

SOCIETY ACT

CONSTITUTION

1. The name of the Society is **NANAIMO BALLROOM DANCE SOCIETY**.
2. The purposes of the Society are:
 - (a) To develop and promote interest in the sport of ballroom dancing.
 - (b) To carry on and organize social and competitive dancing events and activities in the community.
 - (c) To encourage all dancers and members of the community to participate in dancing as a social and sport activity.
 - (d) To foster better understanding and friendship within the community and between dancers.
 - (e) To rent, build, purchase, own, furnish, support and maintain buildings, facilities and premises for the Society and for the purpose of all its related aims and objectives.
 - (f) To raise funds, accept and receive donations of all kinds and descriptions toward the fulfillment of these objectives.
3. In the event of the winding up or dissolution of the Society, any funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to some other charitable organizations having the same aims and objects as this Society, provided that any such organization shall be recognized by the Department of National Revenue as being a registered charity under the Income Tax Act of Canada in effect from time to time.
4. The Society shall be carried on without the purpose of gain for its members and any profits or other gains to the Society shall be used in promoting its objects.
5. The provisions set forth in paragraphs 3 and 4 above are unalterable.

BYLAWS**1. Membership**

- 1.01 The Society shall have three classes of members:
- (a) General Members
 - (b) Honorary Life Members
 - (c) Junior Members (younger than 16 years of age)
- 1.02 A person may apply to the directors for membership in the Society and on acceptance by the directors and upon payment of the required annual dues shall be a member.
- 1.03 Honorary Life Memberships may be given to those persons whom the Society wishes to honor. Appointments to Honorary Life Memberships shall be carried out at any meeting of the Board.
- 1.04 Annual membership dues shall be due and payable on the 1st day of January in each calendar year.
- 1.05 Membership dues may be revised from time to time and as determined at any general meeting.
- 1.06 Honorary Life members and Junior Members are exempt from membership dues.
- 1.07 Every member shall abide by the constitution and bylaws of the Society.
- 1.08 Each member is entitled to and shall receive from the Society, upon request and without charge, a copy of the constitution and bylaws of the Society.
- 1.09 General or Honorary Life Members shall have one vote each. Junior Members are non-voting members.
- 1.10 A person shall cease to be a member of the Society:
- (a) by notifying the Secretary of the Society in writing;
 - (b) upon the death of the member;
 - (c) on having been a member not in good standing for three consecutive months;
or
 - (d) on being terminated by the Directors for conduct prejudicial to the interests or objectives of the Society. Reinstatement shall be by a simple majority vote of the Directors.

- 1.11 All members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society, and is not in good standing so long as the debt remains unpaid.

2. General Meetings

- 2.01 General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 2.02 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 2.03 The directors may, when they think fit, convene an extraordinary general meeting.
- 2.04 Notice of a general meeting shall be given to each member of the Society or shall be sent to their last recorded address. Such notice shall be given 14 days prior to the date of such meeting, shall be sent by letter, fax or email and shall specify the place, day and hour of meeting, and the proposed agenda.
- 2.05 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.
- 2.06 The annual general meeting of the Society shall be held each year within 3 months following the completion of the Society's financial year. The Society's financial year commences on the 1st day of July and covers the twelve month period through to the 30th day of June following.
- 2.07 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 2.08 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.
- 2.09 A quorum at any general meeting, annual or extraordinary, is ten per cent (10%) of the voting members of the Society, but never less than 5 members.
- 2.10 If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall be terminated and rescheduled preferably to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present, the members present constitute a quorum.
- 2.11 The president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
- 2.12 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 2.13 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 2.14 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- 2.15 A member in good standing present at a meeting of members is entitled to one vote.
- 2.16 Voting is by show of hands or by ballot. Voting by proxy is not permitted.
- 2.17 Should the members feel that the directors are failing to address an issue or to meet their duties the members themselves may requisition a general meeting in accordance with Section 58 of the Society Act (see Addendum).

3. Directors and Officers

- 3.01 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, except as otherwise provided in these bylaws. The directors shall manage the affairs of the Society and may decide on matters arising from time to time or to put such matters to a vote at a general meeting.
- 3.02 The president, vice president, secretary, treasurer shall be officers of the Society.
- 3.03 The Board of Directors, or Executive Committee, shall consist of the four Officers, the Past President, plus a minimum of three and a maximum of five Directors.
- 3.04 The Board is empowered to set up such special committees as it sees fit and to appoint to such committees any member or members of the Society whether or not they are Directors.
- 3.05 The immediate past-president shall occupy the seat of welcoming on the executive committee.
- 3.06 The directors shall retire from office at each annual general meeting when their successors shall be elected.
- 3.07 Separate elections shall be held for each office and seat on the executive committee.
- 3.08 An election shall be by show of hands if there is only one nomination for an office or seat on the executive committee. In the event of two or more nominations for an office or seat on the executive committee, voting shall be by secret ballot.
- 3.09 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A 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.
- 3.10 If a director resigns or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

- 3.11 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 3.12 The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 3.13 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

4. Duties and Powers of Directors

- 4.01 The directors shall meet from time to time as they see fit or at the request of two directors on not less than three day's notice, which may be by letter, fax, email, telephone or in person.
- 4.02 The quorum for a valid meeting shall be five Directors.
- 4.03 The president of the Society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a meeting of the directors.
- 4.04 The directors may delegate any, but not all, of their powers to committee consisting of the director or directors as they think fit, or set up and appoint any member or members of the Society to special committees as they think fit.
- 4.05 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 to the directors' satisfaction on things done in the exercise of those powers.
- 4.06 The directors shall appoint a Nominating Committee consisting of two or more members at least 4 weeks before the Annual General Meeting and shall provide the Nominating Committee with a list of positions and a description of the duties of the Board of Directors. No directors shall serve on the Nominating Committee.
- 4.07 The Nominating Committee shall prepare a list containing one or more nominations for each position on the Board of Directors and a list of volunteers willing to serve on committees. The list must be prepared in sufficient time for the Annual General Meeting. The Nominating Committee shall obtain the consent of the nominees.
- 4.08 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson does not have a second or casting vote.
- 4.09 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.10 A resolution which is proposed outside of a meeting of directors through email or other written means, agreed to by at least 75% of all the directors through email or

other written means, and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

- 4.11 A director who may be absent temporarily may deliver to the president by email or other written means 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) a notice of meeting of directors is not required to be sent to that director,
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective, and
 - (c) any resolution proposed under Bylaw 4.10, notice of which has not been given to that director, is valid and effective if agreed to by 75% of the remaining directors, provided the remaining directors constitute a quorum.

5. Duties of Officers

- 5.01 The president shall preside at all meetings of the Society and of the directors.
- 5.02 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 5.03 The vice president shall carry out the duties of the president during any absence of the president.
- 5.04 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;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain a record of the name, address and telephone number of each member.
- 5.05 The treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
 - (b) render financial statements to the directors, members and others when required.

5.06 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at a meeting.

6. Seal

6.01 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

6.02 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.

7. Borrowing

7.01 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.

7.02 No debenture shall be issued without the sanction of a special resolution.

7.03 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

8. Auditor

8.01 The Society shall not have an auditor.

9. Notice to Members

9.01 A notice may be given to a member, either personally or by mail, fax or email.

9.02 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted. A notice given by fax or email shall be deemed to have been given upon the successful transmission of the fax or email.

10. Rules for Ballroom Dance Competitions

10.01 Rules governing such competitions shall be those laid down by DanceSport BC.

11. Bylaws

11.01 Amendments to the Constitution and Bylaws may be made by special resolution in accordance with Sections 20 and 23 of the Society Act (see Addendum).

Original dated March 18, 1993. Current revision dated September 21, 2008.

Witness(es)

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ADDENDUM

1. The **Constitution** is a concise statement of the name of a society, its fundamental purposes, what would happen if the society were dissolved and what happens to any profit or gains which accrue to the society through its operations. Of these, only the name and purposes of the society can be changed, by special resolution at a general meeting of members. Any changes to the Constitution require very careful consideration.
2. The **Bylaws** outline specific procedures for the society's functioning and help the society to conduct business in an orderly manner. Bylaws are relatively easily revised, as procedures change and the society evolves in its operations. As with the Constitution, Bylaws can be changed through special resolutions at general meetings. A society is required by law to operate in accordance with its own bylaws, and all sections of the BC Society Act.
3. The following are excerpts from the BC Society Act which are referred to in the Bylaws of the Society. Please consult the Society Act for the complete wording of these sections.

"ordinary resolution" means

- (a) a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person ...
- (b) a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person ... at a general meeting of the society, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the society ...

"special resolution" means

- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person ...
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
- (b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person ... at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society ...

Changes in constitution

20 (1) By special resolution, a society may

- (a) change its name, or
- (b) change its purposes so as to include a new purpose that may conveniently or advantageously be combined with the existing purposes of the society, or so as to restrict or abandon a purpose specified in the constitution, but a charitable purpose referred to in section 73 (3) must not be abandoned ...

Changes in bylaws

23 (1) A society may change its bylaws by special resolution and the resolution is effective on the later of

- (a) the date on which it is filed with the registrar, and
 - (b) the date specified in the resolution.
- (2) After a special resolution is filed with the registrar under subsection (1), the registrar must retain one copy of it and return the other copy to the society, certified as having been accepted by the registrar ...

Requisition for general meeting

58 (1) In this section, "**requisitionists**" means the voting members who requisition a general meeting of the society under subsection (2).

(2) The directors of a society, on the requisition of 10% or more of the voting members of the society must convene a general meeting of the society without delay.

(3) The requisition may consist of several documents in similar form each signed by one or more requisitionists and must

- (a) state the purpose of the general meeting,
- (b) be signed by the requisitionists, and
- (c) be delivered or sent by registered mail to the address of the society.

(4) If, within 21 days after the date of the delivery of the requisition, the directors do not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

(5) A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the directors ...