

# BY-LAWS OF THE NORTH YORK CONCERT ORCHESTRA SOCIETY ("THE SOCIETY")

## 1. MEMBERSHIP OF THE SOCIETY

- a. The Membership Period for membership of the Society is from the 1<sup>st</sup> September to 31<sup>st</sup> August, irrespective of when a person becomes a Member.
- b. No person may become a Member of the Society or renew their Membership without the consent of the Board, such consent to be given by cashing the cheque or by issuing a receipt for cash received in respect of that person's Membership fee.
- c. The right to participate in any particular music activity of the Society shall be at the ongoing discretion of the Board.
- d. By no later than the 15<sup>th</sup> August of each year the Board shall:
  - o Prescribe the membership fee for the next Membership Period.
  - o Issue invitations to existing Members to renew their membership in respect of that period, provided that the Board shall have discretion as to whether or not to issue such an invitation to a particular Member.
- e. A person becomes a Member when he/she has accepted an invitation from the Board to become a Member or to renew his/her membership, by paying his/her membership fee in respect of the applicable Membership Period, and the Board has given its consent in the manner set out in subparagraph 1.b above.
- f. The Board may terminate the membership of a person whose conduct is found harmful to the well-being of the Society.

## 2. MEMBERS' MEETINGS

- a. The Annual General Meeting of Members shall take place in September of each year.
- b. The President shall normally chair the meeting. If the President is absent, the Vice-President shall chair the meeting. If neither of them is present, the Meeting shall elect a chairperson *pro tem*.

- c. At the Annual General Meeting,
  - o The Directors shall present a budget which Members may approve, modify, or reject.
  - o The Board shall present a report summarising the activities of the Society over the past year, its plans for the future, and financial statements.
  - o Members shall elect the Directors for the period ending at the next Annual General Meeting.
- d. The Board may convene a Special Meeting of Members at its discretion.
- e. The Board must convene a Special Meeting of Members within thirty days of being required to do so in writing by a petition signed by at least ten Members, failing which those signing the petition may do so.
- f. Members must be given at least two weeks' written notice of any meeting of Members, stating its date, time, and place, the agenda, and, as far as convenient, the motions to be proposed.
- g. The Board shall be responsible for organising any meeting of Members, including the notices and preparing agendas.
- h. A quorum at a meeting of Members shall be the lesser of one half of the Members or twenty Members.
- i. The chairperson of a meeting of Members may, at his/her discretion, allow a motion to be presented, debated, and voted on even if it has not been given to Members in advance.
- j. Voting at a meeting of Members shall be by simple majority and the chairperson of the meeting shall decide on the mode of voting.

### **3. BOARD OF DIRECTORS**

- a. The Board of Directors ("the Board") shall consist of not fewer than five and not more than eleven Directors.
- b. At least five Directors shall be elected at the Annual General Meeting, including the President, Vice-President, Treasurer and Secretary.

- c. A Director shall serve from the time of his/her election until the next Annual General Meeting of Members.
- d. DELETED
- e. No person may serve as a Director unless he/she is a Member of the Society.
- f. Directors must operate in accordance with the budget approved at the Annual General Meeting of Members as modified at any Special Meetings of Members.
- g. Directors may meet face-to-face, or on the telephone, or by email.
- h. Notices to Directors shall be by email. For this purpose, a Director shall have his/her own email account.
- i. A quorum for a Board meeting shall be a majority of the Directors.
- j. A majority vote shall prevail at Board meetings.
- k. A Director may be removed from office by a two-thirds majority vote at a Special Meeting of Members.
- l. The business of the Society shall be managed by the Board of Directors (“the Board”). Such business shall include, but not be limited to:
  - o Appointment and dismissal of a Music Director and determining his/her terms of engagement or dismissal.
  - o Appointment and dismissal of other personnel and determining their terms of engagement or dismissal.
- m. The Board shall not undertake new activities which go unreasonably beyond the past activities of the Society without first obtaining the consent of Members at a meeting of Members.

- n. All cheques made on behalf of the Society shall be valid only if signed by two directors appointed for this purpose by resolution of the Board. At the beginning of its term of office, the Board shall pass a resolution which creates a list of directors who may sign cheques for payment of amounts payable in the ordinary course of business of the Society within the approved budget and/or duly approved by the Board. The resolution may contain a provision
  - setting out which pairs of directors may sign and which pairs may not sign such cheques
  - stating the maximum amount of any such cheques.The Board may pass resolutions amending this resolution.
- o. In carrying out its duties, the Board may commit the Society to expenditures, including remuneration, only if these are in respect of the ordinary running of the organisation, and provided that they are within the contemplation of the budget or if these are explicitly funded by a grant. The Board shall convene a Special Meeting of Members to obtain authorisation for all other expenditures.
- p. A Director shall not receive any remuneration, directly or indirectly, from the Society. This prohibition also applies to a Director's family member living at home. He/she may, however, be compensated for reasonable legitimate expenses incurred in the course of his/her duties as a Director.
- q. The Board may delegate any of its powers to a Director.
- r. If a vacancy occurs among the directors, the vacancy may be filled until the next annual general meeting by any person duly qualified chosen by a majority of the remaining directors as soon as may be after the vacancy occurs.

#### **4. COMMITTEES**

- a. The Board shall establish committees to assist with the management of the activities of the Society.
- b. There shall be a Nominations Committee which consists of three Members in good standing assigned thereto by the Board. The main duty of this committee is to submit a list of new Directors to the Annual General Meeting for approval.

**5. ACTIVITIES OF THE SOCIETY**

- a. The Society shall organise and operate an Orchestra. Every person playing in the Orchestra must be a Member of the Society unless he/she is a guest artist, is contracted by the Society or is substituting for a Member.
- b. The Society may organise and operate any other music groups in support of the Orchestra and the objectives of the Society. The Board shall have discretion as to whether or not to allow non-Members of the Society to be members of such groups.
- c. The Board is empowered to make rules governing the Orchestra and of the groups, including, but not limited to, such matters as who shall be permitted to play in the Orchestra or be a member of any of the groups, and when such permission may be terminated.

**6. MUSIC DIRECTOR**

- a. The Board shall engage a Music Director.
- b. The Board shall determine the terms and conditions of his/her engagement, including his/her remuneration to the extent that this is provided for in the budget.
- c. The Music Director is not a Director of the Society and shall not be counted in the quorum of a Board meeting.

## HISTORY

AGM Sep 21, 2011 – First passed

AGM Sep 19, 2012 – Clause 3d amended. The clause read “A Director may not be elected for a sixth consecutive term.”

AGM Sep 25, 2013 – Clause 3d deleted. The clause read “A Director may not be elected for a sixth consecutive term unless the Members, at a general meeting at which a person who has already served five or more consecutive terms as a Director is again nominated as a Director candidate, have, by motion duly made and passed, authorized the person’s candidacy.”

AGM Sep 17, 2014 – Clause 3n amended. The clause read “All documents requiring signature, including cheques and other banking documents, shall require the signatures of two of the following: President, Vice-President, Treasurer and Secretary.”

AGM Sep 17, 2014 – Clause 3r added.

AGM Sep 5, 2018 – Clause 3a amended. The clause read “The Board of Directors (“the Board”) shall consist of not fewer than five and not more than nine Directors.”