DANCEONTARIO

DANCE ONTARIO ASSOCIATION BYLAWS

SEPTEMBER 26, 2024

DANCEONTARIO

950 Dupont Street | Toronto ON M6H 1Z2
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TABLE OF CONTENTS

Definitions	**Pg.**	**5**
Interpretation	**Pg.**	**5**
Head Office and Corporate Seal	**Pg.**	**6**
Execution of Documents	**Pg.**	**6**
Financial Year	**Pg.**	**6**
Banking Arrangements	**Pg.**	**6**
Borrowing Powers	**Pg.**	**7**
Annual Financial Statements	**Pg.**	**7**
Membership Conditions	**Pg.**	**8**
Transferring Membership	**Pg.**	**10**
Notice of Special Members Meeting	**Pg.**	**10**
Special Meeting of Members	**Pg.**	**10**
Absentee Voting at Members' Meetings	**Pg.**	**10**
Membership Dues	**Pg.**	**11**
Termination of Membership	**Pg.**	**11**
Effect of Termination of Membership	**Pg.**	**11**
Discipline of Members	**Pg.**	**12**
Proposals Nominating Directors at Annual Members' Meetings	**Pg.**	**12**
Conflict of Interest Policy	**Pg.**	**13**
Place of Members' Meeting	**Pg.**	**13**
Persons Entitled to be Present at Members' Meetings	**Pg.**	**13**

Quorum at Members' Meetings	**Pg.**	**13**
Voting at Members' Meetings	**Pg.**	**13**
Participation by Electronic Means at Members' Meetings	**Pg.**	**13**
Members' Meeting Held Entirely by Electronic Means	**Pg.**	**14**
Annual General Meeting	**Pg.**	**14**
Number of Directors and Term of Office of Directors	**Pg.**	**14**
Calling of Meetings of Board of Directors	**Pg.**	**15**
Notice of Meeting of Board of Directors	**Pg.**	**15**
Regular Meetings Section	**Pg.**	**15**
Voting at Meetings of the Board of Directors	**Pg.**	**15**
Committees of the Board of Directors	**Pg.**	**15**
Appointment of Officers	**Pg.**	**15**
Officers of the Corporation	**Pg.**	**16**
Officer/Director Vacancies	**Pg.**	**17**
Invalidity of Provisions of this By-law	**Pg.**	**17**
Omissions and Errors	**Pg.**	**17**
Mediation and Arbitration	**Pg.**	**17**
Dispute Resolution Mechanism	**Pg.**	**18**
By-laws and Effective Date	**Pg.**	**18**
Appendices A-F	**Pg. 23-38**	

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A by-law relating generally to the conduct of the affairs of

DANCE ONTARIO Association

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. **Definitions**

"**Act**" means the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) including the Regulations made pursuant to the Act~~,~~ and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board. The affairs of the Corporation shall be managed by a Board of Directors which includes an Executive Committee to perform the duties outlined in the By-Laws;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Officer" means those officers of the Corporation as set out in section 33 of this by-law;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 17 of this by-law; "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1. **Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2. **Head Office and Corporate Seal**

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

The Corporation may have a corporate seal in the form approved from time to time by the board. If the board approves a corporate seal, the secretary of the Corporation shall be the custodian of the corporate seal.

3. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Executive Director for amounts up to $50 000. Above $50 000 requires Board Approval and 2 signatures on the relevant document(s) (Executive Director & Officer). In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed (signing). Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. Due diligence must be executed by the Executive Director for any individual or group hired on behalf of the Corporation to ensure lack of conflict/perceived conflict of interest and alignment with its by-laws.

NB: See Appendix B on Role of Executive Director

4. **Financial Year**

The fiscal year of the Corporation shall end on the 31st day of March in each year or at such dates as the Board of Directors may from time to time fix.

5. **Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize. All cheques, notes and other banking arrangements of the corporation shall be signed by the person or persons who shall be appointed from time to time by the Board of Directors.

6. **Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

(a) borrow money on the credit of the corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

(c) give a guarantee on behalf; and,

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

7. **Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents for the Annual General Meeting or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the

documents or a summary to a member who, in writing, declines to receive such documents.

BOOKS AND ACCOUNTS

The Board of Directors shall maintain with the Treasurer of the Corporation or under their control one or more accounting books in which a record shall be kept of all monies received and spent by the Corporation and all debts or obligations as well as all other financial transactions of the Corporation. This book or books shall be open at all reasonable times for examination by any member of the Corporation.

AUDITOR

At each Annual General Meeting, the Board shall appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next Annual General Meeting and the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor shall make an annual report and have such powers as the Canada Corporations Act provides.

THE BUDGET

The Executive Director shall oversee and submit annually to the Board of Directors the budget of the Corporation and the Board of Directors shall consider and adopt the same with or without such variations as it deems appropriate.

DONATIONS

The Corporation may receive donations from any sources, and which shall form part of the general funds of the Corporation, unless the use thereof is specified by the donor. The Board of Directors may accept or reject the donation but shall use the funds only in accordance with the directions of the donor.

SPECIAL TRUST FUNDS

The Directors shall have the power to enter into financial arrangements for the purposes of creating funds in which the capital and interest may be available for the benefit of persons or projects, in accordance with such terms and conditions as the Board of Directors may prescribe.

8. **Membership Conditions**

CLASS A MEMBERS

(a) Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.

(b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class A Members:

Individual
(a) Individual members shall be comprised of those individuals, who are working professionals in the field of dance, i.e. dancers, artistic personnel, administrators, teachers, educators, technicians, consultants, etc., and those individuals in a dance-allied or other field who have a concern for the welfare of dance in Ontario.

(b) Each individual member in good standing shall be entitled to full voting privileges and all other benefits and privileges provided to members of the Corporation.

Group Member
(a) A dance studio, company, partnership, entity, school, organization or association in the field of dance

(b) Only one (1) designated person from each Group Member may vote

CLASS B MEMBERS

(a) Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.

(b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation. c. Subject to the Act and

the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Class B Members:
(a) Student(s)-attending school full-time and under 24 years of age

(b) Affiliate-belonging to a Group Member of Dance Ontario Associate

(c) Associate-interested in dance as a supporter/enthusiast, but not as a profession.

AMENDMENT TO MEMBERSHIP CATEGORIES

Pursuant to subsection 103 (Fundamental Change) of the Act a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 103 (d), (g), (k), (l).

9. **Transferring Membership**

(a) The interest of a member in the Corporation is not transferable to another person.

(b) The interest of any member in the Corporation lapses and ceases upon their death, if an individual; or upon dissolution of the group member, if a company, partnership or entity.

~~Pursuant to Section 197(1) (Fundamental Change) of the Act,~~ A special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. **Notice of Special Members Meeting**

Notice of the time and place of a special meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Special business transacted at an annual meeting or special meeting requires specific advance notice and may include:

- Amendments to the By-Laws;
- Special resolutions;
- Such other items of business identified in the notice of the Annual Meeting.

11. Special Meeting of Members

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 5% of the members with voting rights. Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition. The Chair shall be the chair of the Members' meeting; in the Chair's absence, or in their absence, the Vice-Chair shall act as Chair. In the absence of both the Chair and Vice-Chair, the duties of the Chair may be performed by another Director appointed from time to time by the Board for that purpose.

12. Absentee Voting at Members' Meetings

A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

13. **Membership Dues**

Dues set by board of directors Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within four (4) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation. Membership is valid throughout the year in which it is purchased.

14. **Termination of Membership**

Termination of Membership in the Corporation shall also be considered terminated when the Secretary of the Executive Committee receives:

(a) Written notification directly from the member advising that they wish to withdraw their association with the Corporation

(b) Advice of nonpayment of dues. Memberships that have been terminated by any or the above means immediately lose all rights and privileges in the Corporation

(c) Upon notice from the Executive Committee in relation to policies and by-laws

15. **Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. **Discipline of Members**

Basic discipline powers of board and procedure the board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

(c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The board's decision shall be final and binding on the member, without any further right of appeal.

17. **Proposals Nominating Directors at Annual Members' Meetings**

A Member may be nominated or self-nominated provided they are a member in good standing. The By-laws & Board Development Committee may bring forward nominations for consideration by the Board.

18. **Conflict of Interest Policy**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation 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 Corporation shall make the disclosure required by the Act. 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.

19. **Place of Members' Meeting**

Meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

20. **Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

21. **Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

22. **Voting at Members' Meetings**

Simple majority voting at any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes (50/50) either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote. Voting at the Annual General Meeting will be by a simple show of hands. An Amendment will be adopted by an affirmative vote of two-thirds (2/3) of the voting membership in attendance at the Annual General Meeting.

23. **Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

24. **Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

~~25.~~ **Annual General Meeting**

The Corporation shall hold an annual meeting of its Members not later than fifteen (15) months after holding the previous annual meeting. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. The business transacted at the annual meeting shall include:
(a) receipt of the agenda;

(b) receipt of the minutes of the previous annual and subsequent special meetings;

(c) consideration of the financial statements;

(d) report of the auditor or person who has been appointed to conduct a review engagement;

(e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

(f) election of Directors; and

(g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

26. **Number of Directors and Term of Office of Directors and Officers**

The board shall consist of a minimum of 3 directors and a maximum of 15 directors.

(a) All members of the Board of Directors shall be elected for a period of two (2) years from the Annual General Meeting of the members where they shall commence their term of office and serve until their successors shall be duly elected and named, unless, in the interval, any member shall have resigned.

(b) Following three (3) consecutive terms in the same position, the Director/Officer may stand for re-election if desired.

(c) The ex-officio position of the immediate Past-chair shall retain all responsibilities, duties and privileges of a Board member. However, in the event of the re-election of a current Chair, the immediate Past-chair may remain ex-officio if they so desire.

(d) All unexpected vacancies within the Board of Directors, however caused, shall be filled by members in good standing appointed by the Executive Committee following due diligence.

27. **Calling of Meetings of Board of Directors**

Meetings of the board may be called by the Chair of the board, the Vice-Chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

28. **Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation by electronic means at least fourteen (14) days in advance.

29. **Regular Meetings Section**

The Board of Directors shall meet at a minimum of four (4) times annually.

30. **Voting at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

31. **Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at its next regular meeting.

32. **Appointment of Officers**

The Board shall appoint a Chair from among the Directors and may appoint any other person to be Vice-Chair, treasurer, and secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers and agents as it deems

necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation.

33. **Officers of the Corporation**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

1. CHAIR OF THE BOARD – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify.

2. VICE-CHAIR OF THE BOARD – The Vice-Chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the Vice-Chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-Chair shall have such other duties and powers as the board may specify.

3. EXECUTIVE DIRECTOR – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The Executive Director is an ex-officio member of the Board, does not have a vote, but has the responsibility to participate at all meetings of the Board except if asked to leave because the Board has moved to an in-camera session.;

4. SECRETARY – If appointed, the Secretary shall attend and be the Secretary of all meetings of the board and act as support and attend meetings (if needed/invited)

to members and committees of the board. . The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

5. TREASURER – If appointed, the treasurer shall have such powers and duties as the board may specify.

6. PAST CHAIR OF THE BOARD - automatic position.

34. **Officer/Director Vacancies**

In the absence of a written agreement to the contrary, the board may remove, with cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

(a) the officer's successor being appointed,

(b) the officer's resignation,

(c) such officer ceasing to be a director (if a necessary qualification of appointment) or,
(d) such officer's death.

Any board member wishing to vacate their position as a board member must submit the request in writing to the Executive Director and Chair and that request must be approved by a majority at the following board meeting.

35. **Invalidity of Provisions of this By-law**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

36. **Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by

any such person where the Corporation 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.

37. **Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

38. **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

(a) the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

(b) the number of mediators may be reduced from three to one or two upon agreement of the parties.

(c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all

proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

39. **By-laws and Effective Date**

(a) Any proposed amendment to the Constitution and By-Laws of the Corporation shall be forwarded in writing to the Secretary of the Executive Committee at least thirty (30) days prior to the Annual General Meeting, supported by the signatures of no fewer than three (3) members. The amendment should also contain supporting arguments for the proposed change. The proposed amendment and supporting arguments will be distributed to the membership along with the notice of the Annual General Meeting.

(b) Voting at the Annual General Meeting will be by a simple show of hands. An Amendment will be adopted by an affirmative vote of two-thirds (2/3) of the voting membership in attendance at the Annual General Meeting.

All amendments to the Constitution and By-Laws of the Corporation must meet with the approval of the Board of Directors. Until such approval has been received, no amendment of the By-Laws shall be enforced or acted upon. This section does not apply to a by-law that requires a special resolution of the members according to the Act.

These By-Laws were approved by the Board of Directors of the Corporation on September 26, 2024 and approved by the Members of the Corporation at the Corporation's Annual General Meeting held on September 26, 2024.

Chair

Print Name: Samara Thompson

Secretary

Print name:

Appendix A – BOARD OF DIRECTORS

1. DEFINITION

The affairs of the Corporation shall be managed by a Board of Directors which includes an Executive Committee to perform the duties outlined in the By-Laws.

2. QUORUM FOR MEETINGS

A quorum for the transaction of business by the Board of Directors is constituted by fifty (50) percent plus one (1) of the Board. Notwithstanding vacancies, the remaining Directors may exercise all the power of the Board of Directors so long as a quorum of the Directors remains in office.

3. VOTING AT MEETINGS

Simple majority voting at any meeting every question shall, unless otherwise provided by the articles or by-laws or by the Act, will be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall have a casting vote.

4. CENSURE AND/OR REMOVAL OF DIRECTORS

In the event of a breach of fiduciary duties, improper conduct, failure to disclose conflict of interest, disruption of Board meeting censure may be imposed. For a censure a motion is proposed and passed with a majority.

In addition to any other policies or by-laws pertaining to the removal of a Director, a Director may be removed from office by a resolution passed by a vote of two thirds (2/3) of the members voting at an Annual General Meeting of members. There will be an opportunity to be heard at the General Meeting before the special resolution is voted on, provided that notice of such proposed resolution shall be given with the notice calling for any such meeting.

5. REMUNERATION OF DIRECTORS AND OFFICERS

(a) No Director or Officer of the Corporation shall be remunerated for their services

as a member of that executive, except that the Corporation shall be authorized and empowered to make reasonable compensation for services rendered or monies outlaid.

(b) If any Director or Officer of the Corporation shall be employed by, or shall perform services for the Corporation other than as a member of the Board of Directors, the fact of their being a member of the Board of Directors should not prohibit them from receiving proper remuneration for such services.

6. PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer shall be held liable for the acts, negligence or defaults of any other Director, Officer or employee, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust or in relation thereto, unless the same shall happen by or through their own willful act, and/or intentional neglect.
The Corporation is required to obtain Board of Directors and Officers Liability Insurance.

7. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

(a) establish policies and direct the activities of the overall operation of the Corporation, being guided by the objectives outlined in APPENDIX A;

(b) oversee and promote the development of suitable activities or projects for the Corporation consistent with its mandate and objectives;

(c) be responsible for handling corporate duties that arise and require action prior to and outside of the Annual General Meeting;

(d) oversee the officers and committees of the Corporation

(e) conduct the annual election of directors and officers;

(f) authorize officers, or staff, to incur expenses and disburse funds in accordance with the by-laws;

(g) generate the construction of specialized Committees;

(h) approve an annual budget as set forth by the Executive Director;

(i) act as ambassador for the Corporation in public forums;

(j) commit to a continuous duty of care, loyalty, and obedience to the Corporation's interests and governance;

(k) have other powers and duties as may be assigned to it from time to time by the membership of the Corporation.

8. DUTIES OF OFFICERS

A. CHAIR

The Chair shall:

(a) be chief Officer of the Corporation;

(b) preside over all meetings of the Executive Committee, the Board of Directors and the membership;

(c) ensure the execution of all decisions made by the Executive Committee, the Board of Directors and the membership;

(d) sign all such contracts, documents or instruments in writing as requiring the signature of the Chair;

(e) be ex-officio a member of all committees of the Board of Directors;

(f) fulfill all duties inherent to the Office and shall have such powers and duties as may from time to time be assigned to the Chair by the Board of Directors or the membership;

(g) report in writing and/or representation at the Annual General Meeting and at other times as the Board of Directors or the Executive Committee shall deem necessary;

(h) should any Director or Officer be absent from two of three meetings, it shall be the duty of the Secretary and Chair to report to the Board of Directors, who may, at their discretion, vote such office vacant.

(i) appoint temporary officers as needed to cover prolonged absences of current office holders.

B. VICE-CHAIR

The Vice-Chair shall:

(a) be vested with all powers and duties of the Chair in their absence or inability or refusal to act;

(b) fulfil all duties inherent to the Office and shall have such other powers and duties as may from time to time be assigned to the Vice-Chair by the Board of Directors or the membership;

C. SECRETARY

The Secretary shall:

(a) arrange to be, or to have present, a recording secretary at all meetings of the membership, the Board of Directors and Executive Committee;

(b) have charge of or delegate charge of the minute books of the Corporation and the corporate seal;

(c) prepare and provide board meeting minutes to Board of Directors and Executive Committee;

(d) prepare and distribute copies of the minutes of the Annual General Meeting to the Board of Directors and Executive Committee, and make available to the membership at large;

(e) sign such contracts, documents or instruments in writing as requires the signature of the Secretary;

(f) fulfill all duties inherent to the office and shall have such other powers and duties as may from time to time be assigned to the Secretary by the Board of Directors or the membership;

(g) should any Director or Officer be absent from two or three meetings, it shall be the duty of the Secretary and Chair to report to the Board of Directors, who may, at their discretion, vote such office vacant.

D. TREASURER

The Treasurer shall:

(a) have signing authority for financial expenditures;

(b) render to the Executive Committee, and/or to the Board of Directors at each regular meeting, or as they require, accounts of all transactions of the Corporation and of the financial position of the Corporation;

(c) arrange with Executive Director for the audit of the Corporation accounts; the auditors being declared at the Annual General Meeting;

(d) with the assistance of the Chair, supervise the preparation of any budgets and grant applications and report on the same to the Board of Directors and at the Annual General Meeting;

(e) fulfil all duties inherent to the Office and shall have such other powers and duties as may from time to time be assigned to the Treasurer by the Board of Directors of the membership;

(f) report in writing and/or representation at the Annual General Meeting and at other times as the Board of Directors or the Executive Committee deem necessary.

E. PAST-CHAIR

The Past Chair shall:

(a) fulfil all duties inherent to the Office and shall have such other powers and duties as may from time to time be assigned to the Past Chair by the Board of Directors of the membership;

(b) provide support and consultation to the current Chair as needed.

9. EXECUTIVE COMMITTEE

SUPERVISION AND DIRECTION OF THE EXECUTIVE COMMITTEE

All executive officers serve under the direction of the Board or Directors and shall perform any and all additional duties as may be directed by the Board.

A. COMPOSITION

(a) The Executive Committee shall be made up of a minimum of five (5) officers, including the Chair, Vice-Chair, Treasurer, Secretary and the Past Chair;

(b) The Chair will be chosen by the Board of Directors by secret ballot/online platform (i.e. Google Form).

(c) The remaining Officers shall be chosen by the Board of Directors from the remaining Board members with due consideration being given to the needs and duties particular to each office.

(d) The Board of Directors may name other Officers to the Executive Committee from which it deems necessary and such Officers shall have the authority to carry out the duties fixed for the position by the Board of Directors.

B. DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall:

(a) be responsible for handling the duties of the Board of Directors that arise and require action between any meetings of the Board, except as such powers may be limited by law, or by such other limits as the Board of Directors shall establish;

(b) have such other powers and duties as may be assigned to them or assumed by them;

(c) meet on an as needed basis, such meetings are called by the Chair.

Appendix B - EXECUTIVE DIRECTOR AND STAFF

A. ROLE AND RESPONSIBILITIES

The Executive Director shall:

(a) ensure the mandate of Dance Ontario is fulfilled;

(b) run the corporation's day to day activities

(c) ensure the maintenance of the Dance Ontario membership list;

(d) establish an annual budget and seek funding from public and private sources as necessary to carry out the purposes of the corporation, through such means as grants, individual solicitations, membership fees and other lawful means as allowed under the Articles of Incorporation of the Province of Ontario;

(e) keep the membership of the Corporation informed between the Annual General Meetings respecting the progress of the Corporate activities;

(f) have responsibility for the payment of all expenditures and ensure such expenditures are kept in conformity with the budget adopted by the Board

(g) subject to the provisions of any resolution of the Board of Directors, be responsible for the care and custody of all funds and securities of the Corporation and ensure deposit of same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct;

(h) programming events including DanceWeekend, workshops, town halls and community projects;

(i) liaising with regional dance networks;

(j) managing partnerships and collaborations with other organizations;

(k) has agency to hire/autonomy to hire other staff/contract positions up to the maximum allowed in by laws; be empowered to employ such staff as required to maintain the Corporation subject always to

the ability of the Corporation to remunerate those hired for services rendered.

(l) practice and engage in advocacy to support the Ontario Dance Community;

(m) maintaining communications of the Corporation;

(n) ensuring that there is adequate insurance for the Corporation (i.e., liability, director/officers);

(o) coordinates and implements the strategic plan for the corporation; such plan will be revised with the Board every 3 years;

(p) cultivates the Dance Ontario regional networks throughout the province.

B. HIRING POLICY

(a) All staff as well as Executive Director (ED) shall sign and file contracts outlining salary, duties and dates of service;

(b) ED is hired after consultation from the Board who vote the ED in

(c) ED salary is voted on by the Board.

Appendix C – ELECTION PROCEDURES

ELECTION PROCEDURES FOR THE CHAIR, OFFICERS & DIRECTORS

A. ELECTION OF DIRECTORS AT AGM

An election to fill any vacancies on the Board of Directors shall take place each year by the members at the Annual General Meeting.

B. PROCEDURES

(a) At least 30 days before the upcoming election, the Chair of the By-Laws & Board Development Committee whose duty it shall be to prepare a complete slate to fill any vacancies on the Board for that year. The Executive Director will present that slate to the membership for election. This slate shall be approved at a Board of Directors meeting prior to the Annual General Meeting.

(b) The proposed slate will be available to the membership electronically. Further nominations must be received no later than two (2) weeks prior to the Annual General Meeting.

(c) The proposed slate should be accompanied by nomination forms, a list of present Board members (indicating who will be going off the Board, eligible for reinstatement), plus a description outlining the responsibilities of the positions to be filled, giving the term of office and a clear statement of time demands.

(d) The nomination form must be signed by the nominee and the nominator.

(e) The results of the election will be announced at the Annual General Meeting of the members and in the Corporation's publications.

(f) Voting for the election of the Board of Directors shall be by secret ballot.

C. ELECTION OF DIRECTORS BETWEEN AGMs

(a) The By-Laws & Board Development Committee will vet and propose nominees to fill vacancies.

(b) The motion is proposed and approved at any regularly scheduled Board meetings.

(c) Voting for the election of the Board of Directors shall be by secret ballot.

(d) A minimum of 2 staff will process the returned ballots.

D. ELECTION OF OFFICERS

(a) Election of Officers will occur at the meeting immediately following the Annual General Meeting.

(b) Voting for the election of Officers of the Board of Directors shall be by secret ballot.

(c) A minimum of 2 Staff will process the returned ballots.

Appendix D - FINANCES

FINANCES

A. FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of March in each year or at such dates as the Board of Directors may from time to time fix.

B. ACCOUNTING RECORDS

The Executive Director shall supervise the maintenance of all accounting records. Consultation with the Treasurer will be done as needed.

C. AUDITOR

At each Annual General Meeting, the members shall appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next Annual General Meeting and the Board of Directors may fill any casual vacancy in the office of auditor. The auditor shall make an annual report and have such powers as the Canada Corporations Act provides.

D. THE BUDGET

The Treasurer with the assistance of the Chair shall oversee and submit to the Board of Directors the annual budget of the Corporation and the Board of Directors shall consider and adopt the same with or without such variations as it deems appropriate. The budget shall be presented and approved 30 days prior to the end of the fiscal year.

E. DONATIONS

The Corporation may receive donations from any sources, and which shall form part of the general funds of the Corporation, unless the use thereof is specified by the donor in which case the Board of Directors, in their absolute discretion, may accept or reject the donation but shall use the funds only in accordance with the directions of the donor.

F. SPECIAL TRUST FUNDS

The Directors shall have the power to enter into financial arrangements with trust companies for the purposes of creating funds in which the capital and interest may

be available for the benefit of persons or projects, in accordance with such terms and conditions as the Board of Directors may prescribe.

G. BANKING ARRANGEMENTS

All cheques, notes and other banking arrangements of the corporation shall be signed by the person or persons who shall be appointed from time to time by the Board of Directors.

I. BORROWING POWERS

The Executive Director may from time to time for the benefit and further development of the Corporation:

(a) borrow money upon the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise

Borrowing powers are defined as:

(i) Borrowing money on the credit of the corporation;

(ii) Issuing, reissuing, selling, pledging, or hypothecating debt obligations of the corporation;

(iii) Giving a guarantee on behalf of the corporation to secure performance of an obligation of any person; and

(iv) Mortgaging, hypothecating, pledging, or otherwise creating a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

(b) Any or all of the foregoing powers may from time to time be delegated to any two (2) officers of the Corporation to execute, or may be executed in such manner and by such persons as the Board of Directors may from time to time by resolution authorize.

J. RECORDS

All minutes, reports, financial records and correspondence of the Corporation kept by its officials are the property of the Corporation.

Appendix E - COMMITTEES

A. MANDATES FOR COMMITTEES

All committees must have mandates defined by the Board of Directors when they are formed.

B. DUTIES OF THE COMMITTEE CHAIR

All committees must have a chair-an individual who is a director on the board. The Chair of each Committee shall:

(a) Select committee members in accordance with the mandates of the committee as defined from time to time by the Board of Directors, and present those committee members to the Board of Directors for ratification

(b) Organize and chair all meetings of the committee. Ensure that the committee fulfils its responsibilities as assigned by the By-Laws and the Board of Directors

(c) Ensure that motions passed by the Board of Directors directly related to the committee's area of responsibility are acted upon.

C. DUTIES OF THE COMMITTEE

(a) All actions of the Committee that impact the corporation as a whole must be approved by the Board.

(b) All Committees are formed to address specific issues and topics, identified by the corporation and that impact the corporation. Activities should be limited to the particular mandates of the Committees.

D. MANDATORY COMMITTEES

(a) The Corporation must have an Executive Committee and a By-Laws & Board Development Committee;

(b) Other Committees can be formed as per the By-Laws.

DANCEONTARIO

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Appendix F – OBJECTIVES OF THE CORPORATION

(a) To serve the needs and interests of the Ontario Dance Community within the Province of Ontario

(b) To promote a unified voice representative of the Ontario Dance Community

(c) To promote and aid communication amongst the Ontario dance community, between it and the other regional dance organizations through-out Canada and world wide

(d) To promote the development of performance and educational opportunities relating to dance within the Province of Ontario.

(e) To engage in any lawful activity to carry out its objectives as a non-profit service organization