

# **Bylaws of the LBDC**

**As adopted by the Board of directors on May 17, 2018  
and approved by the members on June 4, 2018**

Note: Masculine pronouns and feminine pronouns shall be construed to refer to persons of the opposite gender where appropriate.

## **1. NAME**

1.1 The London Ballroom Dance Club Incorporated, a not for profit corporation under the law of Ontario, operates as "The London Ballroom Dance Club" and will be referred to throughout this document as "LBDC". This is to clarify that the LBDC may continue to drop the word "Incorporated" for day to day purposes.

## **2. PURPOSE**

2.1 The LBDC is a dance club that promotes and teaches International Style ballroom dancing.

2.2 The LBDC shall operate as a not-for-profit organization without purpose of gain for the members. Any surplus of funds shall be used solely to promote LBDC objectives.

## **3. LBDC AFFAIRS**

3.1 A Board of Directors shall manage the affairs of the LBDC. Each director at the time of his election and throughout his term of office shall be a member of the LBDC. Directors shall hold office for a term of two years, except Class Representatives who serve a one year term from October until the next October. As each director's two-year term expires, he shall be eligible for re-election. Directors appointed under **5.7** can only hold positions until the ensuing Annual General Meeting ("AGM").

3.2 The members of the LBDC may, by the regular voting process as stipulated in 13.1 of this document, remove any director before the expiration of her term of office, and may elect any person in her stead for the remainder of her term

3.3 Ideally, to allow for a measure of continuity, no more than three (3) of the positions of President, Vice President, Treasurer, Registrar, and Secretary should be up for election in any given year. Special terms of one (1) or three (3) years may be considered to rectify this situation.

3.4 Those portions of the Not For Profit Corporation Act 2010, S.O. 2010, c. 15 (the "Act") that apply to the LBDC, and those portions of the Corporations Act 1990,

S.O. Ontario, c. 38 (the "Corporation's Act") that apply to the LBDC, the Bylaws of the LBDC, the Standing Rules of the LBDC, Robert's Rules of Order, and custom, in order of precedence, will guide the voting procedures of the LBDC.

#### **4. MEMBERSHIP**

4.1 Membership shall be open to the public. Members must be 16 years of age or older.

4.2 The Directors shall establish an annual fee per person for membership, to be used to defray operating expenses. The Board of Directors will determine this fee on an annual basis.

4.3 A valid indemnity agreement must be in place for each member prior to participation in any LBDC activity.

4.4 A membership entitles that person the right to register for dance lessons and/or participate in LBDC practice sessions, workshops, and other LBDC events.

4.5 Each member in good standing shall be entitled to one vote on each question arising at any general or special meeting of the membership. At these meetings, only members taking lessons and Directors of the LBDC shall have voting rights on class issues.

4.6 The Directors of the LBDC may extend honorary lifetime memberships.

4.7 The Directors of the LBDC may refuse membership to any individual whose conduct has, in the opinions the Directors, been injurious to the LBDC.

#### **5. BOARD OF DIRECTORS**

As the administrative arm of the LBDC, the Board will transact the business of the Club between regular meetings.

5.1 The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Registrar, one Class Representative for each dance level, and may include up to two other members as per 6.9.

5.2 Married or common-law couples are discouraged from serving together on the Board of Directors. .

5.3 The Board of Directors shall arrange for dance instruction by teachers sanctioned by the Board of Directors. The Board of Directors shall determine class size and course content after consultation with the instructors.

5.4 The Board of Directors shall arrange for social dances, practice sessions, and

other LBDC events with the assistance of the membership as necessary. The Board of Directors will determine the pricing of these events.

5.5 All Directors shall perform additional duties other than those outlined in 5.3 and Section 6 as may from time to time be determined by the Board.

5.6 A Director may run for more than one office, but may hold only one office.

5.7 Vacancies:

(1) A vacancy occurs when no candidate is elected at an AGM for any open Director position, or when a Director resigns or is removed from his position prior to the completion of his full term.

(2) Vacancies on the Board of Directors shall be filled from among the members of the LBDC. After 14 days advance notice to all members to solicit interested candidates, the Board of Directors shall appoint a suitable candidate to the position(s), subject to **6.9**, as they see fit by a majority vote.

(3) A Class Representative is elected solely by the membership of the dance class/level.

(4) If directors are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected or appointed.

5.8 Meetings:

The Board of Directors may appoint a day or days in any month or months for regular meetings at a designated time. Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may determine from time to time. The membership will be notified a minimum of 14 days in advance of regular meetings, and dates of such regular meetings will be posted on the LBDC web site. Members are welcome to attend as observers only.

5.9 Voting:

(1) Questions arising at any meeting of the Board of Directors shall be decided by a majority vote except WHEN a two third majority vote is required. A two third majority vote is required whenever a question is brought forward to revisit, alter, or rescind a previously passed motion, or to create a new Standing Rule or rescind or change an existing Standing Rule or as may be required by the Act or the Corporations Act (referred to below collectively as the "Acts").

(2) A tie vote defeats the motion.

(3) All votes at any such meeting shall be taken by ballot if so requested by any Director present.

(4) A declaration by the President that a motion has been carried or defeated,

with an entry to that effect in the minutes, shall be admissible evidence as prima facie proof of the fact, without proof of the number or proportion of votes recorded in favour of or against such a motion.

(5) In the absence of the President, the Vice-President or such other Director as the Board of Directors may appoint from time to time, may perform his duties.

(6) Directors who vote for or consent to a resolution authorizing a payment or distribution contrary to the Acts, the Bylaws of the LBDC, or the Standing Rules of the LBDC are jointly and severally liable to restore to the LBDC any money or property so paid or distributed and not otherwise recovered by the LBDC.

(7) A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:

- (a) the director's dissent is entered in the minutes of the meeting;
- (b) the director requests that his dissent be entered in the minutes of the meeting;
- (c) the director gives his dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the director submits his dissent to the LBDC immediately after the meeting is terminated; or
- (e) the director causes his dissent to be placed with the minutes of the meeting or submits his or her dissent to the LBDC.

A Director who votes for or consents to a resolution is not entitled to dissent. A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director causes his dissent to be placed within the minutes of the meeting.

(8) No person shall act for a Director at a meeting of the Directors. No proxies may be used.

#### 5.10 Conflict of Interest:

(1) Any member holding a service contract with the LBDC shall be deemed to be in conflict of interest and cannot serve on the Board of Directors.

(2) A Director must immediately disclose to the Board of Directors any conflict of interest on any issue.

(3) A director with a conflict of interest shall not attend any part of a meeting of the directors during which the contract, transaction, or action that is the subject of the conflict is discussed, and shall not vote on any resolution to approve said contract, transaction, or action.

(4) If no quorum exists for the purpose of voting on a resolution only because

a director is not permitted to be present at the meeting by reason of subsection (3), the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

#### 5.11 Remuneration:

The Directors shall receive no remuneration for acting in the capacity of Director. However, Directors and/or members and their partners will be entitled to complimentary admittance to regular dances and the practices that they host.

## **6. DUTIES AND RESPONSIBILITIES OF THE DIRECTORS**

6.1 A Director must be familiar with the Acts, the Bylaws of the LBDC and the Standing Rules of the LBDC.

6.2 If a Director knowingly proposes or votes for a motion that is contrary to the Acts, to the Bylaws of the LBDC, or to its Standing Rules, he is at risk of being removed from his position by a vote of the membership.

#### 6.3 President:

The President shall be the presiding officer at all meetings of the members of the LBDC and of the Board of Directors. He shall arrange for the conduct and order of all meetings of Directors and of the membership. He shall provide a detailed agenda in a timely fashion for all such meetings. The President shall also be charged with the general management and supervision of the affairs and operations of the LBDC. The President with the Secretary, or other officer appointed by the Board of Directors for the purpose, shall sign all Resolutions and Bylaw amendments.

#### 6.4 Vice-President:

The Vice-President shall perform the duties of the President when she is not available to perform those duties. The Vice-President shall also be responsible for scheduling LBDC lessons, workshops, and events, and negotiating contracts for the necessary facilities subject to the final approval of the Board of Directors.

#### 6.5 Secretary:

The Secretary shall be the clerk of the Board of Directors. He shall record all facts and minutes of all Board Meetings in the records kept for that purpose. He shall give all notices required to be given to members and Directors. He shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the LBDC. He shall deliver up all or any of these items only when authorized by a motion of the Board of Directors to do so, and to such person or persons as may be named in the motion.

#### 6.6 Treasurer:

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the LBDC in proper books of account. She shall deposit all monies or other valuable effects in the name of and to the credit of the LBDC in such bank or banks as may from time to time be designated by the Board of Directors. She shall disburse the funds of

the LBDC under the direction of the Board of Directors. She shall take proper vouchers therefore, and shall render to the Board of Directors at the regular meetings thereof, or whenever required of her an account of all her transactions as Treasurer, and of the financial position of the LBDC. At the end of the fiscal year, she shall provide a complete annual financial statement to the Board of Directors for approval prior to presenting it to the membership at the AGM.

#### 6.7 Registrar:

The Registrar shall register everyone that wishes to become a member of the LBDC each fiscal year. He will keep a journal that records all memberships and members taking the dance classes or workshops. The Registrar is also in charge of the annual LBDC open house.

#### 6.8 Class Representatives:

A class Representative shall be a student in the level he is representing if possible. Class Representatives serve a one year term from October until the next October. The Class Representatives of the LBDC shall act as liaisons between the Board of Directors and Club members. They will be responsible for welcoming new members to dance classes, inviting them to participate in practice sessions, and encouraging them to attend LBDC dances, workshops and other LBDC events. They will report to the Board of Directors all comments and/or concerns brought to them by the membership, and will be responsible for responding back to those members with the Board's comments. Prior to the annual general meeting or any special club events, the class representatives will be responsible in helping to enlist volunteers as required.

#### 6.9 Other Board Members:

The Board may appoint one or two additional directors whose duties will be determined by the executive. They shall hold office for a term expiring not later than the close of the next annual meeting of the members. However, the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

## **7. EXECUTION OF DOCUMENTS**

7.1 Board approved licenses, contracts, engagements and any other obligations on behalf of the LBDC shall be signed by either the President or Vice-President and by the Secretary. Contracts in the ordinary course of LBDC activities, which have been previously approved by the Board of Directors, may be entered into on behalf of the LBDC by any one of the Directors.

## **8. BOOKS AND RECORDS**

8.1 The LBDC shall prepare and maintain records containing:

- (a) the corporation's articles and by-laws, and amendments to them;
- (b) the minutes of meetings of the members and of any committee of members;

- (c) the resolutions of the members and of any committee of members;
- (d) the minutes of meetings of the directors and of any committee of directors;
- (e) the resolutions of the directors and of any committee of directors;
- (f) a register of directors;
- (g) a register of members; and
- (h) accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis.

8.2 By law, all meetings of the Directors, whether in person, by telephone, or by any electronic means, must be recorded in the minutes of those meetings.

8.3 The records described in 8.1 must be open to inspection by the Directors. The LBDC shall provide a director, upon request, with any extract of the records within a reasonable period of time.

8.4 Members' Access to Records:

(1) A member of the LBDC is entitled on request and free of charge to one copy of the articles and Bylaws, including any amendments to them.

8.5 The Registrar's journal is to be reconciled with the Treasurer's records after the registration for each dance class session.

## **9. ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

9.1 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented and a Board of Directors elected. The members may consider and transact any business, either general or special, without any notice thereof at any general meeting of the members.

9.2 Who Can Call a Meeting:

(1) The President, Vice-President or Board of Directors shall have the power to call a general meeting of the members of the LBDC at any time.

(2) A group of LBDC members, made up of at least 10 per cent of the membership, may requisition the directors to call a special meeting for the purposes stated in the requisition.

(3) Members will be notified at least 10 days prior to any members' meetings, annual or special, to be held. Voting on any transacted business will be conducted using the regular voting procedures as stipulated in section 13 of this document.

## **10. ERROR OR OMISSION IN NOTICE**

10.1 No error or accidental omission in giving notice of any meeting of the membership, or any adjourned meeting of the membership of the LBDC shall invalidate such meeting or make void any proceedings taken thereat.

## **11. ADJOURNMENTS**

11.1 Any meetings of the LBDC or the Board of Directors may be adjourned to any time upon approval of a motion to adjourn by a majority vote of the members present. No notice shall be required of any such adjournment.

11.2 If a meeting of the members is adjourned for less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement at the meeting that is adjourned. If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, the LBDC shall give notice of the meeting that continues the adjourned meeting in accordance with **9.2**.

## **12. QUORUM**

12.1 At a Board of Directors meeting, a quorum for the transaction of business shall consist of not less than a majority of the Board present in person. For example, in a board of 7, a minimum of 4 directors must be present to reach a quorum.

12.2 At any special meeting or an annual general meeting, a quorum for the transaction of business shall consist of those members present in person or represented by proxy as per 13.5.

## **13. VOTING OF MEMBERS**

13.1 At all meetings of members, and subject to section 17.1, all questions shall be decided by a **simple majority vote of the members present in person and voting, or by proxy.**

13.2 The Chairperson or Presiding Officer shall appoint two LBDC members to collect and verify proxies, to prepare and distribute ballots, to collect ballots, to count votes, and to report the results.

13.3 Every question shall be decided in the first instance by a show of hands unless any member present demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded, a declaration by the Chairperson or Presiding Officer that a motion has been carried or defeated is to be made. An entry to that effect in the minutes of the LBDC shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes accorded in favour of or against such motion.

13.4 If a poll is demanded and not withdrawn, the motion shall be decided by ballot. Such poll shall be taken in a manner that the Chairperson or Presiding Officer shall direct. The result of such poll shall be deemed the decision of the LBDC in the general meeting upon the matter in question.

13.5 Proxies:

Subject to the Acts,

(1) All proxy forms must be issued by the LBDC Board of Directors. They must be limited proxies, acceptable to the Board of Directors, whose form complies with the laws of Ontario.

(2) A member of the LBDC may be a proxy holder for at most two other members who are also current members in good standing of the LBDC.

#### **14. FINANCIAL YEAR**

14.1 The financial year of the LBDC shall run from May 1st to April 30.

#### **15. MEMBERSHIP YEAR**

15.1 LBDC memberships shall expire at the annual Open House and may be renewed until the next Open House.

15.2 (1) The mandate of the Board of Directors extends from one Annual General Meeting to the next.

(2) Incumbent Directors remain in office until successors are elected or appointed.

#### **16. CHEQUES, SIGNING AUTHORITY, ETC.**

16.1 All cheques, bills of exchange, or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the LBDC shall be signed by the Treasurer and the President or one other Director as designated by the Board of Directors if the President is unavailable. Only in the absence of the Treasurer can two other Directors sign cheques. Cheque signing authority will be established as a "two to sign".

16.2 In the absence of the Treasurer, any one (1) designated officer may arrange, settle, balance and certify all books and accounts between the LBDC and the LBDC's bankers. He may receive all paid cheques and vouchers and sign all bank forms or settlement of balances or verification slips.

## **17. DISSOLUTION OF THE LONDON BALLROOM DANCE CLUB**

17.1 Subject to the Acts, (a) dissolution of the LBDC will be approved by two-thirds of the members in good standing present at a special meeting called to conduct such business and (b) after payment of all debts and liabilities, the Club's remaining property shall be distributed or disposed of to charitable, non-religious organizations, which carry on work solely in Ontario chosen by simple majority vote of the members present at that meeting.

## **18. AMENDMENTS TO THE ARTICLES AND BYLAWS**

18.1 The Bylaws may be amended in accordance with the Acts except that (subject to the Corporations Act) any amendments proposed by the Directors will be treated as if they had no force until they have been approved by the members. The Bylaws may be amended by the members at Annual or Special Meetings of the LBDC by a vote of two-thirds of members present in person and voting, or voting by proxy.

18.2 Every 3 years the Directors of the LBDC will establish a Constitution Committee whose mandate will last until the close of the next AGM. The committee will consist of one Director and at least two other LBDC members. Working independently from the Board, the committee will solicit from the membership proposals on improvements to the LBDC Articles and Bylaws, and after consultation with members, and after making refinements, will present those proposals in the form of motions to the entire membership at the next AGM where members will vote on those motions. Any proposed changes to the Articles and Bylaws must be submitted to this committee.

18.3 A document summarizing the terms of proposed changes to the Articles and Bylaws must be distributed to the membership a minimum of 10 days prior to a vote.

These Bylaws have been approved and passed by the Membership of the LBDC on June 4, 2018.

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President

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Secretary

## Notes

1. Section 2, purpose, might be better in articles of incorporation if articles as to be amended as per note 3.
2. Section 8:1 and section 11 and 13.5 duplicate Act and ideally should be deleted, especially when the Not for Profit Corporations Act 2010 comes into force.
3. Once the Not for Profit Act 2010 is proclaimed it appears that the bylaws can be modified by a simple majority. Under the Act this can be overridden by the articles. So consider inserting the special voting requirement in section 18.1 into the articles.
4. 6.9 should be clarified as to whether the directors at large are appointed for one year or two.