



Alberta Society of Pipers and Drummers

Bylaws

Adopted October 25, 2014

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BYLAW 1. INTERPRETATION

1.1 Definitions. In these bylaws, unless the context otherwise requires:

1.1.1 "Act" means the Society Act of Alberta and the regulations thereto, as amended from time to time, and any successor legislation;

1.1.2 "Society" means Alberta Society of Pipers and Drummers;

1.1.3 "Board" means the Board of Directors of the Society as described in Article 7 of these Bylaws.

1.2 Incorporation by Reference. The definitions in the Act on the date these Bylaws become effective are incorporated herein by reference to the extent that they are not inconsistent with the definitions contained in this Bylaw.

BYLAW 2. MEMBERSHIP

2.1 The members of the Society shall be those people who are subscribers to the Objectives and Bylaws, and those people who from time to time become members pursuant to the Bylaws.

2.2 The members of the Society shall be divided into the following classes: Honourary, Active, Associate, Life, Junior, Pipe Band and Highland Games Association.

2.3 Each class of membership shall have the following privileges and/or restrictions:

2.3.1 Honourary Members shall be entitled to all the privileges of an Active Member, except the member shall not be entitled to vote or fill any office in the Society. The Board of Directors shall have the power to appoint as an Honourary Member any entity whose association with the Society may be considered advantageous or who has rendered special service to the Society. The Board of Directors shall also have the power to appoint the holder of any public appointment of office to be an Honourary Member of the Society during that person's term of appointment or office.

2.3.2 Active Members shall be at least the age of 18 years who are Bagpipers or Drummers. An Active Member shall be entitled to participate in all the activities and affairs of the Society, and to vote, and to be elected or appointed as a Director and to hold office in the Society. The Board of Directors may, in recognition of distinguished service to the Society, appoint an Associate Member as an Active Member, but no more than once in three years. There may not exist on the rolls of Active Members, at

any one time, more than three members who have been appointed from the Associate class.

- 2.3.3 Associate Members shall be at least the age of 18 years and may be anyone who is not a Bagpiper or Drummer who shall be entitled to all the privileges of and Active Member except the right to vote or to nominate.
- 2.3.4 Life Members are Active Members who are appointed by the Board of Directors in recognition of distinguished service to the Society and have all the privileges of an Active Member.
- 2.3.5 Junior Members are members less than the age of 18 years who are Bagpipers or Drummers, who shall have the same privileges as Associate Members.
- 2.3.6 A Pipe Band Member is a group of Bagpipers and Drummers that meet the minimum, band player requirements as defined in the competition rules of the Society, and is entitled to the same privileges as an Active Member, and shall be entitled to two votes.
- 2.3.7 A Highland Games Association Member is a society, association or corporation that conducts Bagpiping competitions, Drumming competitions, and/or Bagpipe Band competitions under the Rules established from time to time by the Society, and is entitled to the same privileges as an Active Member, and shall be entitled to two votes.
- 2.4 The name and address of the candidate shall be deposited with the Society along with the amount of the current year's dues and fees. The Board of Directors at their next meeting shall vote upon the candidate's admission. No candidate shall be admitted as a member if there are three or more votes cast against his or her election. On the election of each member the Secretary shall notify him or her of his or her election and shall furnish him or her with a copy of register of members. Any unsuccessful candidate may appeal in writing the decision of the Board within 60 days of receipt of notice. An unsuccessful candidate shall not apply a second time until at least 1 year has elapsed since the date of the meeting at which his or her application was last considered.
- 2.5 Any band or individual who is a full paid member of any organization recognized by the Alliance of North American Pipe Band Association shall be recognized by the Society as an Associate Member with all rights and privileges.
- 2.6 Any band or individual holding membership in an organization outside the Alliance of North American Pipe Band Association may compete in a maximum of 2 events per year without being required to become an Active Member of the Society.

BYLAW 3. DUES AND ENTRANCE FEE

- 3.1 The Directors may, from time to time, fix the amount of the annual dues payable by each class of members, and the date when those dues are payable.
- 3.2 There shall not be any annual dues payable by Honourary Members or Life Members.
- 3.3 Annual memberships are based on the calendar year.

BYLAW 4. WITHDRAWAL AND SUSPENSION OR EXPULSION

- 4.1 Any member may withdraw from the Society by signifying his or her wish to do so in writing addressed to the Secretary. The member remains liable for payment of the dues for the full year in which he or she withdraws.
- 4.2 The Board may suspend or expel any member for:
 - 4.2.1 Default in the payment of dues or fees levied in accordance with these Bylaws; or
 - 4.2.2 Any causes, conduct or behaviour which in the opinion of the Board is not in the best interests of the Society or its members or for failure to comply with these Bylaws or a direction of the Society.
- 4.3 If the Secretary receives a requisition to expel any member from the register of members stating the reason and signed by not less than 3 members of the Society, the Board of Directors shall consider the matter at their next meeting.
- 4.4 Prior to suspending or expelling a member, the Board shall provide notice to the member of the proposed suspension or expulsion, which notice shall set forth the reasons for the suspension or expulsion and give the member the right to make representations and appear in person before the Board.
- 4.5 If the Directors determine by a majority of those Directors present at the meeting to remove or expel the member, they shall confirm that resolution at the next meeting by a majority of Directors at which not less than 5 Directors shall be present. If the resolution to remove the member is confirmed, the member shall be removed from the register of members and he or she shall thereupon cease to be a member.
- 4.6 A member who is suspended or expelled shall not have any right to vote nor shall he or she hold any office or position in the Society during the period of his or her suspension or upon expulsion, but, while suspended, shall continue to be bound by the duties and obligations of the membership as defined in these Bylaws.

- 4.7 A suspended member may be reinstated upon a resolution of the Board.
- 4.8 The length of the suspension will be assessed by the Board upon due consideration of the facts available.

BYLAW 5. GENERAL MEETINGS

- 5.1 The fiscal year end of the Society shall be December 31.
- 5.2 The Annual General Meeting of the Society shall be held one each calendar year on or before October 31 at such time and place as the Directors decide, of which notice in writing to the last known address of each member shall be delivered by mail, by email, and/or website notification, 30 days prior to the meeting.
- 5.3 The order of business at the Annual General Meeting shall be as follows:
 - 5.3.1 The reading and approval of Minutes of the last previous Annual General Meeting;
 - 5.3.2 Report of the President;
 - 5.3.3 Report of the Treasurer including presenting financial statements for the fiscal year ending immediately before the Annual General Meeting;
 - 5.3.4 Other reports;
 - 5.3.5 Election of the Directors.
- 5.4 All other General Meetings shall be called Special General Meetings. A Special General Meeting shall be called:
 - 5.4.1 At the request of the President;
 - 5.4.2 At the written request of not less than 4 members of the Board of Directors;
 - 5.4.3 At the written request of not less than 25 percent of the members of the Society entitled to vote at a meeting of members;
 - 5.4.4 The request for a Social General Meeting shall specify the general nature of the business to be conducted at that meeting. Notice of the meeting shall be in the form required under this Bylaw.
- 5.5 Notice of Meetings.

- 5.5.1 Notice of general meetings shall be given to the members in accordance with the Act and shall specify the place, day and hour of the meeting, and the general nature of the business to be conducted at the meeting.
- 5.5.2 The auditors, if any, of the Society are entitled to receive all notices and other communications relating to any meeting of members that any members are entitled to receive.
- 5.5.3 No public, nor advertisement of members meeting, whether annual or special, shall be required.

BYLAW 6. PROCEDURE AT GENERAL MEETINGS

- 6.1 The President or, in the absence of the President, a Vice-President, or in the absence of both, one of the other Directors present, shall chair any meeting of members. If no such Director is present with 30 minutes of the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting. If the Secretary of the Society is absent, the chair shall appoint some person who need not be a member, to act as Secretary of that meeting.
- 6.2 A quorum at General or Special Meetings shall consist of persons present. In any event, a quorum shall be not less than 5 Active Members.
- 6.2.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- 6.2.2 If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.2.3 If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 6.3 Procedure for voting shall be as follows:

6.3.1 A member is not entitled to vote on an resolution unless he or she is an Active Member or is a Pipe Band Member or a Highland Games Association Member in good standing in accordance with these Bylaws.

6.3.2 Voting shall be by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is directed by the chair or demanded by at least one Active Member who is present in person. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence in favour of, or against that resolution.

6.3.3 No voting by proxy is permitted.

6.3.4 Subject to the Act, resolutions or questions arising at General Meetings shall be determined by the majority of the votes cast on the resolution or question.

6.3.5 Any resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.

6.3.6 In the case of equality of votes, the person chairing the meeting may cast a second or deciding vote in addition to the vote to which he or she may be entitled as a member.

6.4 The person chairing a General Meeting of members may, subject to any other provisions of these Bylaws, with the consent of the meeting and subject to such conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the general meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of such meeting. No notice shall be required of the continuation of an adjourned General Meeting.

BYLAW 7. DIRECTORS

7.1 The affairs of the Society shall be managed by a Board of Directors. Subject to these Bylaws and all laws affecting the Society, the Board may exercise all the powers and do all the acts and things that the Society may exercise and do.

7.2 The Board of Directors shall consist of the President, Vice-President, immediate Past President, Communications Director and a minimum of 4 Directors. The President, Vice-President, and the immediate Past President are deemed to be Directors.

- 7.3 All positions shall stand for election each year. Directors may serve unlimited number of terms.
- 7.4 Directors shall be elected at each Annual General Meeting from the Active Members of the Society.
- 7.5 The Board of Directors may act notwithstanding any vacancy in the number of Directors.
- 7.6 If a vacancy on the Board of Directors occurs for any reason the remaining members may appoint any Active Member to fill the vacancy. Any person so appointed shall hold office until the next Annual General Meeting.
- 7.7 The members may by special resolution remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 7.8 Meetings of the Board shall be conducted as follows:
- 7.8.1 The Board may meet at such times and places as it may determine to dispatch business.
- 7.8.2 The Secretary of the Society shall call a meeting of Board upon request of the President or any 3 Directors.
- 7.8.3 Notice of the time and place of every Board meeting shall be given to each Director not less than 7 days before the time of the meeting is to be held, provided that notice of a meeting shall not be necessary if all the Directors are present or if those absent waive notice of, or otherwise signify their consent to, such meeting being held.
- 7.8.4 A Director may participate in a meeting of the Board by means of conference telephone or other communication facilities by means of which all Directors participating in a Board meeting agree to such participation. A Director participating in a Board meeting in accordance with this subsection shall be deemed to be present at the meeting and to have so agreed and shall, unless disqualified for any other reason, be counted in the quorum therefore and be entitled to speak and vote thereat.
- 7.9 A quorum to transact business shall be 5 Directors in number.
- 7.10 The President, or in the absence of the President or at the request of the President, the Vice-President shall chair any meeting of the Board. If no such officer is present, the Directors present shall choose one of their number to be chair.

- 7.11 Minutes of the proceedings of any meeting of the Board of Directors shall be taken by the Secretary or in his or her absence, by a member of the Board. Afterwards they shall be copied into the Minute Book to be kept for that purpose by the Secretary. The minutes shall be read at the next meeting of the Board and, when confirmed, signed by the person chairing that meeting.
- 7.12 At all meetings of the Board every Director present shall be entitled to one vote and, subject to the provision of these Bylaws, every resolution or question shall be decided by a majority of the votes cast on the resolution or question. In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote. Any resolution proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.
- 7.13 A resolution in writing signed by all the Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- 7.14 A Director's interest in a contract or transaction with the Society shall be dealt with as follows:
- 7.14.1 A Director who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society, must disclose fully and promptly the nature and extent of such interest to the Board.
- 7.14.2 The Director shall not vote, and must refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.
- 7.14.3 If the Director does vote, that vote shall not be counted, but he or she shall be counted in the quorum present at the meeting at which the vote is taken.
- 7.15 Directors shall not be compensated by the Society for being or acting as a Director or receive any other direct or indirect profit from their office. However, a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.
- 7.16 The Directors may from time to time appoint an Honourary President and one or more Honourary Vice-Presidents. The person appointed to any one of these positions is not required to be a member of the Society, and the person appointed shall not be a Director.
- 7.17 The Board of Directors shall have the power to make rules and regulations governing Bagpiping competitions, Drumming competitions, and Bagpipe Band competitions, and the participation therein of members as contestants or officials.

They may also make rules and regulations for the government of the Society provided they are consistent with these Bylaws.

- 7.18 The execution of all documents and signing of all cheques in connection with the administration of the Society shall be done by such person or persons and in such manner as the Board of Directors may from time to time determine. No document under seal shall be executed by or on behalf of the Society except by authority of the Board of Directors. Until otherwise determined by the Board every document under seal shall be signed by the President or the Vice-President and by the Secretary of the Society.

BYLAW 8. FINANCIAL AND ACCOUNTANTS

- 8.1 The accounts of the Society shall from time to time be examined by the Board of Directors who shall present to the Annual General Meeting a complete statement thereof duly certified by the Society Accountant together with a report of the general affairs of the Society during the preceding year
- 8.2 The accounts and books of the Society shall be examined once at least in each year and their correctness ascertained and certified by an Accountant, who shall be appointed by the Board of Directors and who is not a Director or officer of the Society. The Accountant shall present the financial statements to the Board of Directors at least one month before the Annual General Meeting.

BYLAW 9. COMMITTEES

- 9.1 The Board of Directors may establish such committees and/or such ad hoc committees as it deems necessary.
- 9.2 The Chair of the committee shall be appointed by the President, subject to the approval of the Board of Directors for a term to be designated by the President subject to the approval of the Board of Directors.
- 9.3 Committee members shall be appointed by the President after consultation with the Chair of the respective committee and subject to approval of the Board of Directors for a term consistent with that of the Chair.

BYLAW 10. OFFICERS

- 10.1 The Board of Directors shall be voted into office at the Annual General Meeting on an annual basis as described in article 7.3. The Board of Directors shall appoint an Accountant pursuant to Article 8.2 herewith.

- 10.2 The duties of the President shall be as follows:
- 10.2.1 Preside at all meetings of the Society and the Board;
 - 10.2.2 Give leadership to the Society and report to the membership and the Board on the conduct and management of the business of the Society;
 - 10.2.3 Supervise the other officers of the Society and in the carrying out of their duties, and appoint interim committees and committee chairs as from time to time may be in the best interests of the Society, subject to confirmation by the Board;
 - 10.2.4 Sign all such documents as authorized by resolution of the Board;
 - 10.2.5 Carry out such other duties as prescribed by the Board or that are prescribed elsewhere in law, these Bylaws, and as are incidental to the office of the President.
- 10.3 The Secretary shall do the following:
- 10.3.1 Conduct the correspondence of the Society;
 - 10.3.2 Issue notices of meeting of the Society and Directors;
 - 10.3.3 Keep minutes of all meetings of the Society and Directors;
 - 10.3.4 Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - 10.3.5 Have custody of the common seal of the Society;
 - 10.3.6 Maintain the register of members.
- 10.4 The Treasurer shall do the following:
- 10.4.1 Keep the financial records, including books of account, necessary to comply with the Act;
 - 10.4.2 Render financial statements to the Directors, members, and others when required;
 - 10.4.3 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 10.5 The office of any officer shall be vacated upon the occurrence of any of the following events:

- 10.5.1 If a court order is made declaring the officer to a mentally incompetent person or incapable of managing his or her own affairs;
- 10.5.2 Upon death;
- 10.5.3 If the officer resigns from office by notice in writing to the Board;
- 10.5.4 If the officer ceases to be a member in good standing.
- 10.6 Any officer of the Society may be removed with cause by a special resolution of the members of the Society. The Directors may by resolution appoint any person in place of such officer for the remainder of the term.

BYLAW 11. NOTICES

- 11.1 A notice may be given to a member, either by personally delivering it or by mailing it to him or her at his or her registered address and/or by email address and website notification. Any notice to be given will be sufficiently given if delivered personally or if mailed prepaid in any post office in the province of Alberta. Any notice personally delivered shall be deemed to have been given when delivered and any notice mailed and properly addressed, shall be deemed to have been given on the third business day following the date on which it was so mailed, provided that if mailed, should there be, at the time of mailing or between the time of mailing and the deemed receipt of the notice, a mail strike, slow down or other labour dispute which might affect the delivery of such notice by the mails, then such notice shall be only effective if actually delivered.
- 11.2 The accidental omission to give any notice to any member, Director, officer or auditor of the Society or the non-receipt of any notice by any member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 11.3 A member, Director, officer or auditor may waive any notice required to be given to themselves under any provision of the Act or the Bylaws of the Society, and such waiver, whether given before or after the meeting or other event which notices required to be given, shall cure any default in giving such notice.

BYLAW 12. ALTERATION

- 12.1 Any alteration or amendment to these Bylaws shall be made at the Annual General Meeting or by special resolution. Notice of any proposed alteration or amendment shall be sent to all members entitled to attend such meeting and to

vote at least 30 days before the Annual General Meeting at which the amendment is to be presented. No alterations or amendments to these Bylaws passed at any such meeting shall require confirmation at any subsequent General Meeting of the Society.

BYLAW 13. AFFILIATION AND BRANCHES

- 13.1 The Board of Directors shall have the power to affiliate with any other Association or Association having the same or similar objects in whole or in part, upon such terms and conditions as they may deem advisable.
- 13.2 The Directors shall, if authorized to do so by an ordinary resolution passed at the Annual General Meeting of the Society, have power to establish and maintain one or more branch Society or Societies within the Province of Alberta having powers not exceeding the powers of the Society, as the Society by its Board of Directors, may from time to time confer.

BYLAW 14. MISCELLANEOUS

- 14.1 The Society shall not take part in nor express any views on any political activity.
- 14.2 The Seal of the Society and the books and records of the Society other than the books of account shall be kept in the custody and control of the Secretary. The books of account of the Society shall be kept in the custody and control of the Treasurer.
- 14.3 The books and records of the Society may be inspected by any member by making arrangements with the Secretary and/or the Treasurer, as the case may be, to do so at any reasonable time and place.
- 14.4 The Society may be dissolved at any time by a special resolution to that effect passed by the members present and entitled to a vote in person at a duly convened General Meeting of the Society called for that purpose.
- 14.5 The Society shall have the power to accept donations, gifts, legacies and bequests.

BYLAW 15. BORROWING

- 15.1 Subject to the Act, the Board may from time to time borrow money on behalf of the Society on the credit of the Society. Such action shall require a resolution passed by the Board. No debentures shall be issued without the sanction of a special resolution.

15.2 The Members may by special resolution restrict the borrowing powers of the Directors, by a restriction imposed that shall expire at the next Annual General Meeting.

Adopted on the 25th day of October, 2014.

