

Constitution and By-Laws

Section I. Name

The name of this organization shall be the Northumberland New Ventures Band, (hereinafter referred to in this document as the Band) incorporated in Ontario as a non-profit corporation.

Section II. Terms of Reference

The Band has been created to provide music education, training and performance opportunities for adults of any age and at any stage of musical experience. The Band aspires to create music to the best of its ability, to encourage individual achievement on a musical instrument, to foster social interaction within the group and within the community, and to provide community musical performances.

Section III. Organization

The Band is organized under a Board of Directors (hereinafter in this document referred to as the Board). The Board consists of a minimum of seven individuals: President, Vice-President, Treasurer, Secretary, one or more Music Directors/ Membership Director and Performance and Promotion Director. The board members may also select a Member at Large from the active membership group. These officers are vested with the authority to manage the corporation.

Section IV. Area of Operation

The Band primarily operates in and derives members from Northumberland County but is open to participants from surrounding areas.

Section V. Membership in the Band

Membership in the Band is open to any adult who wishes to play music, including those with no musical experience; former musicians inactive since school; and more experienced performers. Requirements for joining consist of completion of a Registration Form and payment of rehearsal session fees as established by the Board.

Section VI. Board of Directors and their powers, Officers and their Duties, Elections, and Meetings of the Board

1. Powers of the Board, Officers and their duties, and meetings of the Board and elections are described in Bylaw Article 2 part 4.
2. The Board shall prepare and distribute the Constitution and Bylaws to all members of the Band.
3. The Board must seek nominations for positions within the Board as they become available due to the turnover provisions outlined in Article 2.
4. The Board extends an open invitation to Band members to present in writing proposals for action at any announced meeting of the Board so that they may be placed on the agenda for discussion and to determine what action will be taken, if any.
5. Members of the Band are welcome to attend announced meetings of the Board as non-voting observers, and may make a presentation to the Board by prior arrangement.

Section VII. Revision of Constitution

Any proposed revision to this Constitution requires that notification, in writing by means of email or otherwise to the Band members must be sent to all members at least 15 days prior to the Annual General Meeting or a Special General Meeting called to consider such revisions. All amendments will then be put to a vote at that meeting, requiring a two-thirds majority vote of all active members to carry, if necessary, conducted partially by email proxy vote.

By-Laws

Article 1. Membership

1. Membership Year

The membership year runs from September 1st in any one year to August 31st of the next. The Band is generally inactive during July and August.

2. Fees

Annual fees are due at the second rehearsal after the start of a new performance year.

3. Performance Attire

The Band shirt and black attire below the waist are to be worn for all performance events.

4. Instruments

Band members are responsible for providing their own instruments. The Band may in the future acquire more costly instruments for loan use by members as the Band's finances permit.

5. Discipline of Band Members

Disciplinary action, up to and including expulsion, may result where a member acts in a manner that is deemed by the Board to be detrimental to the interests of the Band. Where the Board determines that disciplinary action is necessary, the member shall be informed that his or her membership privileges are being suspended pending a review and determination by the Board of the disciplinary action to be taken. Where recommended by the Board, expulsion of a member is subject to ratification by a two-thirds majority vote of the membership of the member's band at the next rehearsal or at a Special General Meeting organized for the purpose.

6. Band members are expected to attend each rehearsal and performance: if unable to do so, members must inform their Music Director as soon as possible before the next rehearsal/performance. Known future absences are to be recorded on the list provided for the purpose in the Hall.

7. Band members are required to participate in at least one of the core New Venture bands. If at some point there is not a position open for a member to participate in one of the core bands, the member may be offered a position in one of the auxiliary groups, without belonging to a core band.

Article 2. Organization

1. The Board

The Board shall be composed of the Officers and Directors of the Corporation. The Board shall have full authority to conduct the business of, and promote the aims and interests of the Band. The executive authority of the band is vested in the Board whose actions shall be compatible with the best interests of the band, and whose duties include the following:

- a. Oversight of the band's financial resources. Disbursement of band funds for unplanned expenditures equal to or more than \$100.00 shall be approved by a majority of the board of directors.
- b. The President and Treasurer must be notified for such disbursements of band funds. It shall then become the responsibility of the President or the Treasurer to place the request on the agenda of the Board's next meeting so that the request may be voted on.

2. Officers

The Officers of the Band shall be as follows:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Performance and Promotion Director
- f. Music Directors
- g. Member at Large

3. Elections

- a. The Officers and Directors of the Band shall be elected each year at the Annual General Meeting or at a Special General Meeting as required. Officers and Directors elected shall assume office immediately following the Meeting.
- b. With the exception of the President, an Officer of the Band can be elected to fill two positions as an Officer.
- c. In the interests of achieving continuity of the Band Executive from year to year, after the initial election it is intended that the terms of the Officers be staggered as follows:
 - i. The President, Secretary/Membership Director, Music Directors and Performance and Promotion Director be elected on even-numbered years.

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- ii. The Treasurer and Vice-President will be elected on odd-numbered years.
- d. All voting shall be conducted by a show of hands or by written ballot, unless directed by unanimous decision of the Band Executive.

4. Duties of Officers

I. President

- a. At all times to supervise and direct the activities of the Board
- b. To promote the aims of the Band and to provide leadership.
- c. To preside at Band meetings and to establish any committees required to conduct specific Band activities.

II. Vice-President

- a. To carry out, in the President's absence, all duties of that office in accord with the President's wishes.
- b. To provide guidance in Governance and Governmental issues.
- c. To provide Executive continuity to the best of his/her ability.

III. Secretary

- a. To give due notice of general meetings of members and the Board of Directors.
- b. To record and distribute minutes of Board and of membership meetings. If unable to attend, to appoint a proxy to keep and distribute the minutes.
- c. To maintain and archive the minutes, the Constitution and By-laws, and other documents or communications as delegated by the Board.
- d. To attend to external correspondence and to internal communications as delegated by the Board or Music Directors.

IV. Treasurer

- a. To collect, record and administer the revenues and expenditures of all Band funds.

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- b. To disburse moneys and pay just debts with the authority to arrange payment for any expenses that were accounted for in the budget.
- c. To provide monthly financial reports to the Board.
- d. To assist the auditor in any way requested.
- e. Prepare the annual budget for approval by the Board.
- f. Provide information that will assist in preparing grant applications, but grant application duties may be assumed by another officer.
- g. Liaise with fundraising committee to provide change, and collect and reconcile revenue, etc.
- h. To issue tax receipts for donations

V. Music Directors

- a. To oversee all education and performance activities for the Band, including music selection, musical training, conducting, contact with other organizations and other related requirements.
- b. To provide liaison with similar organizations and with managers of the rehearsal hall.
- c. To handle all records regarding membership, dues paid, contact information, etc.
- d. Music Directors are non-voting member of the Board

VI. Performance and Promotion Director

- a. Scout opportunities for, and arrange Band performances in conjunction with the Music Directors.
- b. Create promotional materials for the Band as required for print and web use, and oversee the maintenance of the organization's web site.
- c. Act as liaison with the local on-air, print and web media.
- d. Pursue sponsorship possibilities with local organizations.
- e. Co-ordinate social activities for the Band membership as required.

5. Committees

Committees may be appointed by the Executive as required to conduct specific Band activities.

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6. Removal from Office

Any Officer may be removed from office provided that the following conditions are met:

- a. A Special General Meeting to consider the removal of an officer must be called by the Board upon written request, signed by a minimum of two-thirds of all active Band members.
- b. Written notice of this Special General Meeting must be sent to all Band members.
- c. A minimum of 66% of the Band membership must be represented at this Special General Meeting.
- d. The Majority decision (66%) of the membership at this Special General Meeting, including proxy votes, shall be final.

7. Filling of Vacancies

Should any Office become vacant during the year for any reason, an election to fill the vacancy shall be held at the next Annual General Meeting. The position may be filled by Board appointment until the next Annual General Meeting is held.

Article 3. Meetings

1. Regular Rehearsals

Each Band shall meet for rehearsal purposes at the designated rehearsal hall at a time agreed to by the Musical Director in charge unless otherwise defined in the Standing Resolutions. A limited time is available at some point during the rehearsal to conduct Band business, if necessary.

2. Annual General Meeting

This meeting shall be held within 30 days of the second rehearsal of the Band at the beginning of each new music season.

3. Special General Meetings

These may be called at the discretion of the Board.

4. Board Meetings are to be held a minimum of four times per year.

These may be called at the discretion of the Board with at least fifteen days' notice to the membership.

5. Meeting Decorum

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Meetings shall be conducted using Robert's Rules of Order principles.

6. Election Meeting

The annual election meeting shall be the Band's Annual General Meeting as defined in point 2.

7. Quorum

The necessary quorum of members at the Annual General Meeting and Special General Meetings shall be two-thirds of the current Band membership.

8. Voting

All voting shall be by a show of hands, or written or email proxy unless otherwise directed by a unanimous decision of the Band Executive. For the purposes of this Constitution, a Simple Majority is defined as 50% plus one member and a Majority is defined as 2/3 of the Membership.

Article 4. Finance

1. Fiscal Year

The fiscal year shall be the same as the membership year, namely September 1 to August 31 of the following year.

2. Dues

- a. The Band fees are due to be paid by the second rehearsal of the new Band year.
- b. Band fees are non-refundable in the case of a resignation (or expulsion) from the Band.
- c. All dues and fees for other items shall be set out in the Standing Resolutions.

3. Banking

- a. Cheques drawn on the Band account must be signed by any two of the President, Treasurer, or Secretary.
- b. All revenues, disbursements, etc. of Band funds shall be properly documented by means of acceptable business practices.

4. Audit

One member shall be elected annually at the Annual General Meeting to review the current financial records, and to report to the membership at a subsequent meeting.

5. Operating Expenses

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The Band shall maintain the target of carrying at least one year's operating expenses in its accounts to handle any emergency situations that may arise.

Article 5. Alteration of By-laws

1. Alteration of By-laws

Any proposal to alter these By-laws shall follow the procedure outlined in Section VII Revision of the Constitution. All accepted alterations must be recorded in full in the minutes of the meeting.

2. Review

These By-laws and Standing Resolutions shall be subject to full review at least once every three years.

Article 6. Special Provisions

- a) The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects
- b) The corporation shall be subject to the Charities Accounting Act.
- c) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profits from their positions as such, provided that the directors may be paid reasonable expenses incurred by them in the performance of their duties.
- d) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
- e) If it is made to appear to the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved.
- f) Upon the dissolution of the corporation and after payment of all debts and liabilities, it's remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada.
- g) To invest the funds of the corporation pursuant to the Trustee Act.
- h) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time

to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.

Standing Resolutions

1. Rehearsals

Resolved that the rehearsals of the band will be held weekly at the designated rehearsal hall starting in September and concluding in June.

2. Dues and other Fees

Resolved that the annual fee shall be payable at the second rehearsal in September of each operating year.

Resolved that each member of the Band be required to purchase the Band shirt at the going price and wear it at all performances. Note: not required for rehearsals.

Resolved that the Band may, from time to time, ask the members to purchase stands or other materials required for development of the program if other funding is not available.

Resolve that if a member joins in the 2nd half of the year the fee will be prorated.

3. Socialization

Resolved that the Band has a policy of encouraging the social aspects of music by promoting a refreshment event held at the rehearsal hall, if appropriate, or at a local venue after each rehearsal, and social gatherings from time to time during the operating year.

4. Insurance

Resolved that the Band shall arrange for insurance coverage appropriate to the mission of the Band and its community activities.

5. Internal Communication

Resolved that a member contact list be available to Band members for internal communications purposes, on the understanding that the list is not to be used for any non-Band or commercial purpose. Where possible the band website will be used to communicate to the group to highlight upcoming events.

6. Board Meetings

Resolved that Board meetings be held monthly during the playing season according to a schedule set by the President.

7. Portable Electronic Devices

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Resolved that interruptions from portable electronic devices, including but not restricted to cell phones, are unacceptable during rehearsal sessions or performances. Such devices must be turned off during rehearsals unless the Music Director has authorized an individual to keep a device functional for legitimate emergency purposes.

Approved and adopted by the membership at the 3rd rehearsal of each band, October 2022.

Signatures:

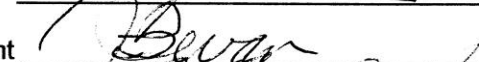
President:



Date of Signature

Oct 28/22

Vice-President



Date of Signature

Oct 28/22

Treasurer



Date of Signature

Nov 15/22