



Article I. Constitution**Article II. NAME OF THE CORPORATION**

The name of the corporation shall be:

DANCE ONTARIO Association hereinafter to be known as the Corporation

Article III 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 present Dance Ontario Awards in recognition of services to the Ontario Dance Community as defined by the Awards Committee.
- (f) To generate funding through contributions, fundraising activities, donations and membership fees, the said funds to be used to achieve the objectives of the corporation
- (g) To engage in any lawful activity to carry out its objectives as a non-profit service organization

1. MANNER

- (a) The aims and objectives of the Corporation shall be achieved by:
- (b) the sponsorship of regional dance conferences and/or educational seminars, forums, workshops, etc. in Ontario
- (c) the arrangement of the Annual General Meeting of the Corporation and other such regional meetings as may be deemed necessary
- (d) the presentation of DANCE ONTARIO Awards for service to the Ontario dance community;
- (e) the creation of regional committees to service the wide-spread membership throughout the Province of Ontario as deemed appropriate and approved by the Board of Directors
- (f) the liaison with other dance and arts organizations within the Province of Ontario
- (g) the creation, support and sponsorship of other service related dance activities as may be deemed necessary by the Board of Directors of the Corporation to fulfil the objectives outlined above;
- (h) to communicate to the dance community by means of scheduled publications such as newsletters, service directories and electronic communications

Article IV HEAD OFFICE

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada. The corporation may establish such other local offices or chapters elsewhere in the Province as the Board of Directors may determine.

Article V SEAL

The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of the Corporation

Article VI PATRONS

The Board of Directors is empowered to solicit Patrons and Honorary Patrons for the Corporation. The names of these Patrons would appear on any official publication of the Corporation.

Article VII MEMBERSHIP

The Corporation shall endeavour to increase its membership throughout the province of Ontario

1. Membership in the Corporation shall be open to individuals, companies, associations and other entities meeting the qualifications hereinafter described and admitted to membership from time to time pursuant to the procedure hereinafter set out.

2. CATEGORIES OF MEMBERSHIPIndividual Members

- (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.

Associate Members

- (a) Associate Members shall be comprised of those individuals twenty-one (21) years of age or older along with those non-dance related associations or institutions who are supportive of the aims and objectives of the Association but who do not desire to directly participate in the organization's operations. Each Associate member shall be entitled to all benefits and privileges provided to members of the Corporation

3. ADMISSION TO MEMBERSHIP

- (a) Any individual, company, association or other entity desiring to be admitted to the membership of DANCE ONTARIO should attain a member sponsor

and apply in writing to the Membership Committee and provide the following items:

- (b) Individual Memberships – the appropriate fee
- © Associate Memberships – the appropriate fee

4. MEMBERSHIP CARDS

Should the Executive committee so decide, membership cards may be issued to all Corporation members in good standing with conditions determined by the Executive Committee. In order to be valid, the membership cards will have to bear the signature of the Secretary in office at that time.

5. TRANSFER OF MEMBERSHIP

- (a) The interest of member in the Corporation is not transferable to another person.
- (b) The interest of any member in the Corporation lapses and ceases upon his/her death, if an individual; or upon dissolution of the group member, if a company, partnership or entity.

6. TERMINATION OF MEMBERSHIP

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 he/she wishes to withdraw his/her association with the corporation
- (b) Advice of non payment of dues.

Memberships that have been terminated by any or the above means immediately lose all rights and privileges in the Corporation.

7. LIABILITY OF MEMBERS

No member of the Corporation is in his/her individual capacity liable for any debt or liability of the Corporation.

Article VIII MEETING OF MEMBERS

ANNUAL MEETING

The Annual General Meeting of the members shall be held in Ontario at such a place, time and date in each year as the Executive Committee shall determine by resolution. At each Annual General Meeting there shall be presented the report of the Board on the affairs of the Corporation for the previous year, the auditor's report of the Board on the affairs of the Corporation for the previous year, the auditor's report and such other information or reports relating to the corporation's affairs as the Board of Directors or Executive Committee may determine. The

Annual General Meeting must be held within six (6) months of the financial year end.

1. SPECIAL GENERAL MEETING

Other meetings of members, designated as “Special General Meetings” shall be convened by the Chairperson on resolution of the Board of Directors, or by written order of any three (3) of the following: The Chairperson, Vice-Chairpersons, Secretary, Treasurer, or by written requisition of not less than ten (12) percent of the voting members and shall be held at a place, time and date in Ontario as the Executive Committee shall determine.

2. NOTICE

(a) Notice of the meeting of members shall be given thirty (30) days in advance of such meeting with the exception of an emergency, in which case notice may be given ten (10) days in advance. Notices should contain a proposed agenda.

(b) Notice of the Annual General Meeting may be published in the Newsletter, print version or on line, one (1) month before the Annual General Meeting of the Corporation.

3. VOTING

(a) Except for the election of the Board of Directors, all questions submitted to any meeting shall be decided by a simple majority of votes given by a show of hands. In the case of an equality of votes, the chairperson of the meeting shall have a casting vote.

(b) Any voting member may demand, before the meeting, that a poll be taken on any question, in which case the Chairperson shall take a poll in such a manner as he/she shall determine,

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

4. VOTING BY PROXY

Voting by proxy shall be permitted in one of the following categories,

(a) Limited Proxy

Proxy voting shall be solely for the purpose of voting on candidates for election to the Board of Directors.

(b) General Proxy

Proxy voting shall be for any vote taken at the Annual General Meeting, including voting on the candidates for election to the Board of Directors.

(c) Each member in good standing who is entitled to one vote and shall have reason to be absent from any meeting shall have the right to give proxy, in writing, to only one other voting member of the Corporation who intends to be in attendance at said meeting.

(d) Any Voting member of the Corporation in good standing and in attendance at any meeting may carry, in writing, one proxy vote for another member in good standing, and no more.

(e) Each member in good standing and each proxy must be registered with the Secretary of the Executive Committee before the meeting commences to ensure that the vote is valid, at which time a coloured card denoting which type of proxy is held will be distributed for the purpose of voting.

(f) Proxies shall not be considered to constitute any part of a quorum

5. QUORUM FOR MEETINGS

At all General and Special meetings of the members of the Corporation, a quorum shall consist of that number of voting members present which equals 50 percent of the number of current Directors on the Board, plus one (1).

6. ATTENDANCE AT MEETINGS BY OTHER REPRESENTATIVES

(a) Non-member representatives may be invited, with the approval of the Chairperson, to participate in discussions at the meeting but shall not be entitled to vote.

7. VOTING BY MAIL and/or email

(a) When, in the considered judgement of the Board of Directors, a matter vital to the operation and/or well-being of the Corporation is sufficiently urgent or important that the voting membership of good standing must be polled other than at a General Meeting, a mail ballot shall be carried out in such manner as the Chairperson shall determine.

(b) With the exception of amendments to the by-laws, a question given to mail ballot shall be decided by a simple majority of votes by return mail within a reasonable deadline specified on the ballot. In the case of an equality of vote, the Chairperson shall have a casting vote.

(c) Votes returned after the deadline and after the ballot has been tallied will not be considered.

Article IX BOARD OF DIRECTORS

DEFINITION

The affairs of the Corporation shall be managed by a Board of Directors and an Executive Committee who may exercise such powers as are necessary to perform the duties outlined in the By-Laws and to conduct the regular business of the Corporation of any special business as expressly directed by the membership at any general meeting of members.

1. QUALIFICATIONS

Each member of the Board of Directors must be a registered member of the Corporation in 'good standing'.

2. NUMBER

The Board of Directors Executive Committee shall be composed of a Chair, Vice-Chair, Treasurer, Secretary and Past Chair.

The Board of Directors shall be composed of a minimum of six (6) and a maximum of sixteen (16) elected Directors.

3. A quorum for the transaction of business by the Board of Directors is constituted by sixty (60) 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.

4. **TERM OF OFFICE**
 - (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) At the first Annual General Meeting following approval of this By-Law, of the four (4) positions to be elected from the membership-at-large, two (2) shall be elected for a two year term (the office of Chairperson and one member-at-large), and the other two (2) shall be elected for a one year term. Thereafter, all elected Directors will be elected for their two-year terms alternatively.
 - (c) No member of the Board of Directors may serve more than three (3) consecutive terms in the same position.
 - (d) The ex-officio position of the immediate past-chairperson shall retain all responsibilities, duties and privileges of a Board member. However, in the event of the re-election of a current Chairperson, the immediate past-chairperson may remain ex-officio if he/she so desires.
 - (e) All unexpected vacancies within the Board of Directors, however caused, shall be filled by members in good standing appointed by the Executive Committee. Any Directors so appointed or elected to fill such vacancies shall hold office for the unexpired term of the director who ceased to be a Director and who caused such vacancy, or until the next Annual General Meeting where the membership shall elect a replacement for the unexpired period of the term. An appointment of less than one year shall not constitute a term of office.

5. **VACATION OF OFFICE**

Any member shall cease to be a member of, and to hold office in the Board of Directors:

 - (a) who hands in his/her written resignation to the Executive Committee and such resignation shall be effective from the time when the latter shall, by resolution, accept it, or,
 - (b) who becomes bankrupt or makes a general assignment for the benefit of his creditors or is declared insolvent, or whose membership in the Board of Directors of the Corporation is, for any reason, terminated or if the entity he/she represents ceases to be a member of the Corporation or revokes his/her authority to represent it.

6. **REMOVAL OF DIRECTORS**

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, provided that notice of such proposed resolution shall be given with the notice calling for any such meeting, given an opportunity to be heard at the General Meeting before the special resolution is voted on.

7. REMUNERATION OF DIRECTORS AND OFFICERS

(a) No Director or Officer of the Corporation shall be remunerated for his/her 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 his/her being a member of the Board of Directors should not prohibit his/her from receiving proper remuneration for such services.

8. 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 what ever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto, unless the same shall happen by or through his/her own wilful act, neglect or default.

9. 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 ARTICLE II;
- (b) oversee and promote the development of suitable projects for the Corporation consistent with the objectives;
- (c) be responsible for handling corporate duties that arise and require action between 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;
- (g) provide for and organize the annual conference and/or seminar and its program;
- (h) select the recipient of the Dance Ontario Awards;
- (i) authorize affiliations of the Corporation with other dance or arts organizations;
- (j) oversee all publications of the Corporation;
- (k) undertake any other lawful activities necessary to carry out the stated purpose of the Corporation;
- (l) keep the membership of the Corporation informed between the Annual General Meetings respecting the progress of the Corporate activities;
- (m) 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;
- (n) have other powers and duties as may be assigned to it from time to time by the membership of the Corporation.

10. LIST OF CURRENT DIRECTORS AND OFFICERS

A list of the current Board of Directors and Officers shall appear in all official publications including the website of the Corporation.

Article X MEETINGS OF THE BOARD OF DIRECTORS**FREQUENCY OF MEETINGS**

The Board of Directors shall meet a minimum of three (3) times per year:

- (a) The first meeting shall be held in the period immediately following the election and adjournment of the Annual General Meeting;
- (b) the second meeting shall be held on a date, at a time and in a place agreed as most convenient to the majority of the members of the Board of Directors, but within a period not greater than six (6) months from date of the first meeting. The date of this second meeting may be arranged at the end of the first meeting. However, this meeting may be substituted by a telephone conference call which shall be pre-arranged by the Chairperson with the other members for a date and time which would be most convenient. A quorum for such a meeting will be the same as that for any other executive meeting.
- © the third meeting shall be held prior to the next Annual General Meeting. Notwithstanding the above required meetings, the Board of Directors may meet as often as is deemed necessary to conduct the affairs of the Corporation.

1. CALLING OF ADDITIONAL MEETINGS

Additional meetings of the Board of Directors may be called by the Chairperson or at the written request of at least three (3) other members of the Board of Directors and such meetings shall be held on a date, at a time and in a place designated by the Chairperson but as agreed as most convenient to the majority. Such additional meetings may also be held by telephone conference call.

2. NOTICE OF MEETINGS

Notice of all meetings of the Board of Directors may be given verbally at Board meetings. However, a notice of meeting should be given at least fourteen (14) days in advance, except in the case of an emergency when notice may be given forty-eight (48) hours in advance. If all members of the Board of Directors should find themselves present in the same place and agree to hold a meeting, such a meeting may take place without any previous notice.

3. VOTING

Questions arising at a meeting of the Board of Directors shall be decided by a simple majority of votes given by a show of hands. In the case of an equality of votes, the Chairperson shall have the casting vote.

Article XI 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. The Officers of the Corporation shall prepare and submit to the Board, at or before the Annual General Meeting, a full and complete report on the affairs and accounting of the funds of the Corporation covering the preceding year.

1. COMPOSITION

- (a) The Executive Committee shall be made up of a minimum of five (5) officers, including the Chairperson, Vice-Chairperson, Treasurer, Secretary or Secretary/Treasurer and the immediate Past Chairman.
- (b) The Chairperson shall be chosen by the Board of Directors by secret ballot.
- (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.
- (c) The Board of Directors may name other Officers to the Executive 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.

2. 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) oversee and promote the development of Forums in Ontario;
- (c) oversee Board/staff relations, the operations in the Head Office, and interactions with outside agencies;
- (d) be responsible for preparing the annual budget, fundraising and arranging for financial reporting to external governmental agencies;
- (e) have such other powers and duties as may be assigned to them from time to time by the Board of Directors of the membership at an Annual General Meeting.

3. DELEGATION OF DUTIES OF OFFICERS

In the case of the absence or inability to act of Chairperson or any other officer of the Executive, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer for a specific period or the time being.

4. DUTIES OF OFFICERS**5. A. CHAIRPERSON**

The Chairperson 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 require the signature of the Chairperson
 - (e) be ex-officio a member of all committees of the Board of Directors or the Executive Committee,
 - (f) fulfil all duties inherent to the Office and shall have such powers and duties as may from time to time be assigned to the Chairperson by the Board of Directors or the membership
 - (g) an equality of votes, at which time the chairperson shall have the casting vote, report in writing and/or by representation at the Annual General Meeting and at other times as the Board of Directors or Executive Committee shall deem necessary. Without limiting the foregoing, the Chairperson shall ensure that the policies of the Board of Directors shall be implemented in the management of the Corporation.
6. B. VICE-CHAIRPERSON
The Vice-Chairperson shall:
- (a) be vested with all the powers and shall perform all the duties of the Chairperson in the latter's absence or inability or refusal to act,
 - (b) sign such contracts, documents or instruments in writing as one of the Standing Committees of the Corporation,
 - (c) 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-Chairperson by the Board of Directors
 - (d) 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.
7. 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; and arrange to prepare and distribute copies of the minutes of the Annual General Meeting to the membership, and copies of the minutes of the Board of Directors and Executive Committee to the Directors and Officers
 - (c) ensure the maintenance of the Dance Ontario membership list;
 - (d) sign such contracts, documents or instruments in writing as require the signature of the Secretary,
 - (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 Secretary by the Board of Directors or the membership.
 - (f) report in writing and/or representation at the Annual General Meeting and at other times as the Board of Directors or Executive Committee shall deem necessary

8. D. TREASURER

The Treasurer shall:

- (a) have the responsibility for the collection of all monies in whatever form,
- (b) have responsibility for the payment of all expenditures and ensure such expenditures are kept in conformity with the budget adopted by the Board of Directors,
- (c) 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,
- (d) 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,
- (e) be responsible for arranging the audit of the Corporation accounts; the auditors being declared at the Annual General Meeting
- (f) with the assistance of the Chairperson, 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
- (g) 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,
- (h) 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.

9. E. PAST-CHAIRPERSON

The Past Chairperson shall:

- (a) be responsible for the procedures involved in the annual election of the Corporation as outlined under ARTICLE XII, ELECTION PROCEDURES,
- (b) have such other powers and duties as may be assigned to them from time to time by the Board of Directors or the membership at the Annual General Meeting
- (c) report in writing and/or by representation at the Annual General Meeting and at other times as the Board of Directors or Executive Committee shall deem necessary

10. RECORDS

All minutes, reports, financial records and correspondence of the Corporation kept by its officials are the property of the Corporation. Every officer shall, at the conclusion of his/her term of office, deliver to his/her successor all records in his/her possession, and such successor shall thenceforth be responsible for the safe-keeping of same.

11. ABSENTEEISM

Should any Director or Officer be absent from two of the three meetings specified in article, it shall be the duty of the Secretary or Chairperson to report same

forthwith to the Board of Directors, who may, at their discretion, declare such office vacant.

12. MISCONDUCT

In cases of misconduct or neglect of duty by a Director or an Officer, the office of such offender may be declared vacant by a two-thirds vote of the Board of Directors.

13. VACANCIES

If an office within the Executive Committee shall become vacant by reason of death, resignation or otherwise, the Board of Directors may elect or appoint a duly qualified person to fill such vacancy for the unexpired portion of the Office on the Executive so vacated.

Article XII ELECTION PROCEDURES FOR THE CHAIRPERSON AND MEMBERS AT LARGE

ANNUAL ELECTIONS

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

1. PROCEDURES

(a) At least two (2) months before the upcoming election, the Chairperson of the Nominations Committee whose duty it shall be to prepare a complete slate to fill any vacancies on the Board for that year will present that slate to the membership for election. Said proposed slate must consist of no less than one more name than upcoming vacancies. This slate shall be approved at a Board of Directors meeting prior to the Annual General Meeting.

(b) The Chairperson of the Nominating Committee will select an auditor and one member from the Board of Directors to oversee the returned ballots. The auditor can be a member of Dance Ontario but must not be a Board member or a nominated candidate for the Board. The one Board member cannot be standing for re-election.

(d) 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.

(e) The proposed slate should be accompanied by nomination and proxy 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 financial and time demands.

(f) These aforementioned materials should be posted electronically by the Corporation

(g) The nominator must have contacted the nominee for the nominee's approval. The nominee must sign that he/she has read the description and responsibilities of the position and forward, where possible, a short resume and statement of purpose to meet the above-stated deadline.

- (h) The nomination form must be signed by the nominee, the nominator and the seconder.
- (i) Nominations received after the deadline will not be included on the slate.
- (k) Proxy ballots must be received by the Corporation prior to the Annual General Meeting, The name of voting member (printed) and the signature of the member for purposes of identifying the sender of the ballot as a member in good standing of the Corporation must be included.
- (l) The results of the election will be announced at the Annual General Meeting of the members and in the Corporation's publications.

Article XIII. FINANCES**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.

1. BOOKS AND ACCOUNTS

The Board of Directors shall maintain with the Treasurer of the Corporation or under his/her 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.

2. 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 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.

2. THE BUDGET

The Treasurer with the assistance of the Chairperson 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 submitted at such times as the Board of Directors shall from time to time determine.

4. 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.

5. 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.

6. 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.

7. CONTRACTS

The Board of Directors shall be empowered to approve contractual agreements with individuals and business corporations on behalf of the Corporation and for the benefit of same shall be executed on behalf of the Corporation (and, if required, under the corporate seal of the Corporation) by any two (2) of its officers, provided one such person be a member of the Executive Committee, or may be executed in such a manner and by such persons as the Board of Directors may, from time to time by resolution authorize.

BORROWING POWERS

The Board of Directors of the Corporation 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;

(b) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in

any manner upon all or any of the real or personal, moveable or immovable property, rights, choses in actions, or other assets, present or future, of the Corporation to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise; and without in any way limiting the powers herein conferred upon the Directors, give security or promises to give security, agreements, documents and instruments in any manner or form under the Bank Act or otherwise to secure any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or 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,

Article XIV

COMMITTEES

FORMATION AND DISSOLUTION

The Board of Directors shall form volunteer standing committees and/or ad hoc committees for the purpose of detailed study and advisement to itself and be empowered to designate authority to such committees as it deems necessary for the efficient and effective implementation of the mandate, policies and procedures of the Corporation. Ad Hoc or Special Committees shall cease to exist once their task is complete and their final report submitted to the Corporation. Standing Committees may be created or dissolved only by a vote of two-thirds of the Board of Directors.

1. REPORTS OF COMMITTEES

All committees are required to report in writing and/or by representation at each meeting of the Board of Directors and at the Annual General Meeting.

2. MEETINGS

Committees, whether Ad Hoc, Special or Standing, shall be struck as deemed necessary by The Board of Directors and the Corporation By- Laws in order to complete their assigned purpose.

3. DUTIES OF THE COMMITTEE CHAIRPERSON

The Chairperson of each Committee shall:

- (a) Select committee members in accordance with the terms of reference 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.

4. TERMS OF REFERENCE FOR COMMITTEES

All committees, but particularly Standing Committees, shall have their terms of reference defined by the Board of Directors when they are formed. Written guidelines shall be passed to the Chairperson of said committee.

Article XV**STAFF****STAFFING OF HEAD OFFICE**

The Board of Directors shall be empowered to employ such staff as required to maintain the Head Office subject always to the ability of the Corporation to remunerate those hired for services rendered.

1. REMUNERATION

Remuneration of all Officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next Annual or Special General Meeting of members when it shall be confirmed by resolution by the members and in the absence of such confirmation by the members, then the remuneration to such Officers, agents or employees shall cease to be payable from the date of such meeting of members.

2. REMOVAL OF OFFICERS, AGENTS AND EMPLOYEES

The removal of all Officers, agents and employees shall be determined by the Board of Directors by resolution.

Article XVI**AMENDMENTS**

- (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 sixty (60) 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.

© Proxy votes will be accepted within the two-thirds vote. 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.

Article XVII RULES OF ORDER

RULES

The rules contained in *Robert's Rules of Order* shall govern all the meetings of the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and By-Laws or any special rules of order passed by the Corporation.

Article XVIII LIQUIDATION AND DISSOLUTION OF THE CORPORATION

In the event that the Corporation lacks the required fifty (50) members for a period of two (2) years running, the Corporation can be considered no longer active and may be dissolved by the Board of Directors.