

## THE SOCIETIES ACT BY-LAWS

The name of the society is

### THE ST. JAMES ASSINIBOIA DIVISIONAL CONCERT CHOIR INC.

#### ARTICLE 1

##### PURPOSE AND DEFINITIONS

###### PURPOSE

The St. James Assiniboia Divisional Concert Choir Inc. exists to assist the Divisional Choirs, by raising funds used to help reduce performance and traveling costs.

The choirs exist to provide musical enrichment to talented young singers in the division, choral entertainment to others and to perform and compete in competitions and festivals.

All fundraising by the SJASD Divisional Choir Choristers throughout the year is optional. Junior and Senior Choristers have individual accounts with numerous opportunities to fundraise. Funds in these accounts can be accessed for divisional choir travel or for divisional choir camp. Balances can be carried forward from year to year.

If the chorister is no longer with the organization, balances can be;

- 1) Transferred to the other chorister accounts who are currently in the divisional choir
- 2) Transferred to Divisional Choir General Funds
- 3) Held in trust for a period of 1 year
- 4) Held in trust for a younger sibling who is currently participating in the Divisional Choir program

###### DEFINITIONS

- 1.1 In these by-laws unless the context otherwise specifies or requires:
- (a) "Act" means the Societies Act of the Province of Manitoba and includes any amendments to such Act as may be from time to time made and proclaimed.
  - (b) "Choir" means and includes any of the St. James Assiniboia Divisional Choirs.
  - (c) "Member of the choir" means a student enrolled in a school within the St. James Assiniboia School Division, who is an active participant in his or her St. James Assiniboia School Division home school choir and who has accepted a position with the choir. Exceptional circumstances may arise where a student is unable to participate fully in their school choir due to academic schedule conflicts. These circumstances will be reviewed by the Divisional Choir Director on an individual basis.
  - (d) "Member in good standing" means a parent or guardian of a member of the choir or the chorister if of legal age and is not in the debt to the corporation.
  - (e) Headings are for convenience only: they do not affect the interpretation of these bylaws.

## **ARTICLE 2**

### **MEMBERSHIP**

2.1 A member shall be a parent or guardian of a child in the choir.

2.2 Membership in the Corporation may be revoked, withdrawn, suspended or terminated by any of the following:

- (a) By withdrawing the child or children who are members of the choir from the choir.
- (b) By withdrawing the child or children who are members of the choir from the St. James Assiniboia School Division.

2.3 A member in good standing shall be entitled to vote to meetings of the corporation. At each meeting a member in good standing shall be entitled to one vote per motion.

2.4 Upon the recommendation of the current Executive and which recommendation has been voted upon by the members of the Corporation and has received a majority of votes at any general meeting of the Corporation may confer a Honorary membership on any person or organization having rendered notable service to the Corporation or the Choir. An Honorary member shall not be entitled to make a motion, vote or hold office.

2.5 No person shall act or deem act as an agent for the Corporation solely by virtue of membership in the Corporation.

## **ARTICLE 3**

### **MEETING OF MEMBERS**

#### **3.1 ANNUAL MEETING:**

The annual meeting of the members shall be held during the first two months of the school year, the time and place to be determined by the Executive.

#### **3.2 SPECIAL MEETINGS:**

A special meeting of the members may be called at any time by a majority of the current Executive, or by a written request signed by no less than thirty percent (30%) of the voting members that are in good standing with the Corporation.

#### **3.3 NOTICE OF MEETINGS:**

A written notice, email and/or phone message of each meeting of the members, stating the place, date, time and purpose of the meeting shall be given at least seven (7) days before the meeting in each member.

#### **3.4 PARLIAMETARY PROCEDURE:**

At all meetings of the Corporation, or Executive of the Corporation, the current edition of Robert's Rules of Order shall be the standard for Parliamentary Procedure.

#### **3.5 QUORUM:**

A quorum for the transaction of business at annual or special meetings of the members shall consist of those present with minimum of three (3) members.

### **3.6 ACTION BY VOTE:**

At any meeting, a majority of the votes properly cast upon any question, shall decide the question

### **3.7 REMOTE COMMUNICATION:**

Virtual communication and voting may be permitted for any meetings.

## **ARTICLE 4**

### **OFFICERS OF THE CORPORATION**

#### **4.1 OFFICERS OF THE CORPORATION:**

The officers of the Corporation shall be the President, One Vice-President from each choir, Secretary, Treasurer, Fund Raising Chairperson, Choir Director from each choir and Member (s) at Large. The past President shall be appointed Past President. These positions shall constitute the executive of the Corporation.

#### **4.2 ELECTION OF OFFICERS:**

(a) The election of the President, Vice Presidents, Secretary, Treasurer and Fund Raising Chairperson shall be held at the Annual General Meeting of the members. Member(s) at Large may be elected.

(b) Only members in good standing are eligible for election to a position as an officer of the Corporation.

(c) In order to maintain fair representation, the elected members of the executive shall, where possible, consist of members from each choir.

(d) Upon being replaced in office by a new President duly elected, and excepting circumstances in which a President is removed from the office before the end of a term a member who has served in the office of President shall become the Past President.

#### **4.3 TERMS OF OFFICE OF EXECUTIVE:**

The term of office for each executive member shall be one (1) year.

#### **4.4 REMOVAL OF OFFICERS:**

All officers shall be subject to removal by a majority vote of the membership at any duly called meeting at which a quorum is present.

#### **4.5 EXECUTIVE MEETINGS:**

The Executive of the Corporation shall meet no less than three (3) times per year.

#### **4.6 QUORUM OF EXECUTIVE:**

(a) A simple majority of the Executive shall be regarded as a quorum.

(b) A quorum is required to conduct an Executive Meeting.

#### 4.7 VOTING BY EXECUTIVE MEMBERS:

- (a) Each Executive member, other than the President, Arts Coordinator and choir directors is entitled to vote on every motion at a regular, special or executive meeting of the corporation.
- (b) The President is entitled to cast a vote in the case of a tie.

#### 4.8 REIMBURSEMENT FOR EXPENSES:

No officer of the Corporation shall receive any payment for services except for in the form of reimbursement for expenditures.

#### 4.9 PRESIDENT:

- (a) The President, when present, shall preside at all meetings of the Executive of the Corporation and at the annual meeting.
- (b) A written "President's Report" shall be presented at the Annual General Meeting.
- (c) The President shall also be charged with the general management and supervision of affairs of the Corporation.
- (d) The President shall delegate their responsibility and duties to the Vice-President(s) when unable to exercise those duties.
- (e) The President shall be signing officer of the Corporation and shall be entitled to affix the seal of the corporation to any document requiring such seal.
- (f) The President shall be a member, ex-officio, of all standing committees.
- (g) The President upon leaving office, shall provide such assistance to the incoming President as required.

#### 4.10 VICE-PRESIDENT(S):

- (a) The Vice-President(s) shall have such duties and powers as may be designated from time to time by the President of the Corporation.
- (c) The Vice-President(s), shall in the case of the President's absence assume the duties of the President during the absence as determined by the Executive.

#### 4.11 SECRETARY:

- (a) the secretary shall, whenever possible, attend all meetings of the Corporation.
- (b) The Secretary shall maintain records of all proceedings of the Corporation meetings.
- (c) The Secretary shall distribute minutes of the meetings to the Executive.
- (d) the Secretary shall maintain a permanent record of the minutes of the Corporation.
- (e) The Secretary shall perform other duties as assigned from time to time by the President.
- (f) In the case of absence of the Secretary, the duties will be assumed by a Vice-President or any other member of the Corporation assigned by the President.

#### 4.12 TREASURER:

- (a) The Treasurer shall, whenever possible, attend all meetings of the Corporation.
- (b) The Treasurer shall maintain accurate accounts of all receipts and disbursements.
- (c) The Treasurer shall act as a signing officer of the Corporation.
- (d) The Treasurer shall be responsible for the collection of all monies and deposits.
- (e) The Treasurer shall be responsible for the payment of all debts of the Corporation with the approval of the Corporation.
- (f) The Treasurer shall provide a "Treasurer's Report" at all meetings.
- (g) The Treasurer shall maintain an accurate list of all members for the current year.

#### 4.13 FUND RAISING CHAIRPERSON:

- (a) The function of the Fund Raising Chairperson is to oversee the operation of the fund raising committee, a standing committee of the Corporation.
- (b) The Fund Raising Chairperson will undertake to provide projects for fund raising in order to meet the financial goals of the choir for the current fiscal year.
- (d) The Fund Raising Chairperson will be required to provide a "Fund Raising" report at all meetings.

#### 4.14 MEMBER AT LARGE:

- (a) A Member at Large shall assist the Vice President of the Corporation with the management and planning of the Corporation's affair and shall be an adviser to the Executive and membership of the Corporation.
- (b) The Member at Large shall have such duties and powers as may be designated from time to time by the Vice President of the Corporation.

#### 4.15 CHOIR DIRECTORS:

- (a) The Choir Director(s) are ex-officio(s) of the Corporation.
- (b) The Choir Director(s) shall have the sole responsibility for the choice and presentation of the music performed by their Divisional Choir.
- (c) The appointment of this position is at the discretion of the St. James-Assiniboia School Division.
- (d) The Choir Director(s) shall have final authority over where the choir shall perform.

- (e) The Choir Director(s) will make recommendations regarding financial assistance for choir members who are unable to meet the financial requirements of the choirs travel arrangements.

#### **4.16 ARTS COORDINATOR:**

- (a) The Arts Coordinator is an ex-officio of the Corporation.
- (b) The appointment of this position is at the discretion of the St. James-Assiniboia School Division.
- (c) The Arts Coordinator shall inform the Corporation of the activities of the St. James-Assiniboia School Division in relation to Arts Education and/or the divisional choir activities.
- (e) The Arts Coordinator shall assist with the technical and logistical aspects of the Corporation's events.

#### **4.17 OFFICERS VACANCIES**

- (a) If an officer cannot fulfill their duties of the office, for the remainder of their term the Officers of the Corporation can elect or appoint a replacement from the current officers who are members in good standing.
- (b) If the vacancy cannot be filled from the existing officers a replacement can be elected by calling a Special Meeting of the Executive and notification to the Corporation.

#### **4.18 ADVISORY COMMITTEE:**

In the event of that all members of a preceding year's executive are replaced in an election, the incoming executive is entitled to appoint two (2) members of the outgoing executive to act in an advisory capacity to the new executive, to provide some continuity to the affairs of the corporation.

### **ARTICLE 5**

#### **FINANCES**

5.1 There will be three (3) signing officers for the bank account(s). One (1) shall be the Treasurer, one (1) shall be the President and the third shall be at the discretion of the executive.

5.2 All cheques shall require at least two (2) of the three (3) signatures as described in section 5.1.

5.3 The corporation shall maintain a minimum balance at the end of the fiscal year of \$5,000.

## **ARTICLE 6**

### **FINANCIAL RECORDS**

- 6.1 The fiscal year of the corporation shall begin on July 1<sup>st</sup> and end of June 30<sup>th</sup> of the following year.
- 6.2 The books, accounts and records of the Secretary and Treasurer may be examined at least once a year by a committee of two (2) or more members in good standing, elected or acclaimed for that purpose by the members of the Corporation.
- 6.3 The books and records of the Corporation may be inspected by any member of the Corporation in good standing at any time, upon giving reasonable notice and arranging a time satisfactory to the officer to officers having charge of same.

## **ARTICLE 7**

### **COMMITTEES**

- 7.1 The Fund Raising committee is a standing committee of the Corporation.
- 7.2 The Fund Raising Committee shall consist of the Fund Raising Chairperson and at least one (1) member in good standing. The committee shall be appointed at the Annual General Meeting, and additional members may be appointed at any time throughout the year to meet the needs of the committee.
- 7.3 The majority vote of the Executive, then in office may appoint or terminate all or any committees with the exception of the Fund Raising Committee and the advisory Committee, both standing committees of the Corporation.

## **ARTICLE 8**

### **DISSOLUTION**

- 8.1 The Corporation can be dissolved at any time in accordance with the terms and provisions of the Act or by majority vote of the members at any meeting called in accordance with the provisions in this by law.
- 8.2 Upon dissolution of the Corporation and after retirement of all debts and liabilities of the Corporation, any remaining assets of the Corporation shall be distributed or dispersed to the St. James Assiniboia School Division, for choral education.

## **ARTICLE 9**

### **REVISIONS AND AMENDMENTS**

These By-Laws may be rescinded, altered or adjusted by a special resolution at an annual general meeting.

## **ARTICLE 10**

### **GENERAL PROVISIONS**

#### **10.1 INVALIDITY OF ANY PROVISION:**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **10.2 REPEAL OF PRIOR BY-LAWS:**

All prior By-Laws of the Corporation heretofore enacted or made are repealed in full provided that the repeal of prior By-Laws of the corporation shall not impair in any way the validity of any act or thing done pursuant to such repealed By-Law.

#### **10.3 EFFECTIVE DATE:**

This by law comes into effect when a motion is passed and replaced the existing General by law on October 4, 2022.