



1. In these by-laws unless there be something in the subject or context inconsistent therewith:

"Society" means Halifax County United Soccer Club.

"Board", "Board of Directors, and/or "Directors" mean the board of Directors of Halifax County United Soccer Club. The board of directors may exercise any powers and make, or cause to be made, any actions, contracts, or perform any matters for and on behalf of the Society as the Society may otherwise lawfully do.

"By-laws" means this by-law and all other by-laws and special by-laws of the Society from time to time in force and effect.

"Members" are those admitted by the Board of Directors to membership. A "Voting Member" means a Member eligible to vote at a Meeting of Members.

"Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

"Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

All references to a specific gender shall be construed to include all genders.

"Senior Player" and "Youth Player" are as defined by the Canadian Soccer Association (CSA) and Soccer Nova Scotia (SNS).

## **MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Membership in the Society shall not be transferable.
5. The following shall be admitted to membership in the Society:
  - Senior players who are currently registered with the Society;
  - Youth players who are currently registered with the Society;
  - Parents or guardians of any youth player who is currently registered with the Society; and
  - Anyone who currently serves as a volunteer coach, volunteer assistant coach, team manager or any other volunteer position with the Society.
6. No formal admission to membership shall be required and the entry in the Registry of Members by the Secretary of the name and address of any individual or the registration with Soccer Nova Scotia by the Society Registrar shall constitute an admission to membership in the Society.
7. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, the member resigns or ceases to qualify for membership in accordance with these by-laws and/or policies of the Society.



#### **VOTING**

8. Every member of the Society shall be entitled to attend any meeting of the Society. Every member of the Society 14 years or older, with the exception of paid employees of the Society, shall be entitled to vote at any meeting of the Society. There shall be no proxy voting.
9. Every voting member shall have one vote and no more.

#### **FISCAL YEAR AND AUDIT OF ACCOUNTS**

10. The fiscal year of the Society shall be the period from October 1 to September 30.
11. The external accountant for the Society shall be appointed annually by the members of the Society at the annual general meeting and, on failure of the members to appoint an external accountant, the directors may do so.
12. The external accountant shall make a written report to the members upon the balance sheet and operating account at the annual general meeting. A copy of the balance sheet, compiled by the external accountant, shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.

#### **MEETINGS OF MEMBERS**

13. (a) The annual general meeting of the Society shall be held within five months after the end of each fiscal year of the Society.  
  
(b) An extraordinary general meeting of the Society may be called by the President or an Officer at any time, and shall be called by the President if requisitioned in writing by at least 50 members of the Society.
14. Fourteen days notice of a general meeting, specifying 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. Notice of meetings shall be given by posting notice on the Society's website and by email. Failure to observe such notice by any member shall not invalidate the proceedings at any general meeting.
15. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:  
  
Registration of members in attendance;  
Approval of agenda;  
Minutes of preceding meeting;  
Consideration of the reports of the directors;  
Consideration of the financial statement and/or report of the auditors;  
Election of directors for the ensuing year;  
Election of officers; and  
Appointment of external accountant

All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

16. No business shall be transacted at any meeting of the Society unless a quorum of voting members is present at the commencement of such business and such quorum shall consist of ten voting members.



17. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting 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 and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
18. The President of the Society shall preside as Chairperson at every general meeting of the Society. If there is no President, or the President is not present at the time of holding the meeting, an Officer shall preside as Chairperson. If there is no President or Officers, or if none are present at the time of holding the meeting, the members present shall choose one of those present to Chair the meeting.
19. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
20. The Chairperson 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.
21. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society 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.
22. If a poll is demanded, the same shall be held in such a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.
23. Robert's Rules of Order will apply to all meetings, including meetings conducted by any committee.

#### **DIRECTORS**

24. Unless otherwise determined by general meeting, there shall be not less than seven and no more than nine directors. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- ~~25. Any member of the Society 18 years of age or older shall be eligible to be elected a director of the Society.~~
26. Directors shall be elected by members as specified in these by-laws. The directors of the Society voted into the following positions shall be the officers of the Society and form the Executive Committee: President, Vice Presidents, Treasurer, and Secretary.
27. In the event that a director resigns his/her/their office or ceases to be a member in the Society, whereupon his/her/their office as director shall ipso facto be vacated, the vacancy thereby created may be filled until the next annual general meeting by the Board of Directors from among the members of the Society.
28. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her/their stead. The person so appointed shall hold office during such time only as the director in whose place he/she/they is appointed would have held office if he/she/they had not been removed. Any director who shall be absent from three (3) consecutive Board of Director meetings, without permission of the Board, shall be deemed to have resigned as a director.



29. The directors of the Society shall be as follows:

- President
- Vice President
- Secretary
- Treasurer
- Up to five Members-at-Large
- Executive Director (non-voting ex-officio)
- Past President (non-voting ex-officio)

30. The President, Vice President, Secretary, Treasurer, ~~NSSL Youth and Senior Liaison, Technical Representative,~~ and up to five Members-at-Large shall be elected in accordance with the terms set forth for each position (see By-Law 32) by members at the annual general meeting of the Society.

31. The immediate Past President assumes the role of Past President or the Board may appoint any previous President to this position, which shall be a non-voting, advisory, ex-officio position. Appointment to the role is until such time as a new Immediate Past President is available and willing to assume the role and/or at the discretion of the Board.

32. The number of Directors, including the Executive members, shall be not less than seven, or more than nine.

33. The term of each Director shall be limited to one year, however is automatically extended or reduced to the period from the date of the annual general meeting in which they were elected until the next annual general meeting or extraordinary general meeting of the society.

34. The term of each Director shall commence immediately upon the adjournment of the general meeting in which they are elected.

35. ~~Directors shall not serve on the Board for more than three consecutive terms.~~

36. The President, Vice President, Secretary, and Treasurer cannot serve as coach for a Performance team of the Society.

37. If the President is removed from office and/or submits his/her/their resignation before the end of his/her/their term, he/she/they is not permitted to assume the Past President role and the Past President role will remain vacant.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

38. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

39. No business shall be transacted at any meeting of the Board of Directors unless at least fifty percent of members are present at the commencement of such business.

40. All directors are entitled to a vote at meetings of the Board of Directors.



41. The President or, in his/her/their absence, the Vice President or another director, shall preside as Chairperson at meetings of the Board.
42. The Chairperson may be entitled to vote as a director and, in the case of equality of votes, he/she/they shall have casting vote in addition to the vote to which he/she/they is entitled as a director.

#### **POWERS OF DIRECTORS**

43. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage staff and to determine duties, responsibilities, and remuneration.

#### **INDEMNIFICATION OF DIRECTORS**

44. The Society will purchase and maintain such insurance for the benefit of its Directors. No Director of the Society shall be liable for the acts of any other Director. In addition, every Director of the Society and his/her/their heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

All costs, charges and expenses whatsoever which such Director sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her/they, for, or in respect to any act, deed, matter or thing.

All other costs, charges and expenses which such Director sustains or incurs in, or about, or in relation to the affairs of the Society, except such as are occasioned by the Director's own willful neglect or default.

#### **DISCLOSURE OF CONFLICT OF INTEREST**

45. Every Director of the Society who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the Society is or is to be a party shall declare his/her/their interest in such contract or transaction at the next meeting of the Board of Directors. He/she/they shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her/their knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself/themselves from the meeting at which such subject is considered. Such abstention shall not be considered in the determination of quorum for the specific issue in question on which the Director or Directors would have had to abstain.

#### **COMMITTEES**

46. The Board of Directors may establish and mandate committees as required.

#### **OTHER REGULATIONS**

47. The Society shall be incorporated under the Societies Act for non-profit organizations and shall be affiliated with and be under the jurisdiction of the Canadian Soccer Association, Soccer Nova Scotia and Halifax District Soccer Association.



48. The Society may make such rules and regulations as deemed necessary to govern its affairs such that they do not conflict with those of higher jurisdictions. The rules and regulations must be approved by the membership at a general meeting and will be filed with the by-laws.
49. The Society may create and maintain policies and procedures and other regulatory measures as it deems necessary for the efficient administration and operation of the Society, the playing structure of the game, and to protect individual rights within its jurisdiction.
50. The Society will support and uphold FIFA and CSA rules of play.

#### **MISCELLANEOUS**

51. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
52. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
53. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meeting of the Society and of the Board of Directors shall be the responsibility of the Secretary.
54. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
55. Review and approval of any agreements between the Society and any other entity which would require the Society to expend a sum or sums of money in excess of \$5,000 may be executed on behalf of the Society by the President, Vice President, Treasurer, or the Executive Director ~~Director of Operations~~ as prescribed by resolution of the Board of Directors.
56. The borrowing powers of the Society may be exercised by special resolution of the members.
57. The Society has the power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law. Notice of proposed amendments shall be forwarded in writing to the secretary no later than thirty (30) days prior to the general meeting called for that purpose.
58. The official colours of the Society shall be yellow and black.