

Bylaws

Part 1 - Definitions and Interpretation

1.1 Definitions

In these Bylaws :

“Act” means the Societies Act.

“Association” means any organization of dancers, callers or cuers which is formed within a Region and recognized by the Board.

“Board” means the directors of the Society.

“Bylaws” means these Bylaws.

“Club” means any organization offering the forms of dancing described in the purposes of the Society to its members and recognized by an Association or, if there is no Association covering the area in which it is formed endorsed by the Board.

“Directors” means those individuals who are elected or appointed as Directors for the period they hold such office.

“Executive” means those individuals who are appointed as officers of the Society and any other individuals, not being officers, who are appointed by the Board as members of the Executive.

“Member” means any individual, Club or Association.

“Region” means any geographic area within the Province of British Columbia prescribed by the Board.

“Regulations” means Regulations made under the Act.

“Society” means the British Columbia Square and Round Dance Federation.

“Teachers” includes all callers, cuers, leaders and other instructors of the forms of dancing referred to in the purposes of the Society.

Throughout these Bylaws, words importing the singular include the plural and vice versa, and words importing a specific gender include the other gender and a corporation.

1.2 Definitions in the Act

The definitions in the Act and Regulation shall apply to these Bylaws

1.3 Conflicts with the Act or Regulations

Wherever conflict occurs between these Bylaws and the Act or Regulations, the Act or the Regulations, as the case may be, shall prevail.

Part 2 - Membership

2.1 There shall be two classes of membership in the Society, voting and non-voting.

- a) Voting members, who may vote by proxy, shall be:
 - i) all Clubs whether member or caller organized which are recognized by an Association;
 - ii) all Associations;
 - iii) Clubs not in a prescribed Region, but which are endorsed by the Board.
- b) Article 3.17 governs proxies.
- c) Non-voting members shall be:
 - i) all dancers who are members of Clubs recognized by an Association or endorsed by the Board; and
 - ii) individuals not belonging to a Club who have applied to the Society for membership and have been approved by the Board.

2.2 The Members of the Society are those Clubs, Associations and individuals who have been admitted in accordance with these Bylaws and have not ceased to be a Member.

2.3 The Board may in its discretion appoint to honorary membership persons who are not members of the Society but have rendered exceptional service for a period of years or who have made significant contributions to the Society. The Society shall pay any dues, insurance charges and any other fees or dues which would have been assessed had the individual honoured been a Member as defined in Paragraph 2.1 hereof.

2.4 Every Member must uphold the constitution of the Society and must comply with these Bylaws.

2.5 The Board shall prescribe, subject to ratification by voting members by ordinary resolution at a General Meeting, the annual dues which every Member shall be assessed.

2.6 A Member is not in good standing and ceases to be a Member of the Society;

- a) on failure to pay the applicable annual dues before the expiry of the time period prescribed for payment;

- b) on death in the case of an individual, or on its ceasing to exist or operate in the case of a Club or Association;
 - c) on resignation;
 - d) on removal for cause.
- 2.7 A voting Member not in good standing may not vote at any meeting of the Society and may not introduce, consent to or vote against any resolution of Members.
- 2.8 A Member may be removed from membership of the Society in accordance with the provisions of the Act and its Regulations and these Bylaws.
- 2.9 All income or profit received or earned by the Society shall be used exclusively for its purposes and not for the gain of its Members.

Part 3 - General Meetings (other than an Annual General Meeting)

- 3.1 A General Meeting must be held at the time and place the Board determines, provided that there shall be at least one General Meeting annually in addition to the Annual General Meeting.
- 3.2 The Board may, whenever it deems necessary, call a Special General Meeting and must do so within two (2) weeks following delivery to it of a requisition for a Special General Meeting received in writing from not less than ten (10) percent of the voting Members. Each requisition for a Special General Meeting must provide information about the purpose(s) of the meeting and of any resolution to be presented.
- 3.3 Not less than Twenty-One (21) day's notice must be given of every General and Special General Meeting to all Members specifying the place, date and hour of the meeting. In the event any resolution is to be presented, its wording shall be given. Such notice shall be given to Members by electronic means, by posting a notice on the Society's website or by mail to their address on the register of Members, but the accidental omission to give notice to a Member or non-receipt by a Member shall not invalidate the meeting or any proceedings thereof.
- 3.4 A copy of the notice in Part 3.3 shall be sent by electronic means or by mail to all Regions which Regions shall ensure that it has been received by all Clubs within the Region who are voting Members of the Society. Clubs shall be responsible confirming receipt by their members of such notice.
- 3.5 At a General Meeting, the following business is ordinary business:
- a) adoption of rules of order;
 - b) consideration of any financial statements of the Society to be presented;

- c) consideration of the reports (if any) of the directors and the auditor;
 - d) election and appointment of Directors;
 - e) appointment of an auditor, if any;
 - f) business arising from a report of the Directors not requiring a special resolution.
- 3.6 If any business other than ordinary business is to be transacted at a Special General Meeting or a General Meeting, the notice given must provide sufficient detail to permit a member or other person or entity receiving the notice to form a reasoned judgement concerning that business.
- 3.7 A Special General Meeting or a General Meeting shall be presided over by:
- a) the individual, if any, appointed by the Board to preside as the chair; or
 - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i) the President; or
 - ii) a Vice-President, if the President is unable to preside as the chair; or
 - iii) one of the other Directors present at the meeting, if none of the President or a Vice-President are unable to preside as the chair.
- 3.8 If there is no individual entitled under these Bylaws who is able to preside as the chair of a General Meeting within fifteen (15) minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.
- 3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be conducted at a General Meeting unless a quorum of voting Members is present.
- 3.10 Subject to Article 3.11(b), the quorum for the transaction of business at a General Meeting or Special General Meeting is ten (10) voting Members present (in person or by proxy) or ten (10) percent of the voting Members of the Society, whichever is greater.
- 3.11 If, within thirty (30) minutes from the time set for holding a General Meeting or Special General Meeting, a quorum of voting Members is not present,
- a) in the event of a meeting convened on the requisition of Members, the meeting is terminated; and

- b) in any other case, subject to the next sub-paragraph, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting;
- c) If the same place should not be available at the time specified above, the Board shall arrange for the meeting to be held at that place at a time as close as possible to the original time and failing that shall arrange another place and time as close as possible to the adjourned time and shall immediately advise Members of the change.

3.12 If, at any time during a General Meeting or Special General Meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.13 The chair of a General Meeting or Special General Meeting may, or, if so directed by the voting Members at the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.14 The order of business at a General Meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last General Meeting;
- e) deal with unfinished business from the last General Meeting;
- f) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
- g) terminate the meeting.

3.15 At a General Meeting or Special General Meeting, voting must be by a show of hands, oral vote or another method that adequately discloses the intention of the voting Members, except that if, before any vote, one (1) or more voting Members requests a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.16 The chair of a General Meeting or Special General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.17 Voting by proxy is permitted for all voting Members subject to the following rules:

- a) each voting member may appoint a single proxy to vote on their behalf;
- b) a proxy may represent more than one voting Member, but must vote on every matter in accordance with the instructions provided by each individual voting Member;
- c) a voting member is deemed present at a meeting for which that Member has appointed a proxy;
- d) it is the responsibility of each voting Members to communicate with their proxy as they deem fit, the action or actions the proxy shall take, if any, for voting or abstaining to vote on any of the matters contained in the notice of meeting. Additionally a proxy may be authorized to act or to refrain from acting at their discretion on any matters not covered by a proxy that may be brought forward.

The form of proxy is found in Appendix 1 to these Bylaws

3.18 A matter to be decided at a General Meeting or Special General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.19 The chair of the meeting may move, second or vote on a resolution.

3.20 In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a proxy and the proposed resolution shall not pass.

3.21 Only voting Members in good standing twenty-one (21) clear days prior to the date of any General or Special General Meeting shall be entitled to vote at that meeting.

3.22 All Members of the Society whether or not voting Members, are entitled to be present, make recommendations and be heard at any General or Special General Meeting. When making its decisions the Board must take into account all recommendations, input and other comments from Members present unless the subject matter has previously been determined by vote in which case the Board is bound by the vote.

Part 4 – Special Provisions for an Annual General Meeting

4.1 An Annual General Meeting shall be held at least once in every calendar year and shall, unless exceptional circumstances arise, be held no later than fifteen (15) months after the last preceding Annual General Meeting.

4.2 The rules in Part 3 above apply to the conduct of an Annual General Meeting.

4.3 The agenda of the meeting shall include the following:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society to be presented;
- c) consideration of the reports (if any, of the directors and the auditor;
- d) election and appointment of Directors;
- e) receipt of the Treasurer's report on the financial statements of the Society for the previous financial year, and the auditor's or other report, if any, on those statements;
- f) receipt of any other reports of directors' activities and decisions since the previous annual General Meeting;
- g) election or appointment of Directors;
- h) appointment of an auditor or other individual, if any, to report on the financial statements to presented at the next annual General Meeting;
- i) appointment of an auditor, if any; and
- j) business arising from a report of the directors not requiring a special resolution.

Part 5 – Role of Directors

5.1 The Directors must manage or supervise the management of the activities and the internal affairs of the Society;

5.2 Directors when performing their duties must;

- a) act honestly and in good faith and in the best interests of the Society;
- b) exercise the care diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in furtherance of the purposes of the Society;

- d) act in accordance with these Bylaws, the Societies Act and any Regulations made thereunder;
- e) disclose to the Board any direct or indirect material conflict of interest and, in addition, must:
 - i) leave any meeting during which any matter involving such conflict is discussed;
 - ii) not attempt to influence the vote of the Board on such matter; and
 - iii) abstain from voting thereon.

Part 6 - Directors

6.1 There shall be:

- a) not less than 9 (nine) elected Directors of the Society provided that a greater or lesser number of such Directors may be authorized by Special Resolution passed at an Annual, General or Special General Meeting;
- b) The Immediate Past President or, if that person is not available, the next most recent Past President who is available shall be a director ex officio.

As far as practical there shall not be more than 2 Directors from any one Region, except that the President and Past President who holds office ex officio shall not be included in this calculation.

- 6.2 At each annual General Meeting, the voting Members must elect the Board from amongst Members of the Society for 2 year terms but in such a manner that, at any given annual meeting, as nearly as shall be practical, the term of office of only one half of the number of elected Directors shall expire. Provided that in the event there is or might be an imbalance in the alternating terms of office, it shall be appropriate to elect one or more Directors to a one year term in order to maintain or restore the balance.
- 6.3 No Director, including those Directors who are also officers, may serve for more than two (2) consecutive 2 year terms, except this provision shall not apply to the persons holding the offices of Secretary or Treasurer.
- 6.4 A Director may be removed from the Board in accordance with the Societies Act and its Regulations.

- 6.5 The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board because of the resignation, death, incapacity of an elected Director during that Directors term of office.
- 6.6 A Director appointed by the Board to fill a vacancy ceases to be a Director at the end of the unexpired term of office of the individual whose departure from office created the vacancy.
- 6.7 Members may at a General Meeting of the Society, remove a Director from office by a Special Resolution and may appoint another Member to fill the unexpired portion of the removed Director's term of office.
- 6.8 A Director may be removed from office by a resolution of the Board ratified by a special resolution of Members at a General or Annual General Meeting. A Director subject to removal under this paragraph has a right to be heard at the meeting when the removal resolution is being considered.
- 6.9 Every Member elected or appointed as a Director must be qualified under sections 43 and 44 of the Act.

Part 7 - Directors Meetings

- 7.1 A Directors ' meeting may be called by the president or any two other Directors
- 7.2 At least four (4) days' notice of a Directors meeting must be given by mail or by electronic means, unless all of the Directors agree to a shorter notice period.
- 7.3 The accidental omission to give notice of a Director's' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at a meeting.
- 7.4 Directors may regulate their meetings and proceedings as they see fit.
- 7.5 The Directors may, from time to time, set the quorum necessary for the conducting of business at a Directors' meeting provided that the quorum shall never be less than one-third (1/3rd) of the Directors, and if not set, the quorum is a majority of the Directors. This provision is subject to Article 7.10.
- 7.6 Resolutions passed at any Directors' meeting shall be decided by a majority vote of Directors present.

- 7.7 The President may propose, second or vote on any matter before the Board, provided that the President shall not have a second or casting vote in the event of a tie and the matter shall be deemed to have been defeated.
- 7.8 A resolution in writing, signed and approved by all Directors and placed with the minutes of the Directors is as valid and effective as if passed at a meeting of Directors.
- 7.9 Directors may exercise all such powers and do all acts or things necessary to fulfill the purposes of the Society, provided that that exercising such powers, and doing such acts or things are not by these Bylaws, the Act and Regulations prohibited,
- 7.10 A Director who is or may be temporarily absent from his residence may send a waiver of notice of any meeting or meetings of the Board to the Secretary of the Society by written or electronic means, which may be withdrawn at any time by the same means, and until the waiver is withdrawn:
- a) No notice of meetings need be sent to that Director; and
 - b) Such Director shall not be counted when deciding whether or not a quorum is present at any or all Directors' meetings during the period of such notice and all meetings shall be valid and effective provided a quorum of other Directors is present.

Part 8 – Officers

- 8.1 Directors must be elected or appointed to the following Board positions:
- a) President;
 - b) Not more than 2 Vice-Presidents;
 - c) Secretary;
 - d) Treasurer.
- 8.2 Directors not elected or appointed to the positions in Article 8.1 are directors at large.
- 8.3 The President is Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.
- 8.4 A Vice-President shall carry on the duties of the President in his absence or inability to act.

- 8.5 Any Director, other than the President, may hold more than one position.
- 8.6 The Secretary is responsible for doing, or making the necessary arrangements for doing, the following:
- a) sending all notices of general and Directors meetings;
 - b) taking minutes of general and Directors meetings;
 - c) maintaining the records of the Society required by the Act;
 - d) filing the annual report; and
 - e) such other duties as shall be assigned by the President or the Board.
- 8.7 In the absence of the Secretary from any general or Directors meeting, the Board must appoint another individual to act as Secretary at the meeting.
- 8.8 The Treasurer is responsible for doing, or making the necessary arrangements for doing the following:
- a) receiving and banking all monies collected by the Society or paid to it;
 - b) making payment of the Society's financial obligations;
 - c) keeping the accounting records recording the Society's financial transactions;
 - d) preparing the Society's financial statements; in accordance with the Act and Regulations; and
 - e) filing all required tax returns.
- 8.9 If the officers are not elected at a general meeting, they shall be appointed by the Board at the first meeting of Directors following the vacancy arising.
- 8.10 If an officer ceases to be an officer prior to the expiry of their term, the Board shall appoint a Director in good standing to fill such office for the balance of the term. If there is no Director willing or available to be so elected, the Directors may appoint a Member in good standing to fill the vacancy.
- 8.11 The election or appointment under Articles 8.9 and 8.10 may be by acclamation or by secret ballot if so requested by any member of the Board.

Part 9 - Committees

- 9.1 The Board may, as it thinks fit, delegate any, but not all, of its powers to committees consisting of one or more Directors, Members or other individuals with special knowledge of the work assigned to the committee. The chair of a committee shall be appointed by the Board.
- 9.2 The Board may, at any time, dissolve a committee or remove a Member from or appoint a Member to a committee.
- 9.3 A committee formed in accordance with clause 9.1 above shall conform to any rules that may from time to time be imposed on it by the Board and may exercise the powers granted to it, provided that:
- a) It reports its activities to the Board regularly and, in any event, not less than quarterly;
 - b) It may at any time, and from time to time, request the Board to vary its powers to permit it to function more effectively.
- 9.4 The rules governing the conduct of business by a committee shall be the same as for Directors Meetings, provided that these may be modified by the Board to facilitate committee operations.

Part 10 - Rules and Policies

- 10.1 Rules for the conduct of the affairs of the Society and establishment of policies, not inconsistent with these Bylaws, the Act or Regulations, may be made by ordinary resolution at any General Meeting .

Part 11 - Remuneration of Directors and Members

- 11.1 These Bylaws do not permit the Society to pay to any Director or Member remuneration for work undertaken on behalf of the Society whether as a Director or as a Member.
- 11.2 The Society may, subject to the Societies Act, pay remuneration to a Director or Member for services provided by them to the Society in any capacity other than as a Director.

Part 12 - Repayment of Expenses

- 12.1 A Director or Member, upon submitting a claim, shall be reimbursed for all expenses reasonably and necessarily incurred when carrying out duties or conducting business for or on behalf of the Society. Such claim must be submitted no later than six (6) months after the expenses have been incurred.

12.2 Rules covering reimbursement may be varied from time to time and shall be approved by an ordinary resolution of Members at a General Meeting.

Part 13 - Signing Authorities

13.1 A contract, financial instrument or other record to be signed by the Society must be signed on its behalf by:

- a) the President together with one other Director;
- b) If the President is unable to provide a signature, by a Vice-President together with one other Director;
- c) if the President and a Vice-President are unable to provide signatures, by any 2 other Directors; or
- d) in any other case, by one or more individuals authorized by resolution of the Board to sign a contract, financial instruments or other record, on behalf of the Society.

Part 14 – Investment and Borrowing Powers

14.1 The Society may make any investments which a prudent investor might make.

14.2 The Board may borrow money, issue bonds, debentures or other evidences of debt obligations at any time, to any person and for any consideration provided that the terms of the borrowing are determined by the Board to be those that a prudent borrower would make.

14.3 The Members may by special resolution redefine and/or restrict the borrowing powers of the Board.

Part 15 - Notices

15.1 All notices to Members, whether voting or non-voting, may be sent by mail or by electronic means to the address provided to the Society for the receipt of each type of mail. Notices sent by mail shall be deemed to have been delivered on the 5th day after mailing and those by electronic means on the day following the day on which they were sent. Additionally, such notices must be posted on the Society's website.

15.2 A Member may at any time and in any manner waive their entitlement to notice provided the same complies with the Act and these Bylaws, and such waiver may be withdrawn at any time.

Part 16 - Right to receive documents

16.1 The Constitution and Bylaws of this Society shall be published on the Society's website.

16.2 Any Member is also entitled to receive without charge, upon request to the Secretary, a written copy of the Constitution and Bylaws.

Part 17 - Amendment and Alteration

17.1 These Bylaws may not be amended except by special resolution or as may be required by law or regulation.

Part 18 – Dissolution

18.1 The Society may be dissolved by Special Resolution provided that, for such resolution only, not less than 60 days notice is given to all Members, whether or not voting Members.

18.2 On dissolution, funds available after all liabilities and obligations have been discharged, shall be distributed pro rata, amongst each individual Member who is, at the date of the Special Resolution insured under the umbrella policy of The Canadian Square and Round Dance Society.