

CONSTITUTION AND BY-LAWS
OF
THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY – VANCOUVER BRANCH

CONSTITUTION

- 1 The name of the Society is “The Royal Scottish Country Dance Society – Vancouver Branch”.

- 2 The purpose of the Society is:
 - (a) To preserve and further the practice of traditional Scottish Country Dances.
 - (b) To engage in the performance and practice of Scottish Country Dancing in accordance with the principles and standards laid down by the Royal Scottish Country Dance Society in Edinburgh, Scotland.
 - (c) To provide, or assist in providing, education or instruction in Scottish Country Dancing and its music.
 - (d) To encourage the performance of Scottish Country Dancing in the Greater Vancouver area and, where possible, beyond it.
 - (e) To publish, or cause to be published, descriptions of Scottish Country Dances with music and diagrams in simple form.
 - (f) To acquire, maintain and deal with property to be used for the performance, education and instruction of Scottish Country Dancing and for cultural, social and recreational activities but not to own, operate or manage a social club.

- 3 In the event of the winding up or dissolution of the Society in accordance with the provisions of the *Society Act*, all funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred and distributed to the United Scottish Cultural Society or other charitable organization for the purposes of promoting Scottish Country Dancing in the Province of British Columbia in accordance with the

principles and standards laid down by the Royal Scottish Country Dance Society in Edinburgh, Scotland.

- 4 The purpose of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its cultural purposes.
- 5 The Society shall carry out the aforesaid purposes as a charitable organization. This clause shall be unalterable.
- 6 Paragraphs 3 and 4 of the Constitution herein are unalterable in accordance with the *Society Act*.

BY-LAWS

PART 1 – INTERPRETATION

- 1.1 In these By-Laws, unless the context otherwise requires:
 - 1.1.1 “Branch” means The Royal Scottish Country Dance Society - Vancouver Branch.
 - 1.1.2 “Member” means a current member of the Branch.
 - 1.1.3 “Director” means a current Director of the Branch.
 - 1.1.4 “Officer” means a current Officer of the Branch.
 - 1.1.5 “Board” means the Board of Directors.
 - 1.1.6 “Board Meeting” means a properly constituted meeting of the Board.
 - 1.1.7 “Chair”, “Vice-Chair”, “Secretary”, “Corresponding Secretary”, “Membership Secretary” and “Treasurer” means the person currently elected or appointed to the offices of Chair, Vice-Chair, Secretary, Corresponding Secretary, Membership Secretary and Treasurer respectively in accordance with these By-Laws.

- 1.1.8 “General Meeting”, “Annual General Meeting” and “Extraordinary General Meeting” means a meeting of Members, each meeting in accordance with these By-Laws.
- 1.1.9 “Register of Members” means the Register of Members in accordance with these By-Laws.
- 1.1.10 “Registered Address” of a Member means the Member’s most recent resident mail address or email address as recorded in the Register of Members.
- 1.1.11 “Royal Scottish Country Dance Society” means the Royal Scottish Country Dance Society with headquarters in Edinburgh, Scotland.
- 1.1.12 “*Society Act*” means the Society Act of the Province of British Columbia currently in force and all amendments to it.
- 1.1.13 “Ordinary Resolution” means a resolution arising from the normal business transacted at an Annual General Meeting.
- 1.1.14 “Special Resolution” means any resolution arising from special business transacted at a General Meeting.

- 1.2 The definitions in the *Society Act* on the date these By-Laws become effective apply to these By-Laws.
- 1.3 Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

- 2.1 A Member must concurrently be a member of the Royal Scottish Country Dance Society.
- 2.2 Membership of the Branch is open to all persons of the age of 16 years or over who support the purpose of the Branch. A person becomes a Member when such person pays the current annual membership fees and on his application for membership being accepted by the Membership Secretary or by a person authorized by the Membership Secretary to accept applications for membership

- 2.3 Every Member must uphold the Constitution and comply with these By-Laws.
- 2.4 The annual membership fees are determined by the Board from time to time in the best interests of the Branch and the achievement of its purpose.
- 2.5 All Members are deemed to be in good standing except for those who have failed to pay the current annual membership fees or have failed to pay any other debt payable by the Member to the Branch within a time determined by the Board.
- 2.6 A Member ceases to be a Member of the Branch:
 - 2.6.1 on the Member's death.
 - 2.6.2 on being expelled by the Board. Such expulsion must be passed by a 75% majority of the votes of all Directors and the Member concerned must be given an opportunity to be heard by the Directors before such vote is taken.
 - 2.6.3 on providing a written resignation to the Membership Secretary of the Branch.
 - 2.6.4 upon no longer being in good standing
- 2.7 A person is reinstated as a Member:
 - 2.7.1 when a previous Member who has been expelled is reinstated by a 75% majority of the votes of all Directors or by a 75% majority of the votes cast by Members present at a General Meeting.
 - 2.7.2 when a previous Member who has not been expelled pays the current annual membership fees and any other debt payable by such person to the Branch.
- 2.8 The Board must maintain a Register of Members that records for every Member their full name, current resident mail address, and the date on which the Member became a Member. The Register of Members may also record the current electronic mail address, current facsimile address, and other information about each Member.

PART 3 – MEETINGS OF MEMBERS

- 3.1 All meetings of Members are General Meetings.

- 3.2 General Meetings are held at a time and place that the Board decides, in accordance with the *Society Act*.
- 3.3 Notice of a General Meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 3.4 An Annual General Meeting must be held at least once in each calendar year and within 15 months of the immediately preceding Annual General Meeting.
- 3.5 The Board must give 14 days notice of a General Meeting to all Members.
- 3.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive a notice does not invalidate proceedings at that meeting
- 3.7 Extraordinary General Meetings are called on 14 days notice to Members by the unanimous vote of the Directors present at a Board Meeting, or they must be called on receipt by the Board of a written requisition of not less than 10% of the Members.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 A quorum at a General Meeting consists of 10% of the Members, but never less than 3 Members.
- 4.2 The business of a General Meeting may only continue so long as a quorum remains present.
- 4.3 No business, other than the election of a chair and the adjournment or termination of the meeting, may be conducted at a General Meeting when no quorum is present.
- 4.4 The normal business to be transacted at an Annual General Meeting is:
 - 4.4.1 the adoption of rules of order but in the absence of such adoption the chair of the meeting runs the meeting in an orderly manner.

- 4.4.2 the consideration of the financial statements for the period since the last Annual General Meeting.
 - 4.4.3 the report of the Directors.
 - 4.4.4 the report of a person elected or appointed to review the financial statements.
 - 4.4.5 the election of Officers and Directors.
 - 4.4.6 the election of a person to review the financial statements.
 - 4.4.7 business that is brought under consideration by the report of the Directors
- 4.5 A resolution arising from the normal business transacted at an Annual General Meeting is an Ordinary Resolution.
- 4.6 Any business that is not normal business to be transacted at an Annual General Meeting is special business. Special business may be transacted at an Annual General Meeting or at an Extraordinary General Meeting and any resolution arising from special business is a Special Resolution..
- 4.7 Every Member is entitled to one vote at any General Meeting.
- 4.8 Voting at a General Meeting is by a show of hands unless the chair of the meeting decides that it is to be by ballot or at least 5 Members present at a General Meeting request a vote by ballot.
- 4.9 Voting by proxy is not permitted.
- 4.10 The chair of a General Meeting normally abstains from voting at the meeting but in the event of a tied vote then the chair may cast his or her vote.
- 4.11 An Ordinary Resolution is passed at an Annual General Meeting by a majority of all votes cast in favour of the motion by Members present at the meeting.
- 4.12 Any amendment to the Constitution and By-Laws, any matter described in the *Society*

Act as requiring a special resolution and any resolution arising from special business requires a Special Resolution. A Special Resolution is passed at a General Meeting by at least 75% of the votes cast by Members present at the meeting being in favour of the motion.

PART 5 – BOARD OF DIRECTORS

- 5.1 Subject to the *Society Act*, these By-Laws, and the directions of the Members, the Board must only act within the purpose of the Branch and may exercise all the powers necessary to sustain this purpose.
- 5.2 A rule, made by the Members in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3 The Board is composed of all the Directors. Every Director must be a Member. There must be at least 8 Directors but never more than 12 Directors.
- 5.4 The immediate past Chair continues as a Director for a period of one year only immediately after his or her term as Chair is completed.
- 5.5 Elections of Directors are held at the Annual General Meeting and the term of office of elected Directors will normally be two years. At the Annual General Meeting when two-year terms of office for Directors takes effect, Directors are elected for one or two year terms so that approximately 50% of the Directors retire at each succeeding Annual General Meeting. If a Director's position becomes vacant then the remaining Directors determine the term of the Director elected or appointed to fill this vacancy but this term must never be for longer than two years and must end at the close of an Annual General Meeting. For purposes of calculating the duration of a Director's term of office, this term is deemed to commence at the close of the Annual General Meeting at which such Director is elected.
- 5.6 A nominating committee of at least 2 Members may be appointed by the Board from

the Members at least 6 weeks before an Annual General Meeting. No current Director may serve on the nominating committee. The nominating committee receives and presents nominations for all Directors and Officers who are due for election at the meeting for which the committee finds suitable candidates in sufficient time for its list of nominations to be included with the notice to Members of the Annual General Meeting. Any 2 Members may present further nominations before or at the Annual General Meeting. If the nominee is not present at the Annual General Meeting, the Member's acceptance, in writing or by electronic means that may be reproduced in hard copy, must have been obtained beforehand by the nominators.

- 5.7 Elections are held for Officers at an Annual General Meeting..
- 5.8 Election of Officers and Directors is by a show of hands, unless the chair of the meeting decides it is to be by ballot. If there are no more nominations for Officers and Directors other than those necessary to fill the positions becoming vacant, then the elections are by acclamation.
- 5.9 If no successor is elected, the Board may appoint a Member to take the place of a former Director or Officer.
- 5.10 The Board may, at any time, appoint a Member as a Director or Officer to fill a vacancy on the Board and a Director or Officer so appointed holds office until the expiration of the term of the Director or Officer who created the vacancy.
- 5.11 Directors are eligible to be re-elected or re-appointed, but no Director may be a Director for more than three consecutive terms. The Members at an Annual General Meeting may vote to waive this rule for a specific Member but such waiver is only effective until the next Annual General Meeting at which time the waiver must be voted on again.
- 5.12 A Member may be elected again as a Director once such Member has not been a Director for two consecutive years. The Members at an Annual General Meeting may vote to waive this rule for a specific Member.

- 5.13 The Members may, by a Special Resolution passed at an Annual General Meeting or at an Extraordinary General Meeting, remove a Director before the expiration of the Director's term of office and may elect a successor to complete the term of the Director who has been removed.
- 5.14 No Director may be remunerated for being a Director but a Director may be reimbursed for all expenses necessarily incurred and approved by the Board while engaged in the affairs of the Branch.

PART 6 - OFFICERS

- 6.1 The Officers are the Chair, the Vice-Chair, the Secretary, the Corresponding Secretary, the Membership Secretary and the Treasurer.
- 6.2 All Officers must be Directors.
- 6.3 Any action taken to remove a Director automatically removes such Director as an Officer if such Director is also an Officer. If an Officer resigns then such resignation automatically constitutes the Officer's resignation as a Director.
- 6.4 The term of each Officer is for 2 years. A Member nominated to be Chair must be a Director at the time of the nomination. Unless there are exceptional or unusual circumstances, the Chair cannot serve consecutive terms as Chair.
- 6.5 Except for the Chair who normally only holds office for one two-year term, no Officer may hold the same office for more than two consecutive two-year terms. The Members at an Annual General Meeting may vote to waive this rule for a specific Member but such waiver is only effective until the next Annual General Meeting at which time the waiver must be voted on again.
- 6.6 The Chair presides at General Meetings and at Board Meetings. In the absence of the

Chair and Vice-Chair from any General Meeting then the Members present at the meeting elect a chair for the meeting. In the absence of the Chair and Vice-Chair from a Board Meeting then the Directors present at the meeting elect a chair for the meeting.

- 6.7 The Vice-Chair carries out all the duties of the Chair in the absence of the Chair and performs such other duties as the Chair and/or the Board assigns from time to time.
- 6.8 The Secretary keeps minutes of all meetings of the Branch and of Board Meetings and has custody of all records and documents of the Branch except those required by the Treasurer.
- 6.9. The Board must establish responsibilities and job descriptions for the Officers and for such other Directors as it deems necessary.

PART 7 – MEETINGS OF THE BOARD

- 7.1 Board Meetings are normally held every month with 7 days' notice being given to all Directors. Extra meetings must be called by the Secretary upon the request of the Chair or on requisition in writing by at least 3 Directors. The Chair may decide not to hold a Board Meeting in a particular month but there then must be a Board Meeting during the following month.
- 7.2. A quorum for a Board Meeting is a majority of the Board and the Board may only conduct business while a quorum is present at a meeting.
- 7.3 The Board must set such rules as it deems appropriate for the conduct of Board meetings. Without restricting the generality of this ability, the Board specifically sets rules concerning:
 - 7.3.1 the ability of Members to attend Board Meetings as observers and their right to talk at these meetings.
 - 7.3.2 the holding of in-camera Board Meetings or portions of such meetings.

- 7.4 The Board may set such rules and procedures as it deems appropriate for the orderly running of the operations of the Branch. Without restricting the generality of this ability, the Board may specifically set rules and procedures concerning:
- 7.4.1 the appointment and operations of a Teacher Co-Ordinator by the Board.
 - 7.4.2 the basis for Members attending classes of instruction.
 - 7.4.3 the appointment of Members to hold positions that are established by the Board, their terms of reference, and their modus operandi.
- 7.5 The Board has the power to appoint committees as required for specific purposes and to set the terms of reference for each committee. All committees regularly report to the Board. The chair of any committee must preferably be a Director but may be a Member appointed by a vote of the Directors present at a Board Meeting.
- 7.6 The Board must appoint a representative to act on behalf of the Branch at all meetings of the Royal Scottish Country Dance Society where such appointments are in order. The Board may give such direction to this representative as it deems appropriate but in the absence of such direction then the representative may vote in such manner as the representative feels are in the best interests of the Branch. At any time the Board may change this representative for one particular meeting or for all future meetings of the Royal Scottish Country Dance Society. If it is possible to appoint more than one representative to a meeting of the Royal Scottish Country Dance Society then the Board may do so and may also appoint one of these representatives to direct the votes of other representatives.

PART 8 – BORROWING

- 8.1 Solely to maintain the purpose of the Branch, the Board may borrow up to \$2,000. Once the total borrowings approved by the Board reach an amount of \$2,000 the Board may not borrow any more money.
- 8.2 If the Board deems it necessary that an amount over \$2,000 must be borrowed then

such borrowing must be approved by a Special Resolution passed at a General Meeting. Once this approval is given and subject to such terms as are stated in the resolution that is passed, then the Board on behalf of and in the name of the Branch may raise or secure payment or repayment of money in a manner that the Board decides and, in particular but without limiting the foregoing, by issue of debentures.

- 8.3 The Members may, by a Special Resolution passed at a General Meeting restrict the borrowing powers of the Board.

PART 9 – REVIEW OF FINANCIAL STATEMENTS

- 9.1 A person (who is not a Director) with knowledge and familiarity of accounting is elected at each Annual General Meeting to review the financial statements of the Branch for the financial year. This person must attend the Annual General Meeting unless they are unable to do so in which case the person may send a delegate. This person or the delegate must give a report on their review of the financial statements of the Branch to the Annual General Meeting immediately following the end of the financial year to which the financial statements apply. If the person resigns or dies, a replacement must be appointed by the Board for the balance of the financial year.

PART 10 – NOTICES TO MEMBERS

- 10.1 A notice may be given to a Member or a Director either
- 10.1.1 personally, or
 - 10.1.2 by delivery by facsimile, electronic mail or by first class mail posted to such person's Registered Address.
- 10.2 A notice sent by mail is deemed to have been given on the second business day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed. A notice sent by facsimile or electronic mail is deemed to have been given if proof is provided that such

notice was sent and no reply was received that this notice was not received.

- 10.3 By notifying the Membership Secretary any Member may choose to have notices sent to their resident mail address only.
- 10.4 Notices may be included in newsletters sent to all Members. If annual membership fees have been paid for more than one Member on the basis that they will only receive one newsletter then receipt of this newsletter by any of these Members means that the notice has been properly sent to all of these Members.
- 10.5. Notice of a General Meeting must be given to:
 - 10.5.1 every Member shown on the Register of Members on the day the notice is sent.
 - 10.5.2 the person elected to review the financial statements.

PART 11 - GENERAL

- 11.1 The financial year of the Branch is from June 1 of a year until May 31 of the following year.
- 11.2 The Branch must comply with the Agreement between the Royal Scottish Country Dance Society and the Branch dated 1st April 1996 and such other agreements between these two parties as replace, supplement or extend this agreement. In interpreting the Agreement dated 1st April 1996 the term "Local Association" used in that agreement means the Branch as defined in these By-Laws.
- 11.3 Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Branch may be signed by the Chair, together with the Secretary or Treasurer, and all contracts, documents or instruments in writing so signed are binding on the Branch without any further authorization or formality. The Board has the power to appoint any Officer or Officers, or any person or persons, to sign specific contracts, documents or instruments in writing or to sign contracts, documents and instruments in

writing generally on behalf of the Branch.

- 11.4 Any meeting of the Branch except a General Meeting and any meeting of the Board or of any committee may be held by telephone or video conference call or similar communication method as long as all the Members, Directors or persons participating in the meeting can hear and respond to each other.
- 11.5 Any Member, Director or committee member may participate in any meeting except a General Meeting by telephone or video conference call or similar communication method provided that the chair of the meeting authorizes such participation and that all Members, Directors or persons participating at the meeting can hear and respond to each other. All such Members, Directors or persons so participating in any such meeting are, notwithstanding the forgoing By-Laws, entitled to vote by a voice vote recorded by the secretary of the meeting.
- 11.6 All monies belonging to the Branch must be held in the name of the Branch and deposited in a bank or credit union decided by the Board. Once deposited, part of these monies may be used to buy term deposits or other appropriate high quality financial instruments. The Board decides the signatories required for Branch accounts at all institutions that hold money or other assets of the Branch.

PART 12 – INDEMNIFICATION

- 12.1 Subject to the provisions of the *Society Act*, each Director and each Officer is indemnified by the Branch against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Director or Officer may be made a party by reason of being, or having been, a Director or Officer.
- 12.2 To the extent permitted by the *Society Act*, the Branch indemnifies and holds harmless every person that has ever served as a Director or Officer or will serve as a Director or Officer in future and such person's heirs and personal representatives.

- 12.3 At the discretion of the Board and to the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or Officer with respect to any claim, action, suit or proceeding may be advanced by the Branch prior to the final disposition thereof. Costs, charges and expenses incurred in this manner must only be authorized by the Board upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification under these By-Laws. This undertaking must be satisfactory in form and amount to the Board.
- 12.4 The failure of the Branch or of a Director or Officer to comply with the provisions of the *Society Act* or of the Constitution or of these By-Laws does not invalidate any indemnity to which a Director or Officer is entitled under these By-Laws.
- 12.5 The Branch may purchase and maintain insurance for the benefit of any or all Directors, Officers, Members, employees or agents against personal liability incurred by any such person as a Director, Officer, Member, employee or agent.

DATED this 19th day of September, 2008