



Saskatchewan Music Festival Association

CONSTITUTION

Revised
NOVEMBER, 2010

RESOLUTION NUMBER 1

The original declaration of the incorporators dated February 27, 1930, as amended on September 29, 1954, further amended on September 25, 1964, further amended on September 13, 1967, updated 1995, further amended October 25, 2003 is rescinded and the following shall be substituted therefore, which shall be referred to as

THE APPLICATION OF THE SASKATCHEWAN MUSIC FESTIVAL ASSOCIATION

1. NAME

The corporate name of the Association is "Saskatchewan Music Festival Association Inc.", which is hereinafter referred to as "the Provincial Association".

2. MISSION STATEMENT

The purpose and objective of the Provincial Association is to promote excellence in music and speech arts by providing performance and educational opportunities through competitive music festivals in the Province of Saskatchewan.

3. VISION

A world that appreciates music; provides excellence in music performance and educational opportunities for students and teachers; producing well rounded individuals with positive life and performance skills.

4. PLACE OF ACTIVITY

The places where the operations of the Provincial Association are to be chiefly carried on, are at various cities and towns throughout the Province of Saskatchewan where local festivals are to be held, and the principal business office of the Association will be situated at the office of the Executive Director of the Association as from time to time determined by the Directors, and which is currently located, in the city of Regina aforesaid.

5. MEMBERSHIP

a) Classes of Members

The **membership** in the Provincial Association shall consist of the following:

***i.* District Festival Associations**

Every District Festival Association shall be a corporate member of the Provincial Association when approved by the Directors of the Provincial Association. A District Festival Association of this instrument of incorporation, and upon compliance therewith, and with any amendment or amendments thereof and of the By-Laws of the Provincial Association as amended, and as applicable, such District Festival Association shall be a member of the Provincial Association.

***ii.* Representative Organizations**

Such members shall be the Saskatchewan Department of Learning (SK Learning), the Saskatchewan Registered Music Teachers' Association, Saskatchewan Band Association, Saskatchewan Choral Federation, Saskatchewan Music Educators' Association, Saskatchewan Orchestral Association, and such other organizations as, from time to time, may be approved and admitted to membership by the Directors.

***iii.* Honorary**

Honorary individual memberships may be conferred from time to time, for such period or periods of time as may be deemed advisable by the Association in general meeting assembled or by the Directors.

b) Dues/Affiliation Fees

The members of each class of membership shall pay annual dues/affiliation fees in such amount or amounts as may be determined by the Association in annual meeting, or by the Directors; provided that, if in any year, dues/affiliation fees are fixed by the Board of Directors, such action shall be reported to the next annual meeting of the Association for approval by the members of the Association.

c) Changes in Classes

The classes of membership may be altered at an annual meeting of the Provincial Association.

6. VOTING

a) Classes of Members Voting

The voting rights of members at the Annual General Meeting (AGM) shall be as follows:

i. District Festival Associations:

Each District Festival Association having:

- a) less than 150 entries in all classes published in the District Festival's Official program for the District Festival immediately preceding the AGM of the Association - shall be entitled to send one official delegate to the AGM, and shall be entitled to one vote
- b) a minimum of 150 entries and less than 300 entries - shall be entitled to send two official delegates to the AGM, each of whom shall be entitled to one vote
- c) 300 entries or more - shall be entitled to send three official delegates to the AGM, each of whom shall be entitled to one vote

ii. Representative Organizations

One vote each.

iii. Provincial Association Board of Directors

With the exception of the President, each member of the Board of the Provincial Association holding such office at the time of any meeting shall be entitled to one vote. The President or Officer presiding shall have a deciding vote in the event of any voting tie. The President or Chair can vote freely in written ballots.

b) Exercising of Votes

All voting rights and powers shall be exercised by the official delegate or delegates duly accredited by the member.

c) Amending Voting Rights

The voting rights of each class of members may be altered at an annual meeting of the Provincial Association.

d) Additional Voting Rights When Delegates Elected to Board of Directors

Any official delegate from a District Festival Association to the AGM of the Provincial Association is eligible to serve on the Board of the Provincial Association. When an official delegate of a District Festival Association is elected to the Board of the Provincial Association, the number of delegates representing a District Festival Association and the number of vote shall remain as set out in sub-paragraph (a) of this Paragraph 6.

7. PATRONS AND HONORARY OFFICERS

The Patrons and Honorary Officers of the Provincial Association shall be:

a) Honorary Patrons

The Lieutenant Governor of Saskatchewan

The Premier of Saskatchewan

b) Honorary Presidents

The President of the University of Saskatchewan and the President of the University of Regina, together with such other Honorary Officers as may be named at the annual meeting of the Provincial Association, who shall hold office for the duration of his/her term.

8. BOARD OF DIRECTORS

Definition of Executive Committee

A committee appointed or elected by the board of directors or by the general membership to deal with everyday matters within the guidelines established by the membership. (Reference: *Procedures for Meetings and Organization*. Kerr and King)

- a) That the Board of Directors shall consist of ten (10) persons: one Executive Director (ex-officio) and nine (9) elected members. From within the Board, the Executive Committee shall be comprised of President, First Vice President, Second Vice President, Immediate Past President, the Executive Director and an ad hoc member appointed by the Executive Committee as the need arises.
- b) The Provincial Association in annual meeting may provide for such other officer or officers as may from time to time be determined.

- c) When an elected director has served the three year period, he/she will not be eligible for re-election as a director until at least one year has elapsed; however, he/she is eligible for election to a presidential category at any time during this three year term. An officer in a presidential category may be elected for a further two-year term, as deemed necessary. Anyone appointed as a replacement for one or two years is eligible to stand for office in the following year.
- d) The President shall appoint the chair of all committees from within the Board of Directors; the chair may choose committee members.

9. ELECTION AND APPOINTMENT OF OFFICERS

- a) The Board of Directors shall be elected from among the official delegates present at the annual meeting of the Provincial Association. The Executive Committee shall be elected from among the Board of Directors. The President, First Vice President, Second Vice President and Past President will each serve a two-year term of office, whereas the five (5) directors shall serve three year terms. All elected officers shall assume office immediately upon election.
- b) The Executive Director shall be appointed by the Board of Directors after the position has been duly advertised. The applications will be sent to the President of the Saskatchewan Music Festival Association and an ad hoc "search committee" for review and interviewing of potential candidates. The committee will then bring the suitable application(s) before the Board for approval and final vote. He/she shall become an employee of the Provincial Association upon such terms and conditions as to salary and other compensation as agreed upon by the Board of Directors and Executive Director.

c) The Executive Director shall be an ex officio member of the Board of Directors. S/he shall perform the functions of secretary and treasurer of the Provincial Association, and shall carry on the business and operations of the Provincial Association for and on behalf of the Association in accordance with the Executive Director's position specification. The Executive Director will be evaluated yearly by the President and two (2) Vice Presidents with input from the Board Directors.

10. NOTICES

The place to which communications and notices may be sent and at which process may be served is the office of the Executive Director of the Provincial Association.

11. ALLOCATION OF FUNDS

The activities of the Provincial Association shall not be carried on with the view to financial profit; all revenues of the Provincial Association shall be held and/or for the advancement of its objects and no part thereof shall endure to the benefit of any individual, nor shall any portion be distributed as dividends.

12. CONTROL AND MANAGEMENT

The control and conduct of the general affairs, and the use and disbursement of monies and property of the Provincial Association shall vest in and be exercised by the Directors, subject only to the provisions hereof, the By-Laws of the Provincial Association and such direction as may be given at any annual meeting of the Provincial Association. The Directors shall submit a full and complete report to each annual meeting.

13. AMENDMENTS

Notwithstanding anything herein before contained no change, amendment, alteration or otherwise of any provision hereof, including any change in classes of membership or voting-rights, shall be made, save on Notice of Motion given to the Executive Director no later than four weeks prior to the AGM. Notice of Motion may be given by any member or by resolution of the Directors. The Executive Director shall advise each member prior to the Annual Meeting of all Notices of Motion so received by him/her.

14. SEAL

The Executive Director shall, upon resolution passed by the Directors have authority to affix the corporate seal of the Provincial Association to all deeds, contracts, certificates and other documents for and on behalf of the said Association.

15. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event that the Provincial Association should cease to carry out its objects, and on approval given at an annual meeting, or other meeting of the Provincial Association, called for such purpose, the Directors shall proceed to wind up the Provincial Association, and after paying all debts and obligations of the Provincial Association shall pay or turn over all monies and assets of the Provincial Association to the Department of Music of the University of Saskatchewan and the Department of Music of the University of Regina equally, in trust for the development and furtherance of music and education in music, within the Province of Saskatchewan, all on terms as may be settled and agreed upon by the Directors and the University of Saskatchewan and the University of Regina.

RESOLUTION NUMBER II

The original By-Laws of the Saskatchewan Music Festival Association as filed with the Registrar upon incorporation in the year 1930 are hereby rescinded, and the following shall be substituted therefore:

SASKATCHEWAN MUSIC FESTIVAL ASSOCIATION INC.

BY-LAWS

1. MEETINGS

- a)** The Annual General Meeting (AGM) of the Provincial Association shall be held in such place in the Province of Saskatchewan, and on such date, not later than November 30th in each year, as may be determined by the Directors.
- b)** Special meetings of the Provincial Association may be called by the President, or by resolution of the Directors at any time and may be held at any place in the Province of Saskatchewan upon the requisition in writing of five (5) members, the President shall call a special meeting to be held within thirty days of receipt of said request.
- c)** Not less than ten days' written notice of an annual or special meeting shall be given to all members of the Provincial Association.
- d)** The quorum necessary for an annual or special meeting of the Provincial Association shall be fifteen official delegates.
- e)** A director may, if all the directors of the Association consent, participate in a meeting of directors by telephone or other communication facilities permitting all persons are able to hear each other. A director participating by such means is deemed to be present at that meeting.

2. BOARD OF DIRECTORS

- a)** The Board of the Provincial Association may make rules governing its own procedure, and for the calling and holding of its meetings.
- b)** Voting delegates attending the Annual Meeting of the Federation of Canadian Music Festivals may consist of the President, the immediate Past President, the First Vice President, the Second Vice President and the Executive Director. In the event that one or more of these officers are not able to attend, members of the Board may be named by the President as substitute delegates in their place or the vote(s) can be exercised by proxy.

3. FESTIVALS

a) District and Provincial Competitions

i. District Festivals

District Festivals or competitions may be held each year in such places within the Province of Saskatchewan as the Board of Directors may determine. Each festival shall be under the control of the District Festival Association operating in or for the city or town (and its environs) in which the District Festival is to be held, subject to these By-Laws and general provisions adopted by the Provincial Association Board of Directors. Each District Festival shall be subject to the general supervision by the Executive Director, or otherwise, as the Directors may determine.

ii. Provincial Festival

The location of the Provincial Festival Final Competitions will be determined by the Board of Directors.

iii. Program

The program for each festival shall be in accordance with the current syllabus and annual directory as determined and approved by the Provincial Directors.

iv. Management

The management and control of each District Festival shall be vested in the District Festival Association, but subject to the directives and rulings from time to time made or given to the District Festival Association by the Provincial Directors, and subject also to such supervision by the Executive Director or other duly designated officer of the Provincial Association as the Provincial Directors may determine.

4. SYLLABUS & DIRECTORY

a) It shall be the duty of the Executive Director, in cooperation with the Syllabus chair, to compile and publish a three (3) year syllabus and an annual directory.

i. The syllabus shall contain:

- (1) All specified classes for competition at festivals, as approved by the Provincial Board of Directors.
- (2) The maximum entry fee for each class approved by the Provincial Board of Directors.
- (3) The titles of the music to be performed in each test class.

ii. The directory shall contain:

- (1) The rules and regulations applicable to the promotion and administration of festivals and all requisite information appertaining thereto.
- (2) All information in such detail as may be necessary concerning each Festival District, the dates and places of festivals, entry fees, awards/ scholarships and participating officers of the District Festival Association.
- (3) Officers of the Provincial Association and all other information and data that may be deemed necessary or advisable.

b) Copies of the syllabus and directory shall be made available to all Festival District Associations.

5. FISCAL YEAR

The fiscal year of the Provincial Association shall end on July 31st of each year; and of each District Festival Association shall end on June 30th of each year.

6. AUDIT

The books of the Provincial Association shall be audited each year by a chartered accountant appointed by the Provincial Executive, and a report of such audit shall be submitted to the annual meeting of the Association for consideration and review.

7. SIGNING AUTHORITY

The Executive Director and one of the following: President, First Vice President, Second Vice President or Past President shall be empowered to be the signing officers for the organization.

8. DISTRICT FESTIVAL ASSOCIATIONS

Each District Festival Association whether heretofore or hereinafter established, shall comply, inter alia (among other things), with the following provisions of these By-Laws:

- a) The objects and purposes of a District Festival Association shall, within the geographic area for which it has been established, be the same as the objects and purposes of the Provincial Association.
- b) A District Festival Association may hold festivals under the direction of the Board of the Provincial Association. The program of a festival shall consist of such competitions as are provided for in the syllabus, and of other performances as may be approved by the Provincial Directors.
- c) The members of a District Festival Association shall consist of:
 - i. Active Members, being all persons competing in the annual Festival sponsored by the District Festival Association and who pay the prescribed fee.
 - ii. Associate Members, being all persons resident in the geographic area approved by the District Festival Association Executive and the Provincial Executive for membership, and who pay the fee prescribed by the District Festival Association Executive for associate members.
 - iii. Sustaining Members, being all persons resident in the geographic area approved by the District Festival Association Executive for membership and who pay the fee prescribed by the District Festival Association Executive for sustaining members.
 - iv. Patrons. A District Festival Association may solicit the support of patrons, and may, at its discretion, extend membership to such persons who contribute such minimum sum as the District Festival Association may deem appropriate and prescribe for such patrons.

d) Officers

- i. The officers of a District Festival Association shall consist of a, President, one or two Vice Presidents, immediate Past President (as the Association may determine) and Secretary-Treasurer, or a Secretary and a Treasurer. The President and the Vice Presidents shall be elected at the annual meeting of the District Festival Association. The Secretary-Treasurer (or the Secretary and Treasurer) may also be elected at such annual meeting, or may be appointed by the District Festival Association Executive.
- ii. Honorary Officers may be elected at any annual meeting of the District Festival Association.

e) Executive

The executive of each District Festival Association shall consist of its Officers (other than Honorary) and at least three Directors to be elected at the Annual meeting of the Association together with the immediate Past President and the Secretary-Treasurer. The Officers and Directors shall take office on July 1st in each year and shall remain in office for a term of one year, or until their successors are elected. Any vacancy occurring in the Executive prior to an annual meeting may be filled by the Executive. Five members shall constitute a quorum at Executive meetings. The conduct of the business and affairs of the District Festival Association shall be vested in, and be carried out by its Executive, subject to directions given at any annual or other duly constituted meeting of the District Festival Association.

f) Meetings

- i.** The annual meeting of the District Festival Association shall be held by September 30th.
- ii.** The District Festival Association Executive shall meet at the call of its President, or in accordance with the rules adopted by it for the purpose of governing its procedure.
- iii.** Extraordinary general meetings of the District Festival Association shall be called at the direction of the District Festival Association Executive or upon the written request of seven members directed to the Executive or a member thereof.
- iv.** Notice calling an annual meeting shall be published as may be determined by the Executive.

g) Dues/Affiliation Fees and Audit

- i.** Each District shall pay to the Provincial Association such annual dues/affiliation fees as may be fixed by the Provincial Board of Directors. Such dues/affiliation fees shall be paid not later than the end of the fiscal year (June 30th) in which the same became payable.
- ii.** The District Festival Association Executive shall provide an annual audit or Financial Report of its books and accounts. The Audit/Financial Report shall be submitted to the Executive Director of the Provincial Association by September 30th.
- iii.** All funds of a District Festival Association shall be deposited in its name in a chartered bank or Trust Company, and all accounts payable shall be paid upon approval of the District Festival Association Executive.

h) Dissolution

In the event that a District Festival Association ceases operation or becomes inactive for a period of two consecutive years or more, all funds of such District

Festival Association shall be transferred to the Provincial Association. The President and Executive Director of the Provincial Association are constituted signing officers for the District Festival Association which ceases to operate for the purpose of affecting such transfer of funds, if other signing authorities of the inactive District Festival Association are not available or refuse to act. Upon receipt of such funds, the Provincial Association shall hold the same in trust for a period of five years, and if said District Festival Association is not reinstated within said five year period, then said funds shall thereupon become the funds of the Provincial Association.

9. Amendments to By-Laws

These By-Laws may be amended by special resolution of any AGM of the Provincial Association, provided that Notice of Motion to amend with particulars of the proposed amendment is submitted in writing to the Executive Director not later than four weeks prior to the AGM. The Executive Director shall inform each District Festival Association of the proposed Amendment. Amendment shall require a two-thirds majority vote of all delegates present and entitled to vote and shall, subject to such approval, become effective upon being filed with the Registrar of the Non-profit Corporations of Saskatchewan.

DATED at Saskatoon in the Province of Saskatchewan, this 6th day of November, 2010.

Theresa E. Brust

President

Jay M. McLaughlin - Burton

Executive Director

Carol Donhauser

Executive Director

CERTIFICATE

I, CAROL A. DONHAUSER, of the City of Regina, in the Province of Saskatchewan, Executive Director of the Saskatchewan Music Festival Association Inc. do HEREBY CERTIFY that the foregoing By-Laws were regularly passed, adopted and approved at an Annual Meeting of the said Association regularly convened and held in Saskatoon, in the Province of Saskatchewan on the 6th day of November

DATED at Saskatoon in the Province of Saskatchewan this 6th day of November, 2010

Carol Donhauser

Carol A. Donhauser, Executive Director

Saskatchewan Music Festival Association Inc.