

RSCDS Toronto Scottish Country Dance Association

BY-LAWS

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BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of RSCDS Toronto Scottish Country Dance Association, referred to herein as “the Corporation” or “RSCDS Toronto Association”.

BE IT ENACTED as a by-law of “the Corporation”, as follows.

I. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board of Directors (the "Board") may from time to time determine.

II. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

III. BOARD OF DIRECTORS

3.1 The affairs of the Corporation shall be managed by a Board of nine (9) Directors, (the "Directors" or, individually, a "Director") comprising the President, Vice-President, Secretary, Treasurer and five (5) Directors at large elected at a General Meeting of the RSCDS Toronto Association by a majority of the Full Members attending that meeting. These Directors shall be at least eighteen (18) years of age and at the time of election have been a member ("Full Member") of the Corporation for at least one year. The Directors shall be elected to hold office until the end of the Annual General Meeting after the meeting at which election took place, at which time the term of office terminates.

A Director whose term has expired shall be eligible for re-election. The election may be by a show of hands, or by written ballot.

The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term.

The office of a Director shall be terminated if such Director

- a) becomes bankrupt or is declared insolvent,
- b) becomes of unsound mind,

- c) resigns office by notice in writing to the Corporation,
- d) subject to clause 3.2 hereof, has been absent from more than three (3) consecutive meetings of the Board during the term of office, or
- e) ceases to be a Member, or
- f) dies.

3.2 **Leave-of-Absence, Board of Directors** - In the case of extenuating circumstances a leave-of-absence, not to exceed six (6) months, may be granted at the discretion of the Board. Request to be in writing by the Director to the Chairperson of the Board (the "Chair").

3.3 **Vacancies, Board of Directors** - Vacancies on the Board, however caused, may so long as a quorum of Directors remains in office, be filled by the Board from among the Members (subject to clause 3.1), until a General Meeting can be called to fill the vacant position through an election. Such General Meeting will be called within ninety (90) days of the vacancy occurring. If there is not a quorum of Directors, the remaining Directors shall forthwith call a General Meeting of the Members to fill the vacancies.

3.4 **Quorum and Meeting** - A quorum for the transaction of business shall be five (5) Directors including at least one (1) of either the Chair or Vice-Chair. Except as otherwise required by law, the Board may hold its meetings at the Head Office of the Corporation or at any such place or places, **or electronically**, as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the Directors be present or if those absent have signified their consent to the meeting being held in their absence and any action taken at such meeting shall be as valid and effectual as if it had been taken at a meeting duly called and constituted. Meetings of the Board may be formally called by the Chair, the Vice-Chair or by any two (2) Directors or by the Secretary on direction of any of the foregoing. Notice of such meetings shall be sent by personal delivery, prepaid mail or electronic means including but not limited to facsimile, email, etc., or given by telephone to each Director not less than forty-eight (48) hours before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the Annual General Meeting of the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

3.5 **Errors in Notice, Waiver** - No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had 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 thereat.

3.6 **Voting** - Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote to break the tie. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands by way of assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in

evidence as prima facie proof of that fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.7 **Procedures Manual**

The RSCDS Toronto Association will operate within the guidelines, procedures and methods detailed in the Procedures Manual to be known as RSCDS Toronto Scottish Country Dance Association Procedures Manual. The Procedures Manual can be amended or added to by resolutions enacted by an affirmative vote of a majority of the Directors present and voting at a meeting of the Board and sanctioned by an affirmative vote of a majority of the votes cast at a meeting of the Full Members duly called for the purpose of considering such resolution. Amendments to the Procedures Manual, proposed by members, must be submitted in writing at least sixty (60) days in advance of the Annual General Meeting at which it is to be considered and be supported by at least ten (10) current Full Members of the RSCDS Toronto Association.

3.8 **Powers** - The Board shall have full power with respect to all affairs of the Corporation within the terms of the By-law and the RSCDS Toronto Association Procedures Manual and no resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by statute. Note that Clause 10.1 requires ratification of Board decision regarding By-law changes, a situation in addition to statute (Ontario Law).

3.9 **Remuneration** - The Directors shall not receive any remuneration for acting as such. The Directors shall be entitled to receive compensation for any expenses incurred by them on Corporation business, and upon proof of such expenses.

IV. **COMMITTEES**

4.1 **Appointment** - The Board may appoint such committees as it, from time to time, considers advisable.

4.2 **Power of Committees** - No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board or to the Members at a General Meeting.

4.3 **Membership on Committees** - Members of committees shall be appointed by, and hold office at the pleasure of the Board. Members of Committees need not be members of the Board.

4.4 **Reports of Committees** - The chair of each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each chairperson of a committee shall submit an annual report to the Board at such time as the Board may, from time to time, determine.

V. OFFICERS

5.1 **Duties of President** – The President (who, for all purposes of the Corporation may be referred to as the “Chair”) shall

- a) when present, preside at all meetings of the Members of the Corporation and the Board;
- b) with the Secretary or other officer appointed by the Board for the purpose, sign all By-laws;
- c) be, ex officio, a member of all committees;
- d) subject to the authority of the Board, have the general direction and supervision of the affairs and business of the Corporation;
- e) be the Chief Executive Officer of the Corporation and shall have the responsibility to appoint and remove all employees and agents of the Corporation as approved and directed by the Board;
- f) provide an annual report at the Annual General Meeting; and
- g) perform such other duties as may from time to time be determined by the Board.

5.2 **Duties of Vice-President** - The Vice-President (who for all purposes of the Corporation may be referred to as the “Vice-Chair”) shall during the absence or inability of the Chair exercise the duties and powers of the Chair, provided, however, that the Board may, from time to time, appoint another Director to exercise the duties and powers of the Chair during the absence or inability of the Chair and if the Vice-Chair, or such other Director shall exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

5.3 **Duties of Secretary** - The Secretary shall

- a) attend all meetings of the Board and of the Members and record and maintain the minutes of such meetings;
- b) notify the dates and times of meetings to Members and to Directors;
- c) be the custodian of the appropriate records (including contracts) of the Corporation, which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution;
- d) provide an annual report at the Annual General Meeting; and
- e) perform such other duties as may from time to time be determined by the Board.

5.4 **Duties of Treasurer** - The Treasurer shall

- a) maintain the appropriate accounting records;
- b) invest the funds of the Corporation not required for immediate use;
- c) present financial statements as required by the Board together with explanations and documentation relevant thereto if so requested;
- d) provide an annual report at the Annual General Meeting; and
- e) perform such other duties as may from time to time be determined by the Board.

5.5 **Duties of Other Officers** - The duties of all other Officers and officials of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

5.6 **Delegation of Duties** - In case of the absence or inability of any Officer or official or for any other reason that the Board may deem sufficient, the Board may, subject to the provisions of

clauses 5.1 and 5.2, from time to time, delegate all or any of the powers of such Officer or official to any other Officer, official or to any Director.

VI. MEMBERS

6.1 **Membership** - is open to anyone supporting the purposes and objectives of the RSCDS Toronto Association.

6.2 Class of Membership

- a) A Full Member with voting rights at General Meetings of the RSCDS Toronto Association.
- b) An Associate Member with no voting rights.
- c) An Honorary Member with no voting rights.

The details of Full, Associate and Honorary Membership are included in the RSCDS Toronto Scottish Country Dance Association Procedures Manual.

6.3 **Suspension or Termination of Membership by resolution** – The membership of any Member may be suspended or terminated by the Board if such member performs an act which is considered counter to the purposes and objectives of the RSCDS Toronto Association and a resolution in support of the suspension or termination is passed by at least two-thirds (2/3) of the votes cast at a meeting of Members called for such purpose. Any Member facing suspension or termination may make a statement to the membership at the meeting called to approve such suspension or termination if such member so desires before the vote is taken on the resolution to effect such suspension or termination. No refund of the whole or any part of the annual fee shall be made to a member suspended or terminated.

6.4 **Termination of Membership** - The membership of any Member shall be terminated if such Member

- a) fails to pay his/her dues;
- b) resigns by notice in writing to the Corporation; or
- c) dies.

6.5 **Annual and other Meetings of Members** - The Annual or any other General Meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in the Province of Ontario, **or electronically**, as the Board may determine and on such day as the Board shall appoint. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement, and reports by the accountants of the Corporation, *if required*, shall be presented and the Directors shall be elected. The Board or the Chair or the Vice-Chair shall have the power to call at any time a General Meeting of the Members. No public notice nor advertisement of Members' Meetings, Annual or General, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by personal delivery, prepaid mail or electronic means including but not limited to facsimile, email, etc., ten (10) days or more before the time fixed for the holding of such meeting.

6.6 **Quorum** - A quorum for such meetings is forty (40) Full Members if total Full Membership of the RSCDS Toronto Association is greater than two hundred (200) or twenty per cent (20%) of the membership if Full Membership is less than or equal to two hundred (200). If a quorum is not present within one half hour of the set time of the meeting, it will be rescheduled to a date no later than thirty-five (35) days. If a quorum is not present within one half hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

6.7 **Rules of Procedure** – At meetings of the Corporation and its Board, Bourinot’s Rules of Order shall be followed in any situations not covered by this By-law or the Procedures Manual. The Chair may appoint a parliamentarian to provide advice based on Bourinot’s Rules of Order.

6.8 **Voting** – Paid up Full Members over the age of eighteen (18) are entitled to vote. Questions arising at any meeting of the Members shall be decided by a majority of votes of those present and eligible to vote. In case of an equality of votes, the motion shall be considered defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Member present, but if no demand be made, the vote shall be taken by show of hands to signify assent or dissent subject to clause 6.7. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6.9 **Errors in Notice, Waivers** - No error or omission in giving notice of any Annual or General Meeting or any adjourned Meeting, whether Annual or General, of the Members shall invalidate such Meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.10 **Dues** - The rates of subscription for membership shall be determined by the RSCDS Toronto Association at the Annual General Meeting. All annual dues shall be payable by October 1st. If in the opinion of the Board the dues shall be revised, the proposed revisions must be presented to the members for approval at the next ensuing Annual General Meeting. If approved, the revised dues shall take effect commencing October 1st in the year in which the change is approved.

VII. GENERAL

7.1 **Adjournments** - Any Meetings of the Members or of the Board may be adjourned to any time and from time to time, and such business may be transacted at such adjourned Meeting as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum be present.

7.2 **Persons Entitled to be Present** - The only persons entitled to be present at a Meeting of Members or of the Board shall be those entitled to vote thereat, the accountants of the

Corporation, *if appointed*; (at meetings of Members only), and others who, although not entitled to vote are entitled or required under any provision of applicable legislation or the by-laws of the Corporation to be present. Any other person may be admitted only on the invitation of the Chair of the Meeting and with the consent of the Meeting.

7.3 Disclosure of Interest - Every Director, Officer, Official or Member who has, directly or indirectly, any financial interest in any contract or transaction to which the Corporation is or is to be a party shall declare such interest at the next Meeting of the Board or the Members after such person became aware of such interest and shall, at that time, disclose the nature and extent of such interest as required by all applicable legislation and abstain from voting on the matter.

7.4 Dissolution - Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be disposed of and transferred to a charity that is registered with Canada Customs and Revenue Agency (formerly Revenue Canada) under the provisions of the Income Tax Act (Canada). Dissolution requires confirmation at a general meeting called for such purpose in accordance with the Corporations Act.

7.5 Execution of Documents - Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or the Vice-Chair and by the Secretary.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two (2) of the Chair, the Vice-Chair, the Secretary and the Treasurer or by any persons authorized by the Board.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

7.6 Books and Records - The Board shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by all applicable legislation are regularly and properly kept.

7.7 Notice - Whenever under the provisions of the By-laws of the Corporation notice is required to be given, unless otherwise provided herein, such notice may be given either personally or by electronic means including but not limited to facsimile, email, etc., or by depositing same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the Director, Officer or Member at the address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be given at the time when the same was deposited in a post office or public letterbox as aforesaid, or if sent by electronic means including but not limited to facsimile, email, etc., shall be held to be sent when the same was transmitted. The declaration by the Secretary or the Chair that any such notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. For the purpose of sending any notice the address of any Member, Director, or Officer shall be the last address of such person as

recorded on the books of the Corporation. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

VIII. FINANCE

8.1 **Cheques, etc.** - All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

8.2 **Securities** - The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be so elected as custodians of the Corporation, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

8.3 **Accountants.** The members shall, at each Annual General Meeting decide by affirmative vote whether or not to appoint an accountant or accounting firm, in accordance to applicable legislation. If required the members shall make such appointment, in default of which, the Board shall make such appointment. Any accountants or accounting firm so appointed will hold office until the next Annual General Meeting.

8.4 **Fiscal Year** - The fiscal year of the Corporation shall end on December 31st in each year.

IX. INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS

9.1 All Directors or Officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against

- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by such Director or Officer in or about the execution of the duties of the office; and

- b) all other costs, charges and expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation. Such costs, charges or expenses as are occasioned by the willful neglect or default of such Director or Officer shall be exempt from the foregoing

9.2 No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgement or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own willful neglect or default.

The Board may, from time to time, cause the Corporation to give indemnities to any Director, Officer, official, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.

X. AMENDMENTS

10.1 The By-laws of the Corporation may be repealed, amended or added to by By-law enacted by an affirmative vote of a majority of Directors present and voting at a Meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast at a Meeting of Members duly called for the purpose of considering such By-law. Any amendment to the By-law, proposed by Members, must be submitted in writing at least sixty (60) days in advance of the Annual General Meeting at which it is to be considered and be supported by at least ten (10) current Full Members of the RSCDS Toronto Association.

Chair

Secretary