

Association of Canadian Choral Communities

CONSTITUTION

May 21, 2010

Article 1: Organization

Section 1: Name

This organization shall be known as the Association of Canadian Choral Communities/Association des Communautés Chorales Canadiennes, hereafter referred to as 'the Association'.

Section 2: Purpose

The Association shall be constituted as a non-profit national arts service organization.

Section 3: Authority

The fundamental authority and responsibility of the Association shall reside in the corporate active membership and shall be exercised by the free expression and vote of each individual member; by representative legislative powers vested in the Board of Directors; and by executive powers delegated to Directors.

Article 2: Objectives

1. To increase the profile of choral music.
2. To increase participation and excellence in choral music.
3. To increase composition and performance of Canadian choral music.

Article 3: Membership

Section 1: Eligibility

Membership in the Association shall be open to persons interested in furthering the objectives of the Association and shall consist of anyone who submits an application for membership with the prescribed membership fee. All applications are subject to ratification by the Board of Directors of the Association.

Section 2: Fees

Membership fees shall be payable each year on a fixed renewal date at a rate that shall, from time to time, be determined by a resolution of the Board of Directors. This resolution shall become effective upon ratification by members at a general or annual meeting.

In the case of Affiliate Provincial Choral Organizations, the fee is based on number of choirs holding provincial choral organization membership.

Section 3: Categories

There shall be six membership categories with specific benefits and privileges as follows:

3.1 Individual memberships:

- 3.1.1 shall consist of conductors, choristers, composers, educators and others who support the objectives of the Association;
- 3.1.2 shall carry one (1) vote at general and special meetings and on ballots;
- 3.1.3 are eligible to hold office in the Association and may sit on all committees.

3.2 Institutional memberships:

- 3.2.1 shall consist of educational institutions, houses of worship, festivals, non-profit organizations, libraries and professional choirs who support the objectives of the Association;
- 3.2.2 shall have no voting rights;
- 3.2.3 are not eligible to hold office in the Association but may sit on any committees;
- 3.2.4 shall appoint a representative to receive publications and correspondence on behalf of the organization.

3.3 Corporate memberships

- 3.3.1 shall consist of national organizations and corporations who support the objectives of the Association;
- 3.3.2 shall have no voting rights;
- 3.3.3 are not eligible to hold office in the Association but may sit on any committees;

3.3.4 shall appoint a representative to receive publications and correspondence on behalf of the organization.

3.4 Student memberships

3.4.1 shall consist of students engaged in full-time studies who support the objectives of the Association;

3.4.2 shall carry one (1) vote at general and special meetings and on ballots;

3.4.3 are eligible to hold office in the Association and may sit on any committees.

3.5 Provincial Choral Organization memberships:

3.5.1 shall consist of each provincial choral organization in Canada;

3.5.2 shall be represented by the senior staff person who will sit on the board of directors of the Association;

3.5.3 shall carry one (1) vote at general, special and Board meetings and on ballots;

3.5.4 are eligible to hold office in the Association and may sit on all committees.

3.6 Affiliate memberships:

3.6.1 shall consist of all member choirs of each provincial choral organization;

3.6.2 shall appoint a representative to receive correspondence on behalf of the choir;

3.6.3 shall have no voting rights;

3.6.4 are not eligible to hold office in the Association but may sit on all committees.

3.7 Honorary memberships

3.7.1 shall be awarded to any person whose contribution to the advancement of the choral art is deemed worthy of national recognition by unanimous vote of the board of directors;

3.7.2 shall have voting rights;

3.7.3 are not eligible to sit on the board of directors;

3.7.4 are eligible to sit on Association committees;

3.7.5 may be awarded posthumously.

Section 4: General Benefits and Privileges

All membership categories are entitled to participate in Association activities to the extent outlined in Article 3.3 and shall be permitted admission to all membership meetings, conventions and events upon compliance with registration requirements. Members will also have access to perks and discounts negotiated on their behalf with preferred organizational suppliers

Section 5: Withdrawal

Any member may withdraw from the Association at any time by providing written notice to the Board of Directors. Upon withdrawal, the member shall not be entitled to a refund of any portion of the fees that have been paid.

Section 6: Revoking Membership

Any member may be required to resign by a vote of two-thirds (2/3) of the members present at an annual or special meeting. The member shall not be entitled to a refund of any portion of the fees that have been paid.

Section 7: Non-discrimination

Membership status will not be refused to an applicant due to race, creed, colour, sexual orientation, national origin, gender, age, veteran status, religion or special need.

Article 4: Members' Meetings

Section 1: Annual General Meeting

1.1 The annual general meeting shall be held once a year at a site selected by the Board of Directors.

1.2 In addition to any other business that may be transacted at, or in conjunction with, an annual general meeting, the following business must be conducted:

- 1.2.1 the financial statements and the report of the auditors shall be presented to the membership;
- 1.2.2 the auditors shall be appointed biennially in even years,
- 1.2.3 directors shall be elected to fill vacant board positions in even years;
- 1.2.4 in odd years, one member shall be elected by the membership to the Nominations Committee.

Section 2: Special Meetings

- 2.1 The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights.
- 2.2 The President or Board of Directors, upon request by a majority of Directors, may call a special meeting of the Association, the Board of Directors, and/or the Executive Committee.

Section 3: Notice

- 3.1 Thirty (30) days written notice of a members' meeting shall be given to each member.
- 3.2 Where special business will be transacted as part of the meeting, sufficient information to permit an informed judgment on the decision to be taken shall be included in the meeting notice.
- 3.3 Notice of each meeting of members must indicate if the member has the right to vote by proxy.
- 3.4 No error or omission in giving notice of any members meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive the 30-day notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 3.5 For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded on the books of the Association.

Section 4: Agenda

- 2.1 A printed agenda shall be distributed at least fourteen (14) days in advance to all members.

Section 5: Quorum

- 5.1 The quorum for members' meeting shall consist of ten percent (10%) of the voting membership, including a quorum of the Board of Directors. Members may be represented either in person or by proxy.
- 5.2 At no time shall the lack of a quorum at a non-business meeting prevent those present from proceeding with the program planned for the meeting.

Section 6: Voting

- 6.1 Each individual, student, PCO member or honorary member in good standing present at a meeting shall have the right to exercise one (1) vote.
- 6.2 A member in good standing 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 Association.
- 6.3 Voting in elections shall be by ballot if the number of nominations exceeds the number of vacancies
- 6.4 A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a great number of members is required by the Act or these bylaws.
- 6.5 The Board of Directors may authorize voting by mail or electronic voting except where *The Canada Corporations Act* requires a meeting. When voting is done by mail or electronically, it shall be in lieu of voting at a members' meeting and the necessary voting materials shall be prepared and issued to members at least thirty (30) days prior to the return date. All ballots postmarked after the return date are considered spoiled and may not be included in the vote.

Section 7: Minutes

7.1 The minutes of all members' meetings shall be made available to all members in good standing.

Article 5: Board of Directors

Section 1: Composition

1.1 The affairs of the Association shall be managed by a board of directors comprised of president, president-elect, past president, secretary-treasurer, vice president advocacy, vice-president professional development, vice president communications and the executive director of each provincial choral organization.

1.2 Directors must be individuals, at least 18 years of age, with power under law to contract.

Section 2: Nominations, Appointments and Elections

2.1 Any member in good standing eligible to sit on the Board of Directors may be nominated by a member in good standing for the position of president-elect, secretary-treasurer, vice president advocacy, vice president professional development, vice president communications.

2.2 In even years, the positions of president-elect and secretary-treasurer will be elected from nominated candidates by a mail-in vote of the membership.

2.3 In even years, the positions of vice-president advocacy, vice-president professional development and vice-president communications shall be appointed by the Executive Committee from the slate of nominated candidates.

2.4 The president-elect shall automatically succeed to the office of president.

2.5 The president shall automatically succeed to the office of past president.

2.6 Executive directors of provincial choral organizations shall, by virtue of their position, be named to the board of directors.

Section 3: Term of Office

- 3.1 The president, president-elect and past president shall each hold office for a term of two (2) years. This term will begin immediately after the completion of the Annual General Meeting at which they were elected. Each position is non-renewable except in extenuating circumstances.
- 3.2 The secretary-treasurer and the three (3) vice presidents shall each hold office for a term of two (2) years. This term will begin immediately after the completion of the Annual General Meeting at which they were elected. Each position can be renewed at the discretion of the President, in consultation with the Executive and ratified by the Board for a maximum of three (3) terms.
- 3.3 Directors representing provincial choral organizations shall be appointed to the board of directors immediately upon commencement of provincial duties and shall remain on the Association board of directors for the duration of their employment with their provincial choral organization.
- 3.4 Elected and appointed directors completing three terms must step off the Board for one two-year term before seeking re-election.
- 3.5 The office of a director shall be automatically vacated:
- 1.1.1. if, at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the director;
 - 1.1.2. if a director has resigned the office by delivering a written resignation to the Executive Committee of the Association;
 - 1.1.3. if a director is found by a court to be of unsound mind or is convicted of a criminal offense;
 - 1.1.4. if a director becomes bankrupt or suspends payment or compounds with his creditors;
 - 1.1.5. on death.
- 3.6 The president-elect shall succeed to the office of president following the resignation, disability or death of the president.

3.7 In the event of a provincial choral organization vacancy, the president of the provincial choral organization will be asked to appoint a replacement until such time as the provincial executive director position is filled.

3.8 The board of directors may, by majority vote, fill any other vacancy with a member of the Association until the vacated director's term is complete.

Section 4: Authority

4.1 The directors of the Association may administer the affairs of the Association in all things, and may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers, and do all such others acts and things, as the Association is, by its charter or otherwise, authorized to exercise and do.

4.2 The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate, by resolution, to an officer or officers of the Association, the right to employ and pay salaries to employees. The directors shall have the 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 Association in accordance with such terms as the board of directors may prescribe.

4.3 The board of directors is hereby authorized, from time to time:

4.3.1 to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;

4.3.2 to limit or increase the amount to be borrowed.

4.4 The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any

kind whatsoever for the purpose of furthering the objectives of the Association.

4.5 The board of directors 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 prescribed by the board of directors at the time of such appointment.

Section 5: Meetings

5.1 Meetings of the board of directors may be held in any form at any time and place determined by the directors provided that seventy-two (72) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting.

5.2 The president shall call and provide due notice of a special meeting of the board of directors, membership or any committee upon written request by the majority of members of the board of directors.

5.3 There shall be at least one (1) meeting per year of the board of directors.

5.4 Quorum shall be sixty percent (60%) of the board of directors including at least two executive members.

5.5 No error or omission in giving notice of any meeting of the board of directors shall invalidate such meeting or make void any proceedings taken thereat and any director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.6 Each director is authorized to exercise one (1) vote.

Section 6: Minutes of the Board of Directors and Committees

6.1 The minutes of board of director or committee meetings shall not be available to the general membership of the Association but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

Section 7: Duties of Directors

7.1 The president shall be the chief executive officer of the Association. They shall preside at all meetings of the

Association and of the board of directors. They shall be responsible for the general and active management of the affairs of the Association. They shall see that all orders and resolutions of the board of directors are carried into effect.

7.2 The president-elect shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be assigned to them by the president, executive committee and/or board of directors.

7.3 The secretary-treasurer shall have custody of the funds and securities of the Association and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designed by the board of directors from time to time.

The secretary-treasurer shall disburse, or cause to be disbursed, the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall provide, or cause to be provided to the president and directors at regular meetings of the board of directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Association. They shall also perform such other duties as may from time to time be directed by president, the executive committee and/or the board of directors.

The secretary-treasurer shall attend all board of director and annual general meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary-treasurer shall give, or cause to be given, notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the president, executive and/or board of directors.

The secretary-treasurer shall cause the corporate seal to be affixed to all deeds, transfers, licenses, contracts and engagements on behalf of the board of directors. The

secretary shall also prepare and preserve, or cause to be prepared and preserved, the historical and permanent records of the Association.

7.4 The past president shall serve primarily in an advisory capacity to the board of directors and membership. The past president shall also solicit or cause to be solicited, nominations for vacant director positions in order to ensure continued leadership capability is available for the survival and growth of the Association.

7.5 The duties of all other directors of the Association shall be such as the terms of their engagement call for or the president, executive committee and/or board of directors requires of them from time to time.

Section 8: Committees

8.1 The Association shall have four standing committees:

8.1.1 The Executive Committee shall be responsible for oversight of the day-to-day operations and staffing of the Association. It shall be chaired by the president and consist of the president-elect, past-president and secretary-treasurer.

8.1.2 The Governance Committee shall be responsible for the constitution, policy and procedures of the Association. It shall be chaired by the president and consist of the president-elect and two other members of the board of directors, at least one of whom must be a provincial choral organization representative.

8.1.3 The Finance & Audit Committee shall be responsible for the financial management and compliance of the Association. It shall be chaired by the treasurer and consist of two other members of the board of directors, at least one of whom must be a provincial choral organization representative.

8.1.4 The Nominations Committee shall be responsible for the solicitation of nominations to the board of directors from the membership. It shall be chaired by the past-president and consist of the president-elect, one provincial choral organization representative, and one other member of the

Association elected for this purpose at the last annual general meeting.

- 8.1.5 Standing committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 8.2 The board of directors may appoint ad-hoc committees whose members will hold their offices at the will of the board of directors. Committee members may be drawn from the board of directors or individual members. The directors shall determine the duties of such committees and may fix by resolution, reimbursement of reasonable expenses incurred by committee members in the performance of their duties.
- 8.3 The president shall be an ex-officio member of all committees and hold the tie-breaking vote when required.
- 8.4 The senior staff person shall serve as an ex-officio, non-voting member of all committees.
- 8.5 Committee meetings shall be held in any form at any time and place determined by the committee members provided that seventy-two (72) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
- 8.6 Three (3) members in attendance shall constitute a quorum at any committee meeting. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 9: Remuneration

- 9.1 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such.
- 9.2 Directors may be paid reasonable travel expenses incurred in the performance of their duties to the Association while absent from their usual place of residence.

9.3 Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

9.4 Remuneration for all directors, agents, employees and committee members shall be fixed by the board of directors by resolution.

Article 6: Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two signing officers of the Association or by an officer or officers appointed by resolution of the Board. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization of formality.

The seal of the corporation, when required, may be affixed to contracts, documents and instruments in writing signed by any two signing officers of the Association.

Article 8: Financial Year

The financial year of the Association shall be determined by the board of directors.

Article 9: Amendment of Bylaws

The bylaws of the Association not embodied in the Letters Patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of *The Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the bylaw at a meeting of members duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the appropriate ministry has been obtained.

Article 10: Auditors

The members shall, biennially in event years, appoint an auditor to audit the accounts and annual financial statements of the Association for report

to the members at the next two annual meetings. The auditor shall hold office until the next biennial appointment.

Article 11: Books and Records

The directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

Article 12: Privacy

The Association will not share or sell membership information and will adhere to all provincial and national government guidelines, policies and laws related to personal privacy.

Article 13: Rules and Regulations

The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association 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 Association when they shall be confirmed, and, failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Article 14: Disposition of Assets

If for any reason the operations of the Association are terminated or wound-up or the Association is dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be divided equally among the PCO members at the time dissolution takes place.