



CANADIAN ASSOCIATION
OF BANDAS FILARMONICAS

Canadian Association of Bandas Filarmonicas By-Laws

ARTICLE 1: NAME

The name of this Association shall be the **Canadian Association of Bandas Filarmonicas (CABF)** or **Associacao das Bandas Filarmonicas do Canada (ABFC)** (hereinafter “the CABF” or “the ABFC”).

ARTICLE 2: PURPOSE

- (1) The purpose of the CABF includes the following:
 - (a) To support activities that promote, maintain, and increase the exposure of the Portuguese philharmonic bands, referred to as the bandas filarmonicas, throughout Canada;
 - (b) To foster and expand an appreciation of this musical tradition to adults, children, and future generations of Portuguese descendants
 - (c) Expose music/tradition to outside cultures
 - (d) To unite the bandas filarmonicas of Canada
 - (e) To promote a better understanding of the cultural importance of this tradition, locally, regionally, and nationally
 - (f) To provide an opportunity for musicians to further their musical education
 - (g) To foster the protection and preservation of musical and historic documents
 - (h) To receive, manage, invest, expend or otherwise use the funds and property of this association to carry out the duties and to achieve the objectives set forth in these By-Laws and for such additional purposes and objects not inconsistent therewith as will further the interest of this organization and its members, directly or indirectly.
- (2) The CABF will not, in any way, be responsible for the funding of any individual Portuguese philharmonic bands.

ARTICLE 3: HEAD OFFICE

The location of the CABF's head office shall be the following post office box:

P.O. Box 99094 - 1245 DuPont St. - Toronto, ON - M6H 4H7

ARTICLE 4: EXECUTIVE COUNCIL

(1) The CABF's Executive Council shall consist of six (6) elected officers and one (1) appointed officer. The elected officers are as follows:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Officer of the General Assembly – West Region; and
- (f) Officer of the General Assembly – East Region.

One (1) officer, who shall hold the title Executive Advisor must be appointed to sit on the Executive Council. This person will be chosen according to the Executive Council's voting policy. This officer shall hold a professional title.

(2) *Qualification of Officers*

No person shall be elected as an officer or appointed to fill any vacancy on the Executive Council unless he or she is an individual with power under law to enter into a binding contract and has attained 19 years of age at the time of his or her election or appointment.

(3) *Responsibilities of the Officers*

The Executive Authority of the CABF shall be vested exclusively in the Executive Council and its members whose respective responsibilities and duties shall include, but are not limited to, the following:

(a) PRESIDENT

- (i) The President shall preside at all General Meetings of the CABF and all meetings of the Executive Council.

(ii) Meetings

All meetings of the Executive Council and all General Meetings shall be chaired by the President. It is the President's responsibility to plan the agenda for all meetings, both of the Executive Council and all General Meetings. If the President is unable to attend, the Vice-President shall preside over the meetings. Where both the President and the Vice-President are unable to attend, the Secretary shall preside over the meetings.

(iii) Report of Activities

The President shall report on the CABF's activities to the membership on a regular basis and may do so by issuing reports him/herself or through the Grand Generals of the General Assembly. It is the President's responsibility to present an annual report on the CABF's activities for the preceding year at the Annual General Meeting.

(iv) Appointment of Committee Chairs

In consultation with the other Officers of the Executive Council, the President shall designate one member to serve as chair of any CABF Committee.

(b) VICE-PRESIDENT

- (i) The Vice - President shall provide support to the President, as necessary, in the performance of the latter's duties and responsibilities and shall perform such other duties as may be delegated by the Executive Council.
- (ii) The Vice-President shall assume the duties and responsibilities of the President in the latter's absence.

(c) SECRETARY

- (i) The Secretary shall record the minutes of all General and Executive Council meetings. This duty shall include the typing of same and ensuring that all members receive a copy at least 7 days prior to the next scheduled meeting where their presence is expected. The Secretary shall also send out the agenda for upcoming meetings as determined by the President.

- (ii) The Secretary shall be responsible for handling all CABF correspondence, including but not limited to, bringing any correspondence to the attention of the Executive Council and replying to any correspondence where necessary.
- (iii) The Secretary shall be responsible for keeping an accurate and current list of the CABF's membership.
- (iv) The Secretary shall be responsible for notifying all Executive Council members of all Executive Council meetings.
- (v) The Secretary, in consultation with the President, shall be responsible for preparing and distributing the agenda prior to all Executive Council and General Meetings.
- (vi) The Secretary shall act for the President or Vice-President as required.

(d) TREASURER

- (i) Immediately upon taking office, the Treasurer shall accept all books and records from the preceding Treasurer. At the end of his or her term, the Treasurer shall hand over all books and records in proper order to the following Treasurer.
- (ii) The Treasurer shall keep complete and accurate books of account in which all receipts and disbursements of the CABF shall be recorded.
- (iii) The Treasurer shall be responsible for the deposit of all funds belonging to the CABF, the safekeeping of all securities belonging to the CABF and the disbursement of the CABF's funds.
- (iv) The Treasurer shall be responsible for paying all bills and invoices on behalf of the CABF.
- (v) The Treasurer shall provide on a quarterly basis, for all meetings of the Executive Council and/or whenever required by the Executive Council members, an account of all financial transactions made or on behalf of the CABF and a summary of the CABF's financial position.
- (vi) The Treasurer shall prepare an annual budget and financial report to be presented at the Executive Council meeting prior to each Annual General Meeting. The annual financial report shall be presented for the approval of the Executive Council prior to presentation at the Annual General Meeting.
- (vii) The Secretary shall be responsible for the collection of any and all membership dues.

- (viii) The Treasurer shall chair a budget committee if the Executive Council determines such a committee necessary from time to time
- (ix) The Treasurer shall maintain the CABF's non-profit status through the filing of all necessary paperwork and shall prepare and file all required tax forms and documents.
- (x) The Treasurer shall ensure that any and all grant applications and documents and support thereof are properly submitted

(e) OFFICERS OF THE GENERAL ASSEMBLY – WEST AND EAST REGION

- (i) The Officers of the General Assembly shall act as the primary contacts for the Band Representatives of the respective Portuguese philharmonic bands in their regions. The Officers shall notify the Band Representatives of Executive Council meetings and all resolutions arising therefrom as well as conveying any information to the Band Representatives at the request of the President or Secretary.
- (ii) The Officers of the General Assembly are responsible for maintaining contacts with the various Portuguese philharmonic bands and voicing any concerns or issues brought to their attention by the respective Bands Representatives.

(f) EXECUTIVE ADVISOR

- (i) The Executive Advisor is a mandatory position on the Executive Council. He or she must be appointed by vote of the Executive Council. The Executive Advisor must not have any affiliation with any of the various Portuguese philharmonic bands during his or her term in office. At the time of their appointment, the Executive Advisor must hold a professional title.

(4) TERMS OF OFFICE

- (a) The first (1st) Executive Council of the CABF shall be comprised of the following positions which shall serve for the following terms of office:
 - (i) President, Treasurer and Officer of the General Assembly (East Region) – 4 years

(ii) Vice-President, Secretary and Officer of the General Assembly (West Region) – 2 years

(b) After the first (1st) Executive Council has served its term, the following rules and limitations apply to the terms of office for Executive Council members:

- (i) The elected members of the Executive Council shall serve a term of three (3) years. Elected members of the Executive Council may serve only two (2) consecutive terms in the same position. Elected members of the Executive Council are allowed to serve up to four (4) consecutive terms on the Council.
- (ii) Elections for Executive Council shall be staggered such that no more than three (3) positions will be up for election at any given time so as to promote continuity on the Executive Council.
- (iii) An individual must leave office for one (1) term lasting three (3) years prior to their being eligible to run again for a position on the Executive Council if they have already served two (2) consecutive terms.
- (iv) Each member of the Executive Council shall hold office until the election of his or her successor at the Annual General Meeting at which point his or term term will be considered expired, unless they resign or their office becomes vacant by reason of death or another cause as specified in these by-laws.

(5) VACATION OF OFFICE

- (a) The office of a member of the Executive Council shall automatically be vacated if:
- (i) he or she becomes bankrupt or suspends payment to his or her creditors or makes an assignment for the benefit of his or her creditors;
 - (ii) he or she is found to be a lunatic or becomes of unsound mind;
 - (iii) he or she resigns his or her office, at the time when such resignation becomes effective;
 - (iv) if he or she dies; or
 - (v) if he or she is removed at any meeting of Executive Council.

- (b) In the event of a vacancy of any of the Executive Council offices, it is within the discretion of the Executive Council to call an election or appoint an individual to that office. If an election is deemed feasible, it will be held for the length of the term of office that is remaining.
- (c) Only the Vice-President can fill the remaining term of office of the President should that position become vacant.

(6) REMOVAL OF AN OFFICER

Any member of the Executive Council who is not performing his or her duties as outlined in the CABF's by-laws, and interpreted by the Executive Council, shall be subject to removal from the Council upon a majority vote of the remaining officers present. The Executive Council member whose continued participation on the Council is subject of the vote shall have the opportunity to attend the meeting

(7) SIGNING AUTHORITY

- (a) Any contracts, cheques, documents, deeds, titles, agreements, notes, bills of exchange and all other written documents which may require the signature of the CABF shall be signed by any two (2) members of the President, Vice-President and/or Treasurer. Those documents so signed shall be binding upon the CABF without any further authorization or formality.
- (b) If the Treasurer is available, his name must be one of the two signatures. If, however, the Treasurer is not available, then the other two eligible signers (president, vice-president) will sign.
- (c) Any two (2) of the President, Vice-President and/or Treasurer must approve any amounts expended over \$500.00 subject to the annual budget .

(8) REMUNERATION

- (a) Executive Council members shall not receive any remuneration for their services, nor shall any members of any committees howsoever appointed or elected.

- (b) Executive Council members, committee members or band representatives may be paid such traveling and other expenses properly incurred by them in connection with the CABF's affairs as may be determined by vote and/or resolution of the Executive Council.

(9) DISBURSEMENTS

- (a) Any cost requiring disbursements over five hundred dollars (\$500.00) must be approved by a vote and/or resolution of the Executive Council.
- (b) Any amount under five hundred dollars (\$500.00) may be authorized by the Treasurer alone so long as such an expense is considered in the annual budget.

(10) PROTECTION OF OFFICERS

- (a) A member of the CABF's Executive Council shall, to the maximum extent permitted by the laws of the Commonwealth, have no personal liability for monetary damages for any action taken, or any failure to take any action, in the course of that person's duties, unless that person has violated provincial or federal law.
- (b) The Association shall indemnify and hold harmless, to the extent fiscally possible and permitted by the laws of their respective Province any person who was or is a part of or is threatened to be made a party to any legal action by reason of that person's actions as a member of the CABF Executive Council or on behalf of the CABF against all expenses actually and reasonably incurred in connection with that legal action.
- (c) The CABF may pay such costs as reasonably necessary in advance of final disposition of such legal action and may maintain insurance on behalf of members of the Executive Council and others who may be acting on behalf of the CABF.

ARTICLE 5: GENERAL ASSEMBLY

- (a) The General Assembly shall consist of the Executive Council and one Band Representative from each of the Portuguese philharmonic bands in Canada.

(b) BAND REPRESENTATIVES

- (i) To be eligible as a Band Representative, an individual must be a current member, as a musician, board member or conductor, in good standing of a Portuguese philharmonic band in Canada.
- (ii) Band Representatives will be responsible for voting at all general meetings and to communicate information between the Executive Council and their respective philharmonic bands.
- (iii) Band Representatives will serve two (2) year terms. They cannot serve consecutive terms and must wait a term of two (2) years before returning as a Band Representative.
- (iv) If a Band Representative will no longer be continuing in that capacity, for whatever reason, the Grand Officer of the General Assembly for that Band Representative's band must be notified of the change.
- (v) The Executive Council has at its discretion the authority to remove a Band Representative from the General Assembly, thus, relieving them of their duties as Band Representative. The Executive Council will then ask the particular band in question to select a new Band Representative.

ARTICLE 6: NOMINATIONS & ELECTIONS PROCEDURE

(a) EXECUTIVE COUNCIL POSITIONS

- (i) The Nominations Committee shall be comprised of the members of the Executive Council whose positions are not up for election during the year of their appointment to the Committee.
- (ii) The Chair of the Nominations Committee shall invite nominations from the CABF membership and the Committee shall ensure that proper voting procedures are observed at the Annual General Meetings.
- (iii) Any individual in good standing may be nominated for a position on the Executive Council. It also requires that the individual not satisfy any of the criteria that would result in the immediate vacancy of their position on the Executive Council.
- (iv) Any individual that seeks election to the Executive Council must have their nomination seconded by another CABF member.

- (b) The nominees for each position on the Executive Council must set 30 days before the General Meeting. Prior to the Annual General Meeting, each nominee will be provided the opportunity by the CABF to notify the CABF membership of their plans and/or positions on issues important to the CABF election.
- (c) At the Annual General Meeting during an election year, each nominee shall be given a period of time to address those Executive Council members whose positions are not up for election, the Band Representatives and any of the CABF members that are present for the purposes of discussing their plans and/or positions on issues important to the CABF election.
- (c) The slate of approved candidates shall be presented to the General Assembly at the Annual General Meeting. Typewritten ballots shall be distributed to the voting members for a vote by secret ballot. The nominee receiving the greatest number of votes shall be considered elected.
- (d) Every individual in the General Assembly who is present at the Annual General Meeting shall be given one vote. An eligible voter may appoint as his or her proxy for purposes of registering their vote any other active member or Band Representative. If any voting member is unable to attend the Annual General Meeting, they may register their vote by mail or electronic mail.

ARTICLE 7: AMENDMENTS

- (a) Requests for amendments and/or alterations of these by-laws can be made by any member of the Executive Council or any of the respective Band Representatives.
- (b) Amendments and/or alterations to these by-laws must be made by unanimous vote of the Executive Council. A unanimous vote to amend and/or alter these by-laws shall have the same force and effect as if the same had been unanimously made by all members of the CABF respectively at a meeting held to consider the same.
- (c) Amendments and/or alterations may be made to the by-laws after notice has been provided to the members of the Executive Council in writing 30 days prior to a scheduled meeting. By-law changes must be made by a unanimous vote of the Executive Council. By-law changes approved by the Executive Council shall be submitted to the CABF's members within 30 days.

ARTICLE 8: REGIONS

- (a) The CABF West Region shall be comprised of the following provinces and territories:
 - (i) British Columbia;
 - (ii) Alberta;
 - (iii) Saskatchewan;
 - (iv) Manitoba;
 - (v) Yukon;
 - (vi) Northwest Territories;
 - (vii) Nunavut; and
 - (viii) Ontario, east to, but not including, Hamilton.

- (c) The CABF East Region shall be comprised of the following provinces:
 - (i) Ontario, including the City of Hamilton and all parts of the province eastward therefrom;
 - (ii) Quebec;
 - (iii) New Brunswick;
 - (iv) Nova Scotia;
 - (v) Newfoundland and Labrador; and
 - (vi) Prince Edward Island.

ARTICLE 9: MEMBERSHIP

- (a) All members of Portuguese philharmonic bands across Canada are automatically members of the CABF. This includes, musicians, conductors and those that sit on the Boards of Directors of the respective philharmonic bands.
- (b) Membership in the CABF is also available to any persons or institutions interested in the purpose and objectives of the CABF.
- (c) Until the effective date of resignation, suspension or expulsion of a member from the CABF, such member shall be free to exercise every right and abide by all obligations established under these by-laws.
- (c) The Executive Council has the discretionary authority to revoke the membership of any CABF member whose conduct is determined to be detrimental to the CABF.
- (c) Any fees paid by CABF members shall be determined by vote and/or resolution of the Executive Council.

ARTICLE 10: MEETINGS

(1) TYPES OF MEETINGS

(a) Annual General Meetings

- (i) The Annual General Meeting (hereinafter “the AGM”) of the CABF shall be held at such place in Canada and on such date in each year and at such time as may be fixed from time to time by the Executive Council.
- (ii) The decision as to where the AGM will be held falls within the discretion of the Executive Council which shall notify the CABF membership ninety (90) days prior to the date on which the AGM shall be held.
- (iii) The Executive Council shall notify the CABF membership of the date on which the AGM will be held six (6) months prior to the date on which the AGM will be held..
- (iv) Attendance at the AGM shall be comprised of the General Assembly, that is, the Executive Council and Band Representatives.
- (v) Quorum at the AGM shall be constituted where the quorum requirements for Executive Council meetings, listed below, are met in addition to the presence, whether in person or by proxy, of one half of all band representatives.
- (vi) Where one half of all band representatives are not present, the chair of the AGM may put forward a motion to proceed with the AGM. Where such a motion is passed, any decisions made by those in attendance at the AGM shall carry the same force and effect as if voted upon by the requisite one half of all band representatives.

(b) Executive Council Meetings

- (i) Executive Council meetings will be held, at a minimum, once every quarter of the CABF’s fiscal year, although it is within the discretion of the Executive Council to convene more often if so required.

- (ii) Every member of the Executive Council must be notified in advance of any Council meeting and each member must confirm whether they will or will not be in attendance for same.

(b.1) Location

- (i) The location of the Executive Council meeting shall be determined by the Secretary in consultation with the remaining members of the Council.

(b.2) Attendance at Executive Council meetings

- (i) Members of the Executive Council will be considered present at meetings of the Council if physically present or through telecommunication.
- (ii) Absence from three (3) consecutive Executive Council meetings, without reason acceptable to the remaining members of the Council, will result in the Council member in question being subject to removal at the discretion of the remaining Council members.

(b.3) Quorum for Executive Council Meetings

- (i) Quorum at Executive Council meetings is constituted by the presence, as defined above, of 5 of the 7 Executive Council members.
- (ii) One of the President or Vice-President must be present at all Executive Council meetings for there to be quorum.
- (iii) Any meeting of the Executive Council at which quorum is constituted shall be competent to exercise all or any of the authorities, powers and discretions enumerated under the by-laws of the CABF.

(b.4) Voting

- (i) Every question submitted to any meeting of the Executive Council may be decided by any voting method, procedure or practice as determined by the Council.

- (ii) All votes, other than votes to amend the CABF's by-laws, can be passed by a simple majority of the Executive Council. If a simple majority is not met due to the absence of a single Council member, that individual must be contacted and cast the deciding vote.

(c) Special General Meetings

- (i) A Special General Meeting may be called at any time by a vote in the Executive Council. All rules of procedure that apply the CABF's AGM shall, with the necessary modifications, apply to Special General Meetings.
- (ii) The location of a Special General Meeting shall be determined by the Executive Council and the CABF membership shall be notified at least thirty (30) days prior to the Special General Meeting's taking place.

(d) Meetings Called on Demand of the Band Representatives

- (i) It shall be incumbent upon the President and/or the Executive Council to call a Special General Meeting of CABF members where such a meeting is requested, in writing, by not less than 50% of the total number of Band Representatives of the General Assembly.
- (ii) Where said written request has been made, the meeting must be scheduled to take place within thirty (30) days of the request's receipt. Meetings on demand of the Band Representatives shall deal only with such business as outlined in the notice calling the meeting.
- (iii) Those Band Representatives that sign the meeting request must be present at the meeting.

(2) PROCEDURE AT MEETINGS

- (a) Except as otherwise provided in these by-laws, all questions of order of and with respect to any action of the CABF, its Executive Council, General Assembly, or any committee appointed hereunder, shall be determined in accordance with Robert's Rules of Order.

- (b) (i) The Chairperson of any meeting of members shall conduct the procedure thereat in all respects and his/her decision on all matters or things shall be conclusive and binding upon the members, subject to an appeal to the membership present.
- (ii) A declaration by the Chairperson at any meeting of the CABF's members that a resolution has been carried or carried unanimously or carried by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (iii) The Chairperson at any meeting of the CABF's members shall have the power at any time during the proceedings, to adjourn the meeting from time to time and no notice of any such adjourned meeting need be given. In the event of such adjournment, any business which could have been considered, dealt with and disposed of at the original meeting may be considered, dealt with and disposed of at any such adjourned meeting.

ARTICLE 11: COMMITTEES

- (a) The CABF shall have no standing committees.
- (b) All committees shall be appointed on an *ad hoc* basis as deemed necessary or
- (c) appropriate by the Executive Council, from time to time, for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Council may determine.

ARTICLE 12: DISSOLUTION

- (a) An Application for the CABF's dissolution may be made only upon a motion at a General Meeting especially convoked for this purpose and with unanimous vote of the Executive Council followed by a confirmatory vote of the majority of band representatives in good standing.
- (b) In the event of the CABF's dissolution, the Executive Council shall, prior to the completion thereof, pay or make provision for the payment of all of the liabilities of the CABF and dispose of all of the assets, property and income of the CABF exclusively for the purposes of the CABF in such manner, or to such non-profit organization(s) organized for purposes most similar to those of the CABF.

ARTICLE 13: OFFICIAL LOGOS

Any logo of the CABF or any other symbol by which the CABF is publicly known is the property of the CABF and no person or body may make use of the logo or other symbols, except for routine advertising purposes of the CABF without the express written permission of the Executive Council.

ARTICLE 14: SCHOLARSHIP

- (a) The CABF shall award scholarships to musicians playing in one of the Portuguese philharmonic bands in Canada who wish to pursue the study of music in their post-secondary studies.
- (b) The number of scholarships awarded on an annual basis shall be based on the funds available to the CABF at the time that applications are accepted. It is within the discretion of the Executive Council, following a vote, to decide that no scholarships will be awarded in any given year if, having considered the CABF's financial position, it is determined that sufficient funds are not available.
- (c) Scholarships shall be awarded based on merit and recipients will be chosen according to criteria and procedures set forth by the Executive Council.

ARTICLE 15: RULES TO AVOID CONFLICT OF INTEREST WITHIN THE ASSOCIATION

- (a) Any member of the Executive Council or Band Representative in a conflict of interest position must disclose said conflict of interest prior to any vote taken. Where said individual is found to have a conflict of interest, that individual must refrain from voting. Failure to disclose a conflict of interest will result in that individual's vote being considered spoiled.
- (b) No more than two (2) members of any Portuguese philharmonic band may serve on the Executive Council at any one (1) time.
- (c) No more than two (2) family members sitting on the Executive Council at any one time can be related. In this instance, family members will be defined as parents, siblings and spouses.

ARTICLE 16: HIRING POLICY

- (a) The Executive Council has the authority to hire any individual(s) and/or companies, provided the CABF has the funds necessary to pay said parties for any services rendered to the CABF.
- (b) The Executive Council must look at multiple quotes, applications and/or candidates prior to making any determination concerning the hiring of any individual(s) or companies.

ARTICLE 17: FISCAL YEAR, CONTRACTS, LOANS, INVESTMENTS, DEPOSITS & ACCOUNTS

(a) FISCAL YEAR

The CABF's fiscal year shall start on May 1 and end on April 30 of each year.

(b) CONTRACTS AND DISBURSEMENTS

The Executive Council must vote prior to entering into any contract on behalf of the CABF.

(c) LOANS

No loan shall be contracted on behalf of the CABF unless authorized by a vote of the Executive Council.

(d) DEPOSITS

All funds belonging to the CABF shall be deposited to the credit of the CABF in such banks, trust companies or other depositories as the Executive Council may select and for the purpose of such deposit, the Treasurer or any other member of the Executive Council to whom such signing power may be delegated by the CABF's bylaws may endorse, assign and deliver cheques, drafts and other orders for the payment of money, which are payable to the order of the CABF.

(e) INVESTMENTS

All investment proposals must be presented to the Executive Council for approval pursuant to the Council's voting policies.