



HALIFAX DUNBRACK SOCCER CLUB BY-LAWS

(Effective Jan 21, 2019)

ARTICLE 1

GENERAL

1.1 Purpose

These By-Laws relate to the general conduct of the affairs of the Halifax Dunbrack Soccer Club hereinafter referred as "HDSC".

1.2 Objective

The objective of HDSC shall be to promote, develop and govern the game of soccer amongst its members. The members of HDSC shall be those individuals admitted as members in accordance with these By-Laws and shall be referred to in these By-Laws as "Members"

1.3 Head Office

HDSC shall be incorporated under the Societies Act for Non-Profit Organizations with its Head Office in the Halifax Regional Municipality.

1.4 Corporate Seal

HDSC shall have a Corporate Seal, which shall be in the custody of the HDSC Secretary.

1.5 Club Colours

HDSC colors shall be red, white and black.

1.6 Affiliations

HDSC shall be a member in good standing with Soccer Nova Scotia and Halifax District Soccer Association and shall adhere to the published rules of these two associations.

1.7 Board of Directors

The business and affairs of HDSC shall be conducted and managed by a board of directors (the "Board" or "Directors") elected or appointed in accordance with these By-laws.



1.8 Conduct of Meetings

Meetings of Members and meetings of the Board will be conducted according to the latest edition of Robert's Rules of Order.

1.9 Signing Authority

Contracts, documents or any instruments in writing requiring the signature of the HDSC other than cheques and payments drawn on current operating accounts of the HDSC shall be signed by the President and any one (1) of the Vice-President or the Treasurer, unless otherwise designated by the Board. The signing authority of the HDSC for cheques and payments drawn on current operating accounts of the HDSC, shall be any two (2) of the President, the Treasurer, the Vice-President and the Secretary, unless otherwise designated by the Board. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document should be executed.

1.10 Fiscal Year

The fiscal year of HDSC shall be from the 1st day of October to the 30th day of September following, both inclusive.

1.11 Banking Arrangements

The banking business of HDSC shall be conducted at such financial institution as the Board may designate, appoint or authorize from time to time.

1.12 Borrowing Powers

The Directors of HDSC may:

- a) Borrow money upon the credit of HDSC for the purposes of the Company or any of them in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise, without authorization of the Members; and
- b) Mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real and personal, immovable and movable, undertaking and rights of HDSC, present and future, to secure any debentures or other securities of the liability of HDSC, present or future, with the sanction of a special resolution of the Members.

1.13 Annual Financial Statements

A review engagement of the books, accounts and records of the HDSC by a licensed Public Accountant shall be presented to the Members at the Annual General Meeting.



ARTICLE 2

MEMBERSHIP

2.1 General

Individuals shall be admitted as Members in one of three categories, Active Membership, Associate Membership and Life Membership as described below, and their names shall be entered in the Register of Members accordingly. The number of Members of HDSC is unlimited. Membership in HDSC shall not be transferable. Except for Associate Members and Life Members, no formal admission to membership shall be required.

Categories of Membership and Admission to Membership

2.2 Active Members

All coaches (including head and assistant coaches) of a HDSC team, team managers of a HDSC team, parents of registered participants in HDSC mini programs, youth programs, youth age players playing senior soccer on a HDSC team and registered players over the age of 18 on a HDSC team shall be Active Members upon such individual's appointment as a coach or team manager or fulfillment of the HDSC registration requirements, including payment of all applicable HDSC fees or fines for the then current and any prior HDSC season, in respect of players or the corresponding child or youth participants for Active Members who qualify for membership as parents. After becoming an Active Member, an Active Member, shall cease to be a Member: (i) at the next registration deadline for HDSC programs unless the Active Member then qualifies as an Active Member, or (ii) upon a resolution of the Directors terminating such Active Member's position as a coach or team manager or terminating the registration of a player that is an Active Member or of which the Active Member is a parent. An individual who has ceased to be an Active Member may become an Active Member again upon satisfying one of the admission criteria specified in this section 2.2.

2.3 Associate Membership

Any individual who is not a coach, team manager, player or parent of a player with any HDSC team, who desires to assist HDSC in achieving its objectives may be admitted as an Associate Member by resolution of the Directors for such term as may be determined by the Directors, unless earlier terminated by resignation of the Associate Member.

2.4 Life Membership

Any individual may be admitted as a Life Member by ordinary resolution of the Members in recognition of having rendered valuable service to HDSC to an extent beyond normal service. A Life Member shall be a Member for life unless the individual's membership is terminated by the individual's resignation or by special resolution of the Members

2.5 Rights of Membership



A Member in good standing with HDSC has the following rights:

- a) To take part in all meetings of the members, to know the agenda within the prescribed time, and to exercise its voting rights;
- b) To submit proposals for inclusion on the agenda of all meetings of the members, provided that the full text of any such proposals are forwarded in writing to the attention of the Secretary at least 21 days before the meeting is to take place; and
- c) To propose amendments to the By-laws and Rules and Regulations of HDSC.

ARTICLE 3

MEETINGS OF MEMBERS

Categories of Meetings of Members

3.1 Annual General Meeting

The HDSC's Annual General Meeting will be held within four (4) months of HDSC's Annual General fiscal year end.

3.2 Special Meeting

A Special Meeting of the Members may be called at any time by resolution of the Board or upon the written requisition signed by 10 percent (10%) or more of the Members and delivered to the Secretary for any purpose connected with the affairs of HDSC and must be held within sixty (60) days of receipt of requisition by the Secretary. Only the business for which the Special Meeting has been called will be considered at the Special Meeting.

Notice of Meetings of Members

3.3 Notice

Written or electronic notice of the date and place of the Annual General Meeting and each Special Meeting will be given by the Secretary to all Members at least 21 days prior to the date of such meeting. Notice regarding the Annual Meeting will include a proposed agenda, nominations of Directors, a copy of the annual financial statements and the text of resolutions to be considered at the meeting. Notice of a Special Meeting shall include a description of the business to be considered. Notice of meetings of Members shall be delivered by e-mail using the most current database of Members and by website posting. Provided the notice has been sent as described in this section 3.3, the non-receipt of any notice by any Member shall not invalidate the proceedings of any meeting.



Order of Business at the Annual General Meeting

3.4 The agenda for the Annual General Meeting shall include:

- a) Call to Order
- b) Minutes of Previous Annual General Meeting
- c) Presentation of Reports
- d) Appointment of Auditors
- e) Election of Directors
- f) Such other matters as may be properly brought before the Annual General Meeting by the Directors of the Members in accordance with these By-Laws.
- g) Adjournment

Quorum at Meeting

3.5 Quorum at Annual General Meeting

A minimum of 20 Members present in person will constitute a quorum.

3.6 Quorum at Special Meeting

Members entitled to vote and who signed the written requisition for the Special Meeting present in person and representing at least 5% of all Members will constitute a quorum for a Special Meeting called by requisition of Members. A minimum of 20 Members in person will constitute a quorum if the Special Meeting was called by the Director.

Meeting Chair

3.7 Chair

At any Annual General Meeting or Special Meeting of the Member, the chair shall normally preside by:

- a) If the President is present, the President shall preside as Chair;
- b) If the President is not present, the Vice-President shall preside as Chair for all or that part of the meeting at which the President is not present;
- c) If the President and Vice-President are both not present at the meeting, the Members present shall choose someone of their number to be Chair.



Voting at Meetings of Members

3.7 Voting Rights

Members will have the following voting rights at all meetings of the Members:

- a) Active Members will be entitled to one vote each.
- b) Associate and Life Members shall be entitled to be heard at meetings of the Members but shall not be entitled to vote.
- c) Proxy votes are not permitted.
- d) The Chair shall have no vote, except (i) in the case of an equality of votes (ii) for the election of new Directors.

3.7 Voting Procedure

The Chair shall call for a vote for any motion. Any question shall be decided by a majority of the votes, unless otherwise required by these bylaws or other law. Unless a poll is demanded by at least three (3) Members, voting shall be by show of hands and a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the HDSC 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. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe, and the result of such poll shall be deemed to be the resolution of the HDSC in the meeting.

Decisions of the Membership

3.8 Decisions

Decisions by the membership at HDSC meetings shall come into effect the day after the close of the meeting unless it fixes another date for decision to take effect.

ARTICLE 4

GOVERNANCE

Composition of the Board

4.1 Directors

The Board will consist of ten (10) elected Directors who may exercise any power, make, or cause to be made, any actions, contracts or perform any matters for and on behalf of the HDSC as the HDSC may otherwise lawfully do, provided that the Board may not do anything that may be contrary to any By-Law of the Society.



4.2 Composition of the Board

The Board will consist of the following four (4) Officers and six (6) Directors-at-Large:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

Election of Directors

4.3 Eligibility

To be eligible for election as a Director at any Annual General Meeting, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have the status of bankrupt;
- c) Deliver to the Secretary a clear certified vulnerable sector criminal record check dated not more than three (3) years prior to the date of the Annual General Meeting, provided that the Director shall have up to sixty (60) days after the date of the Annual General Election to deliver such certified vulnerable sector criminal record check, failing which the Director shall be deemed to have resigned.
- d) Not be a paid employee of any Soccer Nova Scotia affiliated Associate, League or Club, and not a paid employee of HDSC.

4.4 Nomination

Nominations for election to the HDSC Board shall be made by Members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the Chair of the HDSC Nominating Committee no less than forty five (45) days prior to the Annual General Meeting at which the nomination is to be considered.

4.5 Elections

Elections will be decided by vote of the members in attendance at the Annual General Meeting in accordance with the following:

- a) One nomination for a position – Winner declared by acclamation.
- b) More than one nomination for a position – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.



4.6 Terms

Directors will serve a term of two (2) years unless they resign, are removed from or vacate their position. The term shall commence at the end of the Annual General Meeting at which the Director is elected, and the term shall expire at the end of the Annual General Meeting following the completion of that term.

Directors shall be elected in accordance with the following schedule:

- a) In odd number years the following Directors will be elected: President Treasurer Directors at Large (3)
- b) In even number years the following Directors will be elected: Vice President Secretary Directors at Large (3)

Resignation and Removal of Directors

4.7 Resignation

A director may resign from the Board at any time by presenting his/her notice of resignation to the Board. Their resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later.

4.8 Vacate Office

The office of any Director will be vacated automatically:

- a) If a Director becomes an employee of a Soccer Nova Scotia affiliated Association, League or Club or if the Director becomes an employee of HDSC.
- b) If a Director absents himself/herself from two consecutive meetings of the Board of Directors without special leave of absence from, or reason satisfactory to, the Board of Directors.
- c) If a Director has been removed by Resolution of the HDSC membership.

4.9 Removal

A Director may be removed by Ordinary Resolution of the members at an Annual General Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard, at such a meeting.

Filling a Vacancy on the Board

4.10 Vacancy

The Members may fill any vacancy resulting from a removal of a Director by the Members as provided in Section 4.10 by election at the meeting at which such Director is removed, and the Board may appoint an individual to fill any other vacancy on the Board, in each case for a term expiring not later than the close of the next Annual General Meeting, at which Annual General Meeting, if the original term for that Board



position would not have expired at such Annual General Meeting, a Director shall be elected for such Board position having a term that expires at the next Annual General Meeting.

Meetings of the Board

4.11 Call of Meeting

A meeting of the Board may be called by agreement of the Board at a regular meeting, at the call and discretion of the President or by the Secretary upon receipt of a written request from two (2) or more Directors. A meeting of the Board shall be held at any time and place in the Halifax Regional Municipality as determined by the President. Notice of all meetings, specifying the date, time and place, and if other than a regularly scheduled meeting, subject matter thereof, shall be given orally or in writing, including via email, by the Secretary to each director at least seven (7) days before the meeting is to take place. A meeting of the Board may be held at the close of every Ordinary or Annual General Meeting of the Members without notice. A Director may waive notice of a meeting either before or after a meeting is held, whether or not the Director attends such meeting. A Director present at a meeting who does not attend for the sole purpose of objecting to the meeting being held shall be deemed to have waived notice of the meeting.

4.12 Number of Meetings

The Board will hold at least four (4) meetings a year.

4.13 Quorum

At any meeting of the Board, quorum will be a majority of Directors present at the beginning of such meeting, and quorum, once established, shall not be lost due to the withdrawal of any Director. The President, or in her/his absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meeting of the Board.

4.14 Meetings by Telecommunications

A meeting of the Board may be held by means of telecommunications technology.

Powers of the Board

4.15 Empowered

The Board is empowered, but not limited to:

- a) Make policies and procedures as may be deemed necessary to guide the affairs of HDSC.
- b) Hire, appoint, or otherwise engage employees, or contractors as it deems necessary to carry out the work of HDSC and fix their duties and remuneration, and may delegate any or all of the things necessary to effect these powers to such persons or committees, of these as it sees fit.
- c) Determine and effect the dismissal of any employee, or contractor.
- d) Appoint the appointments of Chairs and the members of the Standing and Special Committees in accordance with the applicable Governance Policies of HDSC.



- e) Ensure that all necessary books and records of HDSC are regularly and properly kept.
- f) Create committees and establish term of reference for them.
- g) Set priorities for actions of the paid staff not less than every twelve (12) months at which time the paid staff should be assessed a performance evaluation.
- h) Recommend the appointment of an independent auditor.

ARTICLE 5

OFFICERS

5.1 Composition

The Officers shall consist of the President, Vice President, Secretary and Treasurer and will comprise the Club's Executive who shall manage the financial affairs of HDSC, as approved in the budget and manage the day to day operational affairs of HDSC, subject to the review and oversight of the Board.

5.2 Duties

The duties of the Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of HDSC, will be the official spokesperson of HDSC and will perform other duties as may from time to time be established by the Board.
- b) The Vice-President will, in the absence or disability of the President, perform the duties, exercise the powers of the President, and perform such other duties as may from time to time be established by the Board.
- c) The Secretary will ensure that all official documents and records of HDSC are properly kept, prepare and keep a current record of minutes of Board, Executive and members' meetings, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will ensure that proper accounting records are kept, will ensure that monies received by HDSC are deposited in the HDSC bank account, will supervise the management and the disbursement of funds of HDSC, will report on the club's financial position at Board meetings, will ensure the preparation of the annual budget, and will perform such other duties as may from time to time be established by the Board.



ARTICLE 6

COMMITTEES OF THE BOARD OF DIRECTORS

6.1 General

The Board may, from time to time, and for such periods of time as it sees fit, establish and empower committees to help carry out its duties. These committees may be standing, ad-hoc, or others.

Committees shall have no powers, authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Board in its sole discretion.

All committees of the Board shall be responsible, directly or indirectly, to the Board and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly in writing, to the Board.

Committees may be composed of any persons who are members of HDSC and their respective Chairperson shall be ratified as such by the Board, and may be prescribed by the Board.

Any committee must have a quorum of its members present to conduct any business and a quorum is defined as a simple majority of its members.

6.2 Standing Committees

The Standing Committees of the Board shall be described in further detail in the Governance Policies of HDSC adopted by the Board from time to time and shall include the following:

- a) Audit and Finance Committee
- b) Nominations Committee
- c) Governance Committee
- d) Risk Management Committee
- e) Long Term Player Development Committee

ARTICLE 7

FINANCE AND MANAGEMENT

7.1 Audit of Accounts

At each Annual General Meeting the Members will appoint a licensed Public Accountant to conduct a review engagement of the books, accounts and records of HDSC.



7.2 Budget

The following year's budget shall be approved by the Board at its last Board meeting prior to the Annual General Meeting.

7.3 Spending Authority

The spending authority of the Executive, President and senior staff shall be established by the Board of Directors annually.

7.4 Accounts Records

The Board of Directors shall cause true accounts to be kept of all receipts, credits, payments, assets and liabilities of HDSC and of all other matters necessary for showing the true state and condition of HDSC, and the accounts shall be kept in such manner as the Board of Directors shall think fit and to the satisfaction of the auditors. The books of account shall be kept at such place as the Board of Directors shall appoint and shall be open to the inspection of members of HDSC.

7.5 Property

HDSC may acquire, lease, sell, or otherwise dispose of securities, lands, buildings or other property or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.6 Remuneration

Board of Directors or members of a Committee will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

7.7 Conflict of Interest

A Director or member of a Committee who has an interest, or who may be perceived as having an interest, in a contract or transaction with HDSC will disclose fully the nature and extent of such interest to the Board or Committee and will refrain from speaking or voting or influencing the decision on such contract or transaction. 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. Provided the interest of a Director is disclosed as described, no such contract or transaction with HDSC shall be invalid as a result of such interest.



ARTICLE 8

AMENDMENTS TO THE BY-LAWS

8.1 Proposals for Amendments

Any member of HDSC or any HDSC Board member may make a proposal to make, amend, or repeal a By-Law. All proposed amendments must be received by the Chair of the Governance Committee in writing not less than sixty (60) days prior to the Annual General Meeting or Special Meeting at which such amendments are to be considered.

8.2 Notice to Members

Copies of proposed amendments to these By-Laws shall be sent to the Membership not less than thirty (30) days prior to the Annual General Meeting or Special Meeting at which they are to be considered.

8.3 Voting

Amendments are passed, upon attaining a three-fourths majority of the votes cast by the members present at the Annual General meeting or special meeting and are effective once they are filed at the registry.

ARTICLE 9

INDEMNITY

9.1 Indemnification

Every Member of the Board of Directors, or other servant of HDSC shall be indemnified by HDSC against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglects or defaults.

9.2 Insurance

HDSC will at all times maintain in force Directors and Officers liability insurance in such amounts as the Board may determine from time to time.



Halifax Dunbrack Soccer Club

ARTICLE 10

DISSOLUTION

10.1 Act of Dissolution

In the event of dissolution of HDSC, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit related organizations which operate solely within the Halifax District Soccer Association or its successor.