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**UNITED DARTMOUTH FC SOCCER CLUB  
BY - LAWS**

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## **1.0 INTRODUCTION AND BACKGROUND**

1. The purpose of this document is to layout the By-Laws of the United Dartmouth FC Soccer Club.

## **2.0 DEFINITIONS**

1. "UNITED DFC" means United Dartmouth FC Soccer Club;
2. The "Executive" is comprised of a President, Vice-President, Secretary, and Treasurer;
3. The "Board of Directors" is comprised of the Executive, and six Directors at Large;
4. "HEDSA" means the Harbour East District Soccer Association;
5. "Player" is a duly registered person who currently represents UNITED DFC or has represented UNITED DFC in the previous six months; and,
6. "Member" is a "Player 18 years of age or older, or a (1) parent representative of a Player under the age of 18. Official Coaches and Managers of Players are also members.

## **3.0 NAME**

1. The name of this organization shall be United Dartmouth FC Soccer Club. This organization is hereinafter referred to as the UNITED DFC.

## **4.0 AFFILIATION**

1. UNITED DFC shall function as a Member Club of HEDSA. UNITED DFC exists to promote and grow the sport of soccer in our communities, creating pathways and opportunities for players and volunteers to be involved in soccer for life. UNITED DFC operates in a manner consistent with the By-Laws of HEDSA and is expected to:
  - a. To maintain accurate written and financial records which are distributed annually to HEDSA. To file with HEDSA and Soccer Nova Scotia within thirty days and with the Registry of Joint Stocks within fifteen days of its Annual General Meeting:
    - a copy of its Annual General Meeting minutes;
    - a financial statement covering the previous year's financial activities; and,
    - a list of its elected Executive and appointed Directors.
  - b. To notify HEDSA, Soccer Nova Scotia, and Registry of Joint Stocks, in writing, within fifteen days of any changes of officers or any change of address.

## **6.0 ORGANIZATION**

1. The Executive manages UNITED DFC in accordance with these by-laws; and,
2. UNITED DFC shall be composed of Members as set out in section 2.0.

## **7.0 MEMBERSHIP**

1. The Members of UNITED DFC, by majority vote at an Annual General Meeting or Special Meeting, elect a President, Vice-President, Secretary, Treasurer and six (6) Directors. The Executive Officers and Directors do not have to be a voting member of UNITED DFC;
2. The term of office for Executive Officers and Directors is two years; however may be one (1) or three (3) years to encourage their term to be staggered and promote knowledge transfer and continuity. If the term is to be one year or three years it must be captured in the minutes of the AGM or Special Meeting. The terms Executive Officers cannot exceed four consecutive years in a single role after which a further two years must elapse before they can reoffer for that role.
3. A reasonable effort will be made by the membership of the Executive to stagger their term end dates so as not to disadvantage newcomers to the Executive and to support knowledge transfer and business continuity for UNITED DFC;
4. The President, Vice-President, Secretary, and Treasurer are known as the Executive for UNITED DFC;
5. The Executive, and six Directors at large shall be the Board of Directors for UNITED DFC;
6. The Executive shall have the power to fill any vacancies that may occur in its Offices for the remainder of the term of office;
7. All Executive and Director positions will be considered Members of the association while executing these roles on behalf of UNITED DFC; and,

## **8.0 MEETINGS**

### **8.1 Board Meetings**

1. The Board of Directors shall ordinarily meet monthly and at a minimum four times per year;
2. The Executive may meet more frequently on an as required basis;
3. All meetings shall be scheduled at the discretion of the President, and at a time and place suitable to the Board of Directors; and,
4. If within one half hour from the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved and adjourned sine die.

### **8.2 Quorum**

1. A Quorum for Board of Director meetings shall consist of at least two of the four members of the Executive and three of the six non-executive Board of Directors;
2. Decisions made by the Executive outside the Board of Directors meetings and which commit UNITED DFC financially or which are significant modifications to established operating procedures are to be ratified by the Board of Directors at their next scheduled meeting; and,
3. A Quorum for the Annual General Meeting and/or Special Meetings is two of the Executive and three of the non-executive Board of Directors.

### **8.3 Presiding Officer**

1. The President shall preside at all Annual General, Special, and Executive meetings of UNITED DFC. In his/her absence, another Executive member present will act as pro tem presiding officer.

### **8.4 Annual General and Special Meetings**

1. The Annual General Meeting shall be held within one hundred twenty days of the fiscal year end;
2. If within one half hour from the time appointed for the meeting a quorum is not present the meeting shall be dissolved and adjourned sine die;
3. Notice for the Annual General Meeting or any Special Meeting shall be posted on the UNITED DFC website and an email shall be sent to the Members not less than fifteen days prior to the meeting. The following items of business shall be dealt with and shall be deemed to be ordinary business at an Annual General Meeting:
  - Roll Call;
  - Approval of the minutes of preceding general meeting;
  - Presidents Address;
  - Consideration of the director reports;
  - Treasurer's Reports and Financial Statement;
  - Amendments to by-laws;
  - Presentation and approval of the current years budget;
  - Election of Executive and the Board of Directors;
  - Old business; and,
  - New business.
4. All Members shall receive fifteen days clear notice of the time and location of the Annual General or Special Meetings; and,

5. Voting procedures for the Annual General or Special Meeting are defined in Article 9

Special Meeting - A Special Meeting can be called by the Executive. Only the business for which it has been called will be dealt with unless there is unanimous consent of those people who are present at that meeting and entitled to vote.

All meetings of UNITED DFC shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

## **8.5 Motions**

1. Members must be present to vote; and,
2. A simple majority rules.

## **9.0 VOTING**

### **9.1 Annual General and Special Meetings**

1. Each Member shall have one vote at the Annual General or Special Meeting;
2. Voting by a show of hand;
3. To be elected as an Executive Officer or Director a candidate must have a majority of the valid votes cast:
  - In any contested election, voting shall be by secret ballot; unless all candidates agree to a show of hands election;
  - If a person receives a majority of the valid votes cast, he/she is elected;
  - If no person receives a majority of the valid votes cast, there shall be another ballot, from which the name of the person receiving the least number of votes in the previous ballot shall be omitted;
  - If more than three persons are contesting a position, this process is repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot;
  - If two or more candidates have the least number of votes, the meeting shall determine, by ballot, which of them shall be removed from the next ballot;
  - A paid employee of UNITED DFC shall not sit as a member of the Board of Directors;
  - A Director, desirous of accepting nomination to a different Office shall first resign from his/her current position;
  - Nominations for the positions of Executive of the Board of Directors shall be made by Members, and each nomination must be submitted in writing, together with a resume of the nominee's credentials, to the Secretary of the Board no less than ten days prior to the Annual General Meeting at which the

nomination is to be considered. For clarity, a Member can nominate themselves; and,

- Nominations may be made from the floor for positions that do not have prior nominations as per above bullet.
4. If a secret ballot is requested by any Member, appointed scrutineers shall total the votes of a secret ballot and report to the presiding officer who shall announce the results to the assembly for the record;
  5. Where feasible, scrutineers should be appointed from the non-voting attendees; and,
  6. The President shall have a casting vote only in the event of a tie vote.

## **9.2 Board Meetings**

1. There shall be no proxy voting. Members of the Board must be present if their vote is to be counted and considered;
2. A simple majority vote will decide any motions;
3. Each member of the Board has one vote;
4. A member of the Board shall not vote more than once; and,
5. Motions can be proposed, discussed and approved via email or equivalent electronic transmission with the same requirements as a Quorum and will be ratified by another motion at the next executive or board meeting. The Secretary or a designate will keep a record of any motion proposed, discussed and decided with the Book of Minutes.

## **10.0 EXECUTIVE & BOARD OF DIRECTORS**

1. The Board of Directors is responsible for maintaining and developing policies, procedures, and rules under which UNITED DFC operates; and,
2. The Executive shall have the power to expend funds for the purchase of equipment, facilities and services required by UNITED DFC as per the policies of UNITED DFC. At all times the Executive will be cognizant of the amount of monies available, actual and anticipated and shall not make expenditures which will create a deficit at the end of a fiscal year.

### **10.1 Executive**

1. The Executive shall be responsible for the day-to-day management of UNITED DFC and shall act according to the policies and decisions made by the Board of Directors or, an Annual General or Special Meeting; and,
2. The Executive shall have full authority to implement and enforce the policies and decisions of UNITED DFC. The Executive shall refer all matters that would

constitute departures from policy or from precedent to the Board of Directors for prior approval.

### **10.2 Duties of the Secretary and Treasurer**

1. Secretary - Shall be responsible for preparing and maintaining all meeting minutes as well as all other books and records of UNITED DFC; and,
2. Treasurer - Shall be the custodian of all monies belonging to UNITED DFC.

### **11.0 FINANCIAL MANAGEMENT**

1. There shall be no less than three signing officers for UNITED DFC, one of which is required to be an Executive member. Signatures must include at least one Executive Board member's signature. There must always be two signing officers for the disbursement of funds for UNITED DFC;
2. The Executive and Director positions of UNITED DFC are all volunteer positions. There is no remuneration for these roles;
3. The meeting records and minutes are the responsibility of the Secretary of UNITED DFC. These records will be held by the Secretary and will be made available to any Member upon request within two weeks of the said request during regular business hours at UNITED DFC's office;
4. UNITED DFC will not borrow monies from any other organization other than Soccer Nova Scotia unless deemed necessary by UNITED DFC Executive and ratified by the Board of Directors;
5. The Treasurer shall provide an Annual Financial Report for distribution prior to the Annual General Meeting;
6. Any Member can inspect the books and records of UNITED DFC within two weeks of the request during regular business hours at UNITED DFC's office;
7. The Treasurer will arrange to have the UNITED DFC books reviewed by a qualified independent professional annually. The Treasurer will make the reviewed financial statement available to the membership at the UNITED DFC Annual General Meeting; and,
8. The President, and one other member of the Executive, chosen by the President, may execute contracts, bills of exchange, deeds, and other instruments and documents on behalf of UNITED DFC.

### **12.0 FEES**

UNITED DFC will fulfill its obligations to HEDSA as for any Member Club of HEDSA. UNITED DFC shall pay in a timely manner any assessed seasonal fees.



## **13.0 VACANCIES**

### **13.1 Vacating a position**

The office of a member of the Board of Directors shall be vacated on any one of the following conditions:

1. Upon resigning in writing;
2. If he/she is absent from three consecutive Board of Director meetings without satisfactory reason;
3. If he/she be removed by a majority vote on a resolution of UNITED DFC for good and sufficient cause; or,
4. Upon vote of the Board of Directors.

## **14.0 MONIES OWING**

All monies owing to UNITED DFC shall be due and payable within thirty days of invoicing, unless otherwise stipulated. Penalty fees for late payment or non-payment of monies due shall be as established by the Board of Directors.

## **15.0 AMENDMENTS TO THE BY-LAWS**

1. All proposed amendments to the By-Laws shall be forwarded in writing to the President no later than thirty days prior to the Annual General Meeting or Special Meeting at which time they will be considered; and,
2. In accordance with the Memorandum of Association filed in accordance with the Societies Act, any amendment to the By-Laws must be by a Special Resolution presented to an Annual General Meeting or Special Meeting where notice to propose the resolution as special is duly given. To pass, a Special Resolution requires a 75% majority vote of the people who are present and entitled to vote at that Annual General Meeting.

## **16.0 LIABILITIES**

No person who acts on behalf of UNITED DFC, or represents UNITED DFC shall (including members of the Executive), in his/her individual capacity, be liable for any debt or liability of UNITED DFC beyond the amount of any subscription, dues or fees payable by him/her to UNITED DFC.

## **17.0 SEAL OF THE ASSOCIATION**

The Seal of the Association shall be in the custody of the President and may be affixed to any document as directed by the Executive.

## **18.0 FISCAL YEAR**

The fiscal year of UNITED DFC shall be from October 1st to September 30th.