

# **RSCDS Toronto Scottish Country Dance Association**

## **PROCEDURES MANUAL**

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## **Article 1 – Representation with the Royal Scottish Country Dance Society**

- 1.1** The RSCDS Toronto Association is a non-profit corporation that is incorporated under the laws of the Province of Ontario. Full Members of the RSCDS Toronto Association are also members of the Royal Scottish Country Dance Society, Edinburgh, Scotland, hereinafter referred to as “the Society”. The RSCDS Toronto Association has similar objects to the Royal Scottish Country Dance Society. Through the Licence Agreement with the Society, RSCDS Toronto Association is recognized as a Local Association of the Society. The Local Association carries out its administration and management independently from the Society while abiding by the terms and obligations as set out in the Licence Agreement.
- 1.2** Under the Constitution of the Society, the RSCDS Toronto Association is entitled to register named delegates who can represent RSCDS Toronto Association at general meetings of the Society. These delegates can in turn identify proxies to attend on their behalf in accordance with procedures provided by the Society. Delegate/Proxy votes will be cast at the general meeting of the Society in accordance with the Board’s directions as determined by an affirmative vote of a majority of Directors present and voting at a meeting of the Board.

## **Article 2 – Seal**

- 2.1** The Seal of the RSCDS Toronto Association will be under the control and custody of the Secretary.
- 2.2** The Seal of the Toronto Association can only be used when authorized by the Board.

## **Article 3 – Membership**

### **3.1 Individual Members**

- 3.1.1** The RSCDS Toronto Association is composed of individual members, each of whom may also be a member of one or more Affiliated Social Groups.

### **3.2 Categories of Members**

- 3.2.1** There are three (3) categories of members, Full, Associate and Honorary.
- 3.2.2** Full Members of the RSCDS Toronto Association are:
- a) Honorary Life Members
  - b) Life or Long-Term Members of the Society
  - c) Regular Adult Members

d) Young Adult Members

3.2.3 Associate Members of the RSCDS Toronto Association are:

- a) Youth Associate Members
- b) Junior Associate Members
- c) Newsletter or Keep-in-Touch Members

3.2.4 Honorary Members of the RSCDS Toronto Association

### **3.3 Description of Categories of Members**

3.3.1 An Honorary Life Member is any member who is given such status through resolution at a General Meeting of the Members. The RSCDS Toronto Association pays the Society dues for this class of member.

3.3.2 A Life or Long-Term Member of the Society qualifies to become a member of the RSCDS Toronto Association upon payment of an annual fee as determined by the RSCDS Toronto Association.

3.3.3 A Regular Adult Member is anyone age thirty-five (35) years and over who has submitted an application form and has paid the annual membership fee. A Joint Membership fee may be paid for two Regular Adult Members who reside at the same address.

3.3.4 A Young Adult Member is anyone age eighteen (18) years and under thirty-five (35) years who has submitted an application form and has paid the annual membership fee.

3.3.5 A Youth Associate Member is anyone age twelve (12) and under eighteen (18) years who registers for membership and whose dues are fully subsidized by the Toronto Association. Children under the age of twelve (12) are considered to be Junior Associate Members. The Toronto Association is not required to pay fees to the Society for that age group.

3.3.6 A Newsletter or Keep-in-Touch Associate Member is anyone who has paid the annual fee to receive the Association newsletter.

3.3.7 An Honorary Member of the RSCDS Toronto Association is a person who is an Office Bearer or an Official of the Society as described in the Society's Constitution.

### **3.4 Membership Application & Admission**

3.4.1 All persons requesting Full Membership in the RSCDS Toronto Association must file an application form and payment (if required) on a yearly basis with the Membership Director.

- 3.4.2 Any individual may become a member in the appropriate category by meeting the requirements in Article 3.3.
- 3.4.3 The Membership Director will distribute application forms on a regular basis to members for renewal or for marketing to potential members.
- 3.4.4 The Membership Director will review all applications and make recommendations with respect thereto to the Board. Upon resolution of the Board to accept such application, the individual will be entered as a member under the appropriate category in the Membership Database.

### **3.5 Membership Year**

- 3.5.1 Membership in the RSCDS Toronto Association shall be from October 1<sup>st</sup> of the current year to September 30<sup>th</sup> of the next year.

### **3.6 Membership Fees**

- 3.6.1 The Membership Director and Treasurer/Finance Committee will review fees on a regular basis and make recommendations to the Board of Directors. If approved by a majority of the Board, the recommendation will be presented to the members at an Annual General Meeting. A majority of votes cast at the Annual General Meeting is required to sanction the recommendation.

## **Article 4 – Affiliated Social Groups and Activities**

### **4.1 Affiliated Social Group**

- 4.1.1 An Affiliated Social Group is an entity that
- a) is autonomous;
  - b) consists of a number of dancers, a large number of whom are members of the RSCDS Toronto Association;
  - c) holds regular meetings and/or dance sessions in accordance with the policy and traditions of the Society;
  - d) has similar policies and objects to those of the RSCDS Toronto Association;
  - e) has indicated a co-operative attitude towards the RSCDS Toronto Association and encourages its members to be members of the RSCDS Toronto Association;
  - f) adheres to the policies of the Society and RSCDS Toronto Association in the conduct of its affairs;
  - g) has completed an application that has been accepted by the Board;
  - h) requests its teacher(s) to be members in good standing of the RSCDS.

4.1.2 An Affiliated Social Group may cancel its affiliation at any time by advising the Secretary of the RSCDS Toronto Association in writing. The Secretary will acknowledge the correspondence by responding to the last known contact for the group.

## **4.2 Affiliated Activity**

4.2.1 An affiliated activity is an activity that:

- a) involves the organizing of an event such as a dance and/or a workshop, or other function, in accordance with the policy and traditions of the Society;
- b) is organized by an affiliated social group, or individual dancers, a large number of whom are members of the RSCDS Toronto Association, and who
  - i. have similar policies and objects to those of the RSCDS Toronto Association;
  - ii. have indicated a co-operative attitude towards the RSCDS Toronto Association and encourage attendees at the event to be members of the RSCDS Toronto Association;
  - iii. adhere to the policies of the Society and RSCDS Toronto Association in the conduct of their affairs;
  - iv. have notified the Board in advance for its approval of a scheduled event for the purposes of insurance coverage.

## **Article 5 – Meetings of the RSCDS Toronto Association**

### **5.1 The Annual General Meeting**

5.1.1 The RSCDS Toronto Association holds its Annual General Meeting (AGM) on a yearly basis within six (6) months of the end of the fiscal year. The Board sets the place, day and time of the meeting; the Secretary will publish this information in the newsletter **and/or electronically directly to members**, at least sixty (60) days in advance of the meeting and will also include:

- i. the draft Agenda for the AGM;
- ii. motions to amend the Procedures Manual proposed by members or the Board in accordance with Article 3.7 of By-Law No. 1;
- iii. motions to amend the By-Laws proposed by members or the Board in accordance with Article 10.1 of By-Law No. 1;
- iv. motions to adjust membership fees approved by the Board in accordance with Article 3.6.1 of the Procedures Manual;
- v. other motions as put forward either by the membership that are supported by ten (10) full members of RSDCS TA, or by the Board as sanctioned by an affirmative vote of a majority of Directors.

5.1.2 Members may propose amendments to published motions up to thirty (30) days before the date of the AGM. Amendments must be supported by ten (10) Full Members of

RSDCS TA, or by the Board as sanctioned by an affirmative vote of a majority of Directors.

5.1.3 The Secretary of the Board shall advise all Full Members at least two (2) weeks in advance of the Annual General Meeting date and of motions to be addressed by publishing them in the Association's newsletter **and/or electronically directly to members** and **on the** website.

5.1.4 The Agenda for the Annual General Meetings will deal with:

- a) adoption of the Agenda;
- b) identification and acceptance of any non-members at the meeting;
- c) reading and adoption of the minutes of the last Annual General Meeting;
- d) presentation and consideration of the Chair's report;
- e) presentation and consideration of the Secretary's reports;
- f) presentation and consideration of the Treasurer's report: financial statements, and budget for the next fiscal year;
- g) motion regarding level of engagement for the current financial year as per By-Law 8.3
- h) appointment of the Auditors if required;
- i) presentation of the Nomination Committee's report for the election of Directors in accordance with the positions on the Board of Directors that are vacant;
- j) election of the Directors;
- k) other business items as specified in the meeting notice.

## 5.2 Special Meetings

5.2.1 A Special General Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least five (5) Directors to the Secretary. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting; or
- c) on the written request of the greater of five per cent (5%) or twenty (20) Full Members of the RSCDS Toronto Association to the Secretary. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting. Such Special General Meeting will be called within sixty (60) days of receipt of the written request or included in the Annual General Meeting if the AGM falls within ninety (90) days of receipt of the written request.

5.2.2 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.3 The Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting as outlined in Article 6.6 of By-Law No. 1.

### **5.3 Proceedings at the Annual or Special General Meeting**

5.3.1 General Meetings of the RSCDS Toronto Association are open to the public. A majority of the Full Members present may ask non-members to leave.

#### **5.3.2 Presiding Officer**

- a) The Chair facilitates every General Meeting of the RSCDS Toronto Association. The Vice-Chair presides in the absence of the Chair.
- b) If neither the Chair nor Vice-Chair is present within thirty (30) minutes after the set time for the General Meeting, the members present choose one (1) of the members to chair.

#### **5.3.3 Adjournment**

- a) The Chair may adjourn any General Meeting with the consent of the voting members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.
- b) No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- c) The RSCDS Toronto Association must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

#### **5.3.4 Voting**

- a) Each Full Member is a voting member and has one (1) vote. A show of hands decides each vote at a General Meeting, except that a ballot is used if a majority of voting members requests it.
- b) If there is a tie vote, the motion is defeated.
- c) A decision on each issue or motion is made by a majority of the votes cast by voting members present at the meeting, unless there is an explicit requirement for a two-thirds (2/3) majority.
- d) The Chair declares a motion carried or lost. This statement is final.

## **Article 6 – The Structure of the RSCDS Toronto Association**

### **6.1 Governance and Management of the RSCDS Toronto Association**

6.1.1 The Board of Directors governs and manages the affairs of the RSCDS Toronto Association. The Board may hire paid staff to carry out management functions under the

direction and supervision of the Board as agreed through submission and approval of a budget.

## **6.2 Powers and Duties of the Board**

6.2.1 The powers and duties of the Board include:

- a) promoting the objects of the RSCDS Toronto Association;
- b) promoting membership in the RSCDS Toronto Association;
- c) recommending an annual budget;
- d) employing paid help as presented in the fiscal budget;
- e) outlining employees' duties and setting rates of pay;
- f) developing, approving and implementing policies for the sound management of operations, including the approval of investments, borrowings and all contracts entered into by the RSCDS Toronto Association.

## **6.3 Composition of the Board**

6.3.1 The Board of Directors consists of

- a) the President (Chair) elected at the Annual General Meeting from among the Full Members;
- b) the Vice-President (Vice-Chair) elected at the Annual General Meeting from among the Full Members;
- c) the Treasurer elected at the Annual General Meeting from among the Full Members;
- d) the Secretary elected at the Annual General Meeting from among the Full Members;
- e) five (5) other Directors elected at the Annual General Meeting from among the Full Members.

6.3.2 The immediate Past Chair and the Legal Counsel shall be entitled to attend all meetings of the Board as non-voting advisors.

## **6.4 Election of the Directors**

6.4.1 The Nominations Committee presents a slate of Directors for election by the membership.

6.4.2 It is expected that Directors will serve a minimum of two (2) one-year terms and may be elected for up to four (4) more terms in any one (1) position on the Board except for the Chair and Vice-Chair positions, which are each held for a maximum of two (2) consecutive one (1) year terms, and except that, when no qualified member in good standing can be found to stand for election as Treasurer, the Treasurer may be elected for a further term or terms in this position



## **6.5 Board Committees**

6.5.1 The Board may appoint committees to advise the Board.

6.5.2 General Procedures for Committees

- a) A Board Member chairs each Committee created by the Board, other than the Nominations Committee.
- b) The chair of the Committee calls committee meetings. Each Committee
  - i. records minutes of its meetings;
  - ii. distributes these minutes to the Committee members and to the Chair.
- c) A majority of the Committee members present at a meeting is a quorum.
- d) Each member of the Committee, including the chair, has one (1) vote at the committee meeting. In the case of a tie vote, the chair does not have a casting vote and the motion shall be considered defeated.

## **6.6 Standing Committees**

6.6.1 The Board establishes these standing committees:

- a) Executive Committee;
- b) Nominations Committee;
- c) Finance Committee;

## **6.7 The Executive Committee**

6.7.1 The Executive Committee consists of the Chair, Vice-Chair, Secretary, Treasurer and one (1) other Director appointed by the Board.

6.7.2 The Executive Committee is responsible for:

- a) carrying out emergency and unusual business between meetings;
- b) reporting to the Board on actions taken between Board Meetings;
- c) carrying out other duties as assigned by the Board;
- d) liaising with other committees;

6.7.3 The Executive Committee meets only when an issue cannot wait until the next scheduled Board Meeting. Meetings are called by the Chair or on the request of any two (2) other Officers;

6.7.4 The Executive Committee may meet by conference call **or other electronic means**. Officers who participate in this call are considered present for the meeting.

## **6.8 The Nominations Committee**

6.8.1 The Nominations Committee consists of the immediate Past Chair, who is the chair, and at least three (3) other members appointed by the Board.

6.8.2 The Nominations Committee is responsible for:

- a) preparing a slate of nominees for each Board position;
- b) presenting its recommendation to the Annual General Meeting;
- c) orienting new Board Members;
- d) attempting to ensure that no more than four (4) new Directors are required in any one year.

6.8.3 The Nominations Committee is responsible for making the recommendations to fill any position or positions vacated during the term of office.

## **6.9 The Finance Committee**

6.9.1 The Finance Committee consists of the Treasurer, who is the chair, and two to four (2-4) other members as deemed necessary by the Treasurer.

6.9.2 The Finance Committee is responsible for:

- a) recommending budget policies to the Board;
- b) investigating and making recommendations to the Board for acquiring funds and property;
- c) recommending to the Board policies on disbursing and investing funds;
- d) establishing policies for the Board and committee expenditures;
- e) arranging the annual review of the books;
- f) arranging for insurance coverage for the RSCDS Toronto Association;
- g) reporting to the Board on Committee activities;
- h) evaluating the effectiveness of financial activities and making recommendations for changes;
- i) reporting on the year's activities at the Annual General Meeting;
- j) liaising with other committees.

## **Article 7 – Finance and Other Management Matters**

### **7.1 The Banking Resolution**

7.1.1 The Chair, Vice-Chair, Treasurer, Secretary and one (1) other Director appointed by the Board are the signing officers of the RSCDS Toronto Association. They are authorized to draw, accept, sign and make all cheques, orders or other negotiable instruments upon the bank account(s) generally for and in the name of RSCDS Toronto Association or on behalf of the RSCDS Toronto Association and transact any financial business authorized

by the Executive Committee. Either the Treasurer alone or any other two (2) signing officers can sign cheques up to the value of \$1,500 Canadian. Any cheque over \$1,500 Canadian requires two (2) authorized signatures. Transfers to and from investment accounts up to any amount may be transacted by the Treasurer.

## **7.2 Financial Accounts**

7.2.1 There must be a review of the books, accounts and records of the RSCDS Toronto Association at least once a year. This review must be in accordance with By-law 8.3 and the outcome of the motion concerning By-Law 8.3 at the prior Annual General Meeting.

## **7.3 Contracts**

7.3.1 All contracts with the RSCDS Toronto Association must be signed by Directors or other persons authorized to do so by resolution of the Board in accordance with the terms of the By-Law.

## **7.4 Keeping and Inspection of the Books and Records**

7.4.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Board.

7.4.2 The Secretary keeps a record of minutes from all meetings of the RSCDS Toronto Association, the Board and Executive Committee and standing committees of the Board.

7.4.3 All financial records of the RSCDS Toronto Association are open for inspection by the members.

7.4.4 Any member wishing to inspect specific books or records must give reasonable notice to the Secretary of such intention. Books and records will be made available for inspection at a location designated by the Board.

7.4.5 The records and files of each Director and/or Chair of a Committee should be kept up to date on a yearly basis. Copies of correspondence relevant to key policy matters or that are of historical interest should be provided to the Secretary for retention and disposition to the Archives.

## **7.5 Raising Funds**

7.5.1 The RSCDS Toronto Association may raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money.