunswick  
Constitution and Bylaws



Revised January 21, 2023

# Football New Brunswick Constitution

## **Article 1: Name**

- 1.1 The association will be known as Football New Brunswick, or by its abbreviation FNB.
- 1.2 The address of Football New Brunswick will be that of the President.
- 1.3 FNB is the Provincial football body recognized by the Government of New Brunswick and Football Canada

## **Article 2: Purpose and Objectives**

- 2.1 The objectives of Football New Brunswick will be to promote football in general, and to co-ordinate the efforts of its members' organizations to promote football, and will include the following:
  - 2.1.1 To promote, conduct, maintain and manage an association for the development of the game of amateur football and for this purpose to take such steps as may be necessary to assist in the promotion, initiation and extension of the sport, in the Province of New Brunswick.
  - 2.1.2 To oppose improper methods and unethical practices prejudicial to the right conduct of amateur football, in order that honourable and fair competition may prevail.
  - 2.1.3 To operate within the rules and regulations of Football Canada, the Canadian Amateur Football Association and the government. Football New Brunswick will be the only body promoting football that will be recognized by those governing bodies.
  - 2.1.4 To invest, or disburse, or make provision for the investment of disbursements of all or any part of the funds or other property of Football New Brunswick in the manner deemed expedient for the best interest of Football New Brunswick and the associations represented therein.

# Football New Brunswick Bylaws

## **Article 1: General**

- 1.1 The fiscal period for Football New Brunswick will be the 12-month period ending on December 31 each year.
- 1.2 An auditor will be appointed each year by the Board of Directors at the Annual General Meeting. The auditor's report must be completed and distributed to the new Board of Directors no later than 30 days after a year-end.
- 1.3 At all meetings of the corporation, Robert's Rules of Order will determine the conduct.
- 1.4 In case of termination or dissolution of the Corporation all assets remaining after payment of all debts and obligations are remitted to an organization exercising similar activities

## **Article 2: Governance Structure**

The affairs of Football New Brunswick shall be governed by:

- 2.1 a "Board of Directors" composed of one "Full Member Representative" from the following Full Member Organizations:
  - 1) Capital Area Minor Football Association (CAMFA)
  - 2) Fundy Minor Football Association (FMFA)
  - 3) Greater Moncton Football Association (GMFA)
  - 4) An adult football representative elected by the full membership
  - 5) A Women and Girls football representative elected by the full membership
- 2.1.1 The Board of Directors will govern Football New Brunswick between Annual General Meetings of the full membership. The Board of Directors is empowered to make decisions regarding the day-to-day operations of the association such as, acting within the approved budgetary provisions to purchase assets, pay bills, authorize expenses incurred on behalf of the Corporation etc., without the secondary approval of the membership.
- 2.1.2 The Board of Directors may, from time to time, create and empower sub-committees. Refer to Article 3: Committees.
- 2.1.3 The Board of Directors will meet at least four times annually, and will call a General Meeting of the full membership at least once annually. Meetings of the

Board of Directors can be called by the President or two members of the Board of Directors.

2.1.4 A Board of Director may be removed from his or her duties based on the following conditions:

- a) Upon resignation in writing
- b) The Board of Director absents him/herself from two meetings of the Board in one year without satisfactory reason
- c) The Board of Director fails to attend four meetings of the board in one year
- d) The Board of Director is no longer an active member with the Full Member Organization they represent

2.1.5 Minor association Board of Directors will be appointed by their respective organizations to two year terms, with CAMFA and FMFA representatives being appointed on even years, and GMFA being appointed on odd years.

2.1.6 Adult and Female representatives will be elected on odd years by the full membership by simple majority of votes as determined by section 4.5 to a two-year term. To be elected, the candidate will need to be present at the AGM.

2.1.7 In the event that a Board of Director resigns their seat, their respective organization shall appoint a new person to complete the term.

2.1.8 No President or Commissioner of a full member organization as noted in 2.1 shall serve as a Board of Director.

2.2 An “Executive Committee” will be composed of the following officers:

- 1) President
- 2) Treasurer
- 3) Executive Director
- 4) Director Football Operations

2.2.1 The President will be elected on even years at the annual general meeting of the full membership by simple majority of votes as determined by section 4.5 to a two-year term.

2.2.2 The Secretary and Treasurer shall be appointed on odd years by the Board of Directors to a two-year term.

2.2.3 The Executive Director, Technical Director and Program Director shall be paid members of the Executive Committee and shall serve under an employment contract which follow employment standards and government staffing assistance guidelines.

Should Football NB hire any staff in the future the Constitution is automatically updated with the edits and does not require a full review and vote.

### **Article 3: Committees**

3.1 Committees will be composed of at least one person from each member organization who shall be appointed by the Full Member Representative and who shall be a voting member of the committee. Other non-voting members may be appointed to sit on sub-committees.

3.2 Recommendations of the committees are subject to review by the Board of Directors.

3.3 No President or Commissioner of a full member organization as noted in 2.1 may sit on a sub-committee.

3.4 A member of the Board of Directors must sit on each committee

### **Article 4: Voting Structure and Entitlements**

#### **Board of Director Meetings**

4.1 At any meeting of the Board of Directors, each Full Member Representative will be entitled to one (1) vote so long as the member organization is in good standing (paid membership).

4.2 All matters voted on by the Board of Directors will be decided by majority vote unless a contrary intention is shown elsewhere in this constitution or in the bylaws of Football New Brunswick.

4.3 The President, or in his/her absence another member of the Executive Committee appointed by the President, shall chair all Board of Directors meetings.

4.4 That a quorum for Board of Directors meetings shall be sixty percent of the Full Member Representatives.

#### **General Meetings of the Full Membership**

4.5 At any general meeting of the full membership a simple majority (except where otherwise required by this constitution) is required to pass a vote, with votes being distributed to full member organizations as follows:

4.5.1 50 to 150 provincially registered players = 1 vote

4.5.2 151 to 300 provincially registered players = 3 votes

- 4.5.3 301 to 450 provincially registered players = 4 votes
- 4.5.4 451 and up provincially registered players = 5 votes; subject to:
  - a) No adult group can carry more than 2 votes
  - b) Non-tackle shall be represented by 1 vote

4.6 All notices of motion must be submitted to the Executive Director no less than 30 days before a General Meeting.

4.7 All notices of motion and summaries of reports will be circulated by the Executive Director no less than 15 days before a General Meeting.

## **Article 5: Constitution and Bylaw Amendments**

5.1 Amendments to the constitution and bylaws will be made only at the Annual or Semi-annual Meeting of the full membership of Football New Brunswick.

5.2 Notice of proposed amendments to the constitution and bylaws shall be made in either of the following manners:

5.2.1 In writing by letter to the Executive Director of Football New Brunswick, at least 30 days prior to the meeting at which the proposed change is to be voted upon and the Executive Director will then forward the proposed amendments to voting members at least 15 days before the scheduled meeting; or,

5.2.2 Notice of motion may be given at any duly constituted Board of Directors meeting, and be placed on the agenda of the next scheduled meeting of the Board of Directors.

5.2.3 A two-thirds vote of the voting members (as per 4.5) at a meeting of the full membership will be necessary to amend the constitution and bylaws.

## **Article 6: Membership Types & Fees**

6.1 There will be three types of membership:

6.1.1 “Full” – individuals, or constituted member organizations that pay the full membership fee and follow the regulations outlined in the FNB Membership Policy are therefore entitled to all benefits outlined in said policy

6.1.2 “Affiliate” – individuals or organizations who pay a nominal membership fee and follow the regulations outlined in the FNB Affiliate Membership Policy are therefore entitled to all benefits outlined in said policy

6.1.3 “Associate” - individuals or organizations that pay a reduced membership fee. This form of membership will only apply to officials who are members of the New Brunswick Football Officials Association (NBFOA).

6.2 Associate and Affiliate Member Organizations will be entitled to non-voting participation in FNB, but will not hold a seat on the board of directors.

6.3 Any member may signify, in writing to the Executive Director of the Corporation their intention to withdraw. Such decision becomes effective on the date of the reception of the written notice to the Corporation. Any resignation of a member does not liberate them from their financial obligation toward the Corporation, including payment of the membership fee.

6.4 The membership fee is proposed annually by the Board of Directors, to be approved by the full membership. Honorary members are not subject to an annual membership fee. The default on the part of any member to not pay its annual membership fee within the delay prescribed by the Board of Directors deprives them the right to vote at any meeting of members. The member representative to the Board of Directors is responsible for the remittance of all fees to FNB.

## **Article 7: Suspension or Expulsion**

7.1 The Board of Directors may suspend or expel any member who, in their view, infringe on the present bylaws of the corporation or its rules and regulations or whose conduct is judged to be prejudicial to the Corporation. However, before pronouncing any suspension or expulsion of a member, the Board of Directors must advise the member by registered mail of the date, time and place of the hearing and give them the possibility of defending his or herself, any suspension or expulsion of some member does not liberate them from their financial obligation toward the corporation, including payment of the membership fee. The preceding notwithstanding, the Board of Directors may approve and implement any technical bylaw, or of that nature, which comprise the imposition of automatic disciplinary sanctions including imposing of a fine on the collective member, a player, trainer, umpire or leader in cases of non respect of the law.

## **Article 8: Insurance**

8.1 Football New Brunswick will at all times keep in force a insurance policy with liability coverage with a minimum amount of \$2,000,000 or Maximum coverage of \$5,000,000.00. This insurance will be made available to its members at AGM, acceptance by majority vote will automatically guarantee payment by its member organizations to Football New Brunswick at a per member cost. This cost may be incorporated into the fee structure for dues. Any member seeking an exemption from FNB insurance for their entire or partial membership must make this known at our AGM. The exemption must be approved by a two thirds majority vote. Within 10 days written notice, the member exempt from FNB coverage must provide the following information to the executive of FNB. The exempt member must adhere to the following with no variance:

- 8.1.1 Amount of Liability Coverage (must be equal or greater than FNB policy)
- 8.1.2 Dates that Policy is in Force
- 8.1.3 Copy of Insurance Policy
- 8.1.4 Verification that Football New Brunswick and its Directors are named on the Policy as an insured.
- 8.1.5 Indemnity Clause must be included on Insurance Policy “In the event of a law suit The Executive of Football New Brunswick, its Directors and all assets of the corporation will not be held liable.”
- 8.1.6 Football New Brunswick upon default by a member to provide this information reserves the right to suspend all activities of that association. Any member that chooses to render services to this organization while their suspension is in effect do so without the sanction of FNB and are subject to terms and conditions as set out in Article 2 of the constitution.