

## **ARTICLE 5 – CFOA BOARD of DIRECTORS (CURRENT)**

1. CFOA shall be governed by an Executive Board of Directors comprised of 5 Directors and 1 Member at Large. The member at large is a non voting member of the Executive Board of Directors.
2. The Executive Board of Directors will determine amongst themselves which duties they will carry.
3. The Executive Board of Directors shall be responsible for the ongoing affairs of the CFOA and carry out their responsibilities as outlined in Appendix A.
4. The Past President will sit in an advisory capacity for a period of one year to assist with the transition of the new president. He shall have no voting privileges.
5. Each province in good standing may nominate their Provincial Representative for election to the Executive Board of Directors.
6. CFOA Provincial Representatives wishing to run for the Executive Board of Directors will submit a nomination form to be completed by his/her association president. This form will be circulated to all CFOA Provincial Representative one month prior to the Biennial GM. No new nominations for the Executive Board of Directors will be taken from the floor at the BGM. The Executive Board of Directors will be elected on a rotational basis for terms of 4 years, by majority vote of the Provincial Representatives at the Biennial GM.
7. The member at large is an appointed position by the voting members of the Executive Board of Directors. The position and duties will be reviewed by the Board on a biennial basis.
8. A quorum of the Executive Board of Directors shall be three.
9. Any vacancy, which may occur during the term of office, may be filled by appointment by the remaining Executive Board of Directors, in consultation with the Provincial Representatives. When a Director does not comply with the minimum standards of performance of his/her office, he/she may be removed from office by the remaining members of the Executive Board of Directors. The dismissed Director shall have the right to appeal this decision to the Provincial Representatives at a special meeting called for this purpose or via a conference call. This request must be made in writing and forwarded to the President within two weeks of his dismissal. A 2/3 majority vote will be required for reinstatement.

## **ARTICLE 5 – CFOA BOARD of DIRECTORS (DRAFT)**

1. The CFOA Board of Directors comprises two committees:

### **Executive Committee (EC)**

- Role: To manage the business and affairs of CFOA, with a key focus in fostering the long-term success of amateur football officiating in Canada
- Composition:
  - i. 6 members with a 4-year term, elected by CFOA Provincial Representatives at the biennial AGM.
  - ii. CFOA Provincial Representatives or any official in good standing with their respective local association wishing to run for the Executive Committee must submit a nomination form to be completed by their association president. Nominations will be circulated to all CFOA Provincial Representative 7 days prior to the Biennial GM. No new nominations will be taken from the floor at the BGM.
  - iii. The EC members will determine amongst themselves which portfolios they will carry.
  - iv. The Immediate Past President remains on this committee in an advisory capacity for a period of one year with no voting privileges.
  - v. Any vacancy, during the term of office, may be filled by appointment by the remaining EC members, in consultation with the CFOA Provincial Representatives.
  - vi. When a member does not comply with the minimum standards of performance of their office, they may be removed from office by the remaining EC members. The dismissed member shall have the right to appeal this decision to their CFOA Provincial Representative. This request must be made in writing and forwarded to the President within two weeks of their dismissal. A two-third majority vote will be required for reinstatement.
- Meetings:
  - i. The quorum for an EC meeting shall be a majority of EC membership in attendance.
  - ii. Each member is required to attend majority of the scheduled meetings.
  - iii. Each member is required to provide a report on their portfolio each year.

### **Executive Operational Committee (EOC)**

- Role: On an advisory capacity, to provide recommendations on operational matters and other business upon request by EC.
- Composition:
  - i. Officials, in good standing, currently serving on the executive of their provincial and / or local FOA are eligible.
  - ii. This is an annual membership and members shall be enrolled based on their provincial / local FOA's current registration.

## **ARTICLE 6 - CFOA PROVINCIAL REPRESENTATIVES (CURRENT)**

1. It shall be the responsibility of duly elected CFOA Provincial Representatives to liaison with their members on behalf of CFOA.
2. The CFOA Provincial Representatives will be elected from the membership groups and individual members within their respective province.
3. It will be the responsibility of members within each province to establish a procedure for selecting their CFOA Provincial Representative.
4. If the Provincial members cannot agree upon the selection of a representative, then the CFOA Executive Board of Directors will assign one.
5. Should a CFOA Provincial Representative resign or be removed from office, it will be the responsibility of the provincial members to notify the CFOA President within 30 days of their departure.
6. Should a Provincial Representative be elected to the Executive Board of Directors, that Province will immediately select a replacement, and advise the CFOA President of the name of the individual.

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#### **ARTICLE 7 – MEETINGS (CURRENT)**

1. The CFOA will hold a Biennial General Meeting every 2 years – in even numbered years.
2. Notice of such meetings must be circulated to members at least 30 days prior to the meeting.
3. All members in good standing are entitled to attend the meeting, but only the identified CFOA Provincial Representative or the individual assigned their proxy, will be entitled to vote on matters brought before the meeting.
4. Additional meetings of the membership – such as Special General Meetings, may be called by the President or any three Executive Board members, as required by the Executive Board.
5. A quorum for the Biennial General Meeting, or any Special General Meeting will require two-thirds (2/3) of the membership, as represented by the CFOA Provincial Representatives in attendance.
6. Absentee Ballots will not be used to establish a quorum.

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4. Additional meetings of the membership – such as Special General Meetings, may be called by the President or any three Executive Committee members. Notice for Special General Meetings must be circulated to members least 14 days prior to the meeting.
5. A quorum for the Biennial General Meeting, or any Special General Meeting will require two-thirds (2/3) of the membership, as represented by the CFOA Provincial Representatives in attendance.
6. Absentee Ballots will not be used to establish a quorum.

## **ARTICLE 8 - VOTING PRIVILEGES (CURRENT)**

1. At any duly convened Biennial, or Special General Meeting of the CFOA, each CFOA Provincial Representative will be entitled to one (1) vote for each 50 members registered with CFOA – as confirmed by the Executive Board of Directors.  
e.g.: 1 – 50 Members = 1 Vote  
51 – 100 Members = 2 Votes and etc.
2. No CFOA Provincial Representative will be allowed to hold more than 35% of the votes represented.
3. Of the Executive Board of Directors, only the President will cast a vote, and then only in situations where a tie has been declared. Members of the Executive Board of Directors may only vote in the event that they have been assigned a proxy by a Provincial Representative.
4. Proxy Ballots
  - a. A Provincial Representative unable to attend the Biennial General Meeting or a Special General Meeting may submit a proxy vote to the Executive Secretary, or assign that proxy vote to any CFOA member in good standing.
  - b. The Representative proxy may be assigned to A proxy may direct that the vote(s) be cast for a specific issue that has been previously circulated to the representatives, or may assign the proxy to be used at the discretion of the specified representative.
  - c. Proxies may not be used to establish a quorum.
  - d. Proxy Ballots must be submitted in writing (including email), to the Executive Board at least 24 hours prior to the meeting where it will be used.
  - e. The Proxy Ballot form that must be used, and can be obtained from the Executive Board, or downloaded from the CFOA website.

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**APPENDIX A:      RESPONSIBILITIES OF EXECUTIVE BOARD OF DIRECTORS**  
**(CURRENT)**

**The following are the duties and responsibilities of the CFOA Executive Board of Directors. If necessary, the Directors may reshuffle these responsibilities and add to them.**

President	Chief Operating Officer of the CFOA Responsible for administration of the policies of CFOA Presides over meetings of the Association National spokesperson for CFOA Liaison to other National organizations – Football Canada, CFL, etc
Director Recruiting	Conduct meetings in the absence of the President Coordinate activities and programs at the National level regarding recruiting Represents CFOA with other organizations with regards to recruiting Officials Coordinates recruiting programs with Provincial Associations
Director Training	Ensure consistent application of the CFOCP with Provincial Associations Liaison to OTC regarding the CFOCP Maintain a current database of Officials certifications & qualifications Liaison to Football Canada regarding Training Manuals
Director Communications	Responsible for the administration of the CFOA website Coordinate with the web master to determine content of the website Ensure the membership is provided with current resource material Ensure timely circulation of CFOA related information to members Liaison to Football Canada regarding <u>all administrative items</u> .
Director Finance meeting.	Record the minutes of any National Association meetings, or Directors  Maintain the Financial affairs of the CFOA – as per the Financial Policy Collect the annual membership fees from its members. Update Association documents as necessary (amendments)

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