

Objectives and By-law Amendment
on April 11, 2007 with the Registrar of Corporations

DANCESPORT ALBERTA ASSOCIATION

OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are those set out in the Application filed with the Corporate Registry as amended from time to time under Section 12 of the *Societies Act of Alberta* (the "Act").

1. To promote and encourage recreational dancing and DanceSport within Alberta, Saskatchewan and the North West Territories (the "Jurisdiction").
2. To foster friendship, understanding and communication among dancers.
3. To govern DanceSport within the Jurisdiction through development and enforcement of rules and regulations.
4. To maintain a register of all DanceSport competitors within the Jurisdiction and to draw up and maintain a rating system for all such competitors.
5. To provide formal recognition and approval ("sanctioning") of competitions within the Jurisdiction.
6. To represent the interests of its Members through affiliation, communication and co-operation with the Canadian Amateur DanceSport Association and regional organizations within Canada.
7. To acquire, manage, lease or dispose of property as necessary to the functioning of the Association, to raise funds or borrow money and grant security for repayment of same, as required.
8. To do all such other lawful things as may contribute to the attainment of these objectives.

BY-LAWS

1. Article 1 - Defining and Interpreting By-laws

- 1.1 "Act" means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 1.2 "Amateur" means a person who engages in DanceSport; a nonprofessional; specifically an athlete who does not earn his or her livelihood from teaching DanceSport.
- 1.3 "Board" means the Board of Directors of the Association, which includes the Officers and the Directors-at-large.
- 1.4 "Director" means any person elected to the Board, including Officers and Directors-at-large.
- 1.5 "Director-at-large" means any Director who is not an Officer.
- 1.6 "Friends of DanceSport Alberta" also known as Friends of DSAB means a non-voting Associate Member with a yearly fee to be determined by the DSAB Board.
- 1.7 "General Meeting" means the Annual General Meeting or a Special General Meeting at which the business of the Association is transacted.
- 1.8 "Member" or "Members" means a Member of the Association recorded in the Register of Members kept by the Treasurer as having paid dues for the current membership year.
- 1.9 "Officer" means any Officer listed in Article 4.2.
- 1.10 "Special Meeting" means a Special General Meeting at which the business of the Association is transacted.
- 1.11 "Special Resolution" means a Resolution passed at a general meeting of which not less than twenty-one (21) days' notice has been given stating the Resolution to be proposed and by a vote of not less than seventy-five (75%) percent of those Members present at the meeting who are entitled to vote.

2. Article 2 - Membership

2.1 Terms of admission of Members

- 2.1.1 Any person may become a Member upon meeting the terms and conditions as established by the Board.

2.2 Membership fees

2.2.1 Membership year

The membership year is September 1st to August 31st.

2.2.2 Setting Membership Fees

The annual membership fees shall be determined by Resolution of the Members at the Annual General Meeting. Members wishing to compete as competitors shall also pay CRAD fees, which are determined by CADA (Canadian Amateur DanceSport Association).

2.3 Rights of Members

2.3.1 Members are entitled:

- a) to receive timely notice of Annual General Meetings;
- b) to attend any meeting of the Association;
- c) to speak at any meeting of the Association;
- d) having reached the age of sixteen (16) years to vote, the member must be in attendance at a duly constituted General Meeting to be able to vote. No proxy will be accepted;
- e) to have their name put into nomination to hold office at a General Meeting;
- f) to resign their position as a Member at any time upon verbal or written notice to the Board.

2.3.2 Termination of a membership

The Members, by Special Resolution, may expel any Member from membership for any reasonable cause that the Association shall determine.

2.3.3 Termination of Directors and Officers

The Members, by Special Resolution, may remove from office any Director or Officer for any reasonable cause that the Association shall determine.

3. Article 3 - Meetings of the Association

3.1 Types of meeting

There are two (2) types of meetings:

- a) Annual General Meetings; and
- b) Special General Meetings.

3.2 The Annual General Meeting

3.2.1 The Annual General Meeting of the Association shall be held no later than May 31st of each year on a date and at a place to be set by the Board.

3.2.2 The Agenda for the Annual General Meeting must at minimum include:

- a) approving the Agenda;
- b) Minutes of the last Annual General Meeting;
- c) the President's report;
- d) the Vice-President's report;
- e) the Treasurer's report;
- f) reports of Officers and Directors as applicable;
- g) the financial statements and the auditor's report for the previous fiscal year;
- h) reports of Committees as applicable;
- i) unfinished Business;
- j) new Business;
- k) any other matters specified in the Notice of Meeting;

- l) resignation of the Directors and Officers;
- m) election of the Directors and Officers for the coming year;
- n) establishment of the annual membership fees.

3.3 **Special General Meetings**

The Secretary, upon instructions of the President or the Board, may call Special General Meetings at any time. A Special Meeting shall be called if twenty (20%) percent of the voting Members make a request for a Special Meeting to the President or the Board.

3.4 **Notice of General Meetings**

Notice shall be in writing or by electronic mail ("e-mail") to the last known address of each Member postmarked or e-mail dated not less than twenty-one (21) days before the date of the meeting.

3.5 **Quorum**

Fifteen (15%) percent of the voting Members, or ten (10) voting Members, whichever is the less, shall constitute a quorum for an Annual General Meeting.

- 3.6 All meetings shall be held in accordance with "Roberts Rules of Order", which will govern any situation that may arise which is not covered in the By-laws of the Association.

4. **Article 4 - Government of the Association**

4.1 **The Board of Directors**

- 4.1.1 The Board, subject to the By-laws, Resolutions and directions given it by majority vote at any General Meeting properly called and constituted, shall have full control and management of the affairs of the Association.

4.1.2 **Powers and Duties of the Board**

Subject to Article 4.1 the powers and duties of the Board include:

- a) promote the Objects of the Association;
- b) promote membership in the Association;
- c) maintain and protect the Association's assets and property;
- d) pay all expenses for operating and managing the Association;
- e) make policies for managing and operating the Association;
- f) approve all contracts for the Association;
- g) create and maintain standing and Special Committees;
- h) referring to Committee such matters as it may choose upon terms of reference as it may decide;
- i) maintain all accounts and financial records of the Association;
- j) make policies, rules and regulations for operating the Association, and using its facilities and assets;
- k) appoint an auditor;
- l) sell, dispose of, or mortgage any or all of the property of the Association; and
- m) that in the event of dissolution of the Association, all necessary steps are taken at the time of dissolution, including the posting of notices and retirement of liabilities of the

Association shall be undertaken, and thereafter the remaining assets, if any, shall be paid or delivered in kind to a registered charitable organization.

4.1.3 **Composition of the Board**

The Board shall comprise the following Members: the Officers listed in Clause 4.2 and a minimum of four (4) Directors.

4.1.4 **Election of the Board**

Directors and Officers of the Board shall be elected at the Annual General Meeting and shall serve until the next Annual General Meeting, subject to Article 2.3.3.

4.1.5 **Resignation of an Officer or Director**

If an Officer or Director of the Board resigns, dies, or is expelled from membership, the remaining Directors and Officers of the Board may appoint a Member of the Association to fill the vacancy for the remainder of the term.

4.1.6 **Meetings of the Board:**

- a) meetings of the Board shall be held as often as may be required, but at least once every two (2) months, and shall be called by the President;
- b) a Special Meeting of the Board may be called on at the request of any two (2) Members of the Board, provided they request the President in writing to call such meeting and state the business to be brought before the meeting;
- c) meetings of the Board shall be called by ten (10) days' notice in writing, or e-mail, or by three (3) days' notice by telephone call to each Member;
- d) four (4) Members of the Board shall constitute a quorum for the purposes of Board meetings or to conduct board business by e-mail, subject to Article 4.1.7;
- e) subject to 4.1.6 (a) and (b), meetings of the Board may be conducted by e-mail provided Board Members direct all e-mail to all other Members of the Board;

4.1.7 **Removal of a Member**

A Director or Officer, by Resolution of the Board, passed by a minimum of seventy-five (75%) per cent of the Board Members, may be removed from office for the balance of the term subject to Article 2.3.3.

4.2 **Officers**

The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

4.3 **Duties of the Officers of the Association**

4.3.1 **The President:**

- a) supervises the affairs of the Board;
- b) ensures that all Directors are supplied with a copy of these By-laws on assuming office;
- c) when present, chairs all General Meetings of the Association and meetings of the Board;
- d) is an *ex officio* member of all Committees except the nominating committee;
- e) acts as the spokesperson for the Association;
- f) carries out other duties assigned by the Board.

4.3.2 The Vice-President:

- a) presides at meetings in the President's absence;
- b) carries out other duties assigned by the Board.

4.3.3 The Secretary:

- a) attends all General Meetings of the Association and meetings of the Board;
- b) keeps accurate Minutes of these meetings;
- c) has charge of the Board's correspondence;
- d) sends out all notices of meetings;
- e) keeps the seal of the Association, if one has been adopted;
- f) files the Annual Return each year, registers the change in the Directors and Officers of the Association, amendments in the By-laws and any other incorporating documents with Corporate Registry;
- g) has custody of such historical books and records as may be entrusted to this office from time to time and transmits same to successor;
- h) carries out other duties as assigned by the Board.

4.3.4 The Treasurer:

- a) deposits all monies paid to the Association in whichever Bank, Trust Company, Credit Union or Treasury Branch the Board may direct;
- b) presents a full detailed account of receipts and expenditures to the Board whenever requested;
- c) accounts for the funds of the Association and keeps such books as may be directed by the Board;
- d) ensures that all receipts are deposited and a record of receipts are issued;
- e) all payables are issued by cheque;
- f) submits to the Annual General Meeting a statement duly audited as set out in Article 5.8 of the financial position of the Association and submits copies of it to the Secretary for registration with the Registrar and for the records of the Association;
- g) maintains the Register of Members containing the names of the applicants for incorporation and the name of every other person who is admitted as a Member of the Society, together with the following particulars of each person:
 - i) full name and residential address;
 - ii) date on which the person is admitted as a Member;
 - iii) date on which the person ceases to be a Member;
- h) collects and receives the annual dues or assessments levied by the Association.

4.4 Directors-at-large

4.4.1 The duties of the Directors-at-large shall be to take part in the work of the Board as set out in Clause 4.1.2 and to assume any special duties as directed by the Board.

5. Article 5 Finance and Other Management Matters

5.1 Registered Office

The registered office of the Association is the mailing address of the Secretary.

5.2 Seal of the Association

5.2.1 The Board may adopt a seal as the seal of the Association.

5.2.2 The Secretary shall have custody of the seal.

5.2.3 Only Officers authorized by Resolution of the Board may use the seal of the Association.

5.3 Cheques

5.3.1 Directors appointed by Resolution of the Board, one of whom must be the Treasurer, may sign cheques.

5.4 Preparation and Custody of Minutes and Other Books and Records

5.4.1 Financial Records and books

The Treasurer shall prepare financial reports and shall have custody of all financial records.

5.4.2 Minute Books and other records

The Secretary shall prepare the Minutes of all meetings and shall have custody of the Minute Book, copies of the audited financial reports, and all other books and records transferred to historical status.

5.5 Inspection of books by Members

5.5.1 The books of the Association shall be available for inspection by a Member upon reasonable notice to the responsible Officer.

5.5.2 A copy of the register of Members showing current status shall be available for inspection at every meeting.

5.6 Borrowing powers

5.6.1 For the purpose of carrying out its objects the Association may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association. In no case shall debentures be issued without the sanction of a Special Resolution of the Association.

5.7 Payments

5.7.1 No Member, Director or Officer of the Association shall receive any payment for services as a Member, Director or Officer.

5.7.2 Expenses incurred while carrying out duties of the Association within budgetary limits approved by the Board may be reimbursed.

5.8 Audit

5.8.1 The fiscal year of the Association ends on March 31st of each year.

5.8.2 The Board shall appoint an auditor(s) who shall be either a qualified accountant or two (2) voting Members not currently Members of the Board.

5.8.3 The Association's auditor(s) shall audit the books, accounts, and records of the Secretary and of the Treasurer at least once each year.

5.8.4 A complete and proper statement of the standing of the books for the previous fiscal year, signed by the auditor, shall be submitted by the Treasurer at the Annual General Meeting of the Association.

5.9 Dissolution of the Association

5.9.1 That in the event of dissolution of the Association, all necessary steps are taken at the time of dissolution, including the posting of notices and retirement of liabilities of the Association shall be undertaken, and thereafter the remaining assets, if any, shall be paid or delivered in kind to a registered charitable organization.

6. Article 6 Amending the By-laws and Objectives

6.1 Neither the By-laws nor the Objectives of the Association shall be rescinded, altered or added to, except by Special Resolution of the Association.

7. Article 7 - Arbitration

7.1 A dispute arising out of the affairs of the Society and between any Members of the Association, or between a Member and the Association or a Director, shall be decided:

- a) by informal arbitration where the parties to the dispute can agree on an arbitrator;
- b) otherwise by arbitration under *The Arbitration Act*.