



Constitution and By-Laws

Updated May 18, 2022

Table of Contents

Table of Contents

Constitution	3
Article 1 – Name	3
Article 2 – Objectives	3
Article 3 – Head Office	4
Article 4 – Non-Profit Organization	4
Article 5 – Remuneration	4
Article 6 – Dissolution	4
Article 7 – Amendments to the Constitution	4
By-Laws	5
Article 1 – Definitions	5
Article 2 – Membership & Affiliation	6
2.1 Affiliation	6
2.2 Classification of Members	6
2.3 Admission of Members	6
2.4 Rights and Privileges of Members	6
2.5 Voting Participants	7
2.6 Resignation or Withdrawal of Membership	7
2.7 Suspension of Membership	7
2.8 Expulsion of Members	8
2.9 Appeals	8
Article 3 – Meetings	8
3.1 Annual General Meeting	8
3.2 General Meetings	9
3.3 Special General Meetings	9
3.4 Quorum	9
3.5 Proceedings at the Annual General or a Special General Meeting	9
Article 4 – Voting	10
4.1 Voting	10
4.2 Failure to Give Notice of Meeting	10
4.3 Written Resolution to All the Voting Members	10

Article 5 – Governance/Board of Directors..... 10

5.1 Board of Directors 10

5.2 Powers of the Board of Directors..... 11

5.3 Election of Board Members 11

5.4 Meetings of the Board of Directors..... 12

5.5 Written Resolution of the Board of Directors 12

5.6 Committees of the Board of Directors..... 12

5.7 Duties of the Directors and Officers 12

5.8 Duties of the Executive Director 13

Article 6 – Finance and Management..... 13

6.1 Fiscal Year 13

6.2 Borrowing Powers..... 13

6.3 Signing Authority and Execution of Contracts 13

Article 7 – Indemnity..... 14

Article 8 - Dissolution 14

Article 9 – Amendment of Bylaws..... 14

Constitution

Article 1 – Name

- 1.1 The name of the corporation shall be registered as the Prince Edward Island Amateur Football Association. The operating name shall be Football PEI. For legal purposes, the name shall be the Prince Edward Island Amateur Football Association, but for all other purposes, this organization shall be known as Football PEI.
- 1.2 Football PEI shall be the governing body for amateur football on Prince Edward Island.
- 1.3 Football PEI shall be a member of Football Canada.

Article 2 – Objectives

- 2.1 To serve as the official regulating and operating body of football throughout the Province of Prince Edward Island.
- 2.2 To foster, encourage, promote and administer the development and growth of football in the province of Prince Edward Island by:
 - 2.2.1 encouraging and promoting all forms of recreational and competitive football;
 - 2.2.2 developing new clubs across Prince Edward Island;
 - 2.2.3 developing membership;
 - 2.2.4 certifying coaches and officials;
 - 2.2.5 monitoring the individual clubs on PEI.
- 2.3 To encourage participation of athletes at all levels, regardless of gender, age, ability, and to ensure that all players have a place to play in relation to their playing standard.
- 2.4 To endeavor to improve playing, coaching and officiating standards at all opportunities.
- 2.5 To make all reasonable effort to ensure that football on PEI is competitive at both Regional and National levels.
- 2.6 To obtain sufficient funds for the successful operation of Football PEI and its affiliated programs, and to disburse such funds in a manner conducive to the well-being of Football PEI.
- 2.7 To promote a route for sport development which may include access to university and professional football for those who desire it.
- 2.8 To acquire and hold lands and real personal property and to sell, lease or otherwise dispose of same as it shall, from time to time, see fit with power to mortgage or otherwise encumber the same in such way or subject to such conditions, covenants, powers of sale or otherwise, as the said corporation may deem requisite.
- 2.9 To hire or otherwise employ persons to assist in the fulfilment of its other objectives and purposes.

- 2.10 To do all such other acts or things as are incidental or conducive to the attainment of the objectives and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

Article 3 – Head Office

- 3.1 The Association shall be incorporated with its head office at 40 Enman Crescent in the City of Charlottetown in the Province of Prince Edward Island.

Article 4 – Non-Profit Organization

- 4.1 Football PEI will be not-for-profit and without share capital, and as well, Football PEI shall be carried on without pecuniary gain to its members and that any profits of the Association shall be used in promoting its objectives.

Article 5 – Remuneration

- 5.1 Directors and officers shall not receive remuneration. Directors and officers shall be reimbursed travel and accommodation and other related expenses while representing Football PEI on official business.

Article 6 – Dissolution

- 6.1 In the event of dissolution or the winding up of Football PEI, the procedure for dissolution shall be as provided for in the bylaws.

Article 7 – Amendments to the Constitution

- 7.1 Amendments, additions or alterations to the constitution must occur at the Annual General Meeting or a special general meeting called for that purpose. Members must receive at least 21 days' notice of the proposed change and at least 2/3's of the members who vote at the meeting must approve the change.

By-Laws

Article 1 – Definitions

1.1 When interpreting any published rule or bylaw the words defined below shall apply:

Associate Participant - shall be those who support Football PEI but are not active participants;

Appeal - the process followed in accordance with published rules when a decision is unacceptable to an individual or Club member affected;

Approved by the Membership - the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any General Meeting as convened by Football PEI;

Board Meetings - are restricted to Board members only unless by invitation;

Club/Minor Football Association - a group of flag and tackle teams who are registered with the Association;

Committee - an organized group which, in the context of the rule being interpreted, is the organization delegated to act and is an organization under the jurisdiction of Football PEI;

Competition - one or more games or an event organized or recognized by a host;

Decision - any matter voted upon by the Board or membership of Football PEI;

Delegate - the individual identified as the representative of a member club to take part at general meetings and vote on their behalf;

Discipline - the process followed in accordance with published rules or policies to establish if an individual or organization has committed an offence;

Executive Director - the employee of Football PEI responsible for the day to day administration of the affairs of the Association;

Host - a governing organization responsible for a Competition;

League - an organization that is immediately subordinate to Football PEI which delegates it the right to operate, and controls its teams, for league operation purposes only, in accordance with published rules;

Policy - a set of requirements adopted by the Football PEI Board of Directors interpreting the intent of these Bylaws;

Procedure - a set of requirements adopted by the Football PEI Board of Directors to implement a Policy.

Article 2 – Membership & Affiliation

2.1 Affiliation

- 2.1.1 Football PEI shall be under the jurisdiction of and affiliated with Football Canada.
- 2.1.2 Football PEI may affiliate with any other organization which, in the opinion of the Board of Directors, benefits amateur football in Prince Edward Island.

2.2 Classification of Members

- 2.2.1 Membership in Football PEI shall be comprised of:

- a) Club/Minor Football Association**

- To become a club member, a club must

- i. Officially register with Football PEI and have membership application approved by the Football PEI Board of Directors;
 - ii. Have registered teams in Football PEI's tackle and flag leagues, or be a registered senior men's tackle team in the Maritime Football League or women's tackle team in the Maritime Women's Football League;
 - iii. Have a board of directors.

- b) Football Officials Association (PEIFOA)**

- The PEIFOA must

- i. Have a Board of Directors,
 - ii. Be a member in good standing with the Canadian Football Officials Association (CFOA) and with Football Canada.

- c) Associate**

- Associate membership is open to flag or tackle teams that do not meet the criteria for Club/Minor Football Association membership. Associate members shall not be entitled to vote at any meeting of the membership.

2.3 Admission of Members

- 2.3.1 Applications for Clubs/Minor Football Associations or Associates must be made to the Football PEI head office and reviewed by the Football PEI Board of Directors for approval. At least 2/3 of the Football PEI Board of Directors must approve the membership application. In addition to meeting the requirements in Bylaw 2.2, a club/minor football association or associate must be a volunteer-based, amateur football program, democratically governed by a duly elected Board of Directors.
- 2.3.2 Probationary status is automatically applied to all new members. Members of Football PEI may be placed on probation by the Board of Directors if they fail to meet any of the requirements for membership as set out in the Bylaws.

2.4 Rights and Privileges of Members

- 2.4.1 Any member in good standing is entitled to:

- a) receive notice of general meetings for Football PEI;
- b) attend any general meeting of the association;
- c) speak at any general meeting of the association;
- d) exercise other rights and privileges given to Members in these bylaws.

2.4.2 A member is in good standing when:

- a) The member has paid all required fees to Football PEI, and
- b) The member is not suspended as a member as provided under Bylaw 2.7.

2.5 Voting Participants

2.5.1 The only members who can vote at Football PEI general meetings are:

- a) Football PEI Board of Directors;
- b) Declared delegates for the Club/Minor Football Associations and the Football Officials Association in good standing as stated in Bylaw 2.2.1.
 - i. Such a voting participant must be duly accredited prior to his/her acceptance as a voting delegate;
 - ii. No proxy votes shall be accepted at any meeting;
 - iii. Each accredited voting delegate shall only represent one member;
 - iv. All members of the Board of Directors shall be entitled to one vote at any Football PEI Annual General, Semi-Annual or Special General Meeting;
 - v. Except as herein before provided in regard to termination of membership, any resolution or motion at any meeting shall be carried by a simple majority of the members present voting in favor of the resolution or motion;
 - vi. The Chairperson of the general meeting shall not vote, except in the case of a tie vote, at which time he/she shall have the deciding vote;
 - vii. Probationary members shall not be eligible to vote on Association business.

2.6 Resignation or Withdrawal of Membership

2.6.1 Any club/minor football association, football officials association, or associate member may terminate their membership with Football PEI by giving written notice to the Secretary or President of Football PEI. Withdrawal of membership will be effective upon receipt of the written notice.

2.6.2 No refund of annual fees will be made to a club/minor football association, football officials association, or associate member upon cessation of membership. The member is also liable for any debts owing to Football PEI at the date of ceasing to be a member.

2.7 Suspension of Membership

2.7.1 The Football PEI Board of Directors, at a special meeting called for that purpose, may suspend a membership for an initial period of not more than three (3) months, for one or more of the following reasons:

- a) If the member fails to abide by the Bylaws, codes or policies of Football PEI;
- b) If the member has been disloyal to the association;
- c) If the member has disrupted meetings or functions of the association;
- d) If the member has done or failed to do anything judged to be harmful to the association;
- e) If the member has failed to fulfill the membership requirements.

2.7.2 The Football PEI Board of Directors has the power to assign further suspensions.

2.7.3 The affected club/minor football association, football officials association, or associate member will receive written notice of the Football PEI Board of Directors' intention to deal with whether that member should be suspended or not. The member will receive at least two (2) weeks' notice before the special meeting. The notice will be delivered by an Officer of the Football PEI Board of Directors and the notice will state the grounds for why a suspension is being considered.

2.8 Expulsion of Members

2.8.1 Football PEI may, by Special Resolution at a Special General Meeting called for such a purpose, expel any club/minor football association, football officials association, or associate member for any reason which is deemed sufficient in the interests of the Association.

2.8.2 The Football PEI Board of Directors will determine how the matter will be dealt with and can provide the opportunity for the club/minor football association, football officials association, or associate member to submit a written submission to Football PEI.

2.8.3 A two-thirds (2/3) majority of votes cast will pass a special resolution.

2.8.4 On passage of the Special Resolution, the membership of the club/minor football association, football officials association, or associate member will be terminated, effective immediately.

2.9 Appeals

2.9.1 A club/minor football association, football officials association, or associate member who is dissatisfied with a decision taken under either Bylaw 2.7 or 2.8 may appeal that decision to the Head Office.

Article 3 – Meetings

3.1 Annual General Meeting

3.1.1 Football PEI shall hold its Annual General Meeting no later than June 15th of each calendar year. The Board shall set the place, day and time of the meeting.

3.1.2 The Secretary or Executive Director mails or delivers a notice to each Club/Minor Football Association, football officials association, and Associate member at least twenty-one (21) days before the Annual General Meeting. The notice states the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

3.1.3 Any member wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the Secretary and Executive Director of such, in writing, within seven (7) days of the notice being sent.

3.1.4 The Annual General Meeting shall be attended by all members of the Football PEI Board of Directors, a representative for each Club/Minor Football Association, football officials association, and Associate members that are in good standing with Football PEI.

3.1.5 Agenda for the Meeting

- a) Roll Call, Credentials;
- b) Minutes of Previous Meeting;
- c) Business Arising from the Minutes;
- d) Reports;
- e) Considerations of Amendments;
- f) Election of Directors and Officers;
- g) New Business;
- h) Adjournment

3.2 General Meetings

3.2.1 A meeting for the membership of Football PEI which can be called by the Board of Directors when required.

3.3 Special General Meetings

3.3.1 A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

3.3.2 The Secretary or Executive Director mails or delivers a notice to each Club/Minor Football Association, football officials association, and Associate member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

3.3.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

3.3.4 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.4 Quorum

3.4.1 Attendance by 50% plus one of the Board of Directors and the Club/Minor Football Associations at the Annual General Meeting is a quorum.

3.5 Proceedings at the Annual General or a Special General Meeting

- 3.5.1 General Meetings of Football PEI are open to the Club/Minor Football Associations, football officials association, and Associate Members. A majority of the voting members present may ask any persons who are not voting members to leave.
- 3.5.2 The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place.
- 3.5.3 The President chairs every General Meeting of Football PEI. A Vice President chairs in the absence of the President.
- 3.5.4 The President may adjourn any General Meeting with the consent of the voting members at the meeting.

Article 4 – Voting

4.1 Voting

- 4.1.1 The Board of Directors, each club/minor football association, and football officials association, in good standing as stated in Bylaw 2.2.1, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if a motion is put forward and passed.
- 4.1.2 A majority of the votes of the voting members present decides each issues and resolution, unless the issue needs to be decided by a Special Resolution.
- 4.1.3 The President declares a resolution carried or lost. The statement is final, and does not have to include the number of votes for and against the resolution.
- 4.1.4 Voting by proxy is not permitted.
- 4.1.5 If a motion is tied, the President casts a vote to break a tie.

4.2 Failure to Give Notice of Meeting

- 4.2.1 No action taken at a General Meeting is invalid due to:
 - a) accidental omission to give any notice to any voting member;
 - b) any voting member not receiving any notice; or
 - c) any error in any notice that does not affect the meaning.

4.3 Written Resolution to All the Voting Members

- 4.3.1 All voting members may agree to a resolution in any transmissible form. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

Article 5 – Governance/Board of Directors

5.1 Board of Directors

5.1.1 The Board of Directors of Football PEI shall be:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Member at Large (3 Positions)

5.2 Powers of the Board of Directors

5.2.1 The Board of Directors has full power to conduct all business on behalf of Football PEI.

5.2.2 The Board makes policies, procedures and rules for managing affairs of Football PEI.

5.2.3 The Board makes policies, procedures and rules relating to the discipline of members and shall have the authority to discipline members accordingly.

5.2.4 The Board makes policies, procedures and rules relating to the management of disputes within Football PEI and shall have the authority to deal with all disputes accordingly.

5.2.5 The Board establishes committees, appoint members of committees and delegate any of its powers, duties and functions to any committee.

5.2.6 The Board appoints or employs such persons as it deems necessary to carry out work of Football PEI; and

5.2.7 The Board has the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.

5.3 Election of Board Members

5.3.1 All directors and officers of Football PEI shall be elected for a two-year term as follows:

- a) The President, Treasurer and two Members at Large on even-numbered years;
- b) The Vice President, Secretary and one Member at Large on odd-numbered years.

5.3.2 The directors and officers of Football PEI shall be elected at the Annual General Meetings and shall serve until their successors are elected at the next Annual General Meeting.

5.3.3 Any member of the Board of Directors shall cease to be a member of the Board thereof:

- a) If he or she resigns in writing addressed to the Secretary; or
- b) If the Board of Directors, by a two-thirds vote of its members present at a meeting duly convened for the purpose, shall resolve that such a member be removed.

5.3.4 In the event of a vacancy occurring, the Board of Directors may appoint an interim board member to fill the unexpired term or until the next general meeting.

5.4 Meetings of the Board of Directors

- 5.4.1 A quorum for meetings of the Board of Directors shall be 50% plus one of the Board.
- 5.4.2 The Board of Directors shall meet at least three times each year and at such times and places as it may deem necessary. Due notice of meetings shall be given and the notice shall indicate the purpose of the meeting.
- 5.4.3 Each member of the Board of Directors shall be entitled to one vote. However, the President shall only vote in the event of a tie.

5.5 Written Resolution of the Board of Directors

- 5.5.1 The Board of Directors may agree to a resolution in any transmissible form. The resolution is as valid as one passed at a meeting of the Board of Directors. It is not necessary to give notice or to call a board meeting. The date on the resolution is the date it is passed.

5.6 Committees of the Board of Directors

- 5.6.1 The Board of Directors may appoint such Committees as they deem desirable in the interests of Football PEI.
- 5.6.2 The Board of Directors shall determine the duties of each committee and shall decide questions of jurisdiction and shall if desired, direct the action of any committee on any matter.

5.7 Duties of the Directors and Officers

- 5.7.1 The President shall preside at meetings of Football PEI and of the Board of Directors and shall provide leadership in executing the basic and specific objectives of Football PEI as outlined in this constitution and these bylaws. The President shall also be required to prepare an Annual Report which shall be submitted at the Annual General Meeting.
- 5.7.2 The Vice President shall preside at meetings in the absence of the President.
- 5.7.3 The Secretary shall insure that the Football PEI staff give notice of all meetings to members entitled thereto. The Secretary shall attend all Board of Directors meetings and all Football PEI Annual General, Special General and General Meetings, shall keep a correct register of Football PEI's members, and shall ensure that all other duties usually performed by a Secretary are carried out.
- 5.7.4 The Treasurer shall be responsible to ensure that designated Football PEI staff utilize Generally Accepted Accounting Principles to perform the following: have custody of all Football PEI funds and make disbursements as directed by the Board of Directors; keep the accounts of Football PEI; receive all funds belonging to Football PEI and keep the same deposited in a chartered bank; collect the fees payable by members and other moneys and revenues accruing to Football PEI; and otherwise perform all duties pertaining to the office of a Treasurer. The Treasurer will be required to prepare an Annual Report which shall be submitted at the Annual General Meeting. He/she shall render an accounting of all financial transactions at Board of Director meetings and shall exhibit the Football PEI books when called upon to do so.

5.7.5 The Members at Large shall attend Board of Directors meetings and all Football PEI Annual General, Special General and General Meetings. The Members at Large shall also attend all committee meetings to which they are appointed.

5.8 Duties of the Executive Director

5.8.1 The Executive Director shall act as a liaison between Football PEI and the Provincial Government and shall perform such duties as are defined on the advice of the Board of Directors of Football PEI. He/she shall serve as an ex officio member of the Board of Directors.

5.8.2 The Board of Directors may from time to time by resolution confer upon the Executive Director for the time being all or such of the powers exercisable under these presents by the Board of Directors as they think fit, and may confer such powers for such time to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may either confer such powers either collateral with or to the exclusion of and in that behalf and may from time to time, revoke, withdraw, alter, or vary all or any of such powers.

Article 6 – Finance and Management

6.1 Fiscal Year

6.1.1 The fiscal year of Football PEI shall be the one-year period ending March 31st.

6.1.2 An independent review engagement or an audit of the financial records of Football PEI shall be done annually if required as part of the provincial funding agreement with the Province of Prince Edward Island.

6.2 Borrowing Powers

6.2.1 The Board of Directors, on behalf of Football PEI shall have the authority to:

- a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right of privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.
- b) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personally, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.

6.3 Signing Authority and Execution of Contracts

6.3.1 All cheques must be signed by any of the two following officers: President, Treasurer, Executive Director or any other position designated by the Board of Directors.

- 6.3.2 The Board of Directors, on behalf of Football PEI shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporation's objectives, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

Article 7 – Indemnity

- 7.1.1 The members of the Football PEI Board of Directors shall not be personally liable for any mistake of judgement, negligence or any acts of omissions made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.
- 7.1.2 Football PEI shall indemnify and hold harmless each of the members of the Board of Directors from all expenses or liability arising out of their position as a member of the Board.
- 7.1.3 Football PEI shall obtain the type of insurance commonly known as Directors and Officers Liability Coverage in order to fund this indemnity obligation and also to encourage service on the Board of Directors.

Article 8 - Dissolution

- 8.1.1 It is specifically provided that in the event of dissolution or the winding up of Football PEI all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in Canada.

Article 9 – Amendment of Bylaws

- 9.1.1 No addition, amendment or alteration shall be made in any part of the bylaws of Football PEI except at the Annual General Meeting or at a Special General Meeting of Football PEI called for that purpose.
- 9.1.2 No addition, amendment or alteration of the bylaws shall be in order unless notice thereof has been duly given to the Football PEI Secretary and the membership at least twenty-one (21) days before the date fixed for the Annual General Meeting or for a Special General Meeting called for that purpose.
- 9.1.3 Only members of the Board of Directors may propose changes to the bylaws.
- 9.1.4 Additions, amendments or alterations to the bylaws may be adopted by two-thirds (2/3) vote of the Board of Directors and members in good standing present at such meeting.
- 9.1.5 Approved changes to the bylaws shall be put into effect within thirty (30) days of the Annual General Meeting or the Special General Meeting called for that purpose.
- 9.1.6 Football PEI must annually complete the Provincial Form 25 (Annual Return for Part II Non-Profit Companies) showing the names and addresses of the Football PEI Board of Directors. A copy of the revised bylaws should be attached at that time.