

BY-LAWS  
OF  
Quiet Thunder FC  
(as amended on \_\_\_December 7 2018\_\_\_\_)  
Membership  
Fiscal Year  
Meetings  
Vote of Members  
Directors  
Powers of Directors  
Officers  
Audit of Accounts  
Miscellaneous

1. In these by-laws unless there be something in the subject or context inconsistent therewith,

- (a) "Society" means Quiet ThunderFC.
- (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.

**MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry 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 to vote at any meeting of the Society have one (1) vote at every general meeting and every meeting of the Board of Directors. There shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society: any individual over the age of **18** years residing in the Town or County of **Lunenburg/Queens** who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.
7. There shall be one member representing the youth of minor soccer. The youth representative shall be a current or a past player of not more than one calendar year. The term of the youth representative shall not be more than 2 years or until the age of 18 whichever comes first.
8. No formal admission to membership shall be required and the entry into the registry of Members by the Secretary of the name and address of any organization shall constitute an admission to membership in the Society
9. Membership of the Society shall cease upon failure to comply with membership requirements, by resigning their membership in writing to the Society or by ceasing to qualify for membership in accordance with these by-laws.

### **FISCAL YEAR**

10. The fiscal year of the Society shall be the period from **December** in any year to **December** of that year.

### **MEETINGS**

11. (a) The Annual General Meeting of the Society shall be held within three (3) months after the end of each fiscal year of the Society.  
  
(b) An Extraordinary General Meeting of the Society may be called by the President at any time. An Extraordinary General Meeting shall be called by the Board of Directors if requested in writing by at least twenty-five per cent (25%) of the members of the Society.
12. There shall be Seven days' 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 members. Notice shall be given in writing.

13. At the Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be the ordinary business:

Minutes of preceding general meeting;

Consideration of the annual reports of the executive members;

Consideration of the financial statements, including the balance sheet and financial statement and the report of the auditors thereon;

Election of executive members for the ensuing year;

Appointment of auditors.

All other business transacted at the Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an Extraordinary General Meeting of the Society.

14. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of a minimum of fifty percent (50%) plus one.

15. If within ½ hour from the time appointed for the general meeting a quorum of members is not present the general meeting, if convened upon the request of members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a general meeting of the members then present shall direct and if at such adjourned general meeting a quorum of members is not present, it shall be indefinitely adjourned without the new date for the meeting determined.

16. (a) The President of the Society shall preside as President at every general meeting of the Society, at every meeting of the Executive Committee and at every meeting of the Board of Directors.

(b) If there is no President, or if at any meeting he is not present, the Vice-President shall preside.

(c) If there is no President or Vice-President, or if neither the President nor the Vice-President is present, the members present shall choose someone of their number to preside.

17. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the President shall have the casting vote.

18. The President 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 members.

19. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairman 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 proportions of the members recorded in favor of or against such resolution.

20. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

### **VOTE OF MEMBERS**

21. Every member shall have one vote and no more.

22. If there is a conflict of interest with one of the board members over a particular issue, that member shall excuse him/herself during the vote and accept the decision of the other members.

### **BOARD OF DIRECTORS**

23. Unless otherwise determined by general meeting the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

24. Any member of the Society shall be eligible to be elected a director of the Society.

25. Directors shall be elected by members at each ordinary or annual general meeting of the Society.

26. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.

27. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

28. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his 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 in his stead. The person so appointed shall hold office such time only as the director in whose place he is appointed would have

held office if he had not been removed.

30. Meetings of the Board of Directors shall be held as often as the business of the Society may require. A meeting of Directors may be held at the close of every ordinary meeting or annual general meeting of the Society without notice. Notice of all other meetings of the Board of Directors, specifying the time and the place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice in writing 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 the number directors are present at the commencement of such business.

32. The President or, in his absence the Vice-President or, in the absence of both of them, any director chosen from among those present, shall preside at meetings of the Board of Directors.

33. The Chairman may be entitled to vote as a director and, in case of equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.

### **POWERS 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 by 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 and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

### **OFFICERS**

- 35 The officers of the Society shall be a President, a Vice-President, a treasurer and a secretary. The officers of treasurer and secretary may be combined..
36. The members shall elect one of their numbers to be the chairman of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.
37. The members may also elect from their number a Vice-President. The Vice-President shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period of the President may request him to do so.
38. (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings and directors perform such other duties as may be assigned by the members The members 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 members think fit, the same person may hold 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 shall be appointed annually by the Board of Directors at the Annual General Meeting and, on failure of the members to appoint an auditor, the Executive Committee 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 financial statement. The auditors shall make a written report to the Board of Directors and shall state whether, in their opinion, the balance sheet and financial statement give a true account of the Society's affairs, and such report shall be read at the Annual General Meeting. Copies of the balance sheet, financial statement and auditor's report shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting each year, as required by law.
41. The Society power to repeal or amend and of these by-laws by a special resolution passed in the manner prescribed by law.

#### **MISCELLANEOUS**

42. The Society shall file with the Registrar with its Annual Statement a list of Directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of such change.

43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after such resolution is passed.

44. Preparations of minutes, custody of books and records, and custody of the minutes of all meetings of the Society and the Board of Directors shall be the responsibility of the Secretary.

45. The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to the Annual General Meeting at the registered office of the Society.

46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or Vice-President and the Secretary, or otherwise as prescribed by resolution of the members.

47. The borrowing powers of the Society may be exercised by special resolution of the members.