



**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: 16 TO 30

FOUNDED 1935

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BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of CANADIAN FEDERATION OF MUSIC TEACHERS' ASSOCIATIONS

IT IS HEREBY ENACTED as a By-law of the Canadian Federation of Music Teachers' Associations as follows:

Article 1 – General

1.1 Definitions

In this By-law and all other By-laws of the Federation, the following defined terms shall have the meanings ascribed below:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act, SC 2009, c 23*, including the regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, all as amended from time to time;
- (b) "**Annual General Meeting**" means the annual meeting of the Members of the Federation required by the *Act* and described in Section 6.5;
- (c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation;
- (d) "**Board of Directors Meeting**" means a meeting of the Board of Directors as described in Section 5.7;
- (e) "**By-law**" means this By-law No. 1 of the Federation, as the same may be amended from time to time;
- (f) "**By-laws**" means any and all by-laws of the Federation as amended and which are, from time to time, in force and effect;
- (g) "**Claim**" means claims, losses, damages (direct, indirect, consequential or otherwise), suits, judgments, causes of action, legal proceedings, executions, demands, penalties or other sanctions of every nature and kind whatsoever, whether accrued, actual, contingent or otherwise, and any and all costs arising in connection therewith including legal fees and disbursements on a solicitor and client basis (and also including all such legal fees and disbursements in connection with any and all appeals);

- (h) "**Directors**" or "**Board of Directors**" or "**Board**" means the directors of the Federation, collectively, and "Director" means any one of them;
- (i) "**Federation**" means the Canadian Federation of Music Teachers' Associations;
- (j) "**Financial Documents**" has the meaning prescribed to it in Section 6.6;
- (k) "**Fiscal Year End**" means the fiscal year end of the Federation as further defined in Section 3.3;
- (l) "**in writing**" and "**written**" includes printing, typewriting and any other mode of representing or reproducing words in visible form, including, without limitation, transmission in electronic form;
- (m) "**Members**" means the members of the Federation of any class, and "Member" means any one of them;
- (n) "**Member Meeting**" means a meeting of the Members of the Federation, including but not limited to the Annual General Meeting;
- (o) "**Officers**" means those persons appointed as officers of the Federation pursuant to Section 9.1;
- (p) "**Ordinary Resolution**" means a resolution passed by a majority (i.e. more than 50%) of the votes cast on that resolution;
- (q) "**Policies and Procedures Manual**" means the policies and procedures manual of the Federation as amended by the Board of Directors from time to time;
- (r) "**Provincial and Territorial Associations**" means, collectively the following music teachers' associations:
 - (i) Alberta Registered Music Teachers' Association;
 - (ii) British Columbia Registered Music Teachers' Association;
 - (iii) Manitoba Registered Music Teachers' Association;
 - (iv) New Brunswick Registered Music Teachers' Association;
 - (v) Newfoundland & Labrador Registered Music Teachers' Association;
 - (vi) Northwest Territories Music Teachers' Association;
 - (vii) Nova Scotia Registered Music Teachers' Association;

- (viii) Ontario Registered Music Teachers' Association;
- (ix) Prince Edward Island Registered Music Teachers' Association;
- (x) Quebec Music Teachers' Association;
- (xi) Saskatchewan Registered Music Teachers' Association; and
- (xii) Yukon Registered Music Teachers' Association,
- (xiii) Other Music Teachers' Associations which meet the criteria for membership and are accepted by the Board of Directors

and "**Provincial and Territorial Association**" means any one of them;

- (s) "**Public Accountant**" means the public accountant appointed for the Federation, as required by, and in accordance with, the *Act*;
- (t) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (u) "**Voting Delegate**" means any authorized representative of a Class A Member who is appointed to the Board of Directors to exercise one vote.

1.2 Interpretation

In this By-law a reference to the singular number includes a plural number and a reference to the masculine gender includes the feminine and neutral gender and vice-versa.

1.3 Headings

The headings used throughout the By-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

1.4 Conflict with By-laws

To the extent of any conflict between the provisions of the By-laws and the provisions of the *Act*, the Articles or any unanimous member agreement relating to the Federation, the provisions of the *Act*, the Articles or the unanimous member agreement, if applicable, shall govern.

1.5 Invalid provisions

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws.

Article 2 – Objects and Powers of the Federation

2.1 Objects

- (a) As stated in the Articles of Continuance, the objects of the Federation are:
 - (i) 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;
 - (ii) 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;
 - (iii) to promote the extension of music credits in the schools and universities of Canada; and
 - (iv) to promote and maintain the status of professional music teachers in the community.
- (b) The objects of the Federation 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.

2.2 Dispersal of Federation Funds

- (a) The Federation is to be carried on without pecuniary gain to its members and any property of the Federation is to be used in promoting its objects.
- (b) Any property remaining on liquidation of the Federation, after discharge of liabilities, shall be distributed to one or more non-profit organizations which carry on similar objects and purposes to that of the Federation, other than the Members of the Federation

2.3 Additional Powers

Without restricting in any way the authority to operate given to the Federation under the *Act* and the Articles, but subject to any special approval requirements set forth in the Articles, the Federation may exercise any of the following powers:

- (a) receive, maintain, transfer, invest, and expend funds for the purpose of attaining its objects as described in Section 2.1;
- (b) solicit and receive donations, bequests, legacies and grants, and enter into agreements, contracts and undertakings incidental thereto;
- (c) acquire by purchase, lease, contract, devise, donation, legacy, gift, grant, bequest or otherwise, any real or personal property and enter into and carry out any agreements, contracts or undertakings incidental thereto, and sell, dispose of and convey the same or any part thereof, as may be considered advisable;
- (d) borrow on the credit of the Federation with the approval of the Board;
- (e) employ and pay such assistants, clerks, agents, representatives, independent contractors and employees, and procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;
- (f) co-operate, liaise, and contract with other non-profit or charitable organizations, institutions or agencies which have similar objects to that of the Federation;
- (g) demand and compel payment of all sums of money and claims to any real or personal property in which the Federation may have an interest and compromise any such claims, and generally to sue and be sued in its name;
- (h) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other negotiable or transferable instruments;
- (i) pay all costs and expenses of, or incidental to, the Federation or the Federation's activities; and
- (j) 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.

Article 3 – Registered Office and Seal

3.1 Corporate Seal

The Federation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Federation shall be the custodian of the corporate seal.

3.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document may be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document but a document executed on behalf of the Federation is not invalid merely because the corporate seal is not affixed thereto. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Federation to be a true copy thereof.

3.3 Financial Year End

The Fiscal Year End of the Federation shall be determined by the Board of Directors

3.4 Public Accountant

The Members shall at each Annual General Meeting appoint a public accountant to hold office until the close of the next such meeting. Such public accountant shall meet the qualifications prescribed by the *Act*.

3.5 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Federation and/or other persons as the Board of Directors may by Ordinary Resolution from time to time designate, direct or authorize.

Article 4 – Membership

4.1 Membership Conditions

- (a) Subject to the Articles, there shall be two (2) classes of Members in the Federation, namely, Class A Members and Class B Members.
- (b) The following conditions of membership shall apply:

- (i) Class A Members

- (A) Class A voting membership shall be available only to Provincial and Territorial Associations who have applied and been accepted for Class A voting membership in the Federation by Ordinary Resolution of the Board of Directors
- (B) The term of membership of a Class A voting Member shall be indefinite, subject to renewal in accordance with the current Policies and Procedures Manual of the Federation.
- (C) As set out in the Articles, each Class A voting Member is entitled to receive notice of, attend and vote at all meetings of the Members of the Federation.

Each Class A Member shall have the right to appoint two individual delegates to the Board of Directors in accordance with Section 5.2(a)(i) of these By-laws. In the event that there is a vacancy in respect of a Delegate during a fiscal year, either due to the resignation of the Delegate or the failure of the particular Class A Member to appoint two Delegates prior to the beginning of the fiscal year, the particular Class A Member may designate a new Delegate for the balance of the fiscal year at any time.

- (ii) Class B Members

- (A) Class B non-voting membership shall be automatically given to individuals in good standing in their Provincial and Territorial Association which holds Class A membership.
- (B) The term of membership of a Class B non-voting Member shall be annual, subject to renewal in accordance with the current Policies and Procedures Manual of the Federation.
- (C) Subject to the *Act* and the Articles, a Class B non-voting Member is entitled to receive notice of and attend Meeting of Members

(Annual or Special) of the Federation with privilege of voice but not vote.

- (c) Pursuant to subsection 197(1) (Fundamental Change) of the *Act* (as amended or replaced from time to time), a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(d), (e), (f),(g), (h), (l) or (m) of the *Act*.
- (d) The annual membership fee to the Federation shall be set from time to time by Ordinary Resolution of the Board of Directors

Article 5 – Board of Directors

5.1 Board of Directors Mandate

- (a) The property, business and affairs of the Federation shall be managed by the Board of Directors
- (b) The Board of Directors 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 Policies and Procedures shall have force and effect only until the next Annual General Meeting.

5.2 Composition of Board of Directors

- (a) The Board of Directors is comprised of:
 - (i) two individual delegates appointed by each Class A Member (the "**Delegates**")
 - (ii) the President of the Federation
 - (iii) the First Vice President
 - (iv) the immediate Past President of the Federation OR the Second Vice President of the Federation
 - (v) The Secretary and Treasurer are ex-officio members of the Board of Directors with privilege of voice but not vote.
- (b) Each Class A Member shall notify the Secretary of the Federation in writing the name of their two Delegates by January 31 of any given year, as outlined in the current Policies and Procedures.

- (c) Delegates are appointed as members of the Board of Directors for a one year term, but there is no limit on the number of terms that a Delegate may hold office as such.
- (d) The Officers who are members of the Board of Directors are appointed as members of the Board of Directors for so long as they hold the office giving them a position on the Board of Directors
- (e) A member of the Board of Directors shall be deemed to have resigned from the Board of Directors in the event the individual:
 - (i) dies;
 - (ii) becomes disabled to the point of being unable to carry on the normal duties of a Board of Directors Member;
 - (iii) resigns by way of written notice to the Federation;
 - (iv) is convicted of any offence under the law of Canada or under the law of any province which the Board of Directors determines by way of Special Resolution indicates that the individual is not of good character or that their continued participation on the Board of Directors would be detrimental to the Federation (and for such purpose, the individual shall not be permitted to vote on such matter);
 - (v) in the case of a Delegate the individual ceases to meet the criteria for being appointed as a Delegate;
 - (vi) has the status of a bankrupt; or
 - (vii) is removed from the Board of Directors by way of Special Resolution (and for such purpose, the individual shall not be permitted to vote on such matter).

5.3 Class A Delegates

- (a) In order to be appointed as a Delegate, an individual must:
 - (i) have held office in their Provincial and Territorial Association any time in the past two years, and
 - (ii) must be a Class B Member of the Federation in good standing.

5.4 Time and Place of Meetings

- (a) The Board of Directors will meet at least annually for a Board of Directors Meeting contemplated in Section 5.8, but additional Board of Directors Meetings may be held at any time.
- (b) The President shall call a Board of Directors Meeting when requested by any Class A Member.
- (c) Board of Directors Meetings shall be held at any place within Canada designated by the Officers, and may occur in-person, virtually, or a hybrid of both in-person and virtually.

5.5 Attendance at Board of Directors Meetings

The only persons entitled to be present at a Board of Directors Meeting shall be the Directors, the Officers, and the Public Accountant of the Federation. Any other person may be admitted only on the invitation of the chair of the meeting or by Special Resolution of the Board of Directors.

5.6 Quorum

- (a) A quorum for any Board of Directors Meeting is members of the Board of Directors representing at least two-thirds of the votes of the Board of Directors.

5.7 Notice of Board of Directors Meeting

- (a) A notice of a Board of Directors Meeting shall be delivered during a period of 21 to 35 days before the day on which the meeting is to be held to:
 - (i) each member of the Board of Directors.
- (b) The notice of a Board of Directors Meeting shall state the purpose for which the meeting is being called and any business to be considered at the meeting shall be described in sufficient detail so as to permit the Board of Directors to form a reasoned judgment thereon. Notice of such meeting shall also include the text of any resolutions proposed to be brought for a vote at the Board of Directors Meeting.
- (c) Notice for a Board of Directors Meeting shall be provided:
 - (i) by mail, courier, or hand delivery to the member of the Board of Director's last known address; or
 - (ii) by email to the member of the Board of Director's last known email address; or

- (iii) using any other form of delivery of notice that is permitted under the *Act* for the delivery of the notice of a Members meeting.

5.8 Chair of Meeting and Voting Procedure

- (a) The chair of any Board of Directors shall be:
 - (i) the President;
 - (ii) if the President is not available, the First Vice President;
 - (iii) if the President and the First Vice President are not available, the Past President or Second Vice President; and
 - (iv) If none of the President, the First Vice President, the Second or the Past President is available, the members of the Board of Directors present, and entitled to vote at that meeting, shall appoint a chair
- (b) At all Board of Director Meetings, every question shall be decided by an Ordinary Resolution unless otherwise specified in the *Act*, the Articles or the By-laws.
- (c) In the case of an equality of votes, no person is entitled to a second or casting vote and the question before the Board of Directors shall be deemed to have failed.
- (d) All votes at any Board of Directors Meeting shall be taken by a show of hands unless any member of the Board of Directors present and entitled to vote demands the vote be taken by ballot. If such a demand is made, the vote shall be taken by ballot in such manner as the chair of the meeting shall direct. Such a demand may be withdrawn at any time prior to the taking of the ballot.
- (e) At any Board of Directors Meetings, the President, Past President, First President and Second Vice President shall each have one (1) vote and each Delegate shall have only one (1) vote at Board of Directors Meetings and cannot carry a proxy vote (in accordance with The *Act*)

5.9 Resolution in Lieu of Meeting

- (a) A resolution in writing delivered to the Federation and signed by the members of the Board of Directors entitled to vote on that matter is as valid and effective as if it had been passed at an Board of Directors Meeting.

- (b) Resolutions in writing contemplated in Section 5.10(a) may be delivered by facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (c) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (d) A copy of every such resolution in writing shall be kept with the minutes of the Board of Directors Meeting.

5.10 Participating in Board of Directors Meetings by Electronic Means

- (a) If the Federation determines to make the appropriate communication facilities available, one or more Members may participate in a Board of Directors Meeting by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (b) Members participating in a meeting by such means shall be deemed for all purposes to be present at the meeting.
- (c) For greater certainty, a Board of Directors Meeting may be held entirely by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.11 Adjournments

- (a) Any Board of Directors Meeting may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Provided that an adjournment referenced in Section 5.11(a) is less than 31 days, no notice of such adjournment is required unless the members of the Board of Directors entitled to attend that meeting decide otherwise.
- (c) If there is no quorum at the subsequent meeting, the original Board of Directors Meeting shall be deemed to have terminated immediately after its adjournment.

Article 6 – Members

6.1 Time and Place of Member Meetings

- (a) An Annual General Meeting shall be called at least annually but additional Member Meetings may be held between Annual General Meetings.
- (b) The Annual General Meeting shall be held every year, not later than 15 months after the last preceding annual meeting and also not later than six months after the end of the Federation's preceding fiscal year.
- (c) The President or Secretary may call a Member Meeting at any time, but shall do so when:
 - (i) requested by any Class A Member; or
 - (ii) required by the *Act* or the By-laws.
- (d) Member Meetings shall be held at any place within Canada determined by the Officers, and may occur in-person, virtually, or a hybrid of both in-person and virtually.

6.2 Attendance at Member Meetings

The only persons entitled to be present at a Member Meeting shall be the Delegates entitled to vote at such meeting, the Directors, the Officers and the Public Accountant of the Federation and such other persons who are entitled or required under any provision of the *Act*, Articles or By-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Special Resolution of the voting Members.

6.3 Quorum

A quorum for any Member Meeting is:

- (a) a special majority (two-thirds) of the Class A Members entitled to vote at that meeting; and
- (b) five percent of Class B Members, if the Class B Members are entitled to vote on the particular subject matter of the meeting,

whether present at such meetings in-person, by telephone, by videoconference or by other communication facility.

If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.4 Notice of Member Meeting

- (a) A notice of a Member Meeting shall be delivered during a period of 21 to 35 days before the day on which the meeting is to be held to:
 - (i) each Member entitled to vote;
 - (ii) each Director;
 - (iii) the Public Accountant of the Federation; and
 - (iv) each member entitled to a voice but no vote.
- (b) The notice of a Member Meeting shall state the purpose for which the meeting is being called.
- (c) The notice of a Member Meeting shall also indicate if there will be any special business considered at the meeting and, if so, such special business shall be described in sufficient detail so as to permit the Members to form a reasoned judgment thereon.
- (d) If any special business requiring a Special Resolution is to be transacted at a Member Meeting, notice of such meeting shall also include the text of such Special Resolution in addition to complying with the requirements set out at Section 6.4(c). The notice of a Member Meeting shall also indicate if there will be any special business considered at the meeting and, if so, such special business shall be described in sufficient detail so as to permit the Members to form a reasoned judgment thereon.
- (e) Notice for a Member Meeting or any other notice to the Members required by the *Act* or the By-laws shall be provided:
 - (i) by mail, courier, or hand delivery to the Member's last known address;
 - (ii) by email to the Member's last known email address; or
 - (iii) in any other manner as permitted by the *Act*.

6.5 Annual General Meeting

- (a) The business transacted at the Annual General Meeting shall include:

- (i) the consideration of Financial Documents and Public Accountant's report on such financial statements;
 - (ii) the election of Directors, if necessary; and
 - (iii) the reappointment of an incumbent Public Accountant, if necessary.
- (b) If any business other than the business specified in Section 5.8(a) is to be conducted at the Annual General Meeting, the meeting shall be considered an "Annual and Special Member Meeting" and the Federation shall adhere to the notice provisions specified at Section 6.4(c) and, as necessary, Section 6.4(d).
- (c) For greater certainty, while reappointing an incumbent Public Accountant is not considered to be special business, appointing a new Public Accountant for the ensuing year is considered to be special business, and thus the meeting is an "Annual and Special Member Meeting" and the Federation shall adhere to the notice provisions specified in Section 6.4(c).

6.6 Financial Statements

- (a) As part of the notice for each Annual Member Meeting, the Federation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* or a copy of a publication of the Federation reproducing the information contained in the documents (the "**Financial Documents**"). Instead of sending the Financial Documents, the Federation may send a summary of the Financial Documents to each Member along with a notice informing the Members of the procedure for obtaining a copy of the Financial Documents themselves free of charge. The Federation is not required to send the Financial Documents or a summary to a Member who, in writing, declines to receive such Financial Documents.
- (b) For greater certainty, the Federation shall provide the Financial Documents to all Members, even those who are not entitled to vote at a Board of Directors Meeting (and thus not entitled to notice of such meeting). Members who do not receive notice of a Board of Directors Meeting shall be sent the Financial Documents separately.

6.7 Chair of Meeting and Voting Procedure

- (a) The chair of any Member Meeting shall be:
 - (i) the President;

- (ii) if the President is not available, the First Vice President;
 - (iii) if the President and the First Vice President are not available, the Second Vice President or Past President; and
 - (iv) If none of the President, the First Vice President, Past President or the Second Vice President is available, the Members present and entitled to vote at that meeting, shall endorse one of their number to preside as chair of the meeting.
- (b) At all Member Meetings, every question shall be decided by an Ordinary Resolution passed by the Members entitled to vote unless otherwise specified in the *Act*, the Articles or the By-laws.
- (c) In the case of an equality of votes, no person is entitled to a second or casting vote and the question before the Members shall be deemed to have failed.
- (d) Voting by proxy is NOT permitted at any Member Meeting, as per the *Act*.
- (e) All votes at any Member Meeting shall be taken by a show of hands unless any Member present and entitled to vote demands the vote be taken by ballot. If such a demand is made, the vote shall be taken by ballot in such manner as the chair of the meeting shall direct. Such a demand may be withdrawn at any time prior to the taking of the ballot. As per the *Act*, no proxy voting shall be permitted.

6.8 Resolution in Lieu of Meeting

- (a) Except as prohibited by the *Act*, a resolution in writing delivered to the Federation and signed by the Members entitled to vote on that matter is as valid and effective as if it had been passed at a Member Meeting.
- (b) Resolutions in writing contemplated in Section 6.8(a) may be delivered by facsimile, be scanned and emailed, or otherwise be delivered by any means of electronic communication that is capable of producing a printed copy.
- (c) Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- (d) A copy of every such resolution in writing shall be kept with the minutes of the Member Meeting.

6.9 Participating in Member Meetings by Electronic Means

- (a) If the Federation determines to make the appropriate communication facilities available, one or more Members may participate in a Member Meeting by means of a telephonic, an electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (b) Members participating in a meeting by such means shall be deemed for all purposes to be present at the meeting.
- (c) For greater certainty, a Member Meeting may be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

6.10 Adjournments

- (a) Any Member Meeting may be adjourned from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Provided that an adjournment referenced in Section 6.10(a) is less than 31 days, no notice of such adjournment is required unless the Members entitled to attend that meeting decide otherwise.
- (c) If there is no quorum at the subsequent meeting, the original Member Meeting shall be deemed to have terminated immediately after its adjournment.

Article 7 – Honorary Titles

7.1 Honorary Patrons or Honorary Presidents

- (a) The Board of Directors may also from time to time appoint one or more Honorary Patrons or Honorary Presidents, but such persons shall not be Board of Directors Members or Directors. The rights and duties of such Honorary Patrons and Honorary Presidents shall be determined by the Policies and Procedures Manual as amended from time to time.

Article 8 – Committees

8.1 Committees

- (a) The Board of Directors may establish such committees as it deems appropriate for the attainment of the objects of the Federation.
- (b) Any committee member may be removed by Ordinary Resolution of the Board of Directors.
- (c) The terms of appointment, objectives, and mandate of any committee of the Federation shall be specified in the Policies and Procedures Manual.

Article 9 – Amendments to the By-Laws

9.1 Amendments

- (a) The Board of Directors shall make, amend or repeal By-laws by way of Ordinary Resolution, except those requiring a Special Resolution of Members pursuant to the *Act*, the Articles or the By-laws. Where the Board of Directors makes, amends or repeals a By-law by way of Ordinary Resolution, such By-law is effective until the next Board of Directors Meeting at which time it shall be placed before the Members, and the Members may confirm, amend, or reject it.
- (b) A Special Resolution of Members is needed to make, amend, or repeal By-law provisions dealing with conditions of membership, notice of Meetings of Members, transferability of membership, or absentee voting or as otherwise required by these By-laws, the Articles or the *Act*.

Article 10 – Dispute Resolution

10.1 Disputes

- (a) Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Federation are, as much as possible, to be resolved by way of private meetings between the parties.

- (b) In the event that a dispute or controversy among Members, Directors, 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 other way derogating from the rights of the members, Directors, officers, committee members, employees or volunteers of the Federation as set out in the Articles, By-laws or the *Act*, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- (i) Any party to the dispute or controversy (the "**Dispute**") may deliver a notice advising that the dispute resolution process set forth in this Section is being engaged (the "**Mediation Notice**"). Upon delivery of a Mediation Notice, the Dispute shall first be submitted to a Mediator to be agreed up on by the parties to the Dispute. If the parties are not able to agree on a Mediator within two weeks after delivery of the Mediation Notice (or such longer period as agreed by the parties to the Dispute) then the Dispute shall be submitted to a Mediator appointed by the Ontario Superior Court of Justice upon the application of either party to the Dispute.
 - (ii) If within two months of the appointment of the Mediator, whether by agreement of the parties to the Dispute or by application to the Ontario Superior Court of Justice, the parties to the Dispute are still not able to reach an agreement on how to resolve the Dispute, then the parties to the Dispute agree to submit the Dispute for resolution by binding arbitration of a single Arbitrator appointed by agreement of the parties to the Dispute, or failing such agreement, by the Ontario Superior Court of Justice, and such arbitration shall be conducted in accordance with the *Arbitration Act, 1991* (Ontario). The parties to the Dispute agree that all proceedings relating to arbitration shall be kept confidential. 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.
 - (iii) All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the Dispute. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

Article 11 – Protection of Directors and Officers

11.1 Indemnity

- (a) The Federation shall indemnify and save harmless every Director and Officer and their respective heirs, executors, administrators and personal representatives, from and against
 - (i) all Claims and associated costs, charges, and expenses (including any amount paid to settle an action or satisfy a judgment) which such person sustains or incurs or which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her to be done in or about the execution of the duties of his or her office; and
 - (ii) all other costs, charges, and expenses which such person sustains or incurs in respect of or in relation to the affairs of the Federation, except the costs, charges, or expenses occasioned by his or her own wilful neglect or default.
- (b) The indemnity authorized by this Section 12.1 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which the person seeking indemnity hereunder has received or shall receive otherwise than by virtue of this Section 12.1.
- (c) The indemnification set out in Section 12.1 will not apply to any Director who is acting outside their authority as set out in the By-laws and Articles, or contrary to their duties as set out in the *Act*.
- (d) Directors or Officers may rely on the accuracy of any statement or report prepared by the Public Accountant of the Federation. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

11.2 Insurance

- (a) The Federation may, if the same is available on commercially reasonable terms, obtain Directors and Officers liability insurance and/or commercial general liability insurance in such amounts and upon such terms as the Board of Directors may determine.

Article 12 – Conduct of Meetings

12.1 Rules of Order

Subject to the *Act*, the Articles and the By-laws, all meetings of the Federation, including Board of Directors Meetings, shall be conducted in accordance with the Policies and Procedures Manual as may be amended or restated from time to time.

Article 13 – Notices

13.1 Computation of Time

In computing the date when notice must be given under any provision of the By-laws requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

13.2 New Notice Information

The Secretary may change or cause to be changed the recorded address of any Member, any Director, any Officer, the Public Accountant, or any member of a committee in accordance with any information believed by the Secretary to be reliable.

Article 14 – Irregularities

14.1 Irregularities

- (a) No errors or accidental omission in giving notice for an Board of Directors Meeting, a Member Meeting, or any other committee meeting, or any other notice required under the *Act* or By-laws shall invalidate such meeting or invalidate or make void any proceedings taken or held at such meeting, and any Member, Director, or other person entitled to attend may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken at such meeting.
- (b) Irregularities or errors in process or otherwise made in good faith shall not invalidate acts or decisions made during any Board of Directors Meeting, a Member Meeting, or any other committee meeting.

ENACTED by the **BOARD OF DIRECTORS** in accordance with the *Act* on the __ day of __, 2023.

Per: _____
Name:
Title:

Per: _____
Name:
Title: President

CONFIRMED by the **MEMBERS** in accordance with the *Act* on the ____ day of ____, 2023.

Per: _____
Name:
Title: