



**CANADIAN FEDERATION
OF MUSIC TEACHERS' ASSOCIATIONS**

**FÉDÉRATION CANADIENNE DES ASSOCIATIONS
DE PROFESSEURS DE MUSIQUE**

**BY-LAWS
OF THE
CANADIAN FEDERATION OF MUSIC TEACHERS' ASSOCIATIONS**

Federal Incorporation # 725706

Province of Registered Office: Ontario

Number of Directors: 4 to 10

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ARTICLES OF CONTINUANCE

OBJECTS

The objects of the Federation shall be:

- (a) to encourage and assist all movements designed to improve standards of music education and the training of teachers of music, to encourage and assist in the organization of music teachers' associations in the provinces and territories of Canada and to stimulate the acquisition of all-round musicianship and wide general culture among those who intend to qualify as teachers;
- (b) to encourage and promote the knowledge and appreciation of music among music teachers and the general public and in the schools and universities of Canada, and to encourage a definite ethical standard of professional conduct among teachers of music;
- (c) to promote the extension of music credits in the schools and universities of Canada; and
- (d) to promote and maintain the status of professional music teachers in the community;
- (e) the objects shall not include accreditation and registration of music teachers

Such objects are to continue to be carried out in more than one Province or Territory of Canada.

DISPERSAL OF FEDERATION FUNDS

The Federation is to be carried on without pecuniary gain to its members and any profits or other accretions to the Federation are to be used in promoting its objects.

Upon the dissolution of the corporation or surrender of its Charter, any assets remaining after payment of all debts and obligations shall be distributed to the provincial and territorial associations in an equitable way.

ADDITIONAL POWERS

In addition to the general powers accorded to it by law, the Federation shall have power, with the consent of seventy-five percent of the members present at a general or special meeting of the Federation:

- (a) to purchase, take on lease or in exchange, hire and otherwise acquire by gift, legacy, devise or otherwise and to own and hold any estate, property or rights, real or personal, movable or immovable, to any title or interest therein, and to sell, exchange, alienate, manage, develop, mortgage, hypothecate, lease or otherwise deal therewith as it may deem advisable for the purposes of the Federation;
- (b) to borrow money for the purposes of the Federation;
- (c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments or transferable instruments;
- (d) to invest and deal with the moneys of the Federation not immediately required in such manner as may be determined from time to time; and
- (e) to do all such lawful acts and things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Federation

BY-LAWS

ARTICLE 1 – DEFINITIONS

In these By-laws, unless the context otherwise requires:

“Executive Committee” means the Executive Committee referred to in the By-Laws of the Federation, who shall be the Board of Directors of the Federation;

“Executive Committee Meeting” means a meeting of the Executive Committee;

“Executive Committee Member” means a member of the Executive Committee;

“Federation” means the Canadian Federation of Music Teachers’ Associations;

“General Meeting” means a meeting of the Members;

“Individual Member” means a person who is a member of a Provincial or Territorial Association which has been admitted to the Federation. Individual Members do not however have a vote or pay dues directly to the Federation.

“Provincial or Territorial Member” means an Association of Registered Music Teachers incorporated under a Special Act of a provincial or territorial legislature, or in cases where there is no Special Act, the first Association of Registered Music Teachers incorporated under the Not-for-Profit Corporation Act or similar statute of a provincial or territorial legislature.

“Delegate” means a person who has been elected or appointed by their provincial or territorial association to represent them on the Federation Executive Committee.

ARTICLE II – CORPORATE SEAL

1. The seal of the Federation shall be in the form prescribed by the directors of the Federation and shall have the words “Canadian Federation of Music Teachers’ Associations” endorsed thereon.
2. The seal of the Federation shall be in the custody of the Secretary and shall be affixed by the Secretary over the signature of the signing officers.

ARTICLE III - STRUCTURE

The Federation shall be composed of:

1. Provincial or Territorial Registered Music Teachers' Association members whose applications for admission have received approval of the executive committee;
2. Individual members who are members in good standing of a Provincial or Territorial Registered Music Teachers' Association which association has received the approval of the executive committee. These individual members do not have a vote and do not pay dues directly to CFMTA.

ARTICLE IV – CONDITIONS OF MEMBERSHIP

1. A Provincial or Territorial Association may be admitted to the Federation by submitting an approved, written provincial resolution regarding membership to the Federation Secretary no later than thirty (30) days prior to an Annual Executive Committee meeting. A Provincial or Territorial Association may withdraw from the Federation by submitting an approved, written provincial or territorial resolution regarding withdrawal of membership to the Federation Secretary.
2. An Individual Member is a person who is a member of a Provincial or Territorial Association which has been admitted to the Federation. They do not have a vote or pay dues directly to the Federation.
3. The membership fee to the Federation shall be set from time to time by resolution of the Executive Committee.
4. Every Provincial and Territorial Association shall adhere to the Federations' Articles of Continuance and By Laws.

ARTICLE V – EXECUTIVE COMMITTEE

1. The affairs of the Federation shall be managed by the executive committee composed of
 - 1.1 The President;
 - 1.2 Two representatives from each Provincial or Territorial Registered Music Teachers' Association admitted to the Federation;
 - 1.3 The immediate Past President of the Federation if he or she is not a representative from a Provincial or Territorial Registered Music Teachers' Association.
 - 1.4 Vice President.

2. The property and business of the Federation shall be managed by the Executive Committee.
3. The Executive Committee may prescribe rules and regulations, not inconsistent to these By-Laws, relating to the management and operation of the Federation, as they may deem expedient provided that such rules and regulations shall have force and effect only until the next Annual Executive Committee Meeting.
4. By the beginning of our fiscal year, each Provincial and Territorial Association shall notify the Secretary of the Federation in writing the name of their two representatives, the First Delegate and the Second Delegate.
5. A two-thirds majority of the Executive Committee Members shall constitute a quorum at an Executive Committee Meeting.
6. The office of an Executive Committee Member shall not be vacated except:
 - 6.1 if he dies or is disabled to the point of being unable to carry on the normal duties of an Executive Committee Member
 - 6.2 If he resigns, in which case he shall submit a written resignation to the secretary of his Provincial or Territorial Association and to the Secretary of the Federation at least thirty (30) days prior to the Annual Executive Committee Meeting;
 - 6.3 If he is convicted of any offence under the law of Canada or under the law of any province which, in the opinion of the Executive committee, indicates that the Executive Committee Member is not of good character or that his continued membership on the Executive Committee would be detrimental to the Federation; or
 - 6.4 If for any reason a resolution is passed at any General meeting at which a quorum is present removing him from office.
7. If an Executive Committee Member vacates his office the Provincial or Territorial Association of which he is or was a Member shall designate his replacement for the balance of the term.
8. An Executive Committee Member whose term is expiring shall remain in office until the close of the Annual Executive Committee Meeting.
9. Remuneration for all Officers and Employees shall be determined by resolution of the Executive Committee. No Delegate shall, as such, receive remuneration for his services, but by resolution of the Executive Committee he shall be reimbursed for his reasonable expenses upon presentation of receipts. Officers and Employees shall also by resolution of the Executive Committee be reimbursed for their reasonable expenses upon presentation of receipts.
10. A First Delegate or a Second Delegate representing a Provincial or Territorial Association shall have held office in their Provincial or Territorial Association.

11. The Federation shall indemnify each Executive Committee member from and against any personal liability incurred by him for actions and decisions taken in good faith by him in his capacity as an Executive Committee Member.

ARTICLE VI – OFFICERS

1. The Officers of the Federation shall be the President, the Immediate Past President, the Vice President, a Secretary and a Treasurer (or a Secretary/Treasurer) and such other Officers as the Executive Committee may by resolution determine.
2. The President and the Vice President shall be elected by the Executive Committee for a two-year term at the close of the Annual Executive Committee Meeting in an odd-numbered year from among the Delegates.
3. No person shall be elected as Vice President or President who has not served at least two (2) years on the Executive Committee and attended at least two Annual Executive Committee Meetings. Past Executive Committee members from the previous three (3) years are eligible.
4. The Provincial or Territorial Association of which the President is a Member shall, upon his election, elect or appoint a further Executive Committee Member to represent it.
5. The Provincial or Territorial Association of which the Vice President is a Member shall, if the Vice President is no longer a delegate, elect or appoint a further Executive Committee Member to represent it.
6. Applications for the offices of the Secretary and the Treasurer (or Secretary/Treasurer) shall be received when necessary and the Officer(s) shall be selected from members of the Executive Committee, the general membership of the Federation, or from non-members.
7. If the President resigns or ceases to be an Executive Committee Member, the Vice President shall become President for the balance of the term.
8. If the Vice President becomes President or resigns his office, he shall cease to be Vice President and the Executive Committee shall elect his replacement for the balance of the term from among the Delegates.
9. If any other Officer resigns his office the Executive Committee shall elect his replacement for the balance of the term.
10. A First or Second Delegate shall, in the absence of agreement to the contrary, be subject to removal with or without cause, at any time by the Provincial and Territorial Association which he presents. All of the Officers shall, in the absence of agreement to the contrary be subject to removal, with or without cause, at any time by resolution of the Executive Committee.

11. The Executive Committee may also from time to time appoint one or more Honorary Patrons, Honorary Presidents and Honorary Treasurers but such persons shall not be Executive Committee Members.
12. Contracts, documents or any instruments in writing requiring the signature of the Federation shall be signed by two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality, other than cheques which must be signed by the Secretary/Treasurer and President. The Executive Committee shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Federation to sign specific contracts, documents and instruments in writing. The Officers may give the Federation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Federation. The seal of the Federation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Executive Committee.

ARTICLE VII – EXECUTIVE COMMITTEE MEETINGS

1. An Annual Executive Committee Meeting shall be held the day before the Annual General Meeting of the Federation. Other Executive Committee Meetings may be held between Annual Executive Committee Meetings and shall be called by the President, at the time and place designated by him, when requested to do so by a two-thirds majority of the total votes of the Executive Committee or when requested to do so by a Provincial or Territorial Association, provided that twenty-one (21) days written notice is given to each Executive committee Member.
2. Notice of the time and place for the holding of a meeting of the Executive Committee shall be given in the manner provided in the section on giving notice of meeting of the Executive Committee of this By-Law to every director of the Federation not less than twenty (21) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Executive Members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Executive Committee 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.

3. At each Executive Committee Meeting:
 - 3.1 The Executive Committee Members representing a Provincial or Territorial Association shall each have one (1) vote;
 - 3.2 The Past President shall have one (1) vote as such and, if he is also representing a Provincial or Territorial Association, such vote shall be in addition to his other vote;
 - 3.3 The President shall have one (1) vote and in the case of a tie, the President shall not have a second or casting vote and the resolution does not pass;
 - 3.4 The Vice President shall have one (1) vote as the Vice President, and if he is also representing a Provincial or Territorial Association, such vote shall be in addition to his other vote.
 - 3.5 Neither the Secretary nor the Treasurer (or Secretary/Treasurer) shall have a vote;
 - 3.6 When an Executive Committee Member is unable to be present at an Executive Committee Meeting, the member may vote by proxy.
 - 3.7 Voting shall be by a show of hands except as otherwise determined by the Executive Committee.
 - 3.8 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
4. An Executive Committee Member may participate in a meeting of the Executive Committee and shall be deemed to be present at the meeting, counted in the quorum and be entitled to speak and vote.
5. All resolutions which the Provincial and Territorial Associations propose to present to an Executive Committee Meeting shall be sent to the Secretary of the Federation at least sixty (60) days prior to the Annual Executive Committee Meeting.
6. Copies of all proposed resolutions shall be sent by the Secretary of the Federation to each Executive Committee Member with the Meeting Agenda

ARTICLE VIII – DUTIES OF OFFICERS

1. The President shall be the Chief Executive Officer of the Federation and shall preside at all General Meetings and all Executive Committee Meetings. He shall have the general supervision of all the work of the Federation and shall be an ex-officio member of all standing committees and also of all special committees. He shall countersign all cheques for accounts approved by the Executive Committee and signed by the Secretary/Treasurer or the Treasurer, as the case may be, and perform such other duties and functions as are prescribed by these By-Laws.
2. In the absence or disability of the President the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be required of him by the Executive Committee. The Vice President shall, in the absence of the countersignature of the President, countersign all cheques for accounts approved by the Executive Committee and signed by the Secretary/Treasurer or the Treasurer, as the case may be, and perform such other of his duties as are prescribed by these By-Laws.
3. The First Delegate and the Second Delegate shall be responsible for Federation business in the Province or Territory he represents.
4. The Secretary shall request, receive and file Annual reports from the Officers, First Delegates and all Committee Chairs. He shall send out notices of Annual General Meetings, Executive Committee Meetings and other committee meetings. The Secretary shall receive resolutions from the Provincial or Territorial Associations which are to be brought to the Executive Committee Meeting. The Secretary shall prepare an agenda for Executive Committee Meetings and Annual General Meetings and he shall send a copy of the agenda including any Provincial or Territorial Association's resolutions to the Officers, the First and Second Delegates, all Committee Chairpersons, and to each Provincial Secretary or Registrar at least thirty (30) days prior to such meetings. He shall present all important correspondence to the meetings of the Canadian Federation of Music Teachers' Associations. He shall keep an accurate record of motions and resolutions of all meetings and shall send a copy of the minutes of the Executive Committee Meeting and the Annual General Meeting to the Officers, First and Second Delegates, all Committee Chairpersons, Provincial Presidents, and Provincial Secretaries or Registrars within thirty (30) days of the meetings. He shall conduct such other duties as the Executive Committee shall decide.
5. The Treasurer shall be the trustee of the Federation funds and securities and shall keep a full and accurate account of receipts and disbursements and books belonging to the Federation using computer accounting software and shall deposit all moneys and other valuable effects in the name and to the credit of the Federation, and in such depositories as may be designated by the Executive Committee, taking proper vouchers for such disbursements and shall render to the President and Executive Committee at Executive Committee Meetings, or whenever they may require, any other duties as may from time to time be determined by the Executive Committee. He shall present a signed and audited report including a statement of all asset and liabilities of the Federation to the

Annual Executive Committee Meeting. All cheques drawn on the bank account of the Federation shall be signed by the Secretary/Treasurer or the Treasurer, as the case may be and countersigned by the President or Vice President.

ARTICLE IX – COMMITTEES

1. The Executive committee may establish such committees as it deems appropriate for the attainment of the objects of the Federation.

ARTICLE X – GENERAL MEETINGS OF THE FEDERATION

1. The Annual Executive Committee Meeting shall be deemed to be the Annual General Meeting and shall occur on a date and at a place as determined by a simple majority of the total votes of the Executive Committee.
2. A Special General Meeting shall occur on a date and at a place determined by Executive Committee Members representing two-thirds of the total votes of the Executive Committee.
3. A Public informational meeting of the individual members of CFMTA shall be held the day after the Annual Executive Committee Meeting in convention years.

ARTICLE XI – FINANCE

1. The Fiscal year of the Federation shall be determined by the Executive committee. Annual Membership Fees shall become due and payable at the beginning of the Fiscal Year.
2. There shall be appointed by resolution of the Annual General Meeting auditors for the Federation, who shall prepare at the expiration thereof duly certified financial statements for the Federation as at the end of that Fiscal Year.

ARTICLE XII – AMENDMENTS TO THE BY-LAWS

1. No By-Law shall be amended or repealed in whole or in part or a new By-Law enacted unless notice of the proposed amendment, repeal or new By-Law is forwarded by the Secretary of the Federation to the members of the Executive Committee and the Secretaries of the Provincial and Territorial Associations at least thirty (30) days prior to an Executive Committee Meeting or a Special Executive Committee Meeting called for that purpose.
2. No amendment or repeal of a By-Law shall be passed except with a two-thirds majority vote by the members of the Executive Committee.

ARTICLE XIII DISPUTE RESOLUTION MECHANISM

1. In the event that a dispute or controversy among delegates, officers, committee members or volunteers of the Federation arises, the Executive Committee shall establish a dispute resolution mechanism.

ARTICLE XIV – INTERPRETATION

1. In these By-Laws a reference to the singular number includes a plural number and a reference to the masculine gender includes the feminine gender.
2. A two-thirds majority of the Executive Committee Members shall constitute a quorum at an Executive Committee Meeting.

ARTICLE XV – HEAD OFFICE

The head office of the Federation shall be situated at the Township of Ancaster, in the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario, or such other place in Canada as the Federation may by by-law determine from time to time.

ARTICLE XVI – OFFICE TENURE

The present officers of the Federation, the members of the executive committee and of the other committees appointed under the Articles of Continuance and by the by-laws of the Federation shall continue to hold office until their successors in office have been so appointed or elected and all by-laws and regulations of the Canadian Federation of Music Teachers' Associations shall, except insofar as the same are inconsistent with the Canada Not-for-Profit Corporations Act, continue in full force and effect until repealed, amended, modified, or replaced by by-laws, rules or regulations made by the executive committee.