



**BY-LAWS  
Of The  
SCOTIA SOCCER CLUB**

**November 2016**

# Table of Contents

- Article 1 Name .....3
- Article 2 Definitions .....3
- Article 3 Affiliation .....3
- Article 4 Organization .....3
- Article 5 Membership .....4
- Article 6 Fees .....5
- Article 7 Fiscal year .....5
- Article 8 Quorum .....5
- Article 9 Presiding Officer .....5
- Article 10 Meetings .....5
- Article 11 Voting .....6
- Article 12 Officers .....7
- Article 13 Duties of Officers .....8
- Article 14 Bank Signing Authority .....9
- Article 15 Board of Directors .....10
- Article 16 Standing Committees .....11
- Article 17 Other Committees .....12
- Article 18 Indemnity .....13
- Article 19 Administrator and Registrar .....13
- Article 20 Technical Director .....13
- Article 21 Bylaw Amendments .....14
- Article 22 Corporate Seal & Logo .....14
- Article 23 Club Crest .....14
- Article 24 Conflicts of Interest .....15
- Article 25 Audits .....16
- Article 26 Miscellaneous .....16

## **Article 1 Name**

The name of the Association is Scotia Soccer Club (formerly known as Scotia Olympics Soccer Club) herein after referred to as the 'Club'. The Club is a duly registered Society Registry of Joint Stock Companies.

## **Article 2 Definitions**

- A. "Club" or "the Club" or "SSC" means the Scotia Soccer Club.
- B. "Administration of the Club" means all activities related to the operation of the Club. Without restricting the generality of the foregoing, these activities include the operation of soccer programs; registration of players and teams; collection and disbursement of funds; acquisition and disposal of real and personal property; engagement and termination of employees, contractors and other servants; calculation and levying of fees and charges; creation of an appointment to ad-hoc committees; and the developing, maintaining and enforcement of policy and procedures for the operation of Club programs.
- C. "Sanctioning Authority" means that body designated by the Canadian Soccer Association as the governing body for soccer within a province; or, in other jurisdictions, that body recognized by La Fédération Internationale du Football Association (FIFA), as the governing body for soccer in that jurisdiction.

## **Article 3 Affiliation**

The Club shall establish and maintain affiliation with the Suburban District (or its successor organizations) and shall conduct soccer programs in accordance with the rules, regulations and policies of the Suburban District (or its successor organizations) and Soccer Nova Scotia who, in turn, follows guidelines set out by the Canadian Soccer Association and FIFA.

## **Article 4 Organization**

- A. The Club shall consist of members as defined in Article 5.
- B. The Administration of the Club shall be conducted by a Board of Directors established pursuant to Article 15.
- C. Notwithstanding Article 3, the operation of the Club shall be in accordance with these bylaws and where there is a conflict, these bylaws shall prevail.

## **Article 5      Membership**

A.      There shall be three classes of membership:

1.      Youth member

Youth members are those persons under the full age of 18 years with an interest in participation in soccer and who are registered with the Club. Youth members have a voice in Club matters but are not permitted voting privileges at Club meetings.

2.      Adult member

Adult members are those persons who have reached the full age of 18 years and:

- a. Who are registered with a Club team or
- b. Who are parents or legal guardians of a youth member; or
- c. Who, following a selection process approved by the Board of Directors, have been selected as a Coach, Assistant Coach or Manager of a Club Team; or
- d. Who actively serves as a volunteer for the Club.

3.      Honorary member

Honorary member are those persons whose contribution to the Club as judged by the Board of Directors to be outstanding and on whom voting membership is conferred notwithstanding the general membership requirements.

B.      Membership in the Club shall cease upon:

1. The death of a member.
2. By notice in writing to the Club he/she resigns his/her membership.
3. He/she ceases to maintain the status of a member in good standing, in accordance to these bylaws.
4. If declared by the Board of Directors to not be in good standing because of non- compliance with the bylaws, rules and regulations of the club, or non-payment of monies due.

C.      The Board of Directors may revoke membership of any member upon confirmation of conduct such as (but not limited to): unsportsmanlike behaviour including violence, profanity, or actions jeopardizing the safety of any other member; and conduct considered un-becoming, unreasonable, or uncooperative deemed to impugn the sport of soccer or be detrimental to the welfare of the club.

## **Article 6 Fees**

Membership fees are in the form of registration fees that are charged upon player registration. Fees are set by a quorum vote by the Board of Directors as needed. Memberships fees will be adjusted, if necessary, seasonally.

## **Article 7 Fiscal year**

The fiscal year for the Club shall be the period from October 1 to September 30.

## **Article 8 Quorum**

- A. At all Board of Director meetings the presiding officer (in accordance with Article 9) and half of the Board of Director members shall form a quorum unless otherwise stipulated.
- B. At Annual General Meetings fifteen (15) voting members in good standing will form a quorum.
- C. At Special Meetings fifteen (15) voting members in good standing will form a quorum.

## **Article 9 Presiding Officer**

The President shall preside at all General and Board of Director meetings for the Club. In his/her absence, the Vice President shall take the Chair. The absence of both Officers shall require the selection, by the Board of Directors, of a pro tem presiding officer.

## **Article 10 Meetings**

- A. The Annual General Meeting of the Club shall be held in the month of November at a time and place to be determined by the Board of Directors.
  - 1. The Secretary shall provide all adult members of the Club with fourteen (14) days clear written/electronic notice, at the last address registered with the Registrar, of the time and location of the Annual General Meeting. Notification will be communicated via one (or more) of the following methods:
    - a. Email to membership
    - b. Posting on website
    - c. Directive issued to each team coach to communicate

2. The following shall be the order of business at the Annual General Meeting:
    - a. Declaration of a quorum
    - b. Minutes of the Previous Annual General Meeting and any Special General Meeting(s).
    - c. Report of the President
    - d. Financial Report
    - e. Committee Reports
    - f. Old Business
    - g. Amendments to Bylaws
    - h. Resolutions
    - i. Other New Business
    - j. Election of Officers
    - k. New Business
    - l. Adjournment
  3. Books and records of the club may be inspected by members at the Annual General Meeting
- B. Except as provided for in Section 10.A, a Special General Meeting shall be held within twenty one days of receipt by the Board of Directors of a written request signed by not less than ten (10) adult members of the Club.
1. The written request for the special general meeting shall specify the nature of the business to be conducted at the meeting.
  2. Only business specified in a written request for a special general meeting may be conducted at a special general meeting.
  3. Club membership will be notified fourteen days in advance of Special General Meeting.

## **Article 11 Voting**

- A. All adult members (in good standing) of legal voting age in attendance have voting rights at any Club Annual General Meeting or Special Meetings.
- B. Youth members and non-voting member meeting attendees/participants have voice at any Annual General Meeting or Special Meeting of the Club, or at any meeting of the Board as stipulated in Article 15.C.
- C. At Board of Director Meetings only the Officers shall be permitted to vote. Each Executive Officer shall have one vote. If an Officer holds two or more executive positions, he/she shall have only one vote at executive meetings. Committee Members with *ex-officio* status have voting rights in that (those) committee(s).
- D. Proxy votes are not permitted at any AGM or Special meetings.
- E. Electronic (email) voting is permitted for motions that must be decided before the next scheduled Board of Director's Meeting.
- F. A simple majority will decide any motions.
- G. The President (or meeting Chairman) shall not vote, except when the vote is tied, the President (or Chair) shall cast the deciding vote.

## **Article 12 Officers**

- A. Any adult member of the Club may be elected an Officer of the Club.
- B. The following Officers of the Club shall normally be elected for terms of two years at the Annual General Meeting:
1. President
  2. Vice President
  3. Secretary
  4. Treasurer
  5. Equipment Manager
  6. Director of Recreational Programs
  7. Director of Academy Programs
  8. Director of Competitive Youth/Senior Programs (Youth and Senior leagues)
  9. Director of Marketing and Communications
  10. Members-at-Large to cover the following positions;
    - U4, U5 and U6 Coordinator
    - U7 and U8 Coordinator
    - U9, U10, U11 and U12 Coordinator
    - U13 – U21 Coordinator
- C. The President, Treasurer, Equipment Manager, Director of Academy Programs, Director of Marketing and Communications and one of the Member-at-Large seats will be elected in odd number years. All other Officers will be elected in even numbered years.
- D. The President can, in the event of a position becoming vacant appoint an Interim Officer to take responsibility for the duties of that vacant position prior to the next Annual General Meeting. Similarly, the Interim Officer shall not be considered for Club signing authority until elected to that Office at a Club Annual General Meeting.
- E. Elections:
1. An Elections Officer, appointed by the Board of Directors shall preside over that portion of the Annual General Meeting during the election of Officers.
  2. An election is to be conducted as follows:
    - a. Any member in attendance may nominate any other member, present or absent for any executive office open for election.
    - b. Nominees absent from the Annual General Meeting shall provide written consent to allow their names to stand. The Elections Officer is to have received any consent document signed by the nominee, general personal background, along with a detailed outline of the nominee's background in the Club and soccer in general, at least two full weeks prior to the Annual General Meeting.
    - c. A nominee shall be seconded.
    - d. The Elections Officer is sole arbiter in matters concerning the election at hand and shall ensure compliance with proper procedure. The Elections Officer shall make arrangements for conducting the results of all ballots taken.

- e. The Elections Officer, as Chairman of the Elections Committee, may appoint members to the Committee as required. Neither the Elections Officer nor any members of the Elections Committee are eligible for nominations as candidate for elections.

### **Article 13 Duties of Officers**

- A. The duties of the President are those normally associated by practice with that position.
  1. Notwithstanding Article 9, the President is the presiding officer at all meetings of the Board of Directors convened pursuant to these bylaws, and shall decide all questions of order and announce the results of votes.
  2. The President shall not move nor second any motions, resolutions or amendments.
  3. The President shall not vote on any resolution, motion or amendment except in the case of equality of votes, at which time the President shall cast the deciding vote.
  4. The President may vote in elections of officers.
  5. The President is an ex-officio member of all committees established pursuant to these bylaws.
  6. The President shall represent the Club at all meetings of organizations to which the Club belongs.
    - a. The President, with the consent of the Board of Directors, may delegate an adult member to represent the President at any such meeting.
    - b. Such a delegate will normally be a member of the Board of Directors.
- B. The Vice President assists the President in the administration and direction of Club Operations.
  1. The Vice President shall, in the absence of the President, be the presiding officer at all meetings of the Board of Directors.
  2. Except when acting in accordance with Article 9 the Vice President shall be entitled to vote and to move or second a motion, resolution or amendment at all meetings of the Club.
- C. The Vice President assumes the position of President until the next annual general meeting in the event of the resignation, death or incapacitation of the President, or any other circumstance which may effectively render the office of President vacant.
- D. The Secretary
  1. Shall record all proceedings and decisions of the Board of Directors and distribute copies of same among all parties concerned, within a reasonable time.
  2. Shall receive and dispatch correspondence including notices of motion, minutes of proceedings, and statutory notices and filings; and perform other related duties as assigned by the Board of Directors.



- E. The Treasurer
1. Shall maintain a record of the accounts of the Club.
  2. Shall release funds as approved by the Board of Directors.
  3. Shall be responsible for all accounting activities related to club fundraising activities (i.e. corporate sponsorship, charity auctions, etc).
  4. Shall prepare such reports as are required by law or enactment, or as requested by the Board of Directors.
  5. Shall perform other related duties as assigned by the Board of Directors.
- F. The Equipment Manager
1. Shall be responsible for distributing, collecting, and safeguarding equipment owned by the Club.
  2. Shall also be responsible for presenting budgets and purchase requirements to the Board of Directors for replacing and/or purchasing new equipment as directed by the Board of Directors.
- G. Director of Recreational Programs
1. Shall oversee all activities of the recreation (U4-U10) programs.
  2. Acts as the Tim Hortons representative on behalf of the club.
- H. Director of Academy Programs
1. Shall coordinate all activities of the academy (U8-U12) program.
- I. Director of Competitive Youth/Senior Programs (Youth and Senior Leagues)
1. Shall coordinate all activities of the youth (U11-U17) and senior programs.
  2. Shall attend league meetings, give club input and report back on league news.
- J. Director of Marketing and Communications
1. Shall oversee all areas regarding the marketing of Scotia Soccer Club.
  2. Shall be responsible for the management of communication to membership through website and mass email including but not limited to: composing and publishing the club newsletter once per calendar month or once per quarter as prescribed by the board, the relay of pertinent information as directed by the technical staff and other board members, such as a Soccer Nova Scotia newsletter, etc.
- K. Members-at-Large to cover the following positions:
- U4, U5 and U6 Coordinator
  - U7 and U8 Coordinator
  - U9, U10, U11, U12 Coordinator
  - U13 – U21 Coordinator

#### **Article 14 Bank Signing Authority**

Bank signing authority for the Club can be executed by the Administrator and one other Board of Director member.

## Article 15 Board of Directors

- A. The Board of Directors shall consist of the Officers of the Club.
- B. The Board of Directors shall meet at the call of the President, and no less than ten (10) times per annum.
- C. Any member of the Club may attend a Board of Directors meeting and be heard, on request in advance to the Secretary, on any matter pertaining to the Administration of the Club.
  - 1. Only members of the Board of Directors may vote at a meeting of the Board of Directors, subject to the provisions of Article 11.
  - 2. The Board of Directors may meet in camera to conduct business related to performance appraisal, engagement or termination of employees or contractors, and/or matters of discipline.
- D. Except as provided for in Article 12. D the Board of Directors may fill, by appointment, vacancies which may occur. Any such appointment is valid only until the next Annual General meeting.
- E. A member of the Board of Directors may be removed from office for cause
  - 1. Notwithstanding Article 5.B, a member of the Board of Directors may be removed from office for cause by majority vote of the Board of Directors
  - 2. Missing two (2) consecutive meetings without satisfactory cause
  - 3. Upon receipt of written notice of resignation
- F. The secretary shall maintain and distribute complete and accurate minutes of all Board of Directors meetings. Any member of the Club shall be provided with copies of the minutes of Board of Directors meetings on request.
- G. The Club Administrator and Registrar shall be *ex-officio* members of the Board of Directors.
- H. The Technical Director shall be an *ex-officio* member of the Board of Directors.
- I. The Board of Directors shall be vested with the authority to direct the affairs of the Club.
- J. Contracts, documents or any instruments in writing requiring the signature of the Club, and of value in excess of \$1000 shall be signed by the Treasurer, one executive member (President, Vice-President or Secretary) and one other officer of the Board. Any contracts with a value equal to or less than \$1000 will be processed as per Article 14. All contracts, documents and instruments in writing so signed shall be binding upon the Club. Board of Director approval is required for all binding instruments in excess of \$1000.

## **Article 16 Standing Committees**

- A. The Board of Directors will appoint a Nominations Committee.
  - 1. The Election Officer shall be appointed by Board of Directors and he/she shall be the Chair of the Nominations Committee.
  - 2. The Nominations Committee shall solicit nominations of adult members of the Club to serve as members of the Board of Directors.
  - 3. The Nominations Committee shall present its report at the Annual General Meeting which follows its appointment.
  - 4. The Nominations Committee shall consist of no less than three adult members of the Club.
  - 5. The Board of Directors shall appoint the committee at the next Board of Directors meeting following the Annual General Meeting.
  - 6. The committee shall develop its term of reference and review them on an annual basis and bring forth recommendations to the Board of Directors.
  
- B. The Board of Directors will appoint a Conflict Resolution Committee.
  - 1. The Conflict Resolution Committee shall consist of one Board member and no more than two members of the Club, which may also be Board members.
  - 2. The Conflict Resolution Committee shall manage any and all Club discipline rulings that fall outside the responsibilities of the Technical Committee.
  - 3. The Conflict Resolution Committee shall convene as required and shall report to the President.
  - 4. The Board of Directors shall appoint the committee at the next Board of Directors meeting following the Annual General Meeting.
  - 5. The committee shall develop its term of reference and review them on an annual basis and bring forth recommendations to the Board of Directors.
  
- C. The Board of Directors will appoint a Technical Committee.
  - 1. The Technical Committee shall consist of:
    - a. Technical Committee Chairperson, and
    - b. Technical Director, and
    - c. No fewer than one and no more than four members who are Coaches (or Assistant Coaches) of Club teams or adult members of the Club.
  - 2. The Technical Committee may appoint sub committees as it sees fit.
  - 3. The Technical Committee shall oversee the technical aspects of operating soccer programs.
    - a. Without restricting the generality of the foregoing, this oversight includes recommendation of policy to the Board of Directors, liaison with those persons contracted by the Club to provide support to technical programs, and ongoing contact with coaches.

- b. The Technical Committee will also make recommendations to the Board of Directors with respect to the qualifications, selection and performance review of any person or agency contracted to provide technical support to the Club.
  4. The Technical Committee shall oversee the selection process by which players are assigned to Club competitive teams and has final authority for which players are assigned to Club competitive teams.
  5. The Technical Committee will have three (3) members, at minimum, of the committee at each selection process for competitive teams.
  6. The Technical Committee shall be responsible for ensuring coaches operate teams in accordance with the Coaches' Manual. The Technical Committee will be responsible for composing and updating this manual as required.
  7. The Technical Committee will be responsible for any disciplinary rulings related to coaches, assistant coaches, and/or players within the scope of responsibilities of the Technical Committee. All disciplinary rulings will be reported directly to the President.
  8. The Board of Directors shall appoint the committee at the next Board of Directors meeting following the Annual General Meeting.
  9. The committee shall develop its term of reference and review them on an annual basis and bring forth recommendations to the Board of Directors.
- D. The Board of Directors will appoint a Budget Committee.
  1. The Budget Committee shall consist of the Treasurer and at a minimum two other members of the Club.
  2. The Budget Committee shall put forth recommendations to the Board of Directors on items monetary in nature (i.e. future membership fees, operating cost estimates, etc).
  3. The Board of Directors shall appoint the committee at the next Board of Directors meeting following the Annual General Meeting.
  4. The committee shall develop its term of reference and review them on an annual basis and bring forth recommendations to the Board of Directors.

## **Article 17 Other Committees**

- A. The Board of Directors may appoint ad hoc committees from time to time.
  1. Any ad hoc committee shall be supplied with written terms of reference by the Board of Directors.
  2. Any ad hoc committee appointments expire at the Annual General Meeting which follows their appointment.
  3. Any ad hoc committee shall include no less than one Board of Directors member. A Board of Directors member may chair an ad hoc committee.

- B. The Board of Directors may appoint an Audit Committee as necessary.
1. The Audit Committee shall present its report at the Annual General Meeting which follows its appointment.
    - a. The report of the Audit Committee shall examine the statements of account of the Club, comment on the validity of the accounting methods, state the Committee's opinion of the fairness of representation of the accounts.
    - b. The Audit Committee may report as it sees fit on any matter relating to the financial records or the management of cash, securities and other assets of the Club and make recommendations relating to these matters.
  2. The Audit Committee shall consist of no more than three adult members of the Club.
  3. The Audit Committee has the authority to examine the books and other records of financial transactions of the Club at any time.
  4. No member of the Board of Directors may be a member of the Audit Committee.

### **Article 18 Indemnity**

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

### **Article 19 Administrator and Registrar**

The Board of Directors may hire a Club Administrator and Registrar, to conduct day-to-day business on behalf of the Club. Salary and Terms of Employment shall be determined by the Board of Directors. The Club Administrator and Registrar shall report to the President and shall attend all Board of Director, Annual General Meetings and Special General Meetings of the Club. The Club Administrator and Registrar are *ex-officio* members of the Board of Directors.

### **Article 20 Technical Director**

The Board of Directors may hire a Technical Director or Technical Directors to conduct and administer (as required) soccer training programs on behalf of the Club. Salary and Terms of Employment shall be determined by the Board of Directors. The Technical Director(s) shall report to the President and at the call of the President attend Board of Director and General Meetings. The Technical Director(s) shall attend all Technical Committee meetings of the Club. The Technical Director is an *ex-officio* member of the Board of Directors and the Technical Committee.

The Board of Directors may at some point determine that for the good of the Club and its membership that separate Technical Directors for men's/boys' and women's/girls' divisions should be appointed. In such a case, both Technical Directors will be members of the Technical Committee, and will be considered *ex-officio* members of the Board of Directors.

#### **Article 21 Bylaw Amendments**

- A. These bylaws may be amended at an Annual General Meeting or at a Special General Meeting.
- B. A proposed amendment to these bylaws shall be submitted to the Secretary no later than thirty (30) days before an Annual General Meeting in order to be considered at that meeting.
- C. A Special General Meeting at which an amendment to these by laws is to be considered shall be held thirty (30) days after receipt by the Secretary of a valid proposed amendment. The Secretary shall notify all members, as outlined in 10.A.1, of the time and location of any Special General Meeting called to consider a proposed amendment to the bylaws, and shall provide the text of the proposed amendment.
- D. An amendment to the bylaws shall be approved if it is approved by seventy five (75) per cent of the adult members present to vote at the meeting at which the proposed amendment is duly considered.

#### **Article 22 Corporate Seal & Logo**

- A. The seal of the club will be held by the Secretary of the Club.
- B. The logo of the club is the Intellectual Property of the Club and as such, its use is protected by law.

#### **Article 23 Club Crest**

- A. The Club Crest is the Intellectual Property of the Club and as so, its use is protected by law.
- B. All Club jerseys will bear the approved Crest and be affixed as prescribed by the Board.
- C. Use of the Crest for any other purpose must be approved by the Board of Directors and unauthorized use is subject to a disciplinary review and possible legal action.

## **Article 24 Conflicts of Interest**

- A. Officers/Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Board of Directors when the possibility of a conflict is realized. The policy on conflict of interest pertains to financial or business issues, as well as matters impacting teams or players.
1. This policy is primarily intended to make known the outside interest conflicts that may affect Club business. Anyone doing private business with an interested business associate must declare their association to the executive prior to the commencement of discussions or related matters.
  2. This policy is also intended to make known the personal interest conflicts that may affect club operation. However, discretionary exclusions may be necessary (see example situation described below). Any Officer/Director club official (coach, club representative) with a personal interest in a team or player must declare that association to the Board prior to the commencement of discussions or action on related matters. (In the case of a parent coaching his or her own child, such declaration will be deemed not necessary as the Board, through the club Registrar will have full knowledge of that situation.) The President (or eligible highest ranking club official in attendance) will determine under the specific circumstances of the situation as to whether the person in the conflict of interest position will be permitted to vote or speak on the related subject.

(Example: A coach may have one or more children or relations as players on his team. In such a case the perception of conflicts of interest could arise during normal team operations. In order to maintain his authority in team operational matters, it would normally be appropriate for the coach to remain in full charge of decisions pertaining to the operation of that particular team. However, when specific issues which may be perceived to be the product of a conflict of interest arise, that coach will be strongly encouraged to have the issue reviewed with/by the Club President and/or his designate, in order to erase or counter or to rectify any perceptions of inappropriate behaviour. The decision of the Club President will be final in these matters.)

- B. A conflict of interest does not prevent a member from serving as an Officer/Director provided he/she withdraws from the decision making and removes themselves from input completely on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
- C. Directors shall not receive any profit from their positions. However, a director may be paid reasonable expenses incurred in the performance of his/her duties. Directors may receive up to \$500 per annum (Dec1 – Nov 30) and will be paid in December. Board of Directors will submit an expense claim (with receipts/documentation) at the end of November to the Club administrator.

**Article 25 Audits**

- A. The auditor of the Club shall be appointed annually by the members of the Club at the Annual General Meeting and, upon failure of the members to appoint an auditor, the Board of Directors may do so.
- B. The Club shall make a written report to the members as to the financial position of the Club and the report shall contain a balance sheet and operating accounts. The auditors shall make a written report to the members upon the balance sheet and operating account. A copy of the balance sheet, showing the general particulars of its liabilities and assets and the statement of its income, and expenditures in the preceding year, shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year as required by law.

**Article 26 Miscellaneous**

- A. The Club shall file with the Registry of Joint Stocks, its Annual Statement, and a list of its directors with their addresses, occupations, and dates of appointment or election, within fourteen days of change of directors as required by law.
- B. There will be no borrowing powers exercised by the Club for matters related to normal operating expenditures.
- C. The Club will make and maintain a list of documentation which is deemed to be necessary for the efficient administration and operation of the club.
- D. If there are any conflicts between this document and the *Societies Act of Nova Scotia R. S. c45.s. 1*, the Societies act will govern.