

A by-law relating generally to the conduct  
of the affairs of  
**MUSIC FOR CHILDREN, CARL ORFF, CANADA, MUSIQUE POUR ENFANTS**  
Manitoba Orff Chapter

**BE IT ENACTED** as a by-law of the Manitoba Orff Chapter as follows:

**1. Definition**

In this by-law and all other by-laws of the Chapter, unless the context otherwise requires:

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Chapter;

"board" means the board of directors of the Chapter and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Chapter as amended and which are, from time to time, in force and effect;

"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;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Chapter that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

**2. Interpretation**

In the interpretation of this by-law, 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Chapter may be signed by any two of its officers or directors. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Chapter to be a true copy thereof.

### **4. Financial Year**

Until changed by the board of directors, the financial year end of the Chapter shall be August 31.

### **5. Banking Arrangements**

The banking business of the Chapter 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 Chapter and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **6. Annual Financial Statements**

The Chapter may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Chapter and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **7. Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation/Chapter, namely, Ordinary members and Library members. The board of directors of the Corporation/Chapter may, by resolution, approve the admission of the members of the Corporation/Chapter. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

#### Ordinary Members

- i. Ordinary voting membership shall be available to persons who have applied and have been accepted for Ordinary voting membership in the Corporation/Chapter.
- ii. The term of membership of a Ordinary voting member shall be annual, subject to renewal in accordance with the policies of the Corporation/Chapter.
- iii. As set out in the articles, each Ordinary voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Ordinary voting member shall be entitled to one vote at such meetings.

#### Library Members

- i. Library non-voting membership shall be available to persons who have applied and have been accepted for Library non-voting membership in the Corporation/Chapter.
  - ii. The term of membership of a Library non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation/Chapter.
  - iii. Subject to the Act and the articles, a Library non-voting member shall be entitled to receive notice of, but shall not be entitled to attend or vote at, meetings of the members of the Corporation/Chapter.
- Pursuant to subsection 197(1) (Fundamental Change) of the Act, 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)(e), (h), (l) or (m).

## **8. Notice of Members' Meeting**

Notice of the time and place of a meeting of members (AGM) shall be given to each member entitled to receive notice of or to vote at the meeting by any combination of the following means:

- a. in the case of the Chapter having more than 250 members, by publication
  - i. at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the Chapter reside as shown by their addresses in the register of members, or
  - ii. at least once in a publication of the Chapter that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held;
- b. by mail, courier or personal delivery to any member entitled to receive notice of or to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- c. by telephonic, electronic or other communication facility to any member entitled to receive notice of or to vote at the meeting, during a period of 21 to 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 by-laws of the Chapter to change the manner of giving notice to members entitled to vote at a meeting of members.

## **9. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

## **10. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one calendar month of the membership renewal date the members in default shall automatically cease to be members of the Chapter and Corporation.

The board of directors may set different amounts of dues between classes of members and for subclasses of members within any class of members. Identifying a subclass of members for the

purpose of setting dues does not make that subclass a separate “class” or “group” under the Act or the articles.

### **11. Termination of Membership**

A membership in the Chapter and Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Chapter or Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

### **12. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Chapter and Corporation, automatically cease to exist.

### **13. Discipline of Members**

The board shall have authority to suspend or expel any member from the Chapter or Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Chapter or Corporation;
- b. carrying out any conduct which may be detrimental to the Chapter or Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Chapter or Corporation.

If the board determines that a member should be expelled or suspended from membership in the Chapter/Corporation, the president, or such other officer as may be designated by the board, shall provide 20 days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Chapter/Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

#### **14. Proposals Nominating Directors at Annual Members' Meetings**

The Past-President and members of the executive shall act as the nominating committee. The Past-President's duty, as chairperson of this committee, shall be to present a slate of one or more persons for each of the designated offices and positions of the executive. This slate is to be presented to the membership at the Annual General Meeting.

The nominating committee shall advertise at least 21 days prior to the Annual General Meeting, any known vacancy of offices and/or positions on the executive.

At the Annual General Meeting, nominations will be accepted from the floor. At the Annual General Meeting the general membership shall approve positions on the executive. If necessary, an election shall be conducted by casual ballot

The nominating committee shall appoint people to act as tellers as needed.

Any individual member shall be eligible for election to the executive board upon being nominated by a member in good standing.

No corporate member may be eligible for election to the executive.

Any single vacancy occurring by reason of any event other than expiration of term shall be filled by the executive.

Any member of the executive shall be relieved of his/her duties if:

- a. he/she delivers a written resignation to the President of the chapter.
- b. his/her conduct is considered unethical by a majority of the executive members.
- c. he/she is unable to perform his/her duties as assigned by the executive.

#### **15. 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.

#### **16. Persons Entitled to be Present at Members' Meetings**

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 Chapter and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Chapter 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.

#### **17. Chair of Members' Meetings**

In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

## **18. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be seven members entitled to vote at the meeting. 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.

## **19. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **20. No Participation by Electronic Means at Members' Meetings**

Participation (meaning voting) at meetings of members (AGM) may not be by telephonic, electronic or other communication facility.

## **21. Members' Meeting Not to be Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

## **22. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three or such larger minimum number specified in the articles, at least two of whom are not officers or employees of the Corporation or its affiliates.

The board shall consist of 16 directors total. The board should at least consist of a minimum of 3 board directors and a maximum of 18 board members.

## **23. Term of Office of Directors**

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.

## **24. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the president of the board, the vice-president of the board or any two directors at any time. If the Chapter has only one director, that director may call and constitute a meeting.

## **25. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Chapter not less than 14 days before the time when the meeting is to be held. 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 by-law 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.

## **26. 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.

The board of directors shall meet a minimum of 4 times a year. The quorum of the board meeting shall be seven.

## **27. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not be entitled to vote, except in order to break a tied vote.

## **28. Committees of the Board of Directors**

The board 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 directors.

## **29. Appointment of Officers**

Subject to these by-laws, the board may designate the offices of the Chapter, appoint officers on a biennial (two-year), annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Chapter. A director may be appointed to any office of the Chapter. An officer may but need not be a director unless these by-laws otherwise provide. Two or more offices may be held by the same person. Two or more directors may hold the same office.

Unless approved by a resolution passed by a two-third majority of the board, a person shall not be permitted to serve in any one office for more than two consecutive biennial terms; however,

nothing prevents such person from being re-appointed to that office after having been out of that office for at least one year.

### **30. Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Chapter, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

**President** – The president, if one is to be appointed, shall be a director. The president, when present, preside at all meetings of the board of directors and of the members. The president shall be the chief executive officer of the Chapter and shall be responsible for implementing the strategic plans and policies of the Chapter and orders and resolutions of the board. The president shall, subject to the authority of the board, have general supervision of the affairs of the Chapter. The president shall have such other duties and powers as the board may specify.

**Vice President** – The vice president, if one is to be appointed, shall be a director. If the president is absent or is unable or refuses to act, the first vice president, if any, shall, when present, preside at all meetings of the board of directors and of the members. The first vice president shall have such other duties and powers as the board may specify.

The Vice-President shall in the absence or inability of the President, perform the duties and exercise the powers of the President and shall perform other such duties from time to time as determined by the board.

**Past President** - The past president, if one is appointed, shall be the person who held the office of president immediately before the current president. The past president has such powers and duties as the board may specify.

**Recording Secretary** – The recording secretary, if one is appointed, shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Chapter's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Chapter.

**Treasurer** –The treasurer, if one is appointed, shall have custody of the funds and securities of the Chapter; keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Chapter in books belonging to the Chapter; deposit all monies, securities and other valuable effects in the name and to the credit of the Chapter in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time; disburse funds of the Chapter as may be directed by proper authority; and render to the president and the board whenever either may require, an accounting of all transactions and a statement of the financial position of the Chapter. The treasurer shall have such other powers and duties as the board may specify.

**Membership Secretary** - The membership secretary, if one is appointed, shall be responsible for maintaining the register of members of the Chapter. The membership secretary shall have such other powers and duties as the board may specify.



**Archivist** - The archivist, if one is appointed, shall be responsible for preserving, organizing and maintaining non-financial historical records, music, papers, training materials, reference library, and research of the Chapter. The archivist shall have such other powers and duties as the board may specify.

**Communications Co-ordinator** - The communications co-ordinator, if one is appointed, shall be responsible for overseeing the operations of any communications published (electronically or otherwise) by the Chapter. The communications co-ordinator shall have such other powers and duties as the board may specify.

**Technology Officer** - The technology officer, if one is appointed, shall be responsible for overseeing the operations of all websites and other online activities of the Chapter. The technology officer shall have such other powers and duties as the board may specify.

**Advocacy Chair** - The advocacy chair, if one is appointed, shall be responsible for connecting with chapters and the larger music community to advocate for the Chapter. The advocacy chair shall have such other powers and duties as the board may specify.

**Program Chairperson** – The program chairperson, if one is appointed, shall be responsible for connecting with potential presenters for Chapter workshops throughout the year. The program chairperson shall have such other powers and duties as the board may specify.

**Workshop Co-ordinator** – The workshop co-ordinator, if one is appointed, shall be responsible for registration and co-ordination of all workshop presented by the Chapter. The workshop co-ordinator shall have such other powers and duties as the board may specify.

**Members-at-Large** – The members-at-large, if one is appointed, shall be responsible for co-ordinating all breaks during Chapter workshops. The members-at-large shall have such other powers and duties as the board may specify.

**Children's Day Chair** – The children's day chair, if one is appointed, shall be responsible for co-ordinating the Chapter's children's day event. The children's day chair shall have such other powers and duties as the board may specify.

The powers and duties of all other officers of the Chapter shall be such as the terms of their engagement call for or the board 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.

### **31. 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 Chapter. 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),
- d. where the officer was appointed for a biennial term, upon such officer, if a director (whether or not being a director was a necessary qualification of appointment), ceasing to be a director by reason of expiry of that person's two year term as director (that is, where an officer is also a director and is appointed for a biennial (two-year) term as an

officer, that person's biennial appointment as an officer is to be co-extensive with that person's term as a director), or  
e. such officer's death.

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

### **32. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws 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 Chapter or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Chapter in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 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 by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Chapter to any notice or other document to be given by the Chapter may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **33. Invalidity of any Provisions of this By-law**

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.

### **34. 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 by-laws 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.

### **35. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **36. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation 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:

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.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

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 Corporation 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.

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.

### **37. Chapter By-laws**

Chapters of Carl Orff Canada – Music for Children Musique pour enfants may adopt by-laws for their own local government provided they are in accord with the constitution and by-laws of Carl Orff Canada. Chapters are required to submit by-laws for approval to the national board of directors annually by June 30 even if no changes have been made. All chapter members should be given a copy and become familiar with chapter by-laws and all chapter business should be conducted in compliance with said by-laws.

### **38. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Chapter. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.