

<p>LETTERS PATENT and BY-LAWS OF THE CANADIAN FEDERATION OF MUSIC TEACHERS' ASSOCIATIONS (consolidated to January 17, 1990)</p> <p>LETTERS PATENT 9-10 ELIZABETH II CHAP. 81</p> <p>An ACT to incorporate Canadian Federation of Music Teachers' Associations. (Assented to 9th March, 1961) (Amendments assented to January 5th, 1988)</p> <p>PREAMBLE Her Majesty by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:</p> <p>1. This Act may be cited as "The Canadian Federation of Music Teachers' Associations Act." There is established as a body corporate and politic, under the name 'The Canadian Federation of Music Teachers' Associations', hereinafter called "The Federation".</p> <p>OBJECTS 2. The objects of the Federation shall be:</p> <p>(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 of Canada and to stimulate the acquisition of all-round musicianship and wide general culture among those who intend to qualify as teachers;</p> <p>(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;</p> <p>(c) to promote the extension of music credits in the schools and universities of Canada; and</p> <p>(d) to promote and maintain the status of professional music teachers in the community.</p> <p>Such objects are to continue to be carried out in more than one province of Canada.</p>
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<p>ARTICLES OF CONTINUANCE</p> <p>OBJECTS</p> <p>The objects of the Federation shall be:</p> <p>(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;</p> <p>(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;</p> <p>(c) to promote the extension of music credits in the schools and universities of Canada; and</p> <p>(d) to promote and maintain the status of professional music teachers in the community;</p> <p>(e) the objects shall not include accreditation and registration of music teachers.</p> <p>Such objects are to continue to be carried out in more than one province or Territory of Canada.</p>
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<p>LETTERS PATENT</p> <p>Everything from 9-10 Elizabeth II CHAP. 81 down to and including the PREAMBLE are no longer needed.</p> <p>In Form 4001 NFP Act The 'Objects' are called Statement of Purpose of the Corporation</p> <p>(these are to be included in the Article of Continuance)</p> <p>This is new</p> <p>"or Territory" Added</p>
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HEAD OFFICE

3. The head office of the Federation shall be situate 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 Corporation may by by-law determine from time to time.

DISPERSAL OF FEDERATION FUNDS

4. 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 one (1) or more charitable organizations in Canada, having cognate or similar objects.

STRUCTURE

5. The Federation shall be composed of:
- (a) Provincial Music Teachers' Associations whose applications for admission have received approval of the executive committee;
 - (b) Any member in good standing in a Provincial Music Teachers' Association which association has received the approval of the executive committee.

EXECUTIVE COMMITTEE

6. The affairs of the Federation shall be managed by the executive committee composed of:
- (a) The President;
 - (b) Two representatives from each Provincial Registered Music Teachers' Association admitted to the Federation;
 - (c) The immediate Past President of the Federation if he or she is not a representative from a Provincial Registered Music Teachers' Association.

HEAD OFFICE

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

STRUCTURE

EXECUTIVE COMMITTEE

Moved to By-Laws, Article XV

as of July 2012 Executive Committee Meeting

Moved to By-Laws, Article III

Moved to By-Laws Article V

<p>GENERAL POWERS</p> <p>7. The Federation may enact, amend and repeal by-laws and regulations for any and all purposes of the Federation not inconsistent with the objects; provided, however, that the repeal or amendment of by-laws shall not be enforced or acted upon until the approval of the Minister has been obtained.</p> <p>ADDITIONAL POWERS</p> <p>8. In addition to the general powers accorded to it by law, the Federation shall have power, with the consent of seventy-five percentum of the members present at a general or special meeting of the Federation:</p> <p>(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;</p> <p>(b) to borrow Money for the purposes of the Federation;</p> <p>(c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments or transferable instruments;</p> <p>(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</p> <p>(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.</p> <p>OFFICE TENURE</p> <p>9. The present officers of the Federation, the members of the executive committee and of the other committees appointed under the constitution 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 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.</p>
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<p>GENERAL POWERS</p> <p>ADDITIONAL POWERS</p> <p>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:</p> <p>(a) to purchase, take on lease or in exchange, hire and otherwise acquire by gift, legacy, devise or otherwise and to won 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;</p> <p>(b) to borrow money for the purposes of the Federation;</p> <p>(c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments or transferable instruments;</p> <p>(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</p> <p>(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.</p> <p>OFFICE TENURE</p>

<p>Paragraph no. 7 is no longer needed and will disappear.</p> <p>“seventy-five percent” replaces “seventy-five percentum”</p> <p>Moved to By-Laws Article XVI</p>
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<p style="text-align: center;">BY-LAWS</p> <p style="text-align: center;">(Date of Ministerial approval to amendments July 14, 2008)</p> <p>ARTICLE I - DEFINITIONS:</p> <p>1. In these By-laws, unless the context otherwise requires:</p> <p>"Executive Committee" means the Executive Committee referred to in the Letters Patent of the Federation;</p> <p>"Executive Committee Meeting" means a meeting of the Executive Committee;</p> <p>"Executive committee Member means a member of the Executive committee;</p> <p>"Federation" means the Canadian Federation of Music Teachers' Associations;</p> <p>"General Meeting" means a meeting of the Members;</p> <p>"Member' means a person who is a member of a Provincial Association admitted to the Federation;</p> <p>"Officers Meeting" means a meeting of the Officers of the Federation;</p> <p>"Provincial Association" means an Association of Registered Music Teachers incorporated under a Special Act of a provincial legislature, or in cases where there is no Special Act, the first Association of Registered Music Teachers incorporated under the Societies Act or similar statute of a provincial legislature.</p> <p>ARTICLE II - CORPORATE SEAL</p> <p>1. The seal of the Federation shall be in the form prescribed by the provisional directors of the Federation and shall have the words 'Canadian Federation of Music Teachers' Associations' endorsed thereon.</p> <p>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.</p>

<p style="text-align: center;">BY-LAWS</p> <p>ARTICLE 1 – DEFINITIONS</p> <p>1. In these By-laws, unless the context otherwise requires:</p> <p>“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;</p> <p>“Executive Committee Meeting” means a meeting of the Executive Committee;</p> <p>“Executive Committee Member” means a member of the Executive Committee;</p> <p>“Federation” means the Canadian Federation of Music Teachers’ Associations;</p> <p>“General Meeting” means a meeting of the Members;</p> <p>“Individual Member” means a person who is a member of a Provincial and Territorial Association which has been admitted to the Federation. Individual Members do not however have a vote or pay dues directly to the Federation.</p> <p>“Provincial or Territorial Member” means an Association of Registered Music Teachers incorporated under a Special Act of a provincial and 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 statue of a provincial and territorial legislature.</p> <p>“Delegate” means a person who has been elected or appointed by their provincial or territorial association to represent them on the Federation Executive Committee.</p> <p>A reference to the “singular number” includes a “plural number” and a reference to the “masculine gender” includes the “feminine gender”.</p> <p>ARTICLE II – CORPORATE SEAL</p> <p>1. The seal of the Federation shall be in the form prescribed by the provisional directors of the Federation and shall have the words “Canadian Federation of Music Teachers’ Associations” endorsed thereon.</p>

<p>New wording added for legal clarity</p> <p>“Individual” added. New statement added regarding voting and dues.</p> <p>“Territorial Member” added</p> <p>“Not-for-Profit Corporation Act“ added; and “Territorial” added</p> <p>New statement to define “delegate”</p> <p>From ARTICLE XIII #2</p>

ARTICLE III - CONDITIONS OF MEMBERSHIP

1. The membership fee to the Federation shall be set from time to time by resolution of the Executive Committee.
2. A Provincial 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 Association may withdraw from the Federation by submitting an approved, written provincial resolution regarding withdrawal of membership to the Federation Secretary.
3. The Executive Committee will give prior notice and a two thirds majority vote will be necessary.
4. Every Provincial Association shall adhere to the Federation's Letters Patent and By-laws.
5. The Provincial Association's Act and By-Laws (or other consenting instruments) shall conform to the Federation's Letters Patent and By-Laws.

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:

- (a) Provincial or Territorial Registered Music Teachers' Association members whose applications for admission have received approval of the executive committee;
- (b) 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.
5. Every Individual Member shall adhere to the Federation's Articles of Continuance and By Laws.

Moved here from Letters Patent

Addition of the statement regarding voting and dues.

Note that #1 is moved to #3

“Territorial” has been added wherever necessary”

ACT is replaced by Articles of Continuance

PLEASE NOTE: The old #5 must be removed because CFMTA cannot over-ride a provincial legislation, this is beyond our ability.

<p>ARTICLE IV - EXECUTIVE COMMITTEE</p> <p>1. The property and business of the Federation shall be managed by the Executive Committee.</p> <p>2. Each Provincial Association shall during the year, notify the Secretary of the Federation in writing the name of their two representatives, the First Delegate and the Second delegate respectively.</p> <p>3. Seven (7) Executive Committee members shall constitute a quorum at an Executive Committee Meeting.</p> <p>4. A Delegate shall not serve more than eight (8) consecutive years on the Executive Committee unless serving as Vice President, President, or immediate Past President</p>

<p>ARTICLE V – EXECUTIVE COMMITTEE</p> <p>The affairs of the Federation shall be managed by the executive committee composed of :</p> <p>(a) The President;</p> <p>(b) Two representatives from each Provincial and Territorial Registered Music Teachers’ Association admitted to the Federation;</p> <p>(c) The immediate Past President of the Federation if he or she is not a representative from a Provincial and Territorial Registered Music Teachers’ Association.</p> <p>(d) Vice President.</p> <p>1. The property and business of the Federation shall be managed by the Executive Committee.</p> <p>2. 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.</p> <p>3. 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 respectively.</p> <p>4. A majority of the Executive Committee Members shall constitute a quorum at an Executive Committee Meeting.</p> <p>5. A Delegate shall not serve more than (8) consecutive years on the Executive Committee unless serving as Vice President, President, or Immediate Past President.</p>

<p>Moved from Articles of Continuance</p> <p>Under discussion: Secretary and Treasurer and new administrator position</p> <p>Moved here from Article XIII paragraph 1</p> <p>Apparently, this should be tied to the fiscal period.</p> <p>Changed from”7”</p> <p>Suggested change to (6) in some current proposals</p>
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5. The office of an Executive Committee Member shall not be vacated except:
- (a) if he dies;
 - (b) if he resigns, in which case he shall submit a written resignation to the secretary of his Provincial Association and to the Secretary of the Federation at least thirty (30) days prior to the Annual Executive Committee Meeting;
 - (c) if he is convicted of any offense 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
 - (d) if for any reason a resolution is passed at any General Meeting at which a quorum is present removing him from office.
6. If an Executive Committee Member vacates his office the Provincial Association of which he is or was a Member shall designate his replacement for the balance of the term.
7. An Executive Committee Member whose term is expiring shall remain in office until the close of the Annual Executive Committee Meeting.
8. Remuneration for all Officers and Employees shall be determined by resolution of the Executive Committee. No delegate shall, as such, receive remuneration for his service, 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.
9. A First Delegate or a Second Delegate representing a Provincial Association shall have held office for at least two (2) years in their Provincial Association

6. The office of an Executive Committee Member shall not be vacated except:
- (a) if he dies or is disabled to the point of being unable to carry on the normal duties of an Executive Committee Member.
 - (b) 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;
 - (c) 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 continue membership on the Executive Committee would be detrimental to the Federation; or
 - (d) 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 for at least two (2) years 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

Addition necessitated by practical considerations.

ARTICLE V - 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 By-law 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. The Provincial Association of which the President is a Member shall, upon his election, elect a further Executive Committee Member to represent it.
4. 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.
5. Applications for the office of the Secretary and the Treasurer (or Secretary-Treasurer) shall be received when necessary and the Office(s) shall be selected from members of the Executive Committee, the general membership of the Federation, or from non-members.
6. If the President resigns or ceases to be an Executive Committee Member, the Vice President shall become President for the balance of the term,
7. If the Vice-President becomes President, resigns his office or ceases to be an Executive Committee Member, 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.

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.

The lawyer strongly recommended that this be added for our protection.

Required to give direct authority to Executive Committee

Order of #3 & #4 reversed for more logical sequence.

Added #5 to treat Vice -President same as President.

8. If a First or Second delegate resigns his office or ceases to be an Executive Committee Member he shall cease to be a First or Second Delegate and the Provincial Association of which he is or was a Member shall designate his replacement for the balance of the term.

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 Association which he represents. 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 President and Honorary Treasurer 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. 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.

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.

Old # 8 repeats (Article 4 paragraph 7) so has been deleted.

Added for fiscal clarity

<p>ARTICLE VI - EXECUTIVE COMMITTEE MEETINGS</p> <p>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 Association, provided that twenty-one (21) days written notice is given to each Executive Committee Member.</p> <p>2. At each Executive Committee Meeting:</p> <p>(a) The Executive Committee Members representing a Provincial Association shall each have one (1) vote;</p> <p>(b) The Past President shall have one (1) vote as such and, if he is also representing a Provincial Association, such vote shall be in addition to his other vote;</p> <p>(c) 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;</p>

<p>ARTICLE VII – EXECUTIVE COMMITTEE MEETINGS</p> <p>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.</p> <p>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.</p> <p>3. At each Executive Committee Meeting:</p> <p>(a) The Executive Committee Members representing a Provincial or Territorial Association shall each have one (1) vote;</p> <p>(b) 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;</p> <p>(c) 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;</p>

<p>This has to be added here as a legal requirement.</p>
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(d) The Vice- President shall have one (1) vote as a Delegate but shall have no additional vote as Vice-President;

(e) Neither the Secretary nor the Treasurer (or Secretary-Treasurer) shall have a vote;

(f) When an Executive Committee Member is unable to be present at a Executive Committee Meeting, the member may vote by proxy;

(g) Voting shall be by a show of hands except as otherwise determined by the Executive Committee.

3. An Executive Committee Member may participate in a meeting of the Executive Committee, or of any committee of the Executive Committee by means of communication facilities provided that all such Committee Members agree to such participation. An Executive Committee Member or Committee Member participating in a meeting in accordance with this By-Law shall be deemed to be present at the meeting, counted in the quorum, and be entitled to speak and vote.

(d) 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.

(e) Neither the Secretary nor the Treasurer (or Secretary/Treasurer) shall have a vote;

(f) When an Executive Committee Member is unable to be present at an Executive Committee Meeting their Provincial or Territorial Association should appoint a delegate who is a resident in their province or territory to carry proxy.

(g) Voting shall be by a show of hands except as otherwise determined by the Executive Committee.

(h) 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, or any committee member may participate in a meeting of an ad hoc or standing committee of the Executive Committee, by means of communication facilities, provided that all such members agree to such participation. An Executive Member participating in an Executive Committee or Committee Member participating in an ad hoc or standing Committee in accordance with this By-Law, 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

Added, but is in contradiction to ARTICLE VI #5 (new) and should be removed entirely

Added to clarify authority

Legal requirement to add this here.

Parts of this article are in dispute from the various delegates and jurisdictions.

ARTICLE VII - 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 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 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 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

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

These have been added since 2008 and accepted by delegates.

These have been added since 2008 and accepted by delegates.

Teacher'S 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, an account of all transactions as Treasurer and of the financial position of the Federation. He shall perform also such 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 assets 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 VIII - COMMITTEES

1. The Executive Committee may establish such committees as it deems appropriate for the attainment of the objects of the Federation.
2. All Committee Chairpersons, excluding the Nominations Chairperson and the Finance Chairperson, shall be elected or appointed by the Executive Committee for a two-year term at the Annual Executive Committee Meeting in each even-numbered year.

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 as the Executive Committee shall decide.

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ARTICLE IX – COMMITTEES

1. The Executive committee may establish such committees as it deems appropriate for the attainment of the objects of the Federation.
2. All Committee Chairpersons, excluding the Nominations Chairperson and the Finance Chairperson shall be elected or appointed by the Executive Committee for a two-year term at the Annual Executive committee Meeting in each even-numbered year.

It is proposed that all of #2 through #8 be moved to Policies and Procedures

3. The Nominations Chairperson shall:
- (a) in an odd-numbered year, accept nominations for the positions of President and Vice-President;
 - (b) in an even-numbered year accept nominations for the positions of Committee Chairpersons;
 - (c) accept resumes in application for the positions of Secretary, Treasurer (or Secretary-Treasurer) and Editor of "The Canadian Music Teacher when necessary;
 - (d) prepare a slate of eligible and willing nominees and circulate the names of the nominees with the agenda;
 - (e) chair the elections.
4. If any Committee Chairperson resigns, the Executive Committee shall elect or appoint his replacement for the balance of the term.
5. Each Committee Chairperson may appoint other members to his committee, but no person shall be so appointed without the prior approval of his Provincial Executive Committee unless he is a member of the Federation Executive Committee.
6. Any Chairperson or other member of any committee may be removed by a majority vote of the Executive Committee.
7. Each Committee Chairperson shall forward an Annual Report to the Secretary at least forty-five (45) dap prior to the Annual Executive Committee meeting.
8. The remuneration of any Committee Chairperson shall be determined from time to time by resolution of the Executive Committee and he shall be reimbursed for expenses incurred while on Federation business upon presentation of receipts.

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- (a) in an odd-numbered year, accept nominations for the positions of President and Vice President;
 - (b) in an even-numbered year accept nominations for the positions of Committee Chairpersons;
 - (c) accept resumes in application for the positions of Secretary, Treasurer (or Secretary/Treasurer) and Editor of “The Canadian Music Teacher” when necessary;
 - (d) prepare a slate of eligible and willing nominees and circulate the names of the nominees with the agenda;
 - (e) chair the elections.
4. If any Committee Chairperson resigns, the Executive committee shall elect or appoint his replacement for the balance of the term.
5. Each Committee Chairperson may appoint other members to his committee, but no person shall be so appointed without the prior approval of the appointee’s Provincial or Territorial Executive Committee unless he is a member of the Federation Executive Committee.
6. Any Chairperson or other member of any committee may be removed by a majority vote of the Executive Committee.
7. Each Committee Chairperson shall forward an Annual Report to the Secretary at least forty-five (45) days prior to the Annual Executive Committee Meeting.
8. The remuneration of any Committee Chairperson shall be determined from time to time by resolution of the Executive Committee and he shall be reimbursed for expenses incurred while on Federation business upon presentation of receipts.

This matter of prior approval is under dispute by some delegates.

ARTICLE IX - GENERAL MEETINGS OF THE FEDERATION

1. The Annual General Meeting 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. The Executive Committee shall, as soon as practical, convene a Special General Meeting on receipt of a written requisition signed by 5 percent or more of the Members.
4. The Annual General Meeting shall be held the day after the Annual Executive Committee Meeting in the month of July or as otherwise specified. The Members shall be given thirty (30) days written notice of any Annual General Meeting or Special General meeting. Such notice shall state the day, hour and place of the meeting and, in the case of any meetings where special business will be conducted such notice shall give sufficient information to enable the Members to form a reasoned judgment on the matters to be dealt with at such meeting.

ARTICLE X – GENERAL MEETINGS OF THE FEDERATION

1. The Annual General Meeting 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. The Executive Committee shall, as soon as practical, convene a Special General Meeting on receipt of a written requisition signed by 5 percent or more of the Individual Members.
4. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting and the Auditor of the Federation by the following means:
 - (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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

4. The Annual General Meeting shall be held the day after the Annual Executive Committee Meeting in the month of July or as otherwise specified.
5. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder and one or more alternate proxy holders who are required to be Individual Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.

N.B. THIS WHOLE SECTION NO. 4 IN GREEN, WILL BE DELETED BECAUSE OUR INDIVIDUAL MEMBERS DO NOT HAVE A VOTE AND THEREFORE THIS IS NOT REQUIRED).

The rest is deleted as it has been included above under ARTICLE VII #1, #5.

This will also be deleted because our individual members do not have a vote and therefore this is not required.

<p>5. Each Member present at a General Meeting shall have the right to execute one vote and 15 Members present in person at any General Meeting shall constitute a quorum.</p> <p>ARTICLE X - FINANCE</p> <p>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.</p> <p>2. There shall be appointed by resolution of the Annual General Meeting auditors for the Federation who shall prepare at the expiration thereof a duly certified financial statement for the Federation as at the end of that Fiscal Year.</p> <p>ARTICLE XI - AMENDMENTS TO BY-LAWS</p> <p>1. The By-Laws shall not 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 Associations at least thirty (30) days prior to an Executive Committee Meeting or a Special Executive Committee Meeting called for that purpose.</p> <p>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.</p> <p>3. No amendment or repeal shall be enforced or acted upon until the approval of the Minister of Industry at Corporations Canada has been obtained.</p>

<p>6. Each Member present at a General Meeting shall have the right to execute one vote and 14 Members present in person at any General Meeting shall constitute a quorum.</p> <p>ARTICLE XI – FINANCE</p> <p>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.</p> <p>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. The auditor is entitled to attend the Annual General Meeting. (This will be deleted because it wasn't in our original By-Laws)</p> <p>ARTICLE XII – AMENDMENTS TO THE BY-LAWS</p> <p>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.</p> <p>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.</p> <p>3. The Executive Committee may not make, amend or repeal any By-Laws that regulate the activities of affairs of the Federation without having the By-Law, amendment or repeal confirmed by the members by ordinary resolution. The By-Law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. 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.</p>

<p>This will also be deleted because our individual members do not have a vote</p> <p>This will be deleted because our Individual Members do not have a vote. Note the old #3 is now no longer required.</p>
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ARTICLE XII - RESOLUTIONS

- 1. All resolutions which the Provincial Associations propose to present to an Executive Committee Meeting shall be sent to the Secretary of the Federation at lead sixty (60) days prior to the Annual Executive Committee Meeting.
- 2. Copies of all proposed resolutions shall be sent by the Secretary of the Federation to each Executive Committee Member with the Meeting Agenda.

ARTICLE XIII - RULES AND REGULATIONS

- 1. 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.
- 2. 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.

ARTICLE XIII DISPUTE RESOLUTION MECHANISM

- 1. In the event that a dispute or controversy among delegates, officers, committee members or volunteers of the Federation arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Federation is not resolved in private meetings between the parties then without prejudice to or in any way derogating from the rights of the delegates, officers, committee members, employees or volunteers of the Federation as set out in the Articles and By-Laws, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows;
 - (a) The dispute or controversy shall first be submitted to a panel of Mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive of the Federation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial and territorial legislation governing domestic arbitrations in force in the province and territory where the registered office of the Federation is situated or as otherwise agreed upon by the parties to the dispute.
 - (d) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no discourse of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
 - (e) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or

The old ARTICLE X11 – RESOLUTIONS has been moved to Article VII paragraph 4 and 5

This whole ARTICLE XIII about a dispute resolution mechanism has been added as a legal requirement of the NFP Act.

ARTICLE XIII #1 moved to ARTICLE V #3

ARTICLE XIII #2 moved to ARTICLE I Definitions

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<p>the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.</p> <p>ARTICLE XIV – INTERPRETATION</p> <p>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.</p> <p>2. A majority of the Executive Committee Members shall constitute a quorum at an Executive Committee Meeting.</p> <p>ARTICLE XV – HEAD OFFICE</p> <p>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.</p> <p>ARTICLE XVI – OFFICE TENURE</p> <p>The present officers of the Federation, the members of the executive committee and of the other committees appointed under the constitution 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.</p>

<p>The lawyer stipulated this made more sense than the # 7 . See also Article V #4</p> <p>Moved from Articles of Continuance</p> <p>Moved from Articles of continuance</p>
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