

Bylaws
of the
Victoria Ballroom
Dance Society

Revised as of: November 11, 2023

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Bylaws

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 11(1) of the *Societies Act* and any other bylaws.

Part 1: Interpretation

1. (a) In these bylaws, unless the context otherwise requires,
 - (i) "board" means the board of directors of the society;
 - (ii) "directors" means the directors of the society for the time being;
 - (iii) "secretary" means the secretary of the society;
 - (iv) "*Societies Act*" means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (v) "registered address" of a member means his or her address as recorded in register of members.
- (b) The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing either gender shall include both genders.

Part 2: Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society as either a Regular Member or a Youth Member or a Special One-Day Member, and on acceptance by the directors shall be a member. The society shall have four classes of members: Regular Members, Youth Members, Special One-Day Members, and Honorary Members. Directors shall ensure that at no time should the number of non-voting members exceed the number of members with full voting rights. The description of each class of membership is as follows.
 - (a) Regular Members. Regular members will be 18 years of age or older, will pay membership dues as prescribed in clause 6 of these bylaws, will have full voting rights and may serve as a director in any capacity. A Regular Membership shall expire at the end of August each year.
 - (b) Youth Members. Youth members will not have reached their eighteenth birthday, they shall not pay membership dues, they shall have no voting rights and may not serve as a director but may work with the board or any committee in an advisory capacity on youth matters. A Youth Membership shall expire at the end of August each year.

- (c) Special One-Day Members. Special One-Day members shall be dancers who are not already members of VBDS and who wish to participate in a VBDS event that has been designated as “closed” by a majority vote of the directors. Such may apply to the membership coordinator, or to a director delegated by the president, to be granted a Special One-Day Membership in order to participate in such an event. Special One-Day members shall pay dues set from time to time by a majority vote of the directors. Special One-Day Membership confers no voting or other rights and privileges with the exception of permission to participate in the specified event, and it expires immediately following the event for which the membership was granted.
 - (d) Honorary Members. Honorary members will be appointed by the directors each September and at other times as necessary throughout the year. The directors will consider for appointment as Honorary Members all instructors and persons paid, either as employees or on contract, to perform work for the society. The directors may consider others for appointment as Honorary Members who would bring significant attributes to assist the society. Honorary members shall not pay membership dues, they shall have no voting rights and may not become a director, but they may work with the board or serve on any committee in an advisory capacity. The term of an Honorary Member shall expire at the end of August each year.
- 5. Every member shall uphold the constitution and comply with these bylaws.
 - 6.
 - (a) The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
 - (b) Annual membership dues are not refundable and not transferable except for special circumstances approved on a case by case basis as a resolution of the board.
 - 7. A person shall cease to be a member of the society:
 - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his or her death;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for one month.
 - 8.
 - (a) A member may be expelled by special resolution of the directors for conduct prejudicial to the interests or objects of the society.
 - (b) An expelled member may request an extraordinary general meeting at which to appeal the expulsion.
 - 9. All members are in good standing except a member who has failed to pay his or her current annual membership dues or any other subscription or debt due and owing by the

member to the society, and the member is not in good standing so long as the debt remains unpaid.

10. The membership year shall end August 31.

Part 3: Meetings of Members

11.
 - (a) General meetings of the society shall be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
 - (b) The annual general meeting shall be held within 3 months after the fiscal year end.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. An extraordinary general meeting may be convened by the directors when they think fit, but must be convened if at least 10% of the voting members of the society have made a written requisition, stating the purpose of the meeting, to the secretary of the society.
14.
 - (a) Notice of a general meeting shall include the date, time, and location of the meeting, as well as a proposed agenda and a list of all ordinary and special resolutions to be considered, and shall be made available to all members at least 21 days prior to the date of the meeting. Such notice may be sent by email and posted on a website accessible to all members as permitted by the *Societies Act*.
 - (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (c) Notice of all ordinary and special resolutions to be proposed by any member at a general meeting must be provided to the officers of the society at least 28 days prior to the date of such meeting, together with an outline of the subject matter and proposed wording for all resolutions, subject to the provisions that:
 - (i) such prior notice is NOT required for procedural motions introduced at the meeting;
 - (ii) such requirement for prior notice does not preclude any amendments to the proposed wording of a resolution, as long as any such amendment is in accord with 14(d), and does not introduce an independent new question under cover of an amendment; and
 - (iii) the issue of whether an amendment to an ordinary or special resolution is in accord with 14(d), and does not introduce an independent new question shall be decided at a general meeting by ruling of the chair, subject only to an appeal approved by 2/3 of the votes cast.
 - (d) A notice of a general meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a

- reasoned judgment concerning that business.
- (e) Due to the annual cyclical nature of the number of members, for the purpose of interpreting Clause 77(2) of the BC *Societies Act*, the number of members of the Victoria Ballroom Dance Society shall be taken to be the number of members at the end of the preceding membership year as recorded in the register maintained by the membership coordinator.

Part 4: Proceedings at General Meetings

15. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
16. (a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is 22 members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the society, a vice president, or in the absence of both, one of the other directors present, shall preside as chair of a general meeting.

19. If at a general meeting:
 - (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
20.
 - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
21.
 - (a) No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution, providing always that such resolution conform to bylaw 14 (c).
 - (b) In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
22.
 - (a) A member in good standing for a minimum of 30 days prior to a meeting of members and present at the meeting is entitled to one vote.
 - (b) Voting is by show of hands, unless the members or directors otherwise decide.
 - (c) Voting by proxy is permitted. A maximum of two proxies is permitted per attending voting member. Proxies must be declared and verified by the directors at the beginning of the meeting.
 - (d) In the event of a resolution concerning the amendment of the constitution and bylaws, the directors shall be empowered to collect unlimited proxies from the membership.
23. Questions of order arising, if not otherwise provided for in these Bylaws, shall be decided by the chair, subject only to an appeal approved by 2/3 of the votes cast.

Part 5: Nominations

24. At least 1 month prior to the annual general meeting, the directors shall appoint a nominating committee of at least 3 members who are in good standing.
25.
 - (a) No person seeking a directorship nor director seeking re-election nor paid employee nor contractor shall be a member of the nominating committee.
 - (b) A member of the nominating committee nominated from the floor of the annual

general meeting shall resign from the nominating committee if he or she consents to seek office.

26. The nominating committee shall seek nominations for the board of directors, obtain the consent of nominees, and submit a list of candidates to the president in time for inclusion with the notice of the annual general meeting.
27. Additional nominations will be accepted from the floor of the annual general meeting. Such nominees must signify either by letter or in person that they will accept office if elected.

Part 6: Directors and Officers

28. (a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:
 - (i) all laws affecting the society;
 - (ii) these bylaws; and
 - (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting,(b) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
29. (a) The officers of the society are: the president, vice president(s), secretary, treasurer, and membership coordinator.
 - (b) The officers and one or more other persons shall be the directors of the society.
 - (c) The number of directors shall be 5 or a greater number determined from time to time at a general meeting, but in no case shall exceed 15.
30. (a) At the first annual general meeting following the coming into force of these bylaws one half of the directors shall be elected for a term of one year; the remaining directors shall be elected for a term of two years.
 - (b) Subject to the provisions of subsection 30. (a), a director elected by the members shall hold office for a two year term.
 - (c) A separate election shall be held at each annual general meeting to select the president from amongst those directors who express their wish to hold this office. The term of the president shall be for one year, from the end of the AGM in which they are elected to the end of the subsequent AGM.
 - (d) The remaining positions on the board shall be decided by the directors amongst themselves.
 - (e) An election may be by acclamation, otherwise it shall be by secret ballot.
 - (f) A director shall retire from office at the conclusion of the annual general meeting

- at which his or her successor is elected.
- (g) The president shall retire from office at the conclusion of the annual general meeting at which his or her successor is elected, but shall remain a director if his or her term has not expired.
 - (h) The president, upon completing his or her term of office, shall remain on the board in the position of past president. The position of past president shall be for a term of one year. If the past president's term as director expires at the same time as his or her term as president, he or she shall ex-officio serve another year on the board with full voting rights.
31. A directorship shall terminate if the director:
- (a) delivers a resignation in writing to the secretary or mails or delivers it to the address of the society;
 - (b) is convicted of an indictable offence, and the board shall have resolved to remove the director;
 - (c) fails to attend three consecutive meetings of the board without good and sufficient reason in the opinion of the board, and the board shall have resolved to remove the director; or
 - (d) ceases to be a member of the society.
32. (a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (b) director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- (c) If the president resigns his or her office, or the position of president is otherwise vacant, the directors shall appoint another director to fill the office until the next general meeting.
- (d) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
33. The members may by ordinary resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
34. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the society.
35. Paid employees or contractors shall not be directors.

Part 7: Proceedings of Directors

36. (a) The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

- (b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
 - (c) The president shall chair all meetings of the directors, but if at a meeting the president is not present within 10 minutes after the time appointed for holding the meeting, a vice president shall act as chair; but if neither is present the directors present may choose one of their number to chair that meeting.
 - (d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
37. (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit, or may delegate to committees consisting of other persons as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- (c) Subject to directions of the directors, a committee shall determine its own procedure.
- (d) The members of a committee may meet and adjourn as they think proper.
38. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
39. A director who may be absent temporarily may send or deliver to the address of the society a waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
40. (a) Questions arising at a meeting of the directors or at a committee meeting shall be decided by a majority of votes.
- (b) In case of an equality of votes the chair does not have a second or casting vote.
41. No resolution proposed at a meeting of the directors or at a committee meeting need be seconded and the chair of a meeting may move or propose a resolution.
42. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 8: Duties of Officers

43.
 - (a) The president shall preside at all meetings of the society and of the directors.
 - (b) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties and the president shall also manage contract and/or salaried and/or hourly staff associated with the VBDS.
44. The vice president(s) shall assist the president and carry out the duties of the president during his or her absence.
45. The secretary shall:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer; and
 - (e) have custody of the common seal of the society, if any.
46. The treasurer shall:
 - (a) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*, and receive all monies paid to the society, and be responsible for the deposit of same into whatever bank the board may order;
 - (b) render financial statements to the directors, members, and others when required, and prepare for submission to the annual general meeting statements of the financial position and operations of the society; and
 - (c) be instrumental in preparing a yearly budget in conjunction with the directors.
47. The membership coordinator shall maintain the register of members.
48.
 - (a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
 - (b) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 29 (c).
49. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 9: Seal

50. The directors may provide a common seal for the society and may destroy a seal and

substitute a new seal in its place.

51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part 10: Fiscal Year

52. The fiscal year of the society shall terminate on August 31.

Part 11: Borrowing

53. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
54. No debenture shall be issued without the sanction of a special resolution.
55. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 12: Auditor

56. This Part applies only where the society is required or has resolved to have an auditor.
57. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
58. At each annual general meeting the society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
59. An auditor may be removed by ordinary resolution.
60. An auditor shall be promptly informed in writing of appointment or removal.
61. No director and no employee of the society shall be auditor.
62. The auditor may attend general meetings.

Part 13: Notices to Members

63. (a) A notice may be given to a member, either personally or by mail to him or her at the registered address of the member or by posting of a written notice at all club functions.
- (b) It is the responsibility of members to inform the membership coordinator of any change in their address.
64. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
65. (a) Notice of a general meeting shall be given to
- (i) every member shown on the register of members on the day notice is given; and
- (ii) the auditor, if Part 12 applies.
- (b) No other person is entitled to receive a notice of general meeting.

Part 14: Indemnity and Protection of Directors and Officers

66. Subject to the provisions of the *Societies Act*, the board shall cause the society to indemnify a director or former director of the society and the heirs and personal representatives of any such person against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by them including an amount paid to settle an action or satisfy a judgment in a civil, criminal, or administrative action or proceeding to which they are made a party by reason of his or her being or having been a director of the society, excluding any action brought by the society. Each director of the society on being elected or appointed shall be deemed to have contracted with the society on the terms of the foregoing indemnity.
67. Subject to the provisions of the *Societies Act*, the board may cause the society to indemnify any officer of the society (notwithstanding that he or she is also a director) and the heirs and personal representatives of the officer against all costs, charges, and expenses whatsoever incurred by them and resulting from his or her acting as an officer of the society.
68. The failure of a director or officer of the society to comply with the provisions of the Society or these Bylaws shall not invalidate any indemnity to which they are entitled under Bylaws 66 and 67.

Part 15: Bylaws

69. On being admitted to membership, a member is entitled to and the society shall furnish to the member, at his or her request, free of charge or, if so resolved by the board, on payment of a sum not exceeding the amount prescribed therefore in the *Societies Act* a copy of the constitution and bylaws of the society.
70. These bylaws shall not be altered or added to except by special resolution.

Part 16: Provisions Previously Unalterable

71. On the winding up or dissolution of this society, funds or assets remaining after all debts have been paid shall be transferred to an organization with purposes similar to those of this society. **This provision was previously unalterable.**
72. No member of the society shall derive any pecuniary benefit from membership in the society either by way of profits, dividends, or capital distribution, but this provision shall not apply to any principal or interest payable in respect to any monies secured by the society to any member of the society by way of mortgage or any issue of debentures or in respect of any loan made by any member to the society or to any member of the society insofar as he or she may act as an employee or in any professional capacity for the society who shall be entitled to receive reasonable remuneration for his or her service. **This provision was previously unalterable.**