



THE FEDERATION OF CANADIAN MUSIC FESTIVALS

BYLAWS

Adopted: August 1996, Sackville, NB
Amended: August 1999, Winnipeg, Man.
Amended: August 2004, Charlottetown, PEI
Amended: August 2006, Thunder Bay, ON
Amended: August 2007, Moncton, NB
Amended: August 2017, Ottawa, ON
Amended: August 2018, Sackville, NB
Amended: August 2019, Saskatoon, SK

ARTICLE I - OBJECTIVES

The Objectives of the Federation of Canadian Music Festivals, hereafter referred to as the “Federation”, are:

1. To advance, promote and develop the music festival movement in Canada, locally, provincially and nationally.
2. To organize and operate a National Music Festival.
3. To encourage the study and practice of music, either alone or in conjunction with related arts.
4. To represent the festival movement when dealing with government and other agencies on a national level.
5. To provide a platform and opportunity for amateur musicians to progress toward professionalism.
6. To serve as the coordinating body of the Provincial Festival Associations for dispensing information, exchanging ideas, and monitoring festival development.

ACKNOWLEDGMENT

The Canadian National Exhibition and the Canadian Bureau for the Advancement of Music are acknowledged as historic and founding members of the National Competitive Festival of Music, later known as the CIBC National Music Festival (1987), now known as the National Music Festival.

ARTICLE II - MEMBERSHIP

The Federation shall be composed of Provincial or Territorial Music Festival Associations whose applications for admission have received approval of the Board of Governors.

Membership Criteria

1. A Provincial or Territorial Association may be admitted to the Federation by submitting an approved, written provincial resolution regarding membership to the Federation Executive Director no later than thirty (30) days prior to an Annual General Meeting. A Provincial or Territorial Association may withdraw from the Federation by submitting an approved, written provincial or territorial resolution regarding withdrawal of membership to the Federation Executive Director.
2. The affiliation fee paid by member Provincial / Territorial Associations to the Federation shall be set from time to time by resolution at the Annual General Meeting.
3. Every Provincial and Territorial Association shall adhere to the Federation's Articles of Continuance and By Laws.
4. The privileges of membership in the Federation shall be:
 - i. To receive a copy of all publications, reports and accounts issued by the Federation;
 - ii. To appoint a representative[s] to sit on the Board of Governors of the Federation
 - iii. To have their representative[s] on the Board of Governors be eligible for election as an Officer of the Federation
 - iv. To have their representative[s] on the Board of Governors be eligible to serve on Federation Committees.

The Federation may from time to time recognize people and/or organizations and/or associations that have made valuable contributions to the federation with designations as it sees fit. Such designations for said recognition to be determined by the Board of Governors and approved at an Annual General Meeting by at least 2/3 of the Provincial/Territorial Associations.

ARTICLE III - BOARD OF GOVERNORS

1. The property, business and affairs of the Federation shall be managed and conducted by the Board of Governors.
2. The Board of Governors shall consist of:
 - a) The President,
 - b) The Vice-President,
 - c) The Treasurer, ex officio
 - d) A representative appointed by each Provincial/Territorial Association
 - e) The Executive Director, ex officio
 - f) The Past-President, ex officio for one year following an election.
3. Members of the Board of Governors shall assume their responsibilities at the adjournment of the Annual General Meeting or the close of the National Music Festival, whichever occurs last.
4. The specific duties of this Board of Governors shall include:
 - a) The transaction of all Federation business between General Meetings.
 - b) The recognition of outstanding contributions in the Federation.
 - c) The planning and presentation of a National Music Festival each year.
 - d) Such other activities as any General Meeting or Annual General Meeting may direct.
5. This Board of Governors shall report its actions and recommendations to each Provincial/Territorial Administrator following each Board of Governors' meeting.
6. Board of Governors members, their heirs, executors, and administrators, may, with the consent of the Federation given at a General Meeting, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Federation from and against:
 - a) All costs, charges and expenses that such member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him/her, in or about the execution of the duties of a member of the Board of Governors.
 - b) Such other costs, charges and expenses that s/he sustains or incurs, in or about or in relation to the affairs of the Federation, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
7. The Board of Governors shall meet immediately before the Annual General Meeting, and may meet from time to time and in any place in Canada, or by electronic conference, or by email, for the dispatch of business. No formal notice of meeting is required if those absent have signified their consent to such a meeting.
8. A quorum necessary for the transaction of business shall be 2/3 of board members. All questions shall be decided by a favourable vote of at least 2/3 of those present and voting.

9. Whenever practical, the Executive Director shall advise each Provincial Administrator that a Board of Governors' meeting is to take place so each will have an opportunity to submit questions and business.
10. If a Board of Governors member submits an application for an FCMF contract, they shall not be allowed to vote on their own acceptance. In addition, if a Board of Governors member accepts a contract with FCMF, they must immediately vacate their position as a member of the Board of Governors.

ARTICLE IV - OFFICERS

1. The Board of Governors shall be constituted as follows: One member from each province selected by each province in a manner deemed appropriate in that province. Each province will name a member and an alternate. The alternate may fulfill the role of the member at any time.
2. The Officers of the Board of Governors shall be the President, Vice President, Past President, Executive Director and Treasurer. The Executive Director and Treasurer are contracted positions. As such they are required to attend board meetings with privilege of voice but no vote. The Past President would be requested to stay on Board of Governors as ex-officio member for one-year following the completion of their term as President to aid continuity.
3. All members of the Board of Governors not serving as an Officer serve terms at the pleasure of their provincial associations. The province from which the President is elected shall name another individual from that province to be its member on the Board of Governors.
4. Voting privileges: Each provincial representative shall have one vote; the Past President shall not have a vote; the President shall vote only to break a tie. The Treasurer and Executive Director are contracted positions with no vote.
5. Each officer may serve a maximum of two consecutive, two-year [total of 4 years] terms in any position and a maximum total of four, two-year [total 8 years] terms in a combination of any officer positions.
6. The Federation may from time to time, subject to the Act, appoint other Officer positions to conduct the business of the Federation. Said additional appointments must be approved at an Annual General Meeting.
7. In the event an officer is unable to complete their term, the Board of Governors will hold an election as quickly as possible to fill the vacancy.
8. No provincial association delegate shall be disqualified from office by virtue of having a contract, business or personal special interest with the Federation, provided such interests are revealed to the Annual General Meeting at the time of nomination.
9. Any Board of Governors' member seeking reimbursement for non-budgeted expenses to be incurred on behalf of the Federation shall seek, in advance, the approval of the President or his/her appointee before making such expenditures.
10. The President and the Executive Director shall have travel expense accounts as provided for in the budget.

11. Board of Governors' members shall serve without remuneration, and no Board of Governors' member shall directly or indirectly receive any profit from his or her position as such, provided that a Board of Governors' member may be reimbursed for reasonable expenses incurred in performing his or her duties. A Board of Governors' member shall not be prohibited from receiving compensation for services provided to the organization in another capacity.

ARTICLE V - POWERS AND DUTIES OF THE OFFICERS

1. The President shall be the Chief Executive Officer of the Federation, shall preside over all General and Board of Governors' meetings, shall have executive authority to see that all orders and resolutions of the Board of Governors and General Meetings are carried out, and shall perform all duties that pertain to the Office and such other duties as may from time to time be assigned by the Board of Governors, a General Meeting, or these Bylaws.
2. The powers and duties of all other officers of the Federation shall be such as the terms of their engagement call for or the Board of Governors or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
3. The Vice-President, in the absence of the President, shall perform the duties of the President, and such other duties as may from time to time be assigned by the Board of Governors, a General Meeting, or these Bylaws.

ARTICLE VI - ELECTIONS

1. The President shall be elected by the Board of Governors. The province from which the President is elected shall name another individual from that province to be its member on the Board of Governors.
2. The Vice President shall be elected by the Board of Governors.
3. The Presiding Officer shall appoint two scrutineers, preferably non-voting observers, who shall distribute, collect and count ballots.
4. The Presiding Officer shall conduct elections in the following order: President, Vice- President. A nominee for one position, if unsuccessful in that election, may be nominated for another position.
5. The Presiding Officer shall call for nominations, upon which a member of the Nominating Committee shall make the nominations it has received. The Presiding Officer shall then call for further nominations, and when s/he has called for such three times without any further nomination being received, s/he shall declare nominations closed.
6. Nominees will be given a brief opportunity to speak, after which election shall be held by secret ballot. The results shall be handed to the Presiding Officer by the scrutineers.
7. To be elected, a nominee must receive 50% plus 1 of the total ballots cast.

8. Should no nominee achieve such, the person receiving the fewest votes shall be taken off the ballot and a second ballot conducted. This procedure shall be followed until someone is elected to the specific office.
9. Following each election, all ballots cast shall be destroyed.

ARTICLE VII - MEETINGS

1. The Annual General Meeting shall be held immediately before or after the National Music Festival. It will be presided over by the President, or if unavailable, the Vice- President.
2. A Special General Meeting may be held at the call of the Board of Governors, or at the request of six Provincial Festival Associations with 21 days-notice by post, email or other electronic means of communication.
3. Only Delegates shall vote at a General Meeting. A "Delegate" is a person who is:
 - i. a Board of Governors' member of the Federation, or
 - ii. named in writing by a Provincial Association to represent it at such meeting.
4. Each Provincial Association shall be entitled to name two Delegates, plus an additional Delegate for every 10,000 music entries or portion thereof after the first 10,000, to a maximum of 2 additional votes.
5. A Provincial Association shall have the option of having some of its votes carried as a proxy as per the guidelines in the current P&P Manual.
6. The following schedule shall be used to inform Federation members of the date, location and special business of the Annual General Meeting or any Special General Meeting.
 - i. At least 14 days prior to a Special General Meeting, the Executive Director or President shall inform each Provincial Administrator of the time, date and location of the meeting. The notice shall advise of business to be presented. The accepted forms of notification will be post, email or other electronic means.
 - ii. At least 60 days prior to the Annual General Meeting, the Executive Director shall inform each Provincial Administrator of the time, date and location of the General Meeting. The accepted forms of notification will be post, email or other electronic means. The notice shall also advise of notices of motion, special business and bylaw changes to be presented at the meeting. Items of special business are defined as those actions altering the structure or established procedures of the Federation.
 - iii. The accidental omission by the Executive Director to give notices to, or the non-receipt of such notices by any member shall not invalidate any resolution passed or business transacted by any such meeting, provided reasonable effort has been made to deliver such notices. The interpretation of this section shall rest with the Presiding Officer, whose decision may be ratified by a majority of the voting members present.
 - iv. Items of new business for the General Meeting that have not been submitted according to the above schedule shall be dealt with as follows:
 - a. The Presiding Officer may rule certain items for discussion only, if s/he believes that all Federation members should have had advance notice of the proposed business because it affects the structure or established procedures of the Federation.

- b. Other business items may be transacted if time permits.
7. A quorum for all General Meetings shall be 2/3 Board of Governors and 2/3 voting delegates.
 8. At all General Meetings, every question shall be determined by a 2/3 of votes cast unless otherwise specifically provided by the Companies Act (Canada) or these Bylaws. Each Delegate shall have one vote and up to one proxy. In the event of a tie, the Presiding Officer may cast a tie-breaking vote.

ARTICLE VIII - COMMITTEES OF THE FEDERATION

1. The Board of Governors, or President, may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board of Governors.
2. The terms of appointment, objectives and mandate of any committees of the Federation shall be specified in the current Policy and Procedure Manual of the Federation.

ARTICLE IX - ADMINISTRATION

1. Policy and Procedure Manual shall be maintained by the Executive Director with assistance from the Vice-President, to ensure that the business of the Federation is conducted in an orderly fashion.
2. The Federation shall contract an Executive Director according to the relevant sections in the Policy and Procedures Manual.
3. The Executive Director shall manage the day to day affairs and carry out the policies of the Federation under the direction of the Board of Governors and shall report to the President. The Executive Director shall have privilege of voice but not vote.
4. The Treasurer shall manage the day to day financial affairs in consultation with the Executive Director and carry out the policies of the Federation under the direction of the Board of Governors and shall report to the President. The Treasurer shall have privilege of voice but not vote.
5. The Executive Director shall be the custodian of the Federation's seal, books and records. These shall be kept at the Administrative office of the Federation or at such other place as the Board of Governors from time to time may determine, and shall be available for inspection by any member at all reasonable times.
6. If the Executive Director is unable to fulfill the duties of the position, the Board of Governors shall appoint a person to assume the position.
7. The minutes of the General Meetings and all Standing Committee meetings, if signed by the presiding officer and the Executive Director or Acting Executive Director, and any Bylaws of the Federation, if authenticated

by the signature of any Officer and the Federation Seal, shall be receivable in evidence without further proof.

ARTICLE X - ACCOUNTS AND AUDITS

1. The fiscal year-end of the Federation shall be determined by an Annual General Meeting.
2. At each Annual General Meeting, the Treasurer shall present a balance sheet for the preceding fiscal year, a general statement of income and expenditures for the period, the auditor's report and such further information respecting the Federation's financial position as the Act of Incorporation, Bylaws or any statute may require.

ARTICLE XI - NATIONAL MUSIC FESTIVAL TRUST FUND

1. There shall be a Fund known as the National Music Festival Trust Fund, hereafter referred to as "the Fund".
2. Administration of the Fund shall be the responsibility of the Board of Governors, which is authorized to engage the services of an advisor with respect to such administration.
3. All contributions to the Fund shall be deposited into an account separate from other accounts of the Federation, and shall from time to time as the administrators decide, be invested in investments permitted by law.
4. The interest earned by the fund shall be used:
 - a) To cover the costs to the Federation of any advisor engaged;
 - b) To pay costs directly related to the obtaining of capital; then
 - c) To organize and operate the National Music Festival.
 - d) Any interest not so used shall be added to the capital of the Fund, which shall not be drawn upon except in the circumstances hereafter provided for.
5. In the event the National Music Festival should permanently cease, the Fund would be dissolved as described in Article XVI.

ARTICLE XII - BANKING

1. The Federation's accounts shall be maintained at a Canadian Bank.
2. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two people with signing authority as outlined in the Federation's current Policy and Procedures Manual.
3. No officer or person acting on the Federation's behalf may enter into any investment arrangement without the approval of the Board of Governors.

ARTICLE XIII - 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) Board of Governors' members. 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 shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Federation to be a true copy thereof.

ARTICLE XIV - NOTICES

All notices may be served by the Federation on any member either personally, or by post, national courier, or email addressed to such member at the Federation's address of record. If no such address has been given, such member shall not be entitled to such notice.

Any notice shall be deemed to have been given at such time as the notice was officially postmarked, electronically dated or an official receipt issued. In proving such notice it shall be sufficient to prove that the notice was properly addressed and dispatched.

ARTICLE XV - AMENDMENT AND REPEAL OF BYLAWS

Bylaws of the Federation may be amended or repealed by an affirmative vote of at least two-thirds (2/3) of the Provincial/Territorial Associations at a General Meeting, provided that notice of the amendment or repeal has been provided to all delegates with notice of the Meeting. The amendment or repeal shall not be in force nor acted upon until the approval of the Secretary of State, if required, has been obtained.

ARTICLE XVI - DISSOLUTION

In the event of the dissolution of the Federation of Canadian Music Festivals organization, and after payment of all its debts and liabilities, the funds and remaining property (fixed property, movable property and other assets) shall be distributed to one or more qualified donees as described in the Income Tax Act of the Canada Revenue Agency. The Board of Governors shall recommend this distribution at an Annual General Meeting approve.



Judy Urbonas, FCMF President



Barbara Long, FCMF Executive Director