


CAROL PREST

1. Membership

- a) The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these bylaws, and in either case, have not ceased to be members, subscribers to the Constitution and By-Laws of the Society and every other person who agrees to become a member, by application and payment of annual fees, as determined by the Board of Directors.
- b) Membership may be divided into such classes as may be determined from time to time by a special resolution amending the bylaws.
- c) A member shall be deemed to be in good standing, when they have paid their current annual membership fee.
- d) A member may withdraw from the Society by tendering their resignation in writing to the Secretary of the Society.
- e) Upon the failure of any member to pay the annual membership fee, the Board of Directors may cause the name of such member to be removed from the register of members, but such member may be readmitted to membership by the Directors, upon such evidence as they may consider satisfactory.

2. Fees

Annual dues for all classes of membership in the Flamenco de la Isla Society shall be determined from time to time by the Board of Directors.

3. The Fiscal Year of the Society shall be determined by the members.

4. Officers and Directors

- a) The officers of the Society shall be the Chair, Vice-Chair, Treasurer and Secretary.
- b) There shall be a Board of Directors which shall consist of the Officers and at least one member at large elected at the Annual General Meeting.
- c) There shall be an Executive Committee which shall be made up of the officers.

5. Election of Officers and Directors

- a) The officers and Directors of the Society shall be elected at the Annual General Meeting each year, shall take office immediately and shall hold office for one year or until their successors are elected.
- b) At least two weeks prior to the Annual General Meeting, the Executive Committee shall appoint a Nominating Committee, which shall consist of the Vice Chair and one other member.
- c) The Nominating Committee shall prepare a slate of officers and Directors for the ensuing year and shall report the same at the Annual Meeting, provided that nominations may be made from the floor at the Annual Meeting, and such names shall be added to those recommended by the Nominating Committee.
- d) Consent of a nominee for election as a Director or Officer of the Society must be obtained before nomination.

6. Replacement and Removal of Officers

- a) Vacancies arising out of resignation, death or disability in offices and directorships may be filled by the Board of Directors as they occur and as the Board of Directors shall see fit.
- b) The Society may, by special resolution, remove any officer or director before the expiration of their period of office and may by ordinary resolution appoint another member of the Society in his/her place. The special resolution shall be a resolution passed by a 2/3 majority of members present at a general meeting of the Society, of which not less than fourteen days' written notice has been given, stating the resolution to be presented.

7. Duties of Officers and Directors

- a) The Chair shall preside at all meetings of the Society and of the Directors.
- b) The Chair is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- c) The Vice Chair shall carry out the duties of the Chair during his/her absence.
- d) The Secretary shall
 - i) conduct the correspondence of the Society;
 - ii) issue notices of meetings of the Society and Directors;
 - iii) keep minutes of all meetings of the Society and Directors;
 - iv) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - v) have custody of the common seal of the Society; and
 - vi) maintain the register of members.
- e) The Treasurer shall
 - i) keep the financial records including books of account, necessary to comply with the Society Act; and
 - ii) render financial statements to the Directors, members and others when required.
- f) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- g) When a Secretary-Treasurer holds office, the total number of Directors shall not be less than 5 or the greater number that may have been determined from time to time at a general meeting.
- h) No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

8. Standing Committees

- a) There shall be only one standing committee, i.e., the Executive Committee. All other committees shall be created and disbanded at the discretion of the Board of Directors.
- b) Chairs of all committees shall be appointed by the Chair of the Society.

9. Meetings

- a) The Annual General Meeting of the Society shall be held each year, upon a date and time to be set by the Board of Directors.
- b) Special General Meetings may be called by the Board of Directors at any time.
- c) At least fourteen days' written notice of all annual and General Meetings of the Society shall be given the members, specifying the time and place of such meeting.
- d) At all General Meetings of the Society, each member in good standing who is present, shall be entitled to one vote.
- e) A member who is unable to attend a meeting of the Society may appoint a proxy, who is a member of the Society, to attend the meeting and vote in his/her name. The proxy must be either in writing and signed by the person appointing the proxy, or sent by the member electronically. The proxy may be either general or for a specific meeting or a specific resolution, and may be revoked at any time.
- f) A quorum of transacting business at any annual or Special General Meetings shall consist of a simple majority of those present.
- g) Meetings of the Board of Directors and of the Executive Committee shall be held from time to time at the call of the Chair, or in the event of the refusal or neglect of the Chair to call a meeting of either the Board of Directors or the Executive Committee within five days of a written demand therefore by any two members of the Board or the Committee, as the case may be, then at the call of two such members.
- h) At least two days' notice shall be given of all meetings of the Board of Directors.
- i) No business shall be transacted at any meetings of the Board of Directors unless a quorum of three members be present, or in the case of the Executive Committee, a quorum of three members.

10. Minutes of Meeting

Preparation and custody of minutes of proceedings of General Meetings of the Society, meetings of the Board of Directors and of the Executive Committee, also preparation and custody of other books, records and accounts, shall be the responsibility of the Secretary and Treasurer.

11. Revenue and Expenditure

- a) All revenues of the Society shall be considered general funds of the Society, unless otherwise designated, and subject to the accounting procedures approved by the Board of Directors.
- b) All funds expended by the Society shall be considered general expenditures of the Society, and be subject to the approval of the Board of Directors and to the accounting procedures approved by the Board.

12. Auditors

The accounts of the Society shall, as soon as practicable, after the end of each fiscal year, be examined and their correctness ascertained by one or more auditor or auditors, who shall be appointed annually at the Annual Meeting.

13. Inspection

All books, accounts and records of the Society shall be open for inspection by the officers and directors at all reasonable times and for inspection by members of the Society in good standing, upon application to the Executive Committee at such times and places as the Executive Committee shall deem fit.

14. Amendments

The By-laws of the Society shall not be altered or added to, except by special resolution of the Society. For all purposes of the Society, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy (where proxies are allowed) at a general meeting, of which notice specifying the intention to propose the resolution as a special resolution has been duly given, such majority being more than 2/3 of those present.

15. Borrowing of Money

The Board of Directors may, upon a three fourths majority vote, raise or borrow any sum or sums of money for the purposes of the Society, either at one time, or from time to time, and at such a rate of interest, and in such manner and form, and upon such security as shall be specified in such resolution; and for this purpose may mortgage, pledge and charge all or any part of the property of the Society now held or hereafter to be acquired, provided however, that in no case shall debentures be issued by the Society without the sanction of a special resolution of the Society.

16. Other Provisions

a) In the event that the Society should, at any time, be wound up or dissolved, the remaining assets after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society, or if this cannot be done, to another recognized charitable organization of the Province or elsewhere in Canada as directed by the Members.

b) The term 'recognized charitable organization' in subsection (a) means a charitable organization or charity that the Canada Revenue Agency, or its successor, recognizes as such under the provisions of the Income Tax Act (Canada) from time to time in effect.

c) The Society shall carry out its purposes without purposes of financial gain for its members, and shall use any profits or other accretions to the Society for promoting its purposes, and shall carry out its purposes on an exclusively charitable basis.

d) The Society shall not remunerate any Director or Officer for being or acting as a Director or Officer, but may reimburse a Director or Officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

e) Subsections (a), (b), (c), (d) and (e) were previously unalterable.