



By-laws

A by-law related to the general conduct of the affairs of the Kanata Dance Club under the authority of the Kanata Singles Club Inc., established in 1975; and hereinafter referred to as the Club.

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SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Club unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;

- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "Officer" means a board of director having signing or statutory responsibilities for the management of the affairs of the corporation;
- g. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Nature and Objects

The Kanata Dance Club, operated under the authority of the Kanata Singles Club Inc., hereinafter referred to as the Club, is a not for profit organization. The objects of the Club are to arrange dances at least once or twice per month and as required promote other events for its members and their guests who are over the age of thirty (30). There will be no pecuniary gain to the members.

1.04 Execution of Documents

Contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its officers or directors who have financial signing authority. 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. Any officer with financial signing authority may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Club shall be February 28 in each year.

1.06 Banking Arrangements

The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an officer or officers with financial signing authority of the Club. Financial signing authorities shall be modified at least once annually, following a meeting of the members and election of the new Board of Directors, without delay to ensure continuance of the ability to ensure financial viability of the Club. The Administrative Assistant shall undertake the preparation of the documentation necessary to provide notice to the Bank. The previous signing authorities shall remain in effect until changes have been made at the financial institution.

1.07 Annual Financial Statements

The Club will make available copies of the annual and comparative financial statements to all attendees at an annual meeting of the members and may upon written request by any member submitting a postage-paid self-addressed envelope by mail copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members.

1.08 Corporate Income Tax Return

The Financial Officer shall be responsible to ensure completion of the corporate tax return and submission to Canada Revenue Agency, within the reporting time frames required.

1.09 Annual Report

The Annual Summary Report shall be completed by the Administrative Assistant and submitted to Corporations Canada within the reporting timeframe between July 22 and September 20 of each year.

1.10 List of Directors

The Administrative Assistant will be responsible to ensure that the list of Directors on file with Corporations Canada is updated at least once annually within 15 days following the Annual General Meeting, and within 15 days of any change to the Directors serving on the Board of Directors that would include resignation or appointment, or any change of address of a Director.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be one class of member in the Club. Membership in the Club shall be available only to individuals interested in furthering the Club's purposes and who have applied for and been accepted into membership in the Club by ordinary resolution of the board or in such other manner as may be determined by the board. Each member in good standing shall be entitled to receive notice of, attend and vote at the annual general meeting of the members of the Club.

2.02 Membership Dues

Membership dues may be determined by ordinary resolution at a meeting of the Board of Directors and if applicable will be collected when an application for a new or renewed membership card is received. A membership may be obtained during the dances held in January, February and March or other such period as determined by the Board of Directors. A membership will only be issued in person to the individual having completed an application. No replacement or duplicate membership will be issued. Any members having not renewed their membership within the aforementioned timeframe shall cease to be members of the Club.

2.03 Termination of Membership

A membership in the Club is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by providing notice to the Club in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 2.04 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires on December 31st of the calendar year; or

- f. the Club is liquidated or dissolved under the Act.

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

2.04 Discipline of Members

The board shall have authority to expel any member from the Club for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Club;
- b. carrying out any conduct which may be detrimental to the Club as determined by the board in its sole discretion; and
- 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 Club.

In the event that the board determines by ordinary resolution that a member should be expelled from membership in the Club, the president, or such other officer as may be designated by the board, shall provide written 20-day notice of expulsion to the member and shall provide the reason for the expulsion. The member may make written submissions to the president, 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 president, the vice-president, 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 Club. 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.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Annual General Meeting of Members

Notice of the time and place of a 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Club to change the manner of giving notice to members entitled to vote at a meeting of members.

The annual general meeting of members shall be held within thirty (30) days following the end of the Club's fiscal year and shall take place at 2500 Campeau Drive, John G. Mlacak Centre, Ottawa, Ontario.

3.02 Persons Entitled to be Present

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 Club and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Club 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.

3.03 Absentee Voting by Mail Ballot

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members has been made that does not allow absentee voting by mail ballot and no voting nor nominations to be made by Proxy. A majority of the votes cast by the members present shall determine the outcome of any matters in the meetings where there is quorum representation of the members.

3.04 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of the members present to chair the meeting.

3.05 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% 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.

3.06 Votes to Govern

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 question. 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 in addition to an original vote shall have a second or casting vote.

3.07 Reports and Business

At every annual general meeting, in addition to any other business that may be transacted, the reports of the President and the financial statements as presented by the Financial Officer, and any report of the auditors shall be presented. If required, the Members will appoint auditors for the ensuing year. The annual general meeting will be the only occasion for members to have access to financial information. Any remuneration of the auditor shall be fixed by the Board of Directors. Members of the Board of Directors are voted in following the presentation of reports.

SECTION 4 - DIRECTORS

4.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the subsequent annual meeting of members following the election.

4.02 Board of Directors

- a. The Board of Directors shall consist of the requisite number of directors as specified in the articles. If the articles provide for a minimum and maximum of directors, the board will be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the BOD.
- b. The Board of Directors (BOD) will consist of a President, Vice-President, Administrative Assistant and Treasurer, and may include the following Directors: Assistant to the Treasurer, Public Relations, Assistant Public Relations, Food, Assistant Food, Decorations, Assistant Decorations, Membership, Bar Inventory and Members at Large.
- c. The property and business of the Club will be managed by the BOD, comprised of a minimum of five (5) and a maximum of twelve (12) directors. The number of directors will be determined from time to time by a majority of the directors at a meeting of the BOD and sanctioned by an affirmative of at least two-thirds ($\frac{2}{3}$) of the members present at a meeting.
- d. There shall be no pecuniary gain by any serving director on the BOD who give their time and services voluntarily without remuneration. Any relative expenses over and above that which is

normally expected of directors for which a director is requesting compensation will be decided upon by ordinary resolution at a meeting of the BOD and may include travel expenses at the sole discretion of the BOD.

- e. Directors agree to participate fully in all meetings and social functions (dances) to the best of their ability. Any Director who misses a combination of any three (3) events may be asked to resign their position so as to not delay or cause damage to the affairs of the Club.

4.03 Description of Officers

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

- a. President – The president shall be the chief executive officer and chair of the board of the Club and shall be responsible for implementing the strategic plans and policies of the Club. The president shall, subject to the authority of the board, have general supervision of the affairs of the Club and of the Directors. Shall act at their sole discretion in emergency situations to save harmless the affairs and property of the Club.
- b. Vice-President – The vice-president shall act in the absence of the President and shall be responsible for assisting in the implementation of the strategic plans and policies of the Club.
- b. Administrative Assistant – The Administrative Assistant shall attend and be the secretary of all meetings of the board, members and committees of the board. The Administrative Assistant shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at meetings; the Administrative Assistant 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 Club.
- c. Financial Officer - The Financial Officer shall have such responsibilities and duties as the board may specify.

The powers and duties of any other officers of the Club, if so appointed, shall be such as the terms of their engagement call for or the board or president requires of them. The board or president may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.04 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Club. 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 incapacitation, or death.

If the office of any director of the Club shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Calling of Meetings[1]

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.

5.02 Notice of Meeting[2]

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Club not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.04 Emergency Meetings

In the event an emergency meeting is required, a notice of at least 7 days by either electronic email, text message or telephone call or voice message shall be given.

5.05 Votes to Govern

At all meetings of the board, every question and motion shall be decided by a majority of the votes cast on the question and motion by ordinary resolution. 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.

5.06 Committees

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.

SECTION 6 - NOTICES

6.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Club or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Club to any notice or other document to be given by the Club may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

6.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

6.03 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 Club has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 7 - DISPUTE RESOLUTION

7.01 Mediation and Arbitration

Disputes or controversies among members, employees or directors of the Club are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 7.02 of this by-law.

7.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, employees or directors of the Club arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Club 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 Club 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 Club) 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 Club 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.
- d. 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.

SECTION 8 - EFFECTIVE DATE

8.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Club, as enacted by the directors of the Club by resolution on the 2nd day of January, 2023 and confirmed by the members of the Club by special resolution on the 11th day of March, 2023.

Dated as of the 11th day of March, 2023.