

**CANADIAN DANCE ASSEMBLY / L'ASSEMBLEE  
CANADIENNE DE LA DANSE  
(hereinafter referred to as the "Corporation")**

**BY-LAW NO. 1**

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance of the Corporation from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for-profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the *Canada Corporations Act*.

**TABLE OF CONTENTS**

**Section 1 – General**

**Section 2 – Membership**

**Section 3 – Membership Dues, Termination and Discipline**

**Section 4 – Meetings of Members**

**Section 5 – Directors**

**Section 6 – Meetings of Directors**

**Section 7 – Officers**

**Section 8 – Dispute Resolution**

**Section 9 – By-laws and Effective Date**

**SECTION 1 – GENERAL**

**1. Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Assembly**" means Canadian Dance Assembly, a corporation incorporated under the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23;

"**Board**" means the National Council of the Canadian Dance Assembly (the Corporation) and  
"Director" means a member of the National Council;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**National Council**" is the governing body of the Canadian Dance Assembly;

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (*Member Proposals*) of the Act;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**rules and procedures/policies**" means the documents published as approved by the Board, in accordance with the by-laws, governing internal matters of the Corporation and subject to the provisions of the Act;

"**special business**" means all business transacted at a special meeting of members and all business transacted at an annual general meeting, except consideration of the financial statements, public accountant's report, election of directors and appointment of the public accountant;

"**special resolution**" means a resolution with respect to issues identified as requiring a special resolution as noted in section 197 of the Act and passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and,

"**Standing Council**" has the meaning ascribed to that term in Section 46.

## 2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

## 3. Corporate Seal

The seal of the Corporation shall be in such form as shall be prescribed by the Board of Directors of the Corporation.

#### **4. Execution of Documents**

All contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two directors or officers, provided that one (1) of those signing must, if there is an Executive Committee, be a member of the Executive Committee, and, if there is no Executive Committee, be an officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

Notwithstanding the preceding, the Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed in such manner as the Board may from time to time determine by resolution.

#### **5. Financial Year**

The financial year of the Corporation shall end on a date to be determined by the Board of Directors.

#### **6. Borrowing Powers**

The Directors of the Corporation may, without authorization of the members:

- a) borrow money on the credit of the Corporation;
- b) limit or increase the amount to be borrowed;
- c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d) issue debentures or other securities of the Corporation;
- e) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- f) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable property of the Corporation, and the undertaking and rights of the Corporation.

The Directors may, by resolution, delegate the powers referred to in paragraph 6 herein to a director, a committee of directors or an officer.

#### **7. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (*Annual Financial Statements*) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents

provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **8. Governance Policies**

The Board may adopt, amend, or repeal by resolution such governance policies as not inconsistent with the by-laws of the Corporation relating to such matters as standing councils, qualifications of Directors, terms of reference of committees, duties of officers, code of conduct of board members and conflict of interest, as well as procedural and other requirements relating to the by-laws, as the Board may deem appropriate from time to time. Any governance policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## **SECTION 2 - MEMBERSHIP**

### **9. Membership Classes and Conditions**

Subject to the articles, there shall be one class of members in the Corporation.

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone who has paid any relevant Membership fee and whose application for admission as a Member:

- (i) reflects, to the satisfaction of the Board, his, her or its involvement in, or engagement in activities related to, the Canadian dance community;
- (ii) contains reasonably sufficient information for the Board to determine in which Membership category (as established or amended by the Board from time to time) the Member should be included; and
- (iii) has received the approval of the Board directly, or in a manner set out by the Board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).*

### **10. Membership Transferability**

A membership is not transferable.

*Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.*

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

## **11. Membership Dues**

The membership dues shall be established or amended by the Board of Directors from time to time.

## **12. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member organization/association is liquidated and dissolved;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member dies;
- d) the member's term of membership expires; or
- e) the Corporation is liquidated and dissolved under the Act.

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation. Any Member who fails to pay any relevant Membership fee within the relevant time period established by the Board shall be deemed to have withdrawn from the Corporation.

## **13. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

## **14. Discipline of Members**

The Board shall have authority to expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide to the member twenty (20) days' notice of suspension or removal and shall provide reasons for the proposed suspension or removal. The member may request an opportunity to appear before the Board by electronic means, or may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period.

In the event that no appearance is requested or written submissions are received by the Chair of the Board, he/she may proceed to notify the member that the member is suspended or removed from membership in the Corporation.

In the event that the member appears before the Board or that written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20)

days from the date of receipt of the submissions. The board's decision shall be made by a special resolution and shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **15. Notice of Members' Meeting**

Notice of the time and place of a meeting of members (general or special) shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member if he, she or it has the right to vote by proxy.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.*

### **16. Annual General Meeting (AGM)**

At every annual meeting, in addition to any other business that may be transacted, the report of the Board and the financial statement shall be presented; the election of the Board of Directors shall be ratified; the report of the auditors shall be presented; and auditors shall be appointed for the ensuing year.

The Members may consider and transact any business either special or general at any meeting of the Members.

### **17. Special Meeting of Members**

The Board or the President or Vice-President shall have power to call, at any time, a special meeting of the Members.

### **18. Members Calling a Members' Meeting**

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the member/members who signed the requisition may call the meeting.

### **19. Proposals at Annual Members' Meetings**

A member entitled to vote at an AGM of members may submit to the Corporation notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "proposal," within 90 to 150 days before the anniversary of the previous AGM of members.

Subject to the regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

**20. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

**21. Place and Date of Members' Meeting**

All meetings of members shall be held at any place in Canada as the Board of Directors may determine and on such day as they shall designate, and in the case of the AGM, such date shall be within fifteen (15) months of the last AGM and not more than six (6) months following the end of the fiscal year of the Corporation.

**22. Quorum at Members' Meetings**

Quorum at any meeting of the members shall consist of eight (8) members. If the Board determines that mail or email balloting is to be used instead of or in conjunction with votes cast at the general meeting of Members, including the annual meeting, the receipt of ballots from at least two (2) Members entitled to vote on the matter shall constitute a quorum for the purposes of the determining the matter.

**23. Chair of the Meeting**

The President, or in his or her absence the Vice-President, shall preside as chair at every annual or special meeting of Members of the Corporation; in the absence of the President and the Vice-President, the Members present at any meeting of the Members shall choose one (1) of their number as chair.

**24. Votes to Govern**

At any meeting every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by ordinary resolution. In the case of equality of votes, the chair presiding at the meeting shall not have a second or casting vote but the question shall be deemed to have been answered in the negative.

In the event that mail or email balloting is used instead of or in conjunction with votes cast at the general meeting of Members, including the annual meeting, a majority of the votes cast by the Members present and by ballot shall determine the questions considered, except where the vote or consent of a greater number of Members is required by the Act or the By-laws. In the event that mail or email balloting is used in conjunction with votes cast at the general meeting of Members, including the annual meeting, in the case of equality of votes, the chair presiding at the meeting shall not have a second or casting vote but the question shall be deemed to have been answered in the negative.

## **25. Show of Hands**

At all meetings of Members, every question shall be decided by a show of hands, unless a secret ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by a show of hands has been taken upon a question, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the motion, except in such cases where a secret ballot is conducted. If, at any meeting, a secret ballot is requested, it shall be taken in a manner as the chair of the meeting directs. The result of a secret ballot shall be deemed to be a resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking.

## **26. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this paragraph who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **27. Members' Meeting Held Entirely by Electronic Means**

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **28. Adjournments**

Subject to the provisions of the By-Laws, any meeting of Members may be adjourned at any time and from time to time by the chair of the meeting with the consent of the Members present and, provided that any business transacted at any adjourned meeting is business that might properly have been transacted at the original meeting from which the adjournment took place, no notice of such adjournment needs to be given to the Members.

## **29. Absentee Voting**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:



- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
  - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall
  - i. indicate, in bold-face type,
    - a. the meeting at which it is to be used,
    - b. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - c. instructions on the manner in which the member may appoint the proxyholder,
  - ii. contain a designated blank space for the date of the signature,
  - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

*Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.*

## **SECTION 5 - DIRECTORS**

### **30. Directors**

The property and business of the Corporation shall be managed by the Board of Directors.

### **31. Number of Directors**

The Board shall consist of between 3 and 17 directors.

The Board of Directors is authorized by the membership of the Corporation to, by resolution, fix the number of directors of the Corporation and the number of directors to be elected at annual meetings of the members as it deems necessary from time to time.

### **32. Qualifications of Directors**

Directors must be individuals, at least 18 years of age, with power under law to contract. Each Director must be a Member of the Corporation or an individual designated in writing by a Member organization.

### **33. Composition of the Board**

The Board shall be comprised of:

- (a) one Director representative of each of the Standing Councils in existence, and not to exceed 10 representatives, each of whom are to be elected by the membership of his or her respective Standing Council, at the AGM of the Corporation and who shall hold office in accordance with Section below;
- (b) a maximum of seven (7) additional Directors, each of whom shall be elected by the membership of the Corporation at the AGM, and who shall hold office for a term of one (1), two (2) or three (3) years as identified at the time of his or her election;

### **34. Election of Directors**

Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for such terms as proposed by the Board.

### **35. Election of Directors – ss 33(a)**

The Directors referred to in subsection 33 (a) above shall be elected as follows:

- (a) Each of the Standing Councils then in existence will be entitled to be represented by a Director who will be elected only by Members who are listed on the relevant Standing Council in

accordance with Section 46 below, and who will be elected for a term ending on the date of the annual meeting three (3) years after the annual meeting of Members at which he or she was elected;

(b) The identity of the Standing Councils referred to in each of the preceding sub-sections in this Section 35 will be determined by the Board and then listed in the notice of the annual meeting and, if mail or email balloting is used, in any information circular issued in relation such balloting;

(c) If the Board determines that mail or email balloting is to be used instead of or in conjunction with votes cast at the annual meeting of Members, the receipt of ballots from at least the greater of: twenty-five percent (25%); and two (2); of the Members who are listed on the relevant Standing Council (in accordance with Section 46 below) shall constitute a quorum for the purposes of the election of the representative of that Standing Council;

(d) The Members who are listed on the relevant Standing Council (in accordance with Section 46 below) shall elect the Director representing the relevant Standing Council from among individuals nominated by the Nominations Committee in accordance with its Terms of Reference and subject to the following:

(i) The Members shall elect one (1) Director from the candidate or candidates identified as being nominated by each Standing Council by a majority of the votes cast in such election, whether mail or email balloting is used instead of or in conjunction with votes cast at the annual meeting of Members;

(ii) Each nomination of a candidate for election as a Director representing the relevant Standing Council must be in writing and signed by at least two (2) Members listed on the relevant Standing Council (in accordance with Section 46 below);

(iii) Each nomination of a candidate for election as a Director must be accompanied by a statement signed by the nominee that he or she will serve as a Director in accordance with the Corporation's Articles of Continuance and By-laws if elected;

(iv) Each nomination of a candidate for election as a Director must be submitted to and received by the President or the Secretary of the Corporation at least forty-five (45) days prior to the relevant annual meeting of Members;

(v) If only one (1) candidate is nominated in accordance with this sub-section, that individual shall not be acclaimed but rather must be elected as the Director representing the relevant Standing Council by a majority of the votes cast in such election (whether mail or email balloting is used instead of or in conjunction with votes cast at the annual meeting of Members), failing which there will be no Director elected to represent the relevant Standing Council; and,

(vi) If no candidate is nominated and elected in accordance with this sub-section, the Board of Directors will have the right to appoint a member of that Standing Council to represent its membership pursuant to s. 37 below.

### **36. Election of Directors – ss. 33(b)**

The remaining seven (7) Directors shall be elected by the membership at large at each AGM in accordance with available vacancies as determined by the Board of Directors and in accordance with the rules established by the Nominations Committee.

**37. Additional Appointments**

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the date of the next annual general meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

**38. Term of Office of Directors**

The Board of Directors will determine the length of term for each Director.

A person can serve as director for a maximum of six (6) consecutive years. A Director will be eligible for re-election to the Board at the end of each term served, provided that such Director continues to meet the qualifying requirements to be a Director.

The Board of Directors will seek staggered term limits for Directors such that not more than 50% of the Directors leave office at any one AGM. This may include designation of the terms of certain positions open for election for a duration of one year instead of two years, in order to balance the level of experience among Directors.

**39. Remuneration**

The members of the Board of Directors shall not receive any remuneration for their services, but expenses for their attendance at meetings or conferences may be paid.

**40. Ceasing to Hold Office**

A Director ceases to hold office when the director dies, resigns, is removed in accordance with paragraph 41, or becomes disqualified in accordance with s. 126 of the Act.

**41. Removal of Directors**

The members of the Corporation may by ordinary resolution at a special meeting remove any director or directors from office by reason of the following:

- a) the Director's membership in the Corporation is ended by: Members duly called to consider the issue, a resolution is passed by a majority of the Members of the relevant Standing Council present at the for Directors identified in sub-sections 33(a), if at a special general meeting of meeting that he or she be removed from office;
- b) for Directors identified in sub-sections 33(b), if at a special general meeting of Members duly called to consider the issue, a resolution is passed by a majority of the Members present at the meeting that he or she be removed from office;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

**42. Vacancy in Office**

A quorum of directors may fill any vacancy among the directors by appointment, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles.

A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**43. Committees of the Board of Directors**

The Board shall appoint a Nominations Committee and may appoint such other committees, standing or *ad hoc* as the Board determines appropriate. The Directors shall determine the composition of each such committee. The members of committees will hold their offices at the will of the Board. The Directors shall determine the Terms of Reference (including duties) of each such committee, provided that the Terms of Reference of the Nominations Committee shall include an obligation to include in the list of candidates for election as a Director any individual or individuals nominated in accordance with Section 35 hereof by at least two (2) Members who are listed as members of the same Standing Council.

**44. Executive Committee**

If there are six (6) or more Directors there may be an executive committee composed of Directors who shall be appointed by the Board, including the President, the Vice-President, the Secretary and the Treasurer (or Secretary-Treasurer), and any other Director appointed by the Board. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the executive committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of members of the executive committee, but no less than two (2) such members, shall constitute a quorum for meetings of the executive committee.

No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

The Board may delegate to the Executive Committee any of the powers of the Board, except those powers which may not be delegated by the Board pursuant to subsection 138(2) of the Act.

**45. Nominating Committee**

The Board shall appoint a Nominating Committee and may establish terms of reference for this Committee. The Nominating Committee is responsible for surveying members and proposing a slate of candidates for election to the Board of Directors at the Annual General Meeting. It shall propose to the Board, for recommendation to the members, a slate of candidates that reflects Canada's diverse professional dance community and CDA's regional membership and activity, and such other criteria as the Board policies may establish from time to time.

#### **46. Standing Councils**

The Board may, in its discretion and from time to time, identify by resolution one (1) or more (but not more than ten (10)) Standing Councils, provided that each Standing Council is to represent a sector or portion of the Canadian dance community. Each Member shall be entitled to declare in writing that he or she is to be listed (until he or she in writing withdraws the declaration) in the list of one (1) (and only one (1)) Standing Council. The Board shall maintain a list of the Members on each Standing Council and make all such lists available to any Member without expense, provided that any Member may only use any such list for purposes related only to the corporate affairs of the Corporation.

### **SECTION 6 – MEETINGS OF DIRECTORS**

#### **47. Meetings of the Board of Directors**

Meetings of the Board may be held at any time and place to be determined by the Board provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting of the Board in each year.

No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Each Director is authorized to exercise one (1) vote at all meetings of the Board.

Minutes shall be kept at all meetings of the Board and shall be submitted to all Directors prior to the next Board meeting for their approval. Once approved, copies shall be made available to each Director.

Meetings of the Board may, in the discretion of the Board, be open to all Members of the Corporation and to such other persons as the Board from time to time determines by resolution can be present, provided that no one other than a Director shall have the right to participate in discussions at any Board meeting.

#### **48. Quorum**

A majority of the number of Directors from time to time fixed by the Board pursuant to Section hereof shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a

quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Corporation

#### **49. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the Board, every question shall be decided, unless otherwise determined in the by-laws, by a majority vote. In the event of any equality of votes, the chair of the meeting shall not have a second or casting vote. Votes shall be taken by voice or show of hands unless a secret ballot on the question is required by the chair of the meeting or requested by any Director. When a recorded vote on a question is required by the chair of the meeting or requested by any Director, the Secretary shall record the names of the Directors and whether they voted in support or opposition. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of that fact without proof of the number of proportionate votes recorded in favour or against that resolution.

#### **50. Electronic Participation**

If all of the Directors consent thereto generally or in respect of a particular meeting, one (1) or more Directors may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facility as to permit all Directors participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

Votes shall be recorded by noting the verbal assent or dissent of the Directors. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

#### **51. In Camera Meetings**

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person. Minutes of any part of a meeting held in camera shall be separate from the minutes of the part of a meeting not held in camera.

### **SECTION 7 – OFFICERS**

#### **52. Appointment of Officers**



The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their respective successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

### **53. Description of Offices**

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer (or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer) and any such other officers as the Board may determine. They shall have the following duties and powers associated with the positions:

- a) The President shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect.
- b) The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board.
- c) The Treasurer shall oversee the custody of the funds and securities of the Association and ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association are kept. She/he shall ensure respect for the financial policies of the corporation and also perform such other duties as may from time to time be directed by the Board of Directors.
- d) The Secretary shall attend all meetings and act as clerk thereof and shall ensure accurate record keeping of all proceedings by the Executive Director or such other person as decided by the Board of Directors.
- e) The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### **54. Vacancy in Office**

The position of an officer shall be automatically vacated if any of the following situations occur:

- (a) if an officer resigns by a delivery of a written resignation to the President or the Secretary;
- (b) if at a special general meeting of the Members, a resolution is passed by the Members present at the meeting that he or she be removed from office;
- (c) if he or she is found by court to be of unsound mind;



- (d) if he or she becomes insolvent or bankrupt;
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by resolution may appoint a person to fill such vacancy for the unexpired term of such officer's position.

## **SECTION 8 - DISPUTE RESOLUTION**

### **55. Mediation and Arbitration**

Unless otherwise required by the provisions of the Act, disputes or controversies among members, directors, officers, committee members, or volunteers of the Association must be resolved in accordance with mediation and/or arbitration procedures set out in the Association's Dispute Resolution policy.

## **SECTION 9 - BY-LAWS AND EFFECTIVE DATE**

### **56. By-laws and Effective Date**

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

*This paragraph does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.*

**CERTIFIED** to be By-Law of the Corporation, as approved by the members of the Corporation by special resolution on the day of November 19, 2013, and to be effective on the date that the Corporation continues under the *Canada Not-for-Profit Corporations Act*.

**DATED** as of the 19 day of November, 2013.