

INTER HALIFAX SOCCER CLUB

Constitution and Bylaws

ARTICLE 1. DEFINITION and NAME

The name of the club shall be the **Inter Halifax Soccer Club**, hereinafter referred to as the "IHSC" or "the Club".

"HCSC" refers to Halifax City Soccer Club. "HDSC" refers to Halifax Dunbrack Soccer Club. "Home Club" or "Partner Club" refers to "HCSC" and "HDSC" singularly or collectively. "Sports Partnership Agreement" refers to the formal agreement between HCSC and HDSC regarding the governance and operation of IHSC.

ARTICLE 2. RECOGNITION of PARTNERSHIP

IHSC operates under a strategic partnership between HCSC and HDSC, established to facilitate a high-performance player pathway for youth players at the AAA level.

The governance, operations, and technical development of IHSC shall align with the terms outlined in the Sports Partnership Agreement (SPA), executed on September 3, 2024. (refer to Appendix "A": Sports Partnership Agreement)

ARTICLE 3. PURPOSE

IHSC will operate solely as a Not-For-Profit (*NPO*) organization. IHSC shall promote a policy of annual non-deficit budgeting for operations. The fiscal year of the Society shall be the period from October 1 to September 30th in the next year.

Any financial profit made by the Club shall be addressed based on the SPA and shall not be used for direct or indirect gain of its Members, or Board of Director's either individually or collectively.

ARTICLE 4. AFFILIATIONS

The IHSC shall be a member of Soccer Nova Scotia ("SNS") and shall follow the published rules of SNS. IHSC is subject to the published rules, in declining order of authority, of the following bodies to which it is affiliated: Canadian Soccer, Soccer NS and IHSC.

ARTICLE 5. CATEGORIES OF MEMBERSHIP

5.1 Equal Opportunity

The Club will comply with all applicable provincial and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination based on race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, or gender identity.

5.2 Members

Participation in the activities of the Club is by Membership only. The Club shall have two broad classes of Membership (1.) Voting Members and, (2.) Non-Voting Members, hereinafter collectively referred to as “Members” or individually as a “Member.” The various types of Membership shall be obtained and shall have those rights as follows:

5.3 Voting Members

Members in this classification will have votes assigned to them by the IHSC and will be entitled to cast votes at any Special or Annual General Meeting. Voting Members will be entitled to one vote provided that such person is in good standing as defined in Article 5.9. Voting Members have (3) classes of membership.

- **Regular Members**
 - Registered players over the age of 18 at the time of registration,
- **Adult Members**
 - Parents or guardians of Registered players under the age of 18 at the time of registration,
 - Entitled to one vote per paid registration.
- **Elected or appointed Directors**

5.4 Non-Voting Members

A Non-Voting Member shall be entitled to receive notice of and to attend at meeting of the Members of the Club, and have speaking rights at meetings of the Members, but shall have no vote. A Non-Voting Member shall only receive additional Membership rights or services from the Club if approved by the Board.

Non-Voting Members consist of **Registered players** under the age of 18 years at the time of registration and **Associated members** consisting of Coaches, managers, trainers and volunteers for the current season with or without a registered child within the association.

5.5 One Person One Class of Membership

Although it is possible for a member to be qualified for more than one (1) class of Membership in the Club, no person may hold more than one (1) class of Membership. It is therefore mandatory that each member shall declare themselves prior to the start of any meeting of the Membership and advise the chairperson of the Membership class they wish to represent. Once the meeting is called to order, the member must remain in that class of Membership and may not change to another category or class of Membership.

5.6 Non-Transferrable

Membership in the Club is non-transferable.

5.7 Membership List

The Secretary of the Board shall prepare and maintain a list of current Regular Members, Adult (Parents/Guardian) Members, Registered Players and Associate Members. The list shall be kept with the Club records and updated as necessary and made available to all Directors. Such list of Members shall be used to attend and vote at any meeting of the Membership.

5.8 Membership Year

Unless otherwise stated by the Board, every Membership shall commence on or after October 1 in each year and shall lapse and terminate on the 31st day of September the next year following the date on which the Membership commenced.

5.9 Members in Good Standing

Members in good standing shall be those admitted to Membership and who have paid all required fees to the Club and are members whose conduct is considered by the Board to be following these Bylaws, the stated code of Conducts and the purpose of the club.

ARTICLE 6. TERMINATION AND MEMBERSHIP DUES

6.1 Termination of Membership

A Membership in the Club is terminated when:

- any specified term of Membership expires.
- a member fails to maintain any qualifications for Membership specified in Article 5 of these bylaws.
- unless otherwise provided in these bylaws, a member is not in good standing for more than 90 days.
- the member resigns by delivering a written resignation to the Club, in which case such resignation shall be effective on the date specified in the resignation.
- the member dies, or, in the case of a member that is an organization, is disbanded, dissolved or ceases its operations.
- the member is expelled or is otherwise terminated in accordance with these bylaws or by Special Resolution at a meeting of the Board Members.
- the Club is liquidated or dissolved under the Act. Subject to these bylaws, upon any termination of Membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

6.2 Discipline of Members

The Board shall have authority to discipline, suspend or expel any member from the Club in accordance with the Clubs Discipline policy.

6.3 Suspension

In the event a member is terminated or suspended from Membership in the Club, the member shall not be entitled to exercise any of the rights of being a member of the Club under these

Bylaws and the Act, including, but not limited to, the right to receive notice of any Members' meetings and the right to vote at members' meetings.

6.4 Expulsion by Special Resolution

At any meeting of the Members where a Special Resolution is sought to expel a Voting Member or Non-Voting Member:

- the notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- the member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the Members' meeting prior to the voting on the Special Resolution to remove that member.

6.5 Registration Refusal

The Club reserves the right to revoke or refuse registration to any player based on violations of the Clubs Constitution, Bylaws or Policies by either a player or their parents or legal guardians.

6.6 Failure to Pay Fees

A member may be declared by the Board to be not in good standing due to nonpayment of any registration fee or any outstanding debts to the Club. In any case, the member shall be advised in writing of the declaration of not in good standing. Members shall remain not in good standing until the Club accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with the Club, or until the Club is satisfied of the member's compliance with the Bylaws and board policies of the Club. A member who is not in good standing or is suspended from Membership shall not be eligible to vote at meetings of the Members or to participate in the business of the Club at meetings of the Members.

ARTICLE 7. BOARD OF DIRECTORS AUTHORITY

The governing authority of IHSC shall be vested in an elected body known as the Board of Directors, hereinafter referred to as the "the Board" which shall manage all Club affairs.

7.1 Governance

The Board of Directors shall govern the Club in compliance with the objects, powers, Bylaws and Policies of the Club, Rules of Operation and all applicable laws and regulations. Each individual director on the board has a fiduciary duty to the organization, which is comprised of two main duties:

- Duty of care. To act with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances.
- Duty of Loyalty. To act honestly and in good faith in the best interest of the Club.

The Club 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.

The Board must have no fewer than four (4) and no more than a maximum six (6) Directors, one of which is the President of the Club. Any provision in these Bylaws relating to Directors applies equally to the President, unless specifically stated otherwise.

The Board shall be comprised of an equal number of representatives from HCSC and HDSC in the first two years of operation after which the Board will be elected at the AFM. As of December 31, 2024, IHSC Board members must not concurrently serve as directors of either HCSC or HDSC or any other youth soccer club.

The Board shall oversee compliance with the Sports Partnership Agreement (SPA), ensuring strategic alignment with both partner clubs.

Except as otherwise provided in the Act, SPA or these Bylaws, the Board has the powers of the Club and may delegate any of its powers, duties and functions. The Board shall be vested with the charge and control of Club and of its affairs, funds, and properties.

It shall be the duty and responsibility of the Board to:

- make policies and procedures or manage the affairs of the Club in accordance with the Act, the SPA and these Bylaws;
- ensure the minutes of the Board meetings are properly recorded and filed in the Club's minute book;
- organize an Annual General Meeting or any other meetings of the Members;
- prepare the annual budget, and financial reports for presentation to the Membership at the Annual General Meeting;
- make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures;
- make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with such policies and procedures;
- determine registration procedures and Membership fees, dues, assessments, charges and other registration requirements;
- maintain all Rules and Regulations which govern the game of soccer among the Members of the Club;
- employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
- create Committees or other advisory bodies as it deems necessary or appropriate with such powers as the Board shall see fit;
- perform any other duties from time to time as may be in the best interests of the Club.

7.2 Removal of Director

A director may be removed before the expiration of his or her term of office by Special Resolution. If a director has been removed by Special Resolution, the Board may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office until the next Annual General Meeting. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

7.3 Ceasing to be a Director

A person will automatically cease to be a director:

- upon the date which is the later of the date of delivering a resignation in writing to the President or any board member. This resignation will become effective the date on which the resignation is accepted by the Board.
- upon the expiry of the Director's term; or, if the Director's term does not expire on the date of an annual general meeting, at the close of the next annual general meeting after the expiry of the Director's term;
- upon the date such person is no longer qualified pursuant to these Bylaws;
- upon the Director's removal;
- on absenting without cause, the sufficiency of which shall be determined by the Board, from three successive meetings of the Board in a period of one year;
- by willfully neglecting duties to the Club, as determined by a majority vote of the Board;
- on ceasing to be a resident of the Province of Nova Scotia; or
- upon death.

7.4 Remuneration of Directors

Directors shall serve without remunerations and no Director shall indirectly or directly receive any remuneration, salary or profit from that position of Director for any service rendered to the Club, provided that the Board of Directors may establish policies related to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Director of the Club.

7.5 Conflict of Interest

Any member or employee of the Board shall disclose immediately, through any member of the Board, any situation of conflict of interest, whereby the individual may be gaining (or be seen to be gaining) direct personal or monetary advantage.

Individuals deemed to be in any conflict-of-interest situation shall withdraw from entering the discussion or voting on the matter in question. (They are then not counted as part of the quorum).

Persons deemed by the Membership to be in a conflict-of-interest position shall not be allowed to run for a position with the board of the Club.

7.6 Indemnification of Directors

The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Club's request in a similar capacity.

The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Club will not indemnify an individual unless:

- the individual acted honestly and in good faith with a view to the best interests of the Club; and
- if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

7.7 Insurance

The Club will, at all times, maintain in force such Directors Liability Insurance for the benefit of its directors.

7.8 Confidentiality

Every Board member of the Club shall respect the confidentiality of matters brought before the Board for consideration.

7.9 Tenure of Board Members

All Board position tenure will be filled for a two (2) year period in compliance with article 8.3.

7.10 Board of Directors

The Board shall consist of the following Members:

- President
- Vice-President
- Secretary
- Treasurer

7.11 Roles of the President

- The President of the Club shall preside at all meetings;
- The president is the chair of the Board and is responsible for supervising and disciplining the other directors in the execution of their duties;
- The President shall be the official Representative of the IHSC,

- Is the only authorized representative to provide official statements to the public or media on behalf of the Club;
- The President shall appoint all committees with majority approval of BOD;
- Prepare the agenda for Annual General Meetings;
- Manage and lead the Soccer Club;
- Be a signing officer for the Soccer Club;
- The President shall notify voting Members by email if a vacancy occurs on the Board and shall call for nominations and election to fill said vacancy at any meeting;
- The President at their discretion shall appoint an independent Accountant, to certify the club's financial reports;
- In their absence, appoint a board member to take on the President's duties until such time as the President returns to their position or a new President is elected;
- In the event of a tie vote, cast the deciding vote;
- From time to time, bring unresolved matters to a close by choosing a method of resolution at his or her discretion as follows:
 - an ordinary resolution, or
 - a special resolution, or
 - an unanimous resolution.

Resolutions are defined as per Appendix "B" of these Bylaws.

7.12 Role of Vice President

- Perform all duties assigned by the President and, in the absence of the President, the powers and duties of the President
- Responsible for the governance functions of the club including club rules, regulations and policies.
- Act as lead for the Clubs conduct/compliant resolutions policy and protocol
- Ensure all policies are posted for the membership and any violations are addressed.
- Ensure all club policies are up to date and in line with our club licensing
- Serve on committees as requires
- Other duties as assigned.

7.13 Roles of the Secretary

- The Secretary shall record the minutes of all meetings, attend to all correspondence and keep records of the Club;
- The Secretary shall keep a complete list of all Members;
- Ensure the past and current years' records shall be available at all General, Special, and Annual meetings;
- Issuing notices of general meetings and directors' meetings;
- Notifying all Members of any upcoming meetings;
- Distribute minutes (via email) to the Board
- Maintain a permanent set of Club minutes, correspondence and by-laws;
- Conduct all correspondence of the Board;

7.14 Absence of Secretary from Meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

7.15 Roles of Treasurer

- Ensure collection all registration fees and all other monies derived from the activities of the Club and have charge of all money of the Club;
- Ensure a detailed account of income and expenditures of the Club;
- Keep accounting records in respect of the Clubs financial transactions;
- Ensure the preparation the Club's financial statements;
- The Treasurer shall pay all bills properly passed upon and approved by the President. Cheques must be co-signed by the President or appointed delegate of the Board in the absence of the President;
- The Treasurer shall submit a detailed annual financial report, at the end of each fiscal year. This annual financial report shall be submitted to the Board of Directors;
- Ensure all players have paid dues in full (or in agreed installments) prior to playing in the regular season;
- Assist with preparation of an operating budget for upcoming season;
- Ensure that the Director's Liability Insurance is up to date and paid in full.

ARTICLE 8. ELECTIONS

8.1 Eligibility

Duty of Care

The IHSC shall screen incumbent Director's nominated to the Board to ensure the safety of all its Members, programs, and services. In order to qualify to become or act as a Director, the following criteria must be met:

- Shall be a citizen or permanent resident of Canada
- Shall be eighteen (18) or more years of age
- Shall produce;
 - a Criminal Records Check in the National Repository of Ottawa through the R.C.M.P that is satisfactory to the President; and
 - a Vulnerable Sector Check from the RCMP that is satisfactory to the President.
- The nominee shall be reimbursed in full for the cost of the criminal records check with submission of a receipt and within thirty (30) days of submission.

8.2 Disqualification

A director who is not qualified to be a director under the Act or these Bylaws ceases to hold office as of the date of disqualification.

8.3 Elections of Board Members

The election of the President and Directors shall be the last agenda item before the conclusion of the Annual General Meeting. The elected officials take office immediately following the end of the Annual General Meeting.

Except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two (2) year terms.

Directors will serve terms of two (2) years and may serve three (3) consecutive terms unless they resign, are removed from or vacate their office. Directors are ineligible for re-election for two years after the end of their third consecutive term.

8.4 Election Process

The President will notify the membership of upcoming director positions available 60 days prior to the annual general meeting.

All candidates must give approval in writing in order to have their name stand for election and submit a cover letter and resume within 40 days of the annual general meeting. The President will convene a committee of 1 other director to interview and assess the competency of the candidate to be put forward for election.

Candidates for President must have served in good standing for a term with either IHSC, HCSC or HDSC. All candidates must indicate their willingness and ability to meet obligations of the office and must provide a brief biographical description.

The Secretary shall provide the list of candidates for election as Directors including when applicable, the position of President to be elected. The list of candidates provided for the position of President may include the individuals currently on the Board. The list of candidates shall be published to the Members by electronic means no less than 30 days before the date of the Annual General Meeting.

8.5 Election of President

The President shall be elected by the Voting Members. The President shall require a majority (50%+1) of the votes cast to be declared elected. If no candidate receives a majority on any ballot, the candidate who obtains the lowest number of votes is eliminated from subsequent ballots until one candidate receives a majority.

8.6 Election of Directors

Directors will be elected at Annual General Meetings as follows:

- Directors will be elected by show of hands, an oral vote, or another method that adequately discloses the intention of the voting Members,

- in the case where there is only one candidate for a position, a vote must still be taken. The candidate must receive a majority (50% +1) of the votes cast to be declared elected.
- in any election of Directors, the candidates receiving the greatest number of votes shall be elected;
- in the case where candidates receive the same number of votes for any position(s), there will be a run-off vote between the tied candidates. The candidate receiving the most votes is elected;
- there is no absentee or proxy voting

ARTICLE 9. BOARD MEETINGS

9.1 Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings at such place or places as the President or, in their absence, the Vice-President, may from time to time determine. The Board shall meet not less than four (4) times per year.

9.2 Special General Meetings

A Special General Meeting shall be convened by the President at;

- the direction of the Board or;
- at the written request of at least twenty (20) Members in good standing.

9.3 Special General Meeting Requested by Board

Special General Meetings may be called by the President or Secretary in the absence of the President or on petition in writing to the Secretary signed by any two (2) Directors. Twenty-one (21) days' notice shall be given for the Special Meeting to all Directors. Contained in the notice shall be the reason or subject matter to be dealt with at the Special Meeting, as per the direction of the Board. Business transacted at a Special Meeting shall be limited to that specified in the notice calling the meeting or otherwise directed by the President or Secretary. All matters at a Special Meeting must be resolved by Special Resolution or in rare cases Unanimous resolution as determined by the Board. The result of the vote will be as valid as one passed at a meeting. The resolution shall be dated as of the date of the last signature.

The chair of a directors meeting will be the President. If the President is absent from the meeting, the Vice President will preside over the meeting. Meetings of the Board will be closed to Members and the public except by invitation of the Board. Directors may attend board meetings by teleconference or other electronic means.

9.4 Special General Meeting Requested by Members

Special Board Meetings may be called at the request of a minimum of twenty (20) Voting Members. Twenty-one (21) days' notice shall be given for the Special Meeting to all Directors and the existing Membership. Contained in the notice shall be the reason or subject matter to be dealt with at the Special Meeting, as per the request of the Membership. Business transacted at a Special Meeting shall be limited to that specified in the notice calling the

meeting or otherwise directed by the President or Secretary. All matters at a Special Meeting must be resolved by Special Resolution as determined by the Voting Members. The result of the vote will be as valid as one passed at a meeting. The resolution shall be dated as of the date of the last signature.

The chair of a Special General Meeting will be the President. If the President is absent from the meeting, the Vice President will preside over the meeting.

9.5 Notice of Board Meetings

Notice shall be communicated to all Directors at least seven (7) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice, or the Board Meeting is held on a regular day or date of each month or immediately following a meeting of the Members of the Club.

Notice shall include a tentative agenda in the case of a Regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

No formal notice of any Board Meetings shall be necessary if all the Directors are present or if those absent signify their consent to the meeting being held in their absence.

9.6 Order of Business at Board Meetings

The order of business at a general board meeting is as follows:

- elect an individual to chair the meeting, if necessary;
- determine that there is a quorum;
- approve the agenda;
- approve the minutes from the last meeting;
- deal with unfinished business from the last meeting;
- new business.

9.7 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

9.8 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

9.9 Quorum

A quorum of a Board Meeting shall be half of the elected Board of Directors for current year. No business of the Board shall be transacted in the absence of a quorum. Any motion made in the absence of a quorum shall be null and void.

9.10 Voting Rights

Each Director, including the President, is entitled to one vote. Voting will be by a show of hands or a secret ballot if requested by any Director. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President is entitled to a second vote to decide the issue.

9.11 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every issue. Every issue shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion. An abstained vote shall be countered as a no/against vote unless the Director has accused themselves due to a conflict of interest. The President is entitled to one vote and is entitled to cast a second vote only in the event of a tie vote.

ARTICLE 10. ANNUAL GENERAL MEETING (AGM)

10.1 Agenda AGM

An AGM is held every year to elect the board of directors and inform IHSC members of previous and future activities. The AGM will be conducted by the President of the club. Minutes of the meeting will be taken by the Secretary. In the absence of the President and Secretary, the Director's shall choose another Director as Chair and, if no Director is present or if all Directors decline to act as Chair, the meeting shall be rescheduled. The annual general meeting should be held within 90 days of the end of the year.

Notice of the Annual General meeting including time and place is to be posted on the IHSC website at least 30 days prior to the meeting. The agenda, elections and any bylaw changes for approval must be distributed to the membership 15 days prior to the annual meeting.

The AGM agenda will cover at minimum the following items:

- call to order;
- establishment of Quorum;
- approval of the Agenda;
- approval of the minutes of previous AGM;
- presentation of Reports including the Treasury report
- appointment of Accountants if any;

- consideration of any proposed amendments to the Bylaws of the Club Rules and Regulations amendments;
- elections of Directors
- adjournment, called by the President.

10.2 Persons Entitled to be Present.

The only persons entitled to be present at an AGM are Members in good standing, the Club Directors, any Club staff, invited guests, and such other persons who are entitled or required under any provision of the constitution or these bylaws of the Club to be present at the meeting.

10.3 Quorum

A quorum for an Annual General Meeting shall be a minimum of ten (10) Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess. Any motion made in the absence of a quorum shall be null and void.

10.4 No Proxies

Proxies will not be permitted. Members must be present and eligible at the Annual General Meeting.

ARTICLE 11. ACCESS TO RECORDS

11.1 Inspection by Members

The documents including the financial records of the Club and the minutes of meetings of Members, committee meetings and meetings of the Board will be open to the inspection of any member at reasonable times.

A member in good standing is entitled, subject to any Board Resolution, upon providing not less than 14 days' notice to the Club, to examine the above documents of the Club at the registered office of the Club at a predetermined time.

11.2 Inspection by Non-Members.

A non-member may only inspect the records of the Club with permission of the Board. A non-member may not inspect the register of Members.

11.3 Use of Members and Directors Register

A person must not use contact information that the person obtains from an inspection of the Club's register of Members or directors except in connection with matters related to the activities or internal affairs of the Club and in compliance with the Act.

ARTICLE 12. BANKING

12.1 Banking

The Board of Directors will be responsible for ensuring appropriate banking is in place with a registered Canadian Bank and that appropriate signatures are kept up to date to comply with the clubs check signing policy.

12.2 Signing Authority

The finances of the Club shall be under the control of the Board of Directors. Check signing authority will be in accordance with the Club's signing authority policy. Signing Authority for Contracts, documents or any instruments in writing requiring the signature of the IHSC other than cheques and payments drawn on current operating accounts of the IHSC shall be signed by the President and any one (1) of the Vice -President or the Treasurer, unless otherwise designated by the Board.

12.3 Borrowing

Any borrowings must be approved by the Board of Directors and any combination of two of the following shall sign: President, Secretary, or Treasurer and any such other person(s) as the Board of Directors may from time to time designate

ARTICLE 13. AMENDMENTS TO THE BYLAWS AND ARTICLES

Any Director or Voting Member of the Club, in good standing, may propose an amendment to the Bylaws of the Club. This proposal must first be submitted in writing to the Board. Written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the Club, as the case may be. No proposal for amendments to the Bylaws of the Club shall be accepted from the floor at any meeting.

No change or amendment shall be made to the Bylaws of the Club except by:

- A Special Resolution vote by the Voting Members present at the Annual General Meeting.
- A Special Resolution vote by the Voting Members present at a Special meeting of the Board of Directors duly called to amend, revise or repeal these By-Laws.

Subject to the discretion of the Board, the proposed amendments or additions to the Constitution and Bylaws will only be presented to the Members for consideration if submitted to the Board in writing, at least thirty (30) days prior to the AGM or Special Meeting requisitioned by the Voting Members at which it is to be considered, and delivered to the Members at least fourteen (14) days before the meeting. The proposed amendment will be presented at the Annual General Meeting or Special Meeting. Revision, amendments, changes, or repeals of these Bylaws are strictly by Special Resolution only. Upon affirmative vote, any

amendments, revisions, addition or deletions will be effective immediately following the conclusion of the meeting

ARTICLE 14. UNFORESEEN CIRCUMSTANCES

The Board shall have the final decision on any matters not provided for in these Bylaws. The board shall have the authority to interpret any word, term or phrase, in these Bylaws which is ambiguous, contradictory or unclear by ordinary resolution (agreement of 50% of the directors present at the Board meeting).

ARTICLE 15. CONFLICT RESOLUTION and DISPUTE MANAGEMENT

Any disputes between IHSC, HCSC, and HDSC shall first be addressed through a meeting of club presidents. If unresolved, the matter shall escalate to the full Boards of Directors of all three clubs. If further resolution is required, an independent mediator may be engaged, as outlined in the Sports Partnership Agreement.

ARTICLE 16. AMENDMENTS and TERMINATION of PARTNERSHIP

Any amendments to the IHSC by-laws related to governance, operations, or competitive structure must align with the Sports Partnership Agreement and require joint approval from HCSC and HDSC Boards. (b) Termination of the IHSC partnership shall follow the conditions set forth in the Sports Partnership Agreement, with a minimum nine (9) months' notice unless due to force majeure, undue hardship, or breach of agreement.

ARTICLE 17. DISSOLUTION

IHSC may be dissolved by a Special Resolution passed by the IHSC members, at a member's meeting. Upon the dissolution of the IHSC, the property of the Club shall be added to the funds of the Club and the amount of those funds distributed firstly in payment of all outstanding debts and liabilities of the Club and the balance shall be distributed equally to HDSC and HCSC. Under no circumstances will any funds become payable to or be used to personally benefit any member of the Association.