

PREAMBLE

The Canadian Society for Traditional Music was founded as a result of a resolution by the International Folk Music Council in 1956 to establish a branch of the Council in Canada. In 1957 it became an independent organization with the support of the National Museum through its founding President and initiator, Marius Barbeau, who remained President until his death in 1969. The Society was incorporated in 1966. It was officially affiliated again with the International Council for Traditional Music (formerly the International Folk Music Council) in 1990.

By-Law No. 1

A by-law relating generally to the conduct of the affairs of

CANADIAN SOCIETY FOR TRADITIONAL MUSIC

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, 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 Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation 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 Corporation 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 (2/3) of the votes cast on that resolution.

2. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board, containing the name: CANADIAN SOCIETY FOR TRADITIONAL MUSIC

-- SOCIETE CANADIENNE POUR LES TRADITIONS MUSICALES. If a corporate seal is approved by the board, the president of the Corporation shall be the custodian of the corporate seal.

3. Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two (2) of the Executive Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have power to appoint from time to time an Executive Officer or Officers on behalf of the Society to sign contracts, documents and instruments in writing. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Executive Officer or Officers other than the President appointed by resolution of the Board of Directors.

4. Financial Year

The financial year of the Corporation shall begin on September 1 in each year.

5. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

6. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

7. Membership Conditions

Membership in the Society shall be open to persons and institutions interested in furthering the objects of the Society, upon payment of the membership fee to the Treasurer.

The Society at its Annual General Meeting, or by ballot, may from time to time designate as Honorary President a member of the Society deemed to have made an extraordinary contribution to the Society or its objects. The Honorary President is exempted from the payment of fees.

The Society at its Annual General Meeting, or by ballot, may from time to time designate as Honorary Life Members certain members who are deemed to have made an extraordinary contribution to the Society. The total number of Honorary Life Members at any one time shall not exceed four (4). Such Honorary Life Members are exempted from the payment of fees.

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. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Notice of Members Meeting

At least twenty-one (21) days prior to any Annual General Meeting of the Society written notice of the meeting shall be given to each member of the Society.

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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

A Special General Meeting may be convened by the Board of Directors, or shall be held on the written request of twenty (20) members. Such a meeting shall be held at a location and on a date to be determined by the Board of Directors and must be held within forty (40) days of a request in writing for such a meeting being received by the President or the Secretary. The notice of the meeting shall contain

a resolution or resolutions to be moved at the meeting. The proposed resolution(s) shall be the first item(s) of business on the agenda of the meeting.

11. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

- iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

12. Membership Dues

Membership fees shall be determined by members in a general meeting or by a ballot presented to the entire membership.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;

- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - i. Any member may be required to resign by a vote of three-quarters (3/4) of the members present at an Annual General Meeting or a Special General Meeting, or by three-quarters (3/4) of those voting in a ballot distributed to all members.
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

14. 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 Corporation, automatically cease to exist.

15. Chapters

Members of the Society may form chapters or divisions to more successfully pursue the Society's objectives in specific regions.

A chapter may elect its own officers and act in the name of the Society within its designated region. Each chapter shall report on its activities at each Annual General Meeting.

The membership fee to be paid to the CSTM in respect of a chapter shall be negotiated between the Board of Directors of the CSTM and the Directors of the chapter. Members of the CSTM may opt to become members of a chapter or chapters and shall be billed appropriately by the CSTM. Provision shall be made for rebate to the chapter of a portion of the CSTM fees collected from those CSTM members who become members of the chapter.

Up-to-date membership lists shall be maintained by both the CSTM and each chapter and shall be readily available to the Directors of both the CSTM and the chapter.

Chapters may nominate individuals to the Board of Directors of the CSTM. Such nominations shall automatically be presented at the Annual General Meeting.

The financial responsibility of the Society to a chapter shall be restricted to the rebate of fees collected for the chapter, and such other expenditures as shall be approved in advance by the Board of Directors of the Society.

16. Proposals Nominating Directors at Annual Members' Meetings

The Board of Directors shall appoint a Nominating Committee to solicit nominations for all elected positions on the Board of Directors, whether the elections be held at

an Annual General Meeting of the Society or be conducted by postal ballot. In the latter case an Elections Committee shall be formed to supervise the elections, which shall report its finding to the Board of Directors, the Annual General Meeting and the membership.

17. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

18. Place of Members' Meeting

The Annual General Meeting of the members of the Society shall be held at the head office of the Society or elsewhere in Canada as designated by the Board of Directors at such time and date as is decided by the Board of Directors.

19. Quorum at Members' Meetings

At least twenty-one (21) days prior to any Annual General Meeting of the Society written notice of the meeting shall be given to each member of the Society. Ten (10) members present in person at such a meeting shall constitute a quorum. Each member present at a meeting in person or by proxy shall have the right to exercise one vote.

20. Votes to Govern at Members' Meetings

At all meetings of members of the Society every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these by-laws. Business of the meetings shall be conducted in accordance with Robert's Rules of Order.

21. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic,

electronic or other communication facility that the Corporation has made available for that purpose.

22. Members' Meeting Held Entirely by Electronic Means

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

23. 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.

The Board of Directors shall comprise Directors called Executive Officers, namely, a President, a President-Elect, a Secretary, a Treasurer, a Student Representative (at least one of the preceding five positions must be held by a francophone), and no fewer than six (6) other Directors, plus the Editor(s) of the Society's publication(s), and the Past President. The Society is committed to initiatives that encourage diversity on its Board of Directors.

24. Term of Office of Directors

Each member of the Board of Directors will serve for a two-year term, and may be re-elected for a second two-year term, for a maximum of four years, except for the President, who will serve for a two-year term, the President-Elect, who will serve for a one-year term and subsequently become President, the Past-President, who will serve for a one-year term, the Treasurer, who can be re-elected as many times as befits the needs of the Society, and the Editor(s) of the Society's publication(s), who will be elected for an initial three-year term, and may be re-elected for a second two-year term, for a maximum of five years.

The Editor(s) of Society publications shall be appointed by a committee of Board members struck for that purpose and announced at the AGM one year prior to the end of the presiding Editor(s)' term(s).

The office of Director shall be automatically vacated:

- a. if a Director resigns office by delivering a written resignation to the Secretary of the Society; or
- b. if he/she is found to be mentally ill and unable to fulfil his/her duties; or
- c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors; or

- d. if a resolution is passed by three-quarters (3/4) of the members who vote in a ballot that he/she be removed from office, such a ballot to be conducted at the demand of twenty (20) members; or
- e. on the death of the Director;

provided that if any vacancy occurs for any reason contained in this by-law the directors may by resolution fill the vacancy.

25. Calling of Meetings of Board of Directors

Meetings of the Board of Directors may be held at any time and place within Canada to be determined by the Directors, provided that twenty-one (21) days' notice of such meeting shall be given in writing to each Director.

26. 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 Corporation not less than 21 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.

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. 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.

28. Appointment of Officers

The offices are elected positions whose nominations are governed under by-law 16. Elections take place at the Annual General Meeting or by postal ballot.

29. Description of Offices

The President shall be the chief Executive Officer of the Society and shall preside at all meetings of the Society and shall see that all orders and resolutions of the

Board are carried into effect. The President shall be the custodian of the seal of the Society.

The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-Elect shall perform such other duties as shall from time to time be imposed by the Board of Directors.

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and credit of the Society and in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give the Society a bond in a sum and with one or more sureties satisfactory to the Board of Directors for the faithful performance of the duties of office, and for the restoration to the Society, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Society. The Treasurer shall include in his/her annual report to the members at an Annual General Meeting any remuneration paid by the Society to any member of the Society since the previous Annual General Meeting.

The Secretary shall attend at meetings of the Board of Directors and of the members and shall act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the President or the Board of Directors.

The Student Representative shall represent the interests of all students in the Society. In addition, he/she shall perform such other duties as may from time to time be prescribed by the President or the Board of Directors.

30. Method of Giving Any Notice

The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors.

31. 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 Corporation. 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.

Passed May 23, 2014, Sudbury, Ontario.