

Revised December 8, 2020

By Laws of Halifax City Soccer Club

Approved by resolution at the Annual
General Meeting held on December 8,
2020.

BY-LAWS
OF
HALIFAX CITY SOCCER CLUB

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) “Club” and “Society” are synonymous and mean Halifax City Soccer Club;
 - (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
 - (d) “Board” means the Board of Directors of the Society.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purpose of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and, except for player members registered as a U18 player or younger, to vote at any meeting of the Society and to hold any office.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership of the Society:
 - (a) Any person who shall have been a subscriber to the initial Memorandum of Association of the Society.

- (b) Any person who is registered as a player with the Club (player member).
 - (c) Any person who is a parent or legal guardian of a player member registered as a U18 player or younger (family member).
 - (d) Any person who serves in a volunteer capacity for the Club and who is approved by the Board (volunteer member).
 - (e) Any person approved unanimously by the Board as a life member in recognition of that person's contribution and service to the Club.
 - (f) Any person interested in contributing to the objects of the Club and who is approved by the Board (associate member).
 - (g) Any person who is registered as a coach or manager with the Club (coach member).
7. Formal admission to membership shall be required as provided in paragraph 6. The Secretary shall enter the name and addresses of any organization or individual admitted to membership as provided in paragraph 6 in the Register of Members. The most current mailing list of active players shall be deemed to be the register of player and family members.
8. Membership in the Society shall cease upon the death of a member, or upon notice in writing to the Society, resigning membership, or upon ceasing to qualify for membership in accordance with these by-laws. A player member shall cease to qualify as a member in the year following which the player member last played for the Club. A family member shall cease to qualify as a member when that individual is no longer the parent or guardian of an individual qualifying as a player member registered as a U18 player or younger. A coach member shall cease to qualify as a member in the year following which the coach member last coached or managed for the Club. A volunteer member and an associate member shall cease to qualify as a member when determined by the Board having regard to the contribution of that member to the Club. A subscriber shall cease to qualify as a member by virtue solely of having subscribed to the initial Memorandum of Association following the conclusion of the Society's first annual meeting. A subscriber may continue to qualify as a member by virtue of some other qualification. A member may be expelled from the Society, and membership shall thereupon cease, upon resolution of the Board for reasonable cause such as misconduct, failure to abide by the objects of the Society, unpaid fees (among such other matters as the Board deems appropriate).

FISCAL YEAR

9. The fiscal year of the Society shall be the period from October 1 in any year to September 30 in the year next following.

FISCAL MATTERS

10. The Society shall be a non-profit organization, founded upon volunteerism.
11. The Society shall promote a policy of annual non-deficit budgeting for operations.

MEETING

12. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;

(b) An extraordinary general meeting of the Society may be called by the Chairman, the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
13. Fourteen day's notice of a 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 shall be given in writing and may be given by sending it through the post in a prepaid letter addressed to the members at their last known addresses. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. Notice may also be provided by email addressed to the member at the email address provided by the member upon registration. Notice to a player member shall be deemed to be notice to family members qualifying through that player member. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
14. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;
Consideration of the annual report of the directors;
Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; Election of directors for the ensuing year; Appointment of Auditors, if any; Other business.

15. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of six members.
16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other 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*.
17. (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;

(b) If there is no Chair or if at any meeting the Chair is not present at the holding of the same, the members present shall choose one of their number to be the Chair.
18. The Chair shall have a vote as a member and in the case of an equality of votes shall not have a second casting vote.
19. The Chair 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.
20. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair 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.
21. If a poll is demanded in the manner aforesaid, the same shall be in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

22. (a) Every member other than player members registered as a U18 player or younger, shall have one vote regardless of whether the member qualifies as a member through one or more means.

(b) Votes may be cast either personally or, in the case of a corporation or other entity, by a representative appointed by the member. The appointment of a representative shall be in a form acceptable to the Directors.

(c) Each team in the Club competing at the U14 to U18 levels shall be entitled to appoint a player representative who shall be entitled to one vote at any meeting of the members.

DIRECTORS

23. Unless otherwise determined by the general meeting, the number of directors shall be between four and eight.
24. Any member of the Society shall be eligible to be elected a director of the Society.
25. Directors shall be elected by the members at each annual or ordinary general meeting of the Society. Directors shall be elected for a two year term.
26. The President shall appoint a nominating committee prior to the annual general meeting or within 30 days following, to identify and make recommendation to the membership for the election of directors. The nominating committee shall report to the Board which shall review its recommendations. A member of the nominating committee at the direction of the Board shall nominate candidates approved by the Board for election as directors at the annual general meeting of the society. Persons other than those approved by the Board may be nominated provided that written notice of such nomination, signed by five members and the person being nominated, is delivered to the Secretary fourteen days in advance of the annual general meeting. Any vacancy in the Board may be filled by a person appointed by the Board.
27. At the first ordinary or general meeting of the Society and at every succeeding ordinary or annual general meeting, those directors whose terms are expiring shall retire from office but shall hold office until dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election. In the event that a director resigns from office or ceases to be a member of the Society, whereupon the office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the society.
28. In the event that a director resigns from office or ceases to be a member of the Society, whereupon the office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the society.
29. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person instead. The Board of

Directors may, by majority vote, on seven days' notice to the Directors, remove any director before the expiration of the period of office and appoint another person instead if said director has missed more than two consecutive meetings without reasonable excuse. The person so appointed, by the Society or by the Board of Directors, shall hold office during such time only as the director would have held office if not removed.

30. Meetings of the Board of Directors shall be held as often as the business of the Society may require and may be called by the Chair, President or any two other directors. 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 meetings, specifying the time and place thereof, shall be given either orally by telephone or other instantaneous form of communication including email, or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice of any director shall not invalidate the proceedings at any meeting of the Board of Directors.
31. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
32. The Chair or, in the absence of the Chair, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
33. The Chair shall be entitled to vote as a director but, in the case of an equality of votes, shall not have a casting vote in addition to the vote as a director.

POWER OF DIRECTORS

34. The management of the activities of the society shall be vested in the directors who, in addition to the powers and authorities of 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 are not hereby or by Statute expressed directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a general manager "Executive Director" and other employees and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee and other committees consisting of the officers and such other persons as the directors decide.¹

OFFICERS

35. The officers of the Society shall be a Chair, President, a Vice-President, a treasurer, a secretary, and such other positions as the Board may be resolution create. The offices of treasurer and secretary may be combined.

¹ **Fiduciary Responsibility of Directors**

Duty of loyalty –required to be loyal to the soccer club and puts its well-being ahead of their other individual interests, or anyone else's;
Duty of Obedience –are bound by confidentially. They must keep whatever is discussed in the boardroom, or by the board of directors or directors at large in other forums confidential at all times;

Duty of Care –binds directors to be diligent, use their skills and knowledge they possess in their duty to put their best effort forward.

36. The Board shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society. The Board shall also elect one of their number to serve as Chair of the meetings of the members and of the Board of Directors and shall perform such duties as may be assigned by the Board from time to time.
37. The directors may also elect from their number one or more Vice-Presidents. The Vice-President or Vice-Presidents shall, at the request of the directors and subject to their directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request.
38. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of the members and directors and shall perform such other duties as may be assigned by the directors. The directors shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the directors think fit, the same person may hold both offices of secretary and treasurer.

(b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

39. The auditor of the Society may be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
40. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors or the treasurer shall make a written report to the members upon the balance sheet and operating account, and in every such report, shall state whether, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, or if there is no auditor, signed by two directors, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.
41. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by laws.

MISCELLANEOUS

42. The Society shall file with the Registrar its Annual Statement along with 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 changes.
43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

44. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
45. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings, of the Society and of the Board of Directors shall be the responsibility of the Secretary.
46. The books and records of the Society may be inspected by any member of any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
48. The borrowing powers of the Society may be exercised by special resolution of the members.