

By-law relating generally to the conduct of the affairs of
THE DANCE HEALTH ALLIANCE OF CANADA INC.

Operating As HEALTHY DANCER CANADA

Created November 2009
Updated August 30, 2018

1. DEFINITIONS

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

"**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;

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

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

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

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

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

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

2. INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. NAME OF THE CORPORATION

The name of this corporation, The Dance Health Alliance of Canada Incorporated, operating as Healthy Dancer Canada, is hereinafter referred to as the "Corporation."

4. PURPOSE OF THE CORPORATION

SECTION 4.1. MISSION STATEMENT. Healthy Dancer Canada's mission is to foster and facilitate communication and collaboration among the dance community, health professionals and researchers. We endeavour to enhance the health, well-being and performance of all dancers and to be the Canadian leader in this effort.

5. CORPORATE OFFICES

SECTION 5.1. REGISTERED OFFICES. The Corporation shall continuously maintain in Canada a registered office and registered agent whose office is identical with such registered office.

SECTION 5.2. OTHER OFFICES. The Corporation may also have offices at such other places, in the same or in a different province or territory, as the board may from time to time determine or the business of the Corporation may require.

6. FINANCIAL MATTERS

SECTION 6.1. FINANCIAL YEAR END. The financial year end of the Corporation shall be December 31 in each year.

SECTION 6.2. BANKING ARRANGEMENTS. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

SECTION 6.3. ANNUAL FINANCIAL STATEMENTS. The Corporation shall send to the members the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send an electronic summary of the statements to each member, within the Annual Report, along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

7. MEMBERSHIP

SECTION 7.1. MEMBERSHIP CONDITIONS. Any person connected with the administration, education, supervision and health care of dancers, or member of the dance community shall be eligible for membership in the Corporation. The board shall set and define the membership fees, requirements and benefits. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and any other matters for which they are eligible to vote.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 7.2. APPLICATION FOR MEMBERSHIP. Application for membership shall be submitted electronically, and processed by the Membership Committee. Membership in the Corporation will be according to the following groups:

- Dancers/Students
- Dance Educators
- Health Professionals
- Clinics/Studios/Institutions

SECTION 7.3. TRANSFER OF MEMBERSHIP. Membership with the Corporation is not transferable or assignable. A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

SECTION 7.4. ANNUAL MEMBERSHIP DUES. The board may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation. Dues shall be paid annually on the anniversary of the members' joining date. Members shall receive an electronic reminder two weeks prior to this date and another on the expiry date. Membership dues will not be prorated.

SECTION 7.5. NOTICE OF MEMBERS' MEETING. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

SECTION 7.6. MEMBERS CALLING A MEETING. The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

SECTION 7.7. ABSENTEE VOTING. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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 Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 7.8. PLACE OF MEMBERS' MEETING. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

SECTION 7.9. PERSONS ENTITLED TO BE PRESENT. Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

SECTION 7.10. CHAIR OF MEMBERS' MEETING. In the event that the President, President-Elect and/or Immediate Past President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

SECTION 7.11. QUORUM AT MEMBERS' MEETING. A quorum at any meeting of the members shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

SECTION 7.12. VOTING AT MEMBERS' MEETING. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes 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.

SECTION 7.13. TERMINATION OF MEMBERSHIP. The board may suspend or expel a member for cause after an appropriate hearing. Membership will be automatically terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership is two months overdue; or
- d) the Corporation is liquidated and dissolved under the Act.

8. DIRECTORS

SECTION 8.1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by or under the board of directors.

SECTION 8.2. NUMBER OF DIRECTORS. The board shall consist of the number of directors specified in the articles, as determined by the board. At any time there shall be no less than seven, and no greater than eleven directors. The board shall strive for representation in equal numbers by dancers, dance educators, and health care professionals/researchers.

SECTION 8.3. ELECTION. All directors (except the filling of vacancies) shall be elected by majority vote of the membership of the Corporation. A call for nominations shall be sent out by electronic mail annually, no later than one month prior to the election period. All nominations shall be given before the election period. In the event that there is more than one person nominated for an opening on the board, an election will take place electronically.

SECTION 8.4. DUTIES OF DIRECTORS. The board shall have control over and be responsible for the general management of the affairs and business of the Corporation. Directors are required to:

- a) attend a minimum of two meetings of four meetings annually, either in person or via conference call/teleconference. If a director cannot attend

- a meeting they will be expected to notify the President prior to the meeting and contribute via email in a timely fashion;
- b) make a significant contribution to the Corporations' committees and/or operations;
- c) be a member of the Corporation.
- d) serve for a minimum of a one-year term.

SECTION 8.5. NOTICE OF BOARD MEETINGS. Meetings of the directors will occur in person or via conference call/teleconference four times annually. A special meeting may be called by the President at any time, with the written request of two directors. Notice of a meeting of the board shall be given by an officer of the Corporation to every director not less than one week before such meeting, specifying the time and place of the meeting. At any meeting at which every member of the board shall be present, or of which all directors not present waive notice in writing (written or electronically), the giving of notice as required herein may be dispensed within. 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.

SECTION 8.6. CHAIR OF BOARD MEETINGS. In the event that the President or another officer are not present, the directors who are present at the meeting shall choose one of their number to chair the meeting.

SECTION 8.7. QUORUM. A quorum at a meeting of the directors shall consist of a majority of directors currently on the board.

SECTION 8.8. VOTING. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. Only directors that are present at the meeting may vote on issues for that specific meeting. The Secretary, or designate, shall tally and record the votes, and convey the results of the vote to the directors. The act of the majority of the directors present at the meeting at which quorum is present shall be the act of the board. In the event that quorum is not present, the meeting may be adjourned without notice other than an announcement at the meeting, until a quorum is present.

SECTION 8.9. ACTION WITHOUT A MEETING. Any action that may be taken by the board at a meeting may be taken without a meeting if consent in writing (written or electronic), setting forth the action so to be taken, is approved in writing by all of the directors.

SECTION 8.10. VACANCIES. Whenever any vacancy shall occur in the board by death, resignation or otherwise, the vacancy may be filled for the unexpired term by action of the sole remaining director in office, or by the concurring vote of majority of

the remaining directors in the office although such remaining directors are less than quorum and although such majority is less than quorum.

SECTION 8.11. COMPENSATION. The officers and members of the board shall serve without compensation. An exception is made when an officer/director is providing a service on behalf of the Corporation, where the Corporation is paid for such service. Services include, but are not limited to: workshops, masterclasses, talks, and health professional consultations. A contract between the service provider, the Corporation and the person/organization receiving the service will be signed. A template of such contract will be provided by the Corporation. Prior to signing a paid service contract on behalf of the Corporation, the officer/director providing the service must be pre-approved by the President and at least one member of the board.

SECTION 8.12. CONFLICTS OF INTEREST. Officers and directors have a responsibility to declare any conflicts of interest that arise to ensure that they are not paid for their volunteer service to the Corporation. As a not-for-profit organization, members, particularly officers and directors, cannot personally benefit from the Corporation. In order to prevent conflicts between the interests of the Corporation and those serving as directors, directors must disclose in writing any personal interest that they might have in a service contract with the Corporation. If an director fails to make such a disclosure, the organization or a member may take legal action for the officer or director to repay any profits or gains realized from the contract.

SECTION 8.13. REMOVAL OF DIRECTORS. Any director may be removed by the board, with or without cause, whenever in its judgement the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person removed. The removal shall be by an affirmative vote of the majority of directors. All directors must be informed by electronic or postal mail of the intention to remove a director and all directors must register a vote on the motion in person, by postal mail, or electronic mail.

9: OFFICERS

SECTION 9.1. DESIGNATION OF OFFICERS. The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, and delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. All officers shall be current or past directors. Two or more offices may be held by the same person. The officers of the Corporation shall be a President, President-Elect (Vice-President), Immediate Past President and a Secretary/Treasurer. Whenever possible, the President-Elect shall have served at least one year on the board, prior to election into office.

SECTION 9.2. ELECTION OF OFFICERS. All officers shall (except the filling of vacancies) be elected by electronic vote of the members (see section 9.3).

SECTION 9.3. DUTIES OF OFFICERS. Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President.** The President shall be the principal executive officer of the Corporation subject to the direction and control of the board, the President shall be in charge of the business of the Corporation; he or she shall see that the resolutions and directions of the board are carried in to effect in those instances in which that responsibility is specifically assigned to some other person by the board; and, in general, he/she shall discharge all the duties incident to the office of President and such other duties as may be prescribed by the board from time to time. The President shall preside at all meetings of the members and of the board.

Except in those instances in which authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the board or these by-laws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the board has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary/Treasurer, or any other officer thereunto authorized by the board, according to the requirements of the form of the instrument.

Upon completion of the two-year term of office as President, he/she shall then serve a one-year term as Immediate Past President.

- b) **President-Elect (Vice-President).** The President-Elect shall assist the President in the discharge of his/her duties as the President, and may direct and perform other duties from time to time as may be assigned by the President or the board.

In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the board or this by-law, the President-Elect may execute for the Association any deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed.

Upon completion of the one-year term of office as President-Elect, he/she shall then serve a two-year term as President.

- c) **Immediate Past President.** The Immediate Past President shall serve as an officer of the Corporation for a one-year term of office. The Immediate Past President

shall assist the President in the discharge of his/her duties at the President's request and such other duties as from time to time may be assigned by the President or the board.

- d) **Secretary/Treasurer.** This position may be held by one person, or by two separate individuals (one as Secretary, and one as Treasurer). The President may determine the need for separate individuals to hold the positions of Secretary and Treasurer prior to nominations based on the workload anticipated for the upcoming year. If, however, two or more individuals are not nominated for the position, one individual may hold both positions.

The Treasurer shall be the principal Chief and Financial Officer of the Association. He/She is responsible for the following:

- i) the maintenance of adequate books of account of the Corporation;
- ii) shall have charge and custody of all funds and securities of the Association, and be responsible for the receipt and disbursement thereof;
- iii) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors;
- iv) transition incoming Treasurer.

The Treasurer shall not serve more than two consecutive one-year terms.

The Secretary has the following duties in addition to the duties and expectations required of all Directors:

- i) keep copies of the Association's by-law and board policies;
- ii) keep on file an up-to-date list of directors, committees and members;
- iii) ensure an up-to-date list of directors is filed with addresses, telephone numbers and place(s) of work;
- iv) keep record of board meeting attendance;
- v) ensure that there is a quorum at board meetings;
- vi) keep accurate minutes of board meetings, recording all motions and decisions of meetings and records of all corrections to minutes;
- vii) distribute copies of minutes to directors promptly after meetings;
- viii) sign official documents of the organization as required;
- ix) file amendments to the by-laws and other incorporating documents with the Corporate Registry;
- x) act in the absence of the President and Vice-President;
- xi) transition incoming Secretary.

SECTION 9.4. REMOVAL OF OFFICERS. Any officer may be removed by the board with cause, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal must be by an affirmative vote of the majority of directors. All directors must be informed by electronic mail or postal mail of the intention

to remove the named director and all directors must register a vote on the motion in person, by postal mail or electronic mail.

SECTION 9.5. VACANCIES. If the President is unable to fulfill his/her term of office, or if the President resigns or is removed by a vote of majority of members then entitled to vote at an election of officers, the President-Elect or Immediate Past President shall then perform the duties of the President until the end of the term of office that would have been completed by the President. Then, the President-Elect shall serve a three year term as President.

If the office of Secretary/Treasurer becomes vacant, the vacancy may be filled by the board from the elected members of the board. The officer or officers appointed to fill a vacancy shall serve until the next meeting of members at which the directors are to be elected.

If the office of the Immediate Past-President becomes vacant it shall remain vacant until the President's term of office is complete. At that point the President will assume the duties of Immediate Past-President.

10. COMMITTEES

SECTION 10.1. COMMITTEE STRUCTURE. The Corporation oversees a number standing committees. Committees must:

- a) have one or two Co-Chairs who report to the board prior to/at board meetings;
- b) have at least two members;
- c) have members that are also members of the Corporation;
- d) have a defined name, role, and method of selecting committee members.

SECTION 10.2. COMMITTEE NAMES AND ROLES

Conference Committee

To plan, promote and execute the annual conference. Duties include:

- a) selecting the theme, venue, caterer, accommodations and sponsorship;
- b) soliciting and coordinating the blind peer-review of lecture, workshop, performance and poster presentation proposals;
- c) promoting conference and assisting with registration;
- d) assisting at the conference.

Dancer Screening Committee

To identify the need for screening within the dance community. To promote standardized screening methods. To assist dancers, dance educators and health professionals implement them in their dance community. Duties include:

- a) attending meetings to collect and evaluate existing screening tools;
- b) assisting in developing a Healthy Dancer Screening tool for use in multiple settings including the dance studio/school;

- c) volunteering in a studio/school/clinic to test our Healthy Dancer Screening tool.

Financial Development Committee

To source relevant funding opportunities at provincial and national levels that will financially support dancer health-related projects as approved by the board.

Duties include:

- a) seeking out relevant and appropriate funding opportunities (e.g., government grants, sponsorship);
- b) completing and submitting applications for funds.

Membership Committee

To promote membership with the organization. Duties include:

- a) receiving and processing memberships;
- b) updating the online member directory;
- c) communicating with members about membership renewal.

Newsletter Committee

To design and edit of our quarterly e-newsletter. Duties include:

- a) identifying themes relevant to dancers' health for each newsletter;
- b) contributing original articles for publication;
- c) soliciting and peer-reviewing articles submitted by dancers, dance teachers and health care professionals.

Outreach and Communications Committee

To provide current information regarding dance health and wellness on all social media and on website. Duties include:

- a) facilitating ease of access of that information to all dancers, dance educators and health professionals;
- b) facilitating forums for discussion on health related issues;
- c) presenting and communicating the initiatives of the Corporation, and educating the dance population on health and wellness matters;
- d) providing a formal vehicle of information which promotes the growth, and membership of the Corporation, and provides support to the dance community.

Resources Committee

To assist in developing new resources to improve communication and collaboration among dancers, dance educators and/or health care professionals.

Duties include:

- a) developing resources annually review and, if necessary, update existing resources;
- b) disseminating these resources via our website;
- c) conducting a periodic needs assessment of our members, the dance community, and existing resources in order to

- i) choose appropriate topics for new resources, and;
- ii) evaluate the effectiveness of existing resources.

SECTION 10.3. FORMING NEW COMMITTEES. Two or more members of the Corporation and/or board are authorized to form a new committee. New committees must submit, in writing, their proposed name, role in the Corporation, and describe how committee members will be selected. The new committee will be reviewed and approved by majority vote of directors at the next board meeting.

11. INVALIDITY OF PROVISIONS OF THIS BY-LAW

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

12. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

13. BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.