

## BY-LAWS FOR THE VALLEY SCOTTISH COUNTRY DANCE SOCIETY

### Definitions

1. In these by-laws:
  - (a) “Society” means the Valley Scottish Country Dance Society.
  - (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 at a general meeting of which notice specifying the intention to propose the resolution has been duly given.

### Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members’ meeting of the Society.
4. Every member may vote at any members’ meeting of the Society.
5. Any member of legal age, or with their guardian’s written consent, is entitled to hold office.
6. Membership in the Society shall consist of:
  - (a) the minimum of 5 subscribers to the Memorandum of Association,
  - (b) those who have paid a fee to attend Scottish Country Dancing class in at least one of the two previous terms
  - (c) and those who have contributed to the objectives of the Group.
7. Membership in the Society is not transferrable.
8. Membership in the Society shall cease:
  - (a) upon death, or
  - (b) if the member resigns by written notice to the Society, or
  - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
  - (d) if, by a vote of the majority of the members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the member’s membership in the Society has been terminated.
9. The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the Society shall be paid to or be available for the personal benefit of any member.
11. Every member, subject to by-law 4, shall have one vote and there shall be no proxy voting.
12. A general or special meeting of the members may be held at any time and shall be called:
  - (a) if requested by the chair, or
  - (b) if requested by a majority of the directors, or
  - (c) if requested in writing by ten members.

13. Notice to members is required for general or special meetings. The notice must:
  - (a) specify the date, place and time of the meeting.
  - (b) be given to members seven (7) days prior to the meeting.
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, and/or other electronic means.
  - (d) specify the nature of business, such as the intention to propose a special resolution, and
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. An annual general meeting shall be held within three months after every fiscal year-end and notice is required which must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to members thirty (30) days prior to the meeting,
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, and/or other electronic means.
  - (d) specify the intention to propose a special resolution, and
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
15. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
  - (a) minutes of the previous annual general meeting.
  - (b) consideration of the annual financial report of the Society,
  - (c) consideration of the annual reports of the directors, class instructors, web master, and any committees.
  - (d) the appointment of financial reviewers for the ensuing year, and
  - (e) election of directors.
16. Quorum shall consist of one quarter of the membership of the Society. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17. (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of members present shall decide. Notice of the new meeting shall be give and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
  - (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The president, or in his/her absence, the Vice-President, or in the absence of both of them, any other member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes the Chair shall have the deciding vote.
20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such business is given to members.

21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair shall decide.

## **Directors**

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

23. The number of directors shall be seven.

24. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected one year terms.

25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

27. The management of the Society is the responsibility of the directors. In particular, the directors may engage dance instructors, and determine their duties, responsibilities and remuneration. The board of directors in conjunction with class members shall decide suitable dates for Group events.

28. The directors may appoint an executive committee and other committees as they see fit.

29. 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 members

(a) upon nomination, and

(b) if serving as a director, when the possibility of a conflict is realized.

30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

31. The board of directors shall meet no less than two times each year.

32. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

(a) specify the date, place and time of the meeting.

(b) be given to directors seven (7) days prior to the meeting.

(c) be given to the directors by newsletters, newspapers, television, radio, e-mail, telephone, and/or other electronic means.

(d) the non-receipt of notice by any member shall not invalidate the proceedings.

(e) Notice can be waived for board meetings with unanimous approval of the Board.

33. Quorum shall consist of one half of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
34. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any director appointed from among the directors, shall preside as Chair of the Board.
35. At directors' meetings, where there is an equality of votes the Chair shall have the deciding vote.

## **Officers**

36. The officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer, and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.
37. One of the officers shall be President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors. On behalf of the Group the President shall maintain liaison, in conjunction with the Secretary, with other organizations as appropriate.
38. One of the officers shall be Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness, or incapacity of the President, or when the Chair may request him/her to do so.
39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
  - (a) have responsibility for the preparation and custody of books including:
    1. the minutes of members' meetings,
    2. the minutes of directors' meetings,
    3. the register of members, and
    4. filing the annual requirements with the office of the Registrar, and
  - (b) have custody of the Seal, which may be affixed to any document upon resolution of the board of directors, and
  - (c) file with the Registrar:
    1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
    2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - (d) be custodian of records of the Group including current membership lists with addresses, telephone numbers and email addresses.
  - (e) have other duties as assigned by the board.
40. The directors may also appoint a Recording Secretary
  - (a) who is responsible for taking minutes of all board and members' meetings, and
  - (b) who need not be a director.
41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.

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

## **Finance**

43. The fiscal year end of the Society shall be the last day of May.

44. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of income and expenditure in the preceding fiscal year.

45. A copy of the financial report shall be signed by the financial reviewer and two directors.

46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual general meeting.

47. A financial reviewer of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint a financial reviewer, the directors may do so.

48. The board of directors shall have control of Society finances and approve all expenditures over \$50 (fifty).

49. The Society may only borrow money as approved by a special resolution of the members.

50. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

51. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

52. The Society shall not make loans, guarantee loans or advance funds to any director.

## **Other**

53. Class Instructor(s)

- a) The Class Instructor(s) shall teach a class on a weekly basis from September to May. If they are unable to teach on occasion they shall arrange for an alternate instructor.
- b) If there is sufficient demand, one of the class Instructors shall teach an Advanced class once a month. Requests for participation to the Advanced class is through the class Instructor.
- c) The Class Instructor(s) shall organize the provision of music, both recordings and equipment.

54. Burns Night committee

The Burns Night Committee shall consist of three members. The Committee is responsible for organization and execution of an annual celebration of the birth of Robert Burns. The Chair of the

Committee, or in his absence any member, shall attend meetings of, and act as liaison with, the board of directors.

55. Events Coordinator

The Events Coordinator shall be responsible for coordination of all events.

56. Web master

The web master shall maintain a web page for the Group.

57. Signing officers

The following officers shall be authorized to sign documents on behalf of the Society:

- a) banking: any two of the current executive committee, past-president or past-treasurer.
- b) correspondence: President or Secretary or Treasurer.
- c) group notices: President and one of Secretary, Treasurer or Class Instructor.
- d) bookings: Events coordinator, one of the class instructors, Burns Night Committee Chair, President or Secretary.

58. Nominations

There shall be a Nominating Committee consisting of the Past-President and two additional members, one of the latter serving as Chair. The Nominating Committee shall seek nominations for the class instructor(s), Burns night committee, events coordinator and web-master. The committee shall be appointed by the board of directors not less than two months prior to the date set for the annual general meeting. Nominations in addition to those presented by the Nominating Committee may be made by any member if the nominee has indicated a willingness to stand.