

CECCHETTI SOCIETY OF CANADA

BY-LAWS

SOCIETY

1. “Society” means the body corporate incorporated as Cecchetti Society of Canada pursuant to the provisions of the Canada Corporations Act.
2. “Act” means the Canada Not for Profit Corporations Act, S.C. 2009, C. 32, as amended from time to time.

CORPORATE SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Society.

MEMBERSHIP

4. There shall be five (5) classes of membership in the Society, as follows:
 - (a) Active Members – consisting of individuals who have achieved standards of proficiency so as to qualify to hold Associate, Associate Diploma, Licentiate or Fellowship Certificates in the Cecchetti method as may be awarded by the Society and who are actively engaged in the profession of the teaching of dancing in Canada;
 - (b) Non-Active Members – consisting of individuals who hold Certificates as set out in paragraph 3 (a) but who are not actively engaged in the teaching of dancing in Canada;
 - (c) Affiliated Members – consisting of individuals who do not hold and of the qualifications referred to in paragraph 3 (a) but who in the opinion of the Council have been admitted for membership for the purposes of entering students for examinations.
 - (d) Honorary Members – consisting of individuals who have rendered distinguished service to the art of ballet dancing in Canada and whom the Board of Examiners seeks to honour by according life membership in the Society:

- (e) Life Members – consisting of individuals who have held Licentiate status with Cecchetti Society of Canada for thirty-five years or more.

The Board of Examiners shall approve appointments to each class of membership.

Members in good standing of the Society may receive, upon payment of any fees proscribed by the Council, a copy of the Register of Members of the Society.

CONDITIONS OF MEMBERSHIP

5. Members of the Society shall be obliged:-

- (a) to pay annual dues or subscriptions to the Society in respect of their membership and the amount of such subscription or dues as may be payable for each class of membership shall be fixed by the council from time to time;
- (b) to uphold the Society's Code of Ethics.

Any member who is in arrears in the payments of dues subscriptions or other monies owing to the Society or who shall be in breach of the Society's Code of Ethics shall not be a member in good standing.

6. A membership in the Corporation is terminated when:

- a) the member dies;
- b) the member fails to maintain any qualifications for membership described in section 3 of these By-Laws;
- c) the member fails to abide the Code of Ethics, if any, adopted by the Society.
- d) the member resigns by delivering a written resignation to the chair of the board of the Society in which case such resignation shall be effective on the date specified in the resignation;
- e) the member is expelled in accordance with section 6 below, or is otherwise terminated in accordance with the Articles or By-Laws;
- f) the Society is liquidated or dissolved under the Act; or

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

7. Any member may be expelled from membership by a vote of three-quarters (3 / 4) of the members of Council present at a meeting of the Council; provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

8. Until changed in accordance with the Act, the head Office of the Society shall be in the Province of Ontario.

COUNCIL

9. The property and the business of the Society shall be managed by the Council of management (referred to herein as the Council), comprised of no less than five (5) and no more than (6) Directors, of whom a majority thereof shall constitute a quorum. Directors must be individuals twenty-five (25) years of age with power under law to contract. Provided, however that there shall not be more than three (3) members of the Council from any one Province.
10. The applicants for incorporation shall become the first Directors of the Society whose term of office shall continue until their successors are elected.
11. Prior to the first annual meeting of the Society there shall be elected a Council of five (5) persons, such elections to be conducted in accordance with the By-Laws. Two (2) such persons shall be elected for a term of three (3) years, two (2) such persons shall be elected for a term of two (2) years and one (1) person shall be elected for a term of one (1) year. Results of this election shall be announced at the First Annual General Meeting of the Society.
12. Ninety (90) days in the advance of each Annual General Meeting (subsequent to the first Annual Meeting), the Council (or nominating committee, if so formed) shall call for nominations for such positions on the Council as may be vacant from time to time.
13. Elections shall be conducted by mail and ballot and all Members in good standing in the Society shall be entitled to vote. The procedures and forms for the election process shall be proscribed from time to time by the council. Results of the election shall be announced at the Annual General Meeting of the Society.
14. Only Active Members, Non-Active Members and Life Members in good standing, holding the Licentiate or Fellowship Certificates in the Cecchetti method are eligible for election as a Director and who are not otherwise:
 - (a) of unsound mind and have been so found by a Court in Canada or elsewhere:
 - (b) persons with a status of bankrupt;

- (c) have been convicted of a criminal offence in a period within ten (10) years of the date of his or her proposed election.

15. The length of a director's term of office shall be as follows:

- (a) Directors elected after the Annual General Meeting of 2007 shall serve for an initial term of five years and may serve subsequent terms of no more than three years; and
- (b) After having served two consecutive terms, a person is not eligible for election at the Annual General Meeting in the year his/her second term expires.

16. The office of Director shall automatically be vacated:-

- (a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Society;
- (b) if he or she is found by a Court to be of unsound mind;
- (c) if he or she becomes bankrupt or suspends payments or compounds with his creditors;
- (d) if at a special general meeting of members a resolution is passed by two thirds of the members present at the meeting that he or she be removed from office;
- (e) on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Council by majority vote, may, by appointment, fill the vacancy with a member of the Society;

17. Meetings of the Council may be held at any time and place to be determined by the Directors, provided that forty-eight (48) hours written notice of each meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Council. No error or omission in giving notice of any meeting of the Council or any adjourned meeting of the Council of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting Council or a committee of Directors, is as valid as if it had been passed at a meeting of Council or committee meeting.

18. Subject to Section 21, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profits from his position on such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the society as an Officer or in any other capacity and receiving compensation therefor.
19. A retiring Director shall remain in office until the dissolution or adjournment of the meeting of which:
 - (i) his term has expired, or
 - (ii) his retirement is accepted and a successor is elected.
20. The Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be proscribed by the Council at the time of such appointment.
21. A reasonable remuneration for all Officers, agents and employees and committee members may be fixed by the Council by resolution. Such resolution shall have force and effect only until the next meeting of the members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then, the remuneration to such Officers, agents, employees and committee members shall cease to be payable from the date of such meeting of members.
22. The past Chairperson of the Society shall serve as an ex officio, non-voting, member of the Council for a period of one (1) year following the annual meeting when such person ceased to be Chairperson.
23. If all the Directors of the Society consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Council or of a committee of the Council by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

24. Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:-
 - (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought,

commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in any respect of such liability;

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or other expenses as are occasioned by his wilful neglect or default.

POWERS OF DIRECTORS

- 25. The Directors of the Society may administer the affairs of the society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.
- 26. The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees. The Directors shall have power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the Council may prescribe.
- 27. The Council shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
- 28. The Directors of the Society may from time to time:-
 - (a) borrow money upon the credit of the Society;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue debentures or other securities of the society;
 - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (e) secure any such debentures or other securities or any other present or future borrowing or liability of the Society by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Society, in the undertaking and rights of the Society.

Provided, however, that the Directors may not, without the sanction of an ordinary resolution of the members, borrow sums in excess of TWENTY THOUSAND DOLLARS (\$20,000.00).

29. The Council may appoint committees whose members will hold office at the will of the Council. The Council shall determine their duties.

OFFICERS

30. The Officers of the Society shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer and any such other Officers as the Council may by By-Law determine. Any two (2) Offices may be held by the same person.
31. Subject to the provisions of section 32(a) herein, Officers shall be appointed by resolution of the Council, from the membership of the Council, at the first meeting of the Council following the annual general meeting of Members in which Directors are elected. The Chairperson and Vice-Chairperson shall be elected by resolution.
32. a) The Officers of the Society shall hold office for three (3) years from the date of appointment or election, or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Council at any time. The Chairperson of the Society shall be the Chairperson of the Board of Examiners. A certificate signed by a majority of the members of the Board of Examiners certifying the identity of its Chairperson shall be sufficient direction to the Council for such election.
- b) The office of the Chairperson of the Council shall have a term of three (3) years with no limit on the number of terms to be served.

DUTIES OF OFFICERS

33. The Chairperson shall be the Chief Executive Officer of the Society. He or she shall preside at all meetings of the Society and of the Council. He or she shall have the general and active management of the affairs of the Society. He or she shall see that all orders and resolutions of the Council are carried into effect.
34. The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon her by Council.
35. The Treasurer shall oversee the bookkeeper who shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit any monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Council from time to time. He

or she shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chairperson and Directors at the regular meeting of the Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial positions of the society. He or she shall also perform such other duties as may from time to time be directed by the Council.

36. The Secretary may be empowered by the Council, upon resolution of the Council, to carry on the affairs of the Society generally under the supervision of the Officers thereof and shall attend, in person or by telephone, all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. In the event the Secretary is unable to attend a meeting of the Council, the Secretary may delegate the record keeping task provided for previously in this paragraph to such other member of the council as the Secretary may appoint. He or she shall give or cause to be given notice of all meetings of the members and of the Council and shall perform such other duties as may be prescribed by the Council or Chairperson, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Society, which he or she shall deliver only when authorized by a resolution of the council to do so and to such person or persons as may be named in the resolutions.
37. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Council requires of them.

EXECUTIONS OF DOCUMENTS

38. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the National Examination Organizer and the Chair and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. In addition, the Council 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 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.

MEETINGS

39. The annual and any other general meeting of the members shall be held at the Head Office of the Society or at any place in Canada as the Council may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
40. At every general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The

Council or the Chairperson or Vice-Chairperson shall have the power to call, at any time, a general meeting of the members of the Society. The Council shall call a special general meeting of members on written requisition of members carrying not less than five per cent (5%) of the voting rights. Fifteen (15) members present in person, or by proxy, at a meeting will constitute a quorum.

41. 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.

42. Each Member in good standing present at a meeting shall have the right to exercise one (1) vote. A member, may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member in good standing of the Society. The form of proxy and matters related to its use may be prescribed from time to time by the Council.

43. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot 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.

44. The Members may meet by other electronic means that permits each Member to communicate adequately with each other, provided that:
 - a) the board of directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, the procedure for gathering and recording votes in a manner that permits their subsequent verification and a procedure for presenting the tallied votes to the Society without it being possible for the Society to identify how each Member voted;
 - b) each Member has equal access to the specific means of communication to be used;

45. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the society shall invalidate such meetings or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purposes of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Society.
46. The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

MINUTES OF COUNCIL

47. The minutes of the Council shall not be available to the general membership of the society but shall be available to the Council, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

48. At all meetings of members of the Society, every question shall be determined by a majority of votes unless otherwise specifically provided by a statute or by these By-Laws.

FINANCIAL YEAR

49. Unless otherwise ordered by the council the fiscal year-end of the Society shall be February 28th.

PROVINCIAL ORGANIZATIONS

50. The Council, on terms it considers appropriate, shall provide for the elections of provincial committees of the Society. Such committees, not to exceed more than five (5) persons, may be elected by Active Members, Non-Active Members and Affiliated Members of the Society in good standing in each Province by ballot.
51. Such provincial committees, once elected, may elect from their members a chair who shall serve as provincial representative to the Council.
52. Provincial representatives shall be shall be ex officio, non voting members of Council, entitled to be present at meetings of Council and entitled to receive a copy of all minutes of meetings of Council.

53. The Council shall authorize provincial committees to open, operate and maintain current accounts or interest bearing bank accounts or investments in the name of the Society and styled "Cecchetti Society of Canada" followed by provincial designation, as required. The Council may proscribe administrative procedures for the operation of such accounts.
54. Each provincial committee shall prepare annual financial statements in respect of all accounts and investments held in the name of the Society by such provincial committee and these financial statements shall be submitted to the national Council when requested.
55. Any provincial committee shall not have the power or authority to bind the national Council or the Society, save and except in the operation of a provincial committee bank account. Upon request the provincial committee shall indemnify and save harmless the Society and the national Council of and from the activities and obligations of the provincial committee.
56. All funds raised or received by the provincial committee shall be used exclusively within that province except as may be mutually agreed upon as between such provincial and the national Council.

CODE OF ETHICS, SYLLABI AND STANDARDS

57. The Society may, at a meeting of the membership, adopt a Code of Ethics for the Society and its members, which Code may be extended or amended from time to time by a majority vote of the membership.
58. The Board of Examiners has been established for the purpose of examining and upholding the standards of proficiency of existing and prospective members of the Society. Any appointments made to, or removals from, the Board of Examiners shall be made by the Board.
59. The Board of Examiners is responsible for the training and appointment of Examiners. The minimum qualifications for such position shall be a Fellowship Certificate in the Cecchetti method.
60. The Board of Examiners shall be responsible for the maintenance, and where possible, the advancement of all standards of proficiency, professional etiquette and general conduct of the members of the Society with regard to their professional status as teachers of the art of the Cecchetti method of ballet.
61. Without limiting the generality of Section 57, the Board of Examiners shall be entitled to produce rules or syllabi relative to the standard of proficiency, the standards of examinations as may applied to any member seeking to advance his/her status or to any person seeking to advance his/her status.

AMENDMENT OF BY-LAWS

62. Subject to section 197 of the Act, the By-Laws of the Society not embodied in the Articles may be repealed or amended by a majority of the Directors at a meeting of the Council and sanctioned by an affirmative vote of at least two-thirds (2 / 3) of the votes cast at a members meeting duly called for the purpose of considering the said By-Law.

AUDITORS

63. Subject to the requirements of Part 12 (Public Accountant) of the Act, the members shall at each annual meeting appoint an auditor to conduct a review engagement of the accounts of the Society for report to the members at the next annual meeting. The Auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the Office of Auditor. The remuneration of the auditor shall be fixed by Council.

BOOKS AND RECORDS

64. The Directors shall see that all necessary books and records of the society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

65. The Council may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Society as they deem expedient; provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the society when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

INTERPRETATION

66. In these By-Laws and in all other By-Laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.