Proposed OSRDF By-laws

(To replace existing constitution and by-laws.)

Section 1 General

1.01 Interpretation

a) "(T)he Act" refers to the *Not-for-Profit Federations Act, 2010*, S.O. 2010, c. 15, as amended.
b) Definitions from the Act apply here. Also, words in the singular include the plural, words of one gender include all genders.

1.02 Severability and Precedence

If any part of this by-law is invalid, the rest remains in effect. The Letters Patent or the Act prevail over any conflicting by-law.

1.03 Execution of Contracts

a) Any officer or director may sign on behalf of the Federation any contracts, deeds, or other documents previously approved by the board
b) The board may limit authority to sign certain contracts to a specific person
c) Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Federation to be a true copy thereof.

Section 2 Directors

2.01 Election and Term

a) Voting members shall elect at least 3 directors at every annual meeting.
b) Each regional association may nominate up to four directors.
c) Where a regional association exists, local clubs, dance leaders, dancers, and others are represented through the association.
d) For clubs and dancers in an area without a regional association, an individual may be nominated as a director-at-large. Only one director-at-large may be elected in any general area, and no more than four may be elected in total.
e) Directors will serve from the close of the meeting at which they are elected to the close of the following annual meeting.
f) Directors may stand for re-election when their term ends.

2.02 Vacancies

The office of a director shall be vacated immediately if:

a) the director resigns office by written notice to the federation, which resignation shall be effective at the time it is received by the federation or at the time specified in the notice, whichever is later;
b) the director dies or becomes bankrupt;
c) the director is found to be incapable by a court or incapable of managing property under Ontario law; or
d) at a meeting of the members, the voting members by ordinary resolution remove the director before the expiration of the director's term of office.

2.03 Filling Vacancies

a) If a vacancy on the board occurs, the director appointed or elected to fill the vacancy serves the remainder of the previous director's term.
b) A quorum of directors may fill a vacancy among the directors.
c) If there is not a quorum of directors or the required number of directors has not been elected, the directors in office shall, without delay, call a special meeting of members to fill the vacancy.
d) If the voting members remove a director, the voting members may elect a replacement director with an ordinary resolution.
e) If the directors do not call the meeting mentioned in (c) above or if there is no director in office, the meeting may be called by any voting member.
f) The board may appoint directors between annual meetings, but the number of added directors cannot exceed one-third of the total number of directors elected at the last annual meeting. These added directors serve until the close of the next annual meeting.

2.04 Committees

The board may create, structure, and dissolve committees as needed to help manage its responsibilities.

2.05 Remuneration of Directors

a) Board members are volunteers and cannot be paid for their role. They can, however, be reimbursed for reasonable expenses.
b) Directors doing work for the federation, may be paid for it at a fair price, provided the board first approves the expenditure and legal conflict-of-interest rules are followed.

Section 3 Board Meetings

3.01 Calling Meetings

Meetings of the directors may be called by the Chair or any two directors.

3.02 Notice

a) Notice of the time and place of board meetings is to be given to every director at least seven days in advance, as described in Section 10.
b) Formal notice is not needed if all directors are present and agree to hold the meeting, or if **those absent have** waived notice or given their consent.
c) If a quorum is present, the new board may hold its first meeting right after the annual meeting without prior notice.

3.03 Chair

The Chair shall preside at board meetings. In the absence of the Chair, the directors present shall choose one of their number to act as the Chair.

3.04 Voting

Each director has one vote. Questions arising at any board meeting shall be decided by a majority of votes.

3.05 Quorum

The quorum shall be 50% of the directors, providing directors from at least the majority of regional associations are present.

3.06 Participation by Telephone or other Communications Facilities

a) Directors may join board or committee meetings by phone or video conferencing as long as everyone can hear and talk to each other.
b) Anyone joining this way counts as being there in person.

Section 4 Financial

4.01 Banking

The board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Federation shall be placed for safekeeping.

4.02 Financial Year

The fiscal year of the federation shall be from **01 April to 31 March** or on such other date as the board may from time to time by resolution determine.

Section 5 Officers

5.01 Officers

a) The board will appoint from the directors a President (who will serve as Chair), Secretary, and Treasurer.
b) The board may appoint other officers or agents as needed and will set their duties.
c) One person may hold more than one office.

5.02 Office Held at Board's Discretion

a) Any officer shall cease to hold office upon resolution of the board.
b) Unless so removed, an officer shall hold office until the earlier of:
   (i) the officer's successor being appointed,
   (ii) the officer's resignation, or
   (iii) such officer's death.

5.03 Duties

Duties of officers are as listed in the federation's Policy and Procedures Manual.

Section 6 Protection of Directors and Others

6.01 Liability and Responsibility

a) Directors, officers, or committee members fulfil their duties under the Act and are not personally liable if they act with the care, diligence, and skill that a reasonably careful person would use in similar circumstances.
b) A director, officer, or committee member of the federation is not responsible for
   (i) the acts, neglect, or defaults of another director, officer, committee member, or employee;

(ii) any loss, damage, or expense the federation suffers because of a problem with title to property acquired by board resolution or on behalf of the federation;
(iii) any problem with a security in which the federation's money is invested;
(iv) any loss or damage caused by the bankruptcy, insolvency, or wrongful act of a person, firm, or corporation with whom money, securities, or other property is deposited; or
(v) any other loss, damage, or misfortune that happens while carrying out the duties of the office.

Section 7 Conflict of Interest

7.01 Conflict of Interest

a) A director who is a party to a material contract or transaction or proposed material contract or transaction with the federation or is a director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the federation shall make the disclosure required by the Act.
b) Except as provided by the Act, no such director shall attend any part of a meeting of directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 Members

8.01 Members

a) Membership in the Federation is open to organizations and individuals in Ontario that support the aims and goals of the Federation and that (if eligible) are members of the Canadian Square and Round Dance Society and members of any regional association active where they reside.
b) Membership in the Federation shall consist of the regional associations, clubs, dance leaders, and dancers, that have registered as members and paid the required fee.
c) Regional associations admitted as members include the Square & Round Dancers of South Western Ontario (SWOSDA), the Toronto and District Square and Round Dance Association (T&D), the Eastern Ontario Square and Round Dance Association (EOSARDA), the Lakehead and District Square and Round Dance Association (LDSRDA), and any other group recommended by the board and approved by the members.
d) It is the duty and responsibility of every regional association that is a member of the federation to take all reasonable measures to ensure that its member clubs, dance leaders and dancers are registered with the federation and have paid their annual membership fee.
e) People attending open houses designed to recruit new dancers, dancers who visit a club only once, and dancers registered with another regional association are exempt from the provision in (d) above.
f) If a regional association serves a particular area, dancers, dance leaders, and clubs from that area are to work through the association rather than dealing directly with the federation.

8.02 Classes of Members

a) There are two classes of membership: voting and non-voting members.
b) Voting members are regional associations and those directors-at-large representing clubs located in an area not served by a regional association.
c) All other members are non-voting members.

8.03 Membership

a) Membership in the Federation is not transferable.
b) Anyone who registers and pays the fees becomes a member, provided that the requirements of 8.01 are satisfied.
c) Membership expires on 31 December of each year unless renewed.
d) Membership automatically ends if the member resigns, if the membership is not renewed at the end of its term, or if the membership is otherwise ended according to the Act.
e) The board may vote to approve others as members.

8.04 Disciplinary Act or Termination of Membership for Cause

a) Upon 15 days' written notice to a member, the board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.
b) The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The board shall consider the written submission of the member before making a final decision.

8.05 Membership Fees

The board will set the membership fee and the terms and conditions of membership.

Section 9 Members' Meetings

9.01 Annual Meeting

a) The board will set the annual meeting's date and location. Any in-person meeting must be held in Ontario.
b) If a member asks, the federation must provide a copy of the approved financial statements, the auditor's report or review engagement report, and any other financial information required by the by-laws or articles at least five business days before the annual meeting, or within any longer period required by regulation.
c) The annual meeting will include:
   (i) reviewing the financial statements;
   (ii) reviewing the audit or review engagement report, if there is one, or passing an extraordinary resolution to require a review engagement instead of an audit, or to have neither an audit nor a review engagement;
   (iii) appointing or reappointing the auditor or the person conducting the review engagement, if there is one;

(iv) electing directors;
(v) considering proposals submitted by voting members; and
(vi) dealing with any other business.

9.02 Special Meetings

a) The board may call a special meeting of the members.
b) The board shall call a special meeting on a written requisition of voting members who hold at least 10 per cent of the votes that may be cast at the meeting. The meeting shall be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

a) Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member, to each director, and to the auditor or person appointed to conduct a review engagement, if any.
b) Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.04 Chair

a) The Chair shall preside at members' meetings;
b) In the Chair's absence, the voting members present at any members' meeting shall choose another director as chair and if no director is present or if all directors present decline to serve as chair, the voting members present shall choose one of their number to chair the meeting.

9.05 Voting by Members

a) Regional associations vote through delegates identified before the meeting begins; each delegate has one vote.
b) Each director-at-large has one vote.
c) Each association may identify up to four voting delegates.

9.06 Voting Procedures

a) Business arising at any members' meeting shall be decided by a majority of the votes cast unless otherwise required by the Act or the by-laws.
b) An abstention shall not be considered a vote cast.
c) Votes shall be taken by a show of hands among representatives of the voting members and directors-at-large; the Chair, if representing a voting member, shall have a vote.
d) Before or after a show of hands, the chair may require, or any voting member may demand, a written ballot in a manner directed by the Chair.
e) Unless a written ballot is required or demanded, the Chair's declaration that a resolution has been carried or lost, with an entry in the meeting record, is conclusive evidence of the result without proof of vote numbers or proportions.

9.07 Quorum

The quorum shall be 7 voting delegates, providing delegates from at least the majority of regional associations are present.

9.08 Adjournments

a) The Chair may, with the consent of a majority of the voting members present, adjourn the meeting as needed.
b) If the meeting is adjourned for fewer than 30 days, no formal notice is necessary, provided the time, place, and/or electronic attendance and voting instructions are announced at the original meeting.
c) If the meeting is adjourned for 30 days or more, formal notice of the continued meeting must be given to the members and directors.
d) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.09 Persons Entitled to be Present

a) The only persons entitled to attend a members' meeting are the members, the directors, the auditors of the federation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.
b) Any other person may be admitted only if invited by the Chair or with the majority consent of the voting members present at the meeting.

Section 10 Notices

10.01 Service

a) Any notice required to be sent to any member or director or to the auditor or person who has been appointed to conduct a review engagement of the federation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to the latest address for the individual as shown in the records of the federation; and to the auditor or the person who has been appointed to conduct a review engagement (if any) at its business address.
b) Notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error of Omission in Giving Notice

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the federation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 Amendment of By-laws

11.01 Amendment of By-laws

a) The board of directors may make, amend, or repeal by-laws.
b) A by-law amendment passed by the board takes effect immediately (or on a date specified by the board) but remains provisional until presented at the next members' meeting.
c) The voting members may confirm, amend, or reject the by-law. If the voting members reject the board's amendment, it ceases to be effective.