



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
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Article 1 – General

1.01 Definitions

In this bylaw and all other bylaws of the Federation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Federation and "director" means a member of the board;
- d. "bylaw" means this bylaw and any other bylaws of the Federation as amended and which are, from time to time, in force and effect;
- e. "AGM Body" includes the Board and provincial delegates to the Annual General Meeting
- f. "Members" are the affiliated provincial/territorial music festival associations.
- g. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- h. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.03 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 Executive Director of the Federation shall be the custodian of the corporate seal.

1.04 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) signing 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 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, bylaw, or other document of the Federation to be a true copy thereof.

1.05 Fiscal Year End

The fiscal year-end of the Federation shall be determined at an Annual General Meeting.

1.06 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 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 resolution from time to time designate, direct or authorize in the Federation's current Policy and Procedure Manual.

1.07 Annual Financial Statements

Annual financial statements must be sent to members 21-60 days before the annual meeting.

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.

Section 2 – Objectives of the Corporation

The Federation of Canadian Music Festivals, hereafter referred to as the "Federation", shall be carried on without the purpose of gain for its members, and any profits or other accretions to the organization shall be used in furtherance of its objectives.

The Objectives of 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 act as a coordinating body serving local and Provincial Festival Associations, for dispensing information, exchanging ideas and monitoring festival development.

Section 3 – Membership – Matters Requiring Special Resolution

3.00 Classes of Membership

The Federation shall be composed of two classes of members:

Class 1 – Provincial or Territorial Music Festival Associations - Voting

Provincial or Territorial Music Festival Associations whose applications meet the criteria for admission according to the current Policy & Procedure Manual and have received approval at a Meeting of Members.

Class 2 – Local Music Festival Associations - Non-voting

Local Music Festival Associations, in a non-affiliated province, whose applications meet the criteria for admission according to the current Policy & Procedure Manual and have received approval at a Meeting of Members.

3.01 Conditions of Membership

Class 1 – Provincial and Territorial Associations - Voting

- a) A Provincial or Territorial Association may be admitted to the Federation by submitting an approved, written provincial or territorial resolution regarding membership to the Federation Executive Director no later than thirty (30) days prior to a Meeting of Members.
- b) In the absence of a territorial association[s] where there is only ONE eligible festival operating in the area mentioned, that lone festival may affiliate with FCMF.
- c) 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.
- d) Every Provincial and Territorial Association shall adhere to the Federation's Articles of Continuance and Bylaws.

Class 2 – Local Music Festival Associations - Non-voting

- a) Any Local Association, in a non-affiliated province, may be admitted to the Federation by submitting an approved, written resolution regarding membership to the Federation Executive Director no later than thirty (30) days prior to a Meeting of Members.
- b) A Local Association may withdraw from the Federation by submitting an approved, written resolution regarding withdrawal of membership to the Federation Executive Director.
- c) Every member Local Association shall adhere to the Federation's Articles of Continuance and By Laws.

3.02 Affiliation Fee

The affiliation fee paid by Member Associations to the Federation shall be set from time to time by resolution at the Annual General Meeting.

3.03 Privileges of Membership

Class 1 – Provincial and Territorial Associations - Voting

The privileges of membership in the Federation shall be:

- a) To receive a copy of all publications, reports and accounts issued by the Federation;
- b) To have a representative eligible for election to non-officer position on the Board;
- c) To have a representative eligible for election to an Officer position on the Board;
- d) To have a representative[s] eligible for to serve on Federation Task Forces;
- e) To have their recommended competitors eligible to take part in the National Music Festival;
- f) Vote at all Meetings of Members according to the formula outlined below;
 - i. Each Provincial/Territorial Association shall be entitled to name two Delegates.
 - ii. Associations with music entries greater than 9,999 are entitled to an additional Delegate for every 10,000 additional music entries, or portion thereof, to a maximum of 2 additional delegates.

Class 2 – Local Associations – Non-voting

The privileges of membership in the Federation shall be:

- a) To receive a copy of all publications, reports and accounts issued by the Federation;
- b) To have a representative[s] eligible to serve on Federation Task Forces;
- c) To have their recommended competitors take part in a qualifying round to seek recommendation to the National Music Festival

3.04 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held: or
 - b. by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.
- Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Federation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.05 Absentee Voting by Proxy

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a written and signed proxy. The proxy holder must be an eligible delegate.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Federation to change this method of voting by members not in attendance at a meeting of members.

3.06 Special Business

The notice of meeting 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.

Section 4- Meetings of Members

4.00 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.01 The Annual Meeting

The Annual General Meeting shall be held immediately before or after the National Music Festival. It will be presided over by the Chair.

4.02 Calling of a Special General Meeting

A Special General Meeting may be held at the call of the Board, or at the request of 5% of the Provincial/Territorial Festival Associations with 21 days notice by post, email, or other electronic means of communication.

4.03 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, articles, or bylaws 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 resolution of the members.

4.04 Persons Entitled to Vote

Only Delegates shall vote at a General Meeting. A “Delegate” is a person who is

- i. a Director of the Federation, or
- ii. named in writing by a Provincial/Territorial Association to represent it at such meeting.

A Provincial/Territorial 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.

4.05 Chair of the Meeting

The Chair will preside at Meetings of Members. In the event the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.06 Quorum

A quorum is a majority of members, and 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.

4.07 Votes to Govern

Voting is by show of hands or by electronic participation. A member entitled to vote at the meeting can demand a ballot.

4.08 Decision Making

At any meeting of members, questions may be determined by consensus, majority of the votes cast on the question, or two-thirds majority in accordance with the ACT and the Federation's current Policy & Procedure Manual.

In the event of a tie, the Presiding Officer may cast a tie-breaking vote.

4.09 Participation by Electronic Means at Members' Meetings

Participation in a meeting by electronic means is permitted. A meeting may be held entirely by electronic means as long as all participants can communicate adequately with each other.

Section 5- Directors

5.01 Election and Term

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

The board of directors may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed 1/3 of the number of directors elected at the previous annual meetings. The precise number of directors to be appointed in this manner may be fixed by ordinary resolution of the members.

The terms of office for elected Board Officers [Chair, Vice Chair and Past Chair] shall be two-year terms.

The terms for non-officer Board members shall be 2 years, renewable after a 1-year break.

The Presiding Officer shall conduct elections in accordance with the Federation's current P&P.

5.02 Composition of the Board

The Board shall consist of:

- a) Past Chair
- b) Chair
- c) Vice Chair
- d) 3-5 Elected Directors
- e) Treasurer [staff – non-voting]
- f) Executive Director [staff – non-voting]

5.03 Authority of the Directors

Subject to this Act, the articles and any unanimous member agreement, the directors shall manage or supervise the management of the activities and affairs of the Federation.

5.04 Responsibility of the Directors

Directors shall assume their responsibilities at the adjournment of the Annual General Meeting or the close of the National Music Festival, whichever occurs last.

5.05 Remuneration of Directors

- a) Elected Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the organization in another capacity.

- b) If a Director submits an application for an FCMF contract, they shall not be allowed to vote on their own acceptance. In addition, if a Director accepts a contract with FCMF, they must immediately vacate their position as a Director.

6. Indemnification of Directors

The Directors, 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 members sustain or incur 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 Director

- 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 willful neglect or default.

Notwithstanding the above, the Board shall ensure that an adequate Directors and Officers Liability Insurance policy is in effect at all times.

Section 6- Meetings of Directors

6.00 General

The Board 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 who will be absent have signified their consent to such a meeting.

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two directors

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Federation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Federation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic, or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Participation by Electronic Means

Participation in a meeting by electronic means is permitted. A meeting may be held entirely by electronic means as long as all participants can communicate adequately with each other.

6.05 Votes to Govern at Meetings of the Board of Directors

Unless otherwise required by the Act or the articles of the Federation, questions arising at any meeting of the board may be decided by a consensus, or majority vote of the directors, present at the meeting.

In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

The Chair may call for a matter to be voted on if if the matter is deemed to be significant, if the current P&P Manual dictates the nature of the matter requires a vote or if a consensus is not reached within a reasonable time frame

A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting.

6. Quorum

A quorum necessary for the transaction of business shall a majority of the number of directors. All questions shall be decided by a favourable majority vote of those present and voting.

Section 7 – Officers

7.01 Designation of Offices and Election of Officers

The board may designate the offices of the Federation, elect officers on an biannual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Federation.

A director may be appointed to any office of the Federation. An officer may, but need not be, a director unless these bylaws otherwise provide.

Two or more offices may be held by the same person.

7.02 Description of Offices

The Officers of the Board shall be the Chair, Vice Chair, and Past Chair. The Executive Director and Treasurer are contracted positions. As such they are required to attend board meetings with privilege of voice but no vote.

- a) The Chair shall be the Chief Executive Officer of the Federation, shall preside over all General and Board meetings, shall have executive authority to see that all orders and resolutions of the Board 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, a General Meeting, or these Bylaws.
- b) The Vice-Chair, in the absence of the Chair, shall perform the duties of the Chair, and such other duties as may from time to time be assigned by the Board, a General Meeting, or these Bylaws.
- c) 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 or Chair 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.

The duties and responsibilities of Officers shall be in accordance with the Federation's current Policy & Procedure Manual, and the Act.

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 a Meeting of Members.

7.03 Disqualified from Office

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.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Federation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director [if a necessary qualification of appointment] or
- d. such officer's death.

If the office of any officer of the Federation shall be or become vacant, the directors, may, by resolution, appoint a person to fill such vacancy.

Section 8 – Task Forces of the Federation

8.01 Appointment of Task Forces

The Board, or Chair, may from time to time appoint any task force 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 task force may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any task force member may be removed by resolution of the Board.

8.02 Terms of Appointment

The terms of appointment, objectives, and mandate of any task forces of the Federation shall be specified in the current Policy and Procedure Manual of the Federation

Section 9 – Administration

9.01 Policy and Procedure Manual

A Policy and Procedure Manual shall be maintained by the Executive Director with assistance from the Vice Chair, to ensure that the business of the Federation is conducted in an orderly fashion.

9.02 Minutes of Meetings

The minutes of the General Meetings, Board Meetings and all Standing Task Force 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.

Section 10 – Dispute Resolution

10.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Federation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this bylaw.

10.2 Dispute Resolution Mechanism

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 bylaws, 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, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Federation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. 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.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 11 – Notices

11.01 Delivery of Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Federation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.02 Invalidity of Any Provision

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

11.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 12

Amendment and Repeal of Bylaws

Directors make, amend or repeal bylaws, except those requiring two-thirds vote of members. The bylaw, amendment or repeal is effective until the next meeting of members when members confirm, amend, or reject it.

Two-thirds vote of members is needed to make, amend, or repeal bylaw provisions dealing with conditions of membership, notice of meetings to members, transferability of membership, or absentee voting.

Majority vote applies to other bylaw provisions.

The amendment or repeal shall be effective when approved at a Meeting of Members.

Section 13 – 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 shall recommend this distribution at a Meeting of Members for approval.