



CANADIAN FEDERATION
OF MUSIC TEACHERS' ASSOCIATIONS
FÉDÉRATION CANADIENNE
DES PROFESSEURS DE MUSIQUE

ACT AND BY-LAWS
OF THE
CANADIAN FEDERATION OF MUSIC TEACHERS' ASSOCIATIONS

JULY 14TH 2008

FOUNDED 1935

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LETTERS PATENT and BY-LAWS
OF THE
CANADIAN FEDERATION OF MUSIC TEACHERS' ASSOCIATIONS
(consolidated to January 17, 1990)

LETTERS PATENT

9-10 ELIZABETH II CHAP. 81

An ACT to incorporate Canadian Federation of Music Teachers' Associations.

(Assented to 9th March, 1961)
(Amendments assented to January 5th, 1988)

PREAMBLE

Her Majesty by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

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**".

OBJECTS

2. 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 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.

Such objects are to continue to be carried out in more than one province of Canada.

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.

GENERAL POWERS

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.

ADDITIONAL POWERS

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:
 - (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.

OFFICE TENURE

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.

BY-LAWS

(Date of Ministerial approval to amendments-July 14, 2008)

ARTICLE I - DEFINITIONS

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

“Executive Committee” means the Executive Committee referred to in the Letters Patent 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;

“Member” means a person who is a member of a Provincial Association admitted to the Federation;

“Officers Meeting” means a meeting of the Officers of the Federation;

“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.

ARTICLE II –CORPORATE SEAL

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.
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 - 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.

ARTICLE IV - EXECUTIVE COMMITTEE

1. The property and business of the Federation shall be managed by the Executive Committee.
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.
3. Seven (7) Executive Committee Members shall constitute a quorum at an Executive Committee Meeting.
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.
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 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
 - (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 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.
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.

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 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.**
- 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.**
- 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 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. 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 VI - 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 Association, provided that twenty-one (21) days written notice is given to each Executive Committee Member.
2. At each Executive Committee Meeting:
 - (a) The Executive Committee Members representing a Provincial Association shall each have one (1) vote;
 - (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;
 - (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;
 - (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.

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 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, 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 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 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.
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) 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.

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.
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.

ARTICLE X - 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 a duly certified financial statement for the Federation as at the end of that Fiscal Year.**

ARTICLE XI – AMENDMENTS TO BY-LAWS

- 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.**
- 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.**
- 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.**

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 least 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.**