

Province of Alberta
The Societies Act
By-Laws
Of
Royal Scottish Country Dance Society, Calgary Branch

1) NAME

The name of the society shall be THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY, CALGARY BRANCH (hereinafter called “the Branch”).

2) ASSOCIATION WITH THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

The Branch is an autonomous body consisting of:

- a) Voting Members of the Branch (see Clause 3(b));
- b) Associate Members of the Branch (see Clause 3(c)).

Both Voting and Associate Branch memberships automatically include membership in the Royal Scottish Country Dance Society headquartered in Scotland (hereinafter called “the Society”). While it has similar objectives to and associates with the Society under a formal License Agreement, it operates and carries out its administration and management independently of the Society.

3) MEMBERSHIP AND SUBSCRIPTIONS

Membership of the Branch shall be open to all members of the public.

- a) Branch membership includes membership in the Society (i.e. ‘Society Members’). A range of Society membership subscriptions are available, including Youth membership (12-17 years). Society membership can only be through one nominated Branch.
- b) Voting Member of Branch
 - i) Only such Members as have attained the age of 18 shall have the power to vote in matters concerned with the management of the Branch.
 - ii) Any voting member of the Branch is automatically a member of the Society.
 - iii) Membership subscriptions are paid annually. Only members who have paid their annual subscription are eligible to vote. The Board will set the annual due date for subscriptions, and a period of time allowable to pay the subscription before suspension.
 - iv) Any voting member shall have the right to vote at any General meeting of the Branch.
 - v) No member of the Branch is, in his/her individual capacity, liable for any debt of liability of the Branch.

- c) Associate member
 - i) Any persons under the age of 18 and any member of the Society for whom the Branch is not their primary Branch may become associate members of the Branch.
 - ii) Any associate member who is not already a member of the Society will automatically become a member of the Society.
 - iii) The privileges accorded to such associate members shall be regulated from time to time by the Board of Directors of the Branch, and approved by the Branch in General Meeting. Because of the principal role of the Branch and its relationship with the Society, associate members shall not have any voting rights in the management of the Branch.
 - d) The rates of local subscription for both classes of members shall be such as may be determined from time to time by the Branch in the General Meeting.
 - e) A member wishing to terminate membership with the Branch shall do so by advising the Secretary of the Branch in writing.
- 4) EXECUTIVE MEMBERS
- a) The Executive Members of the Branch, all of whom shall be Voting Members of the Branch shall consist of the President, the Vice President, the Secretary and the Treasurer who shall all be elected at the Annual General Meeting of the Branch in accordance with the Rules of the Branch.
 - b) The Executive Members shall, on completing their year of office, be eligible for re-election but no Executive Member so elected shall hold office for more than five (5) consecutive years.
 - c) The Board of Directors shall have power to appoint an Interim President, Vice President, Secretary and/or Treasurer to fill vacancies in any elected posts occurring between Annual General Meetings but any Executive Member so appointed shall serve only until the next Annual General Meeting when he/she shall be eligible for election.
 - d) On completion of his/her term of office, or in the case of early resignation, an Executive Member shall not be eligible for re-election to the Board in any capacity until at least one year has elapsed.
 - e) No Executive Member shall receive any remuneration for his/her service on the Board.
 - f) Any Executive Member may be removed from the Board for conduct contrary to the efficient operation of the Branch with the unanimous approval of all other Directors.

5) BOARD OF DIRECTORS

a) Membership/Meetings

- i) The affairs of the Branch shall be administered by a Board of Directors, (hereinafter referred to as “the Board”) composed of the Executive Members and at least three (3) but not more than seven (7) Directors at large, all of whom shall be Voting Members of the Branch.
- ii) Directors at large (hereinafter collectively referred to as the “Directors” and singly as a “Director”) shall be elected annually at the Annual General Meeting of the Branch. They shall, on completing their year of office, be eligible for re-election but no Director so elected shall serve on the Board for more than five (5) consecutive years.
- iii) The Board shall have the power to fill a vacancy among the Directors by co-option but any member so appointed will serve only until the next Annual General Meeting when he/she may stand for election.
- iv) The immediate past President shall, for one year after demitting office, be appointed a member ex-officio of the Board of Directors.
- v) Any Director may be removed from the Board for conduct contrary to the efficient operation of the Branch with the unanimous approval of all other Directors.

b) Powers and Duties of Board

- i) A Quorum of the Board shall be not less than half (1/2) of the membership of the Board and shall not be less than five (5) members.
- ii) Only elected or appointed members of the Board shall have the right to vote at Board Meetings.
- iii) The Board shall have the power to constitute Sub-Committees on an ad hoc basis either from its own membership or by co-opting other members of the Branch and to entrust them with such duties as it considers necessary for the efficient working of Branch affairs. Such co-opted members shall not have voting powers.
- iv) Committee meetings shall be held at regular intervals for the efficient running of the Branch.
- v) No Director or member of the Branch shall receive any remuneration for his/her service on the Board.

6) DUTIES OF EXECUTIVE MEMBERS

- a) President - The President shall preside at General Meetings and at meetings of the Board. In the absence of the President from a meeting the Vice President shall take the chair, failing whom a chair shall be appointed from among those present. The chair of any meeting, whether a Branch or Board meeting, shall have a casting, as well as a deliberative, vote. The President shall be an ex-officio member of all sub-committees.

- b) Secretary - The Secretary shall see that regular meetings are held and properly recorded and conduct the correspondence of the Branch. Additionally the Secretary shall:
 - i) prepare an annual report of the activities of the Branch during the preceding year;
 - ii) ensure that a register of Society Members of the Branch is maintained and communicated to the Secretary of the Society as required.
 - iii) keep a register of Life Members and of Annual members of the Branch.
 - iv) if a member shall transfer his/her Society Membership from one Branch to another at any time, it shall be the duty of the Secretary of the Branch to which such Member has transferred his/her membership to enroll that Member in the Branch Register on the production by such Member of the receipt for the Branch subscription for the year current. The Secretary of the receiving Branch shall notify the Secretary of the other Branch of the transfer.
- c) Treasurer - It shall be the duty of the Treasurer to receive, bank in the Branch account, and account for all monies collected by whatever agency from members of the Branch or from other sources. Additionally the Treasurer shall:
 - i) cause proper account books to be kept and ensure that the annual accounts of the Branch are properly examined or audited as required by law;
 - ii) make the annual Branch accounts available for inspection at reasonable times and present the accounts for adoption by the Branch at the Annual General Meeting;
 - iii) ensure that all cheques issued on behalf of the Branch are signed by two Executive Members.
 - iv) The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Branch elected for that purpose at the Annual General Meeting. A correct and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Branch.

7) GENERAL MEETINGS

- a) All members shall be given 21 days written notice of a General Meeting including Annual General Meetings and/or Special General Meetings. Written notice may be delivered either by hardcopy or electronic communication. Every notice shall contain a statement of the business to be discussed at the meeting.
- b) One-quarter of the members entitled to vote or twenty-five members of the Branch entitled to vote, whichever shall be lesser, shall constitute a quorum at a General Meeting, including Annual General Meetings and/or Special General Meetings.
- c) Members under the age of 18 years may attend and speak at a General Meeting but may not vote.

d) Associate members may attend and speak at a General Meeting but may not vote.

e) AGM

i) The Annual General Meeting of the Members of the Branch shall be held within six months after the end of its financial year at such place and at such time as may be determined by the Board.

ii) Any voting member may appoint another voting member their vote by proxy. This proxy must be presented in writing at the meeting and signed by the Member appointing their proxy and the Member to whom the proxy is appointed in order to be valid, and must include the date of the meeting. Any proxy is valid only at the meeting indicated by date on the proxy. All proxies will be collected by the Secretary and filed with the minutes of the appropriate meeting. The number of proxies held by any one voting member present is limited to 2.

iii) The order of business at an Annual General Meeting shall, as nearly as may be, be the following:

(1) Minutes of the last Annual General Meeting and of Special General Meetings, if any, held in the course of the year;

(2) Secretary's Report on year's working of the Branch;

(3) Treasurer's Report and Accounts;

(4) Election of Directors including the Executive Members;

(5) Appointment of Auditor/Examiner;

(6) Motions already advised to the Secretary;

(7) Any other competent business at the discretion of the chair.

f) A Special General Meeting ("SGM") may be called at any time by the President or shall be called on a requisition signed by not less than one-tenth of the Society Members of the Branch entitled to vote when such membership does not exceed 500. Where the voting membership of the Branch exceeds 500 a minimum of 50 or one sixteenth, whichever is the greater, of the members entitled to vote must sign the requisition calling a SGM. Proxies are not admissible at a SGM.

g) The Branch in a General Meeting may enact such rules (hereinafter referred to as the Rules) as it may determine for the proper working of the Branch.

8) FINANCE

a) All monies raised by, or on behalf of, the Branch shall normally be applied to further the objectives of the Branch and for no other purpose; provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Branch and fees to professional and technical advisers; or the repayment to members of reasonable out-of-pocket expenses.

- b) The only exception would be in the case of a profit-making function/activity for a specific charity/good cause approved by the Board of Directors and clearly advertised as such.
- c) For the purpose of carrying on its objectives, the Branch may raise or secure the payment of money in such manner as it thinks fit, and in accordance with Section 6 of these By-laws.

9) SUSPENSION OR TERMINATION OF MEMBERSHIP

- a) The Board may suspend temporarily or terminate the membership of any person whose conduct is in their opinion prejudicial to the interests of the Branch. Suspension or termination shall not alter other rights or status of the person concerned as a member of the Society.
- b) Before suspending or terminating any person's membership, the Board shall notify in writing the person concerned stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying and of appearing before the Board, if the member so wishes, to seek revocation of the suspension or termination.
- c) The person whose membership has been suspended or terminated shall have the right of appeal at a Branch General Meeting when a two-thirds majority of those present and entitled to vote shall be necessary to confirm the suspension or termination.
- d) Where suspension or termination has occurred or, where appropriate, has been confirmed as in 10 c) above, the matter, with reasons, shall be notified to the Secretary of the Society without delay under 'Confidential - Addressee Only' cover.

10) DISBANDMENT

- a) Notice of intention to disband the Branch shall be given to the Secretary of the Society at least two months before the date proposed for such disbandment.
- b) Should the Branch dissolve, after payment of debts and liabilities, any gaming assets remaining will be donated to another charitable organization(s). The balance of the funds, after all liabilities have been met, may be transferred to the Society HQ to be held in a Branch suspense account. (This is a designated account for future re-development should there be a demand to form a new Branch. This has a time limitation of 10 years, thereafter the funds would be utilised at the discretion of the Management Board.)
- c) Alternatively the balance shall be transferred to a recognized not-for-profit body or bodies having objectives similar to those of the Branch (excluding geographical limitations) as the members in General Meeting, whom failing, the Board, shall decide.
- d) All property belonging to the Branch shall be treated in the same way as the balance of funds in b) and c). Depending on the form of the property its value should be realized and added to the balance or it should be offered to an appropriate archive repository.

11) REPRESENTATION IN THE SOCIETY

- a) In accordance with the Constitution and Rules of the Society any Society Member aged 18 years or over may stand for election to management posts within the Society.
- b) In accordance with the Constitution and Rules of the Society the Branch in General Meeting (which failing, the Board), may appoint a delegate or delegates; all of whom shall be members of the Society who have attained the age of 18 years, to attend a General Meeting of the Society and represent the Branch at such meeting. In the event of an appointed delegate being unable to attend such meeting, an accredited substitute, who shall also have attained the age of 18, shall be allowed.

12) ALTERATION OF BY-LAWS

- a) The By-laws of the Branch shall only be altered by a Special Resolution passed by the Branch in a General Meeting and only after receiving the vote of not less than three-quarters (3/4) of the members present and entitled to vote.
- b) Notice of such General Meeting specifying the intention to propose the special resolution having been duly given to all members at least twenty-one (21) days in advance of such General Meeting.
- c) Under the License Agreement the Branch agrees to notify the Society in writing of any proposed changes to the Bylaws of the Branch two months prior to any such change being approved by the Branch.
- d) No alteration may be made to these By-laws which would result in a contravention of the License Agreement, unless approved by the Society through the re-negotiation of the License Agreement.

13) GENERAL

The Branch shall be governed in accordance with the laws of the jurisdiction within which it is situated, these Bylaws and with Rules made by the Branch in General Meeting.

14) SOCIETY SEAL

The Branch shall obtain a seal and such seal shall be retained in the custody of the Secretary and be affixed to all documents requiring the same at the hand of the President or Secretary.