

NEW BRUNSWICK CHORAL FEDERATION INC.
BY – LAW NO. 1
BEING THE GENERAL BY – LAWS OF THE CORPORATION

1. HEAD OFFICE

The Head Office of the Corporation shall be at the City of Fredericton, in the Province of New Brunswick.

1. SEAL

The Seal, an impression of which appears in the margin hereof, shall be the common corporate Seal of the Corporation.

The Seal of the Corporation shall not be affixed to any instrument except by authority of the Board and whenever so used it shall be authenticated by the signature of the President or President Elect and Secretary or Treasurer.

3. MEMBERSHIP

1. Application for membership in any category of the Corporation shall be made in writing to the Executive Director.

3.2 There shall be three (3) classes of membership in the Corporation as follows:

- Individual
- Group
- Patron

3.3 Individual Membership

There shall be three (3) classes of Individual Membership:

- i) Active Members are individuals engaged in any facet of choral music. Active members may vote at general, special and annual meetings and hold office in the Corporation.
- ii) Student Members are individuals enrolled in any educational institute and who are engaged in any facet of choral music. Student members may vote at general, special and annual meetings and hold office in the Corporation.
- iii) Retired Members are individuals who have obtained retirement status. Retired members may vote at general, special and annual meetings and hold office in the Corporation.

3.4 Group Membership

There shall be two (2) classes of Group Membership:

- i) Choir, which includes school, church, community, university, industry or any organized choir. Each choir group shall appoint two (2) representatives who may vote at general, special and annual meetings and may hold office in the Corporation.
- ii) Institutional which includes music departments, school districts, libraries and other professional organizations. Institutional members may not vote nor hold office in the Corporation.

3.5 Patron Members

The Board may admit as Patron Members an individual or group which wishes to make a donation for endowment, research or a specific activity or a general purpose. Patron Members may not vote at meetings or hold office in the Corporation.

3.6 Withdrawal of Membership

Any member may withdraw from the Corporation by giving written notice of withdrawal to the Executive Director.

3.7 Membership Dues

Membership dues may only be levied if

- a. authorized by a majority of the Board, and
- b. ratified by a majority of the members eligible to vote present at an annual general meeting. No fees may be levied against a Patron Member.

4. DIRECTORS

4.1 The Affairs of the Corporation shall be managed by a Board of at least five (5) elected members and not more than ten (10) elected members, the Executive Director (ex officio) and the Treasurer.

4.2 Whenever possible, the Board shall represent the geographical areas of the Province.

4.3 The Board shall be elected at the Annual General Meeting of the Corporation and shall hold office until the second annual meeting after election to office and until his/her successor has been elected. A Director is eligible for election for two terms and thereafter is not eligible until one year has elapsed from the date of his/her retirement.

4.4 All acts done bona fide by any meeting of the Board or by any Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Board, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

4.5 Where a vacancy occurs on the Board which leaves an area without representation, the Board may appoint a qualified member from that area to sit until the next Annual General Meeting.

4.6 The Board shall have full power and authority in all things to manage and control the affairs of the Corporation and may make such rules and regulations, not contrary to the law or the by-laws, as they deem necessary for such management and control.

5. MEETINGS OF DIRECTORS

5.1 Meetings of the Board shall be held in a location and on such date and time determined by the Board. Meetings may be called by the President, Vice President, Secretary or any two Directors.

5.2 The Board shall meet at least twice a year, in the spring and in the fall.

5.3 Notice. Notice of all meetings of the Board shall be provided to each member of the Board in writing and shall specify the time and place of such meeting. This notice shall be provided no less than ten (10) days prior to the meeting taking place.

5.4 The accidental omission to give notice of any meetings or the non-receipt of a notice by any Director shall not invalidate any resolution passed or any proceedings taken or any business transacted at any meeting of the Board.

5.5 Quorum. A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths (2/5) of the number of members of the Board.

5.6 If less than a quorum shall be in attendance at the time for which any meeting of the Board shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding

such meeting, be adjourned by the directors present without any notice other than by announcement. The meeting shall then be rescheduled at an appropriate date and time.

5.7 Any meeting of the Board at which a quorum is present may also be adjourned in a like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted if the meeting had been held as originally called.

5.8 Voting. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, in addition to this original vote, the Chair has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or a Director.

5.9 Remuneration of Directors. The Directors of the Corporation shall serve without remuneration.

6. MEETINGS OF MEMBERS

6.1 Annual Meeting. Annual Meeting. The Annual Meeting of the members shall be held at a location and on such date and time as determined by the Board, but in any event shall take place within six months of the end of the Corporation's fiscal year. At the Annual Meeting there shall be presented to the members a report of the Board of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the election of Directors will occur and such other information or reports relating to the affairs of the Corporation as the Board may determine.

6.2 Notice. Notice of the time, date and place of meetings of members and the general nature of the business to be transacted shall be given in writing at least ten (10) days before the date of the meeting to all members of the Corporation.

6.3 Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken or any business transacted at any meeting of the members.

6.4 Quorum. The smallest number larger than ten percent (10%) of the members entitled to vote constitutes a quorum of members for the transaction of business.

6.5 Adjournment. The President, with the consent of any meeting of members, may adjourn the same and no notice of adjournment need be given to the members.

6.6 If less than the quorum required for the transaction of business shall be in attendance at the time for which any meeting of members shall have been called the meeting may, after a lapse of fifteen (15) minutes, from the time of the holding of the meeting, be adjourned without any notice other than by announcement at the meeting.

6.7 At any adjourned meeting at which a quorum shall attend, any business may be dealt with which might have been dealt with in accordance with the notice calling the same.

6.8 Voting. Questions arising at any meeting of the members shall be decided by a majority of votes thereon. In the case of an equality of votes, in addition to this original vote, the Chair has a second or casting vote.

6.9 Show of Hands. At a meeting of members every question shall be decided by a show of hands unless a poll or a secret ballot is requested by any member entitled to vote. Upon a show of hands, every member entitled to vote shall have one vote.

7. BOARD COMPOSITION

7.1 Composition of the Board

The Board shall consist of:

- President

The President shall, when present, preside at all meetings of the Board and members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his/her signature, and have other powers and duties as may be prescribed by the Board or incident to this office.

The President does not vote, with the exception of deciding a tie vote.

- Vice President

In the absence of the President his/her duties shall devolve upon the Vice President and he/she shall also have such other powers and duties as may from time to time be assigned to him/her by the Board. The Vice President is a voting member of the Board.

- Secretary

The Secretary shall keep minutes of all meetings of the Board and of the members of the Corporation, shall have the minute book of the Corporation, shall sign all instruments requiring his/her signature, and have other powers and duties as may be prescribed by the Board or incident to this office. The Secretary is a voting member of the Board.

- Treasurer

The Board shall appoint the Treasurer. The Treasurer shall have the care and custody of the funds and securities of the Corporation, shall ensure that proper banking and safekeeping arrangements are maintained, shall perform all duties incident to his/her office and shall have other powers and duties as may be prescribed by the Board or incident to this office. He/she shall at all reasonable times exhibit his/her books and accounts to any Director upon request, providing the request has been approved by the Board. The Treasurer is a voting member of the Board.

- Directors: In order to maintain a Board composed of between five (5) and ten (10) members, in addition to the above Executive positions, not fewer than one (1) and not more than six (6) other Directors are to be elected. All Directors are voting members of the Board, with the exception of the President when acting as meeting Chair.

- Executive Director

The Board may employ an Executive Director who shall hold office at the pleasure of the Board. In addition to any duties or responsibilities imposed or any directions given the Executive Director shall issue notice of all meetings required by these by-laws, maintain the Corporation register and have custody of the Corporation seal and shall sign all instruments requiring his/her signature.

The Executive Director shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation. The Executive Director is not a voting member of the Board.

- Past President

The position of Past President is a courtesy position. The Past President shall be the Chair of the Nominating Committee. The Past President may not vote at meetings of the Board.

7.2 Executive

The Executive of the Board shall consist of:

- President

- Vice President

-Treasurer

- Secretary

- Executive Director (ex officio)

7.3 Terms of Office

Directors other than the Treasurer may not be appointed for more than two consecutive terms.

- Incoming Directors shall be elected by the general membership at the Annual General Meeting for a term of two years;
- Automatic succession shall occur from Vice President to President.
- No elected member (with the exception of the Treasurer) shall serve more than two (2) consecutive terms in any one office.
- The Treasurer shall be appointed annually, at the discretion of the Board.

7.4 Vacancies. When an executive position becomes vacant subsequent to an annual meeting, the Executive may appoint a member to fill the vacancy for the balance of the retiring member's term.

8. COMMITTEES

The Board may, by resolution, from time to time establish committees to advise and assist the Board in the carrying out of their duties, appoint members and prescribe their duties thereof.

9. BANKING

Cheques, drafts or orders for the payment of money, notes and acceptances and bills of exchange, may be drawn, accepted, endorsed and signed by such officers of the Corporation and in such manner as the Board may from time to time prescribe.

10. DOCUMENTS

Contracts, documents or any instrument in writing requiring the signature of the Corporation may be signed by the President or Vice President and the Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The Board of Directors may from time to time by resolution appoint any other director or directors on behalf of the Corporation to sign specific contracts, documents or instruments in writing or to sign contracts, documents or instruments in writing generally.

11. FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1st and terminate on June 30th each year.

12. AUDITORS

The members may, but shall not be required to, appoint an auditor. The foregoing shall not preclude the Board, where they consider it advisable, from appointing auditors or retaining a chartered accountant or other professional person to examine the financial affairs of the Corporation.

13. BY-LAWS

The Board may enact by-laws relating to the affairs of the Corporation generally and the management, operation and use of its property and premises as they deem expedient, provided that such by-laws, once approved as aforesaid, shall have force and effect only until the next Annual General Meeting of the members of the Corporation, unless earlier confirmed at a special meeting of members, when they shall be confirmed, and in default of such confirmation, such by-laws shall cease to have force and effect.

14. INSPECTION OF RECORDS

Any member may inspect the Corporation register of members and the Corporation's minute book, by-laws, rules and regulations and other official record at any reasonable time upon request.

15. PROTECTION OF DIRECTORS

15.1 Each and every director of the Corporation shall assume office on the express understanding, agreement and condition that every director of the Corporation and his/her heirs, executors, administrators, estate and effects respectively, shall from time to time and at all time be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office.

15.2 No director for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer of or employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties his/her respective office of trust or in relation thereto unless the same shall happen by or through his/her own willful neglect or default.

16. INDEMNITIES TO DIRECTORS AND OTHERS

The Directors of the Corporation are hereby authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation. Any action from time to time taken by the Board under the authority of this by-law shall not require approval or confirmation by members.

17. PROCEDURE

17.1 The signature to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

17.2 A certificate of the Executive Director of the Corporation in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any member, director or officer shall be conclusive evidence thereof and shall be binding on every member, director or officer of the Corporation as the case may be.

Amended and ratified at the Annual General Meeting of the New Brunswick Choral Federation Saturday, October 25, 2025

Amended and ratified at the Annual General Meeting of the New Brunswick Choral Federation Sunday, April 15, 2018

Revised and ratified by members present at The Annual General Meeting of The New Brunswick Choral Federation on March 24, 2007