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CONSTITUTION

1. NAME

The official name of the Corporation shall be "The Nepean Concert Band Incorporated", hereinafter referred to either as "the Band", or "the Corporation".

2. HEAD OFFICE

The Head Office of the Corporation shall be located within the City of Nepean, Ontario.

Office/Rehearsal Address: c/o Nepean Creative Arts Centre  
35 Stafford Road  
Nepean, Ontario  
K2H 8V8

Mailing Address as above or: c/o The Corporation of the City of Nepean  
Department of Parks and Recreation  
Nepean Civic Square  
101 Centrepointe Drive  
Nepean, Ontario  
K2G 5K7

3. OBJECTS OF THE CORPORATION

The objects of the Corporation are to promote interest in concert band music by:

- 3.1 Providing an opportunity for non-professional musicians and high school and university music students to advance their musical education and gain valuable experience in the performing arts by establishing a non-profit community concert band in Nepean;
- 3.2 Advancing the musical education of the local community by performing concert band music at events of a civic and community nature at public parks, senior citizen homes, in conjunction with existing social services and non-profit institutes; and
- 3.3 Providing an educational forum for the non-profit performance of musical arrangements created by Canadian composers.

4. CHARITABLE CLAUSES

The Band shall function as a charitable Corporation:

- 4.1 The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;
- 4.2 The Corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act;
- 4.3 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that the Directors may be paid reasonable expenses incurred by them in the performance of their duties;
- 4.4 The borrowing power of the Corporation pursuant to any By-Law passed and confirmed in accordance with Section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property;
- 4.5 Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario; and
- 4.6 If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the Corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under Sub-section 317(1) of the Corporations Act to cancel the Letters Patent of the Corporation and declare it to be dissolved.

5. DISSOLUTION OF THE BAND

In the event that it appears necessary to dissolve the Corporation, all of the remaining assets of the band shall be assigned to the Corporation of the City of Nepean for such use as the Mayor and Council may deem appropriate.

6. LIABILITY OF ACTS

No Director or other Officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for joining in any receipt or other acts for conformity, or for loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on the behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon

which any monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

7. INDEMNITIES OF DIRECTORS AND OTHERS

Every Director, Officer or Member of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

7.1 all costs, charges and expenses whatsoever which such Director, Officer, Member or other person sustains or incurs, in or about any actions suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

7.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

8. BY-LAWS

The By-Laws of the Corporation shall be those filed with the application for Letters Patent until repealed, amended, altered or added to.

9. REAL ESTATE

The Corporation reserves the right to purchase real estate in order to provide rehearsal facilities.

10. BORROWING

In accordance with Section 65 of the Canada Corporations Act, the Board of Directors of the Corporation may from time to time:

10.1 borrow money on the credit of the Corporation;

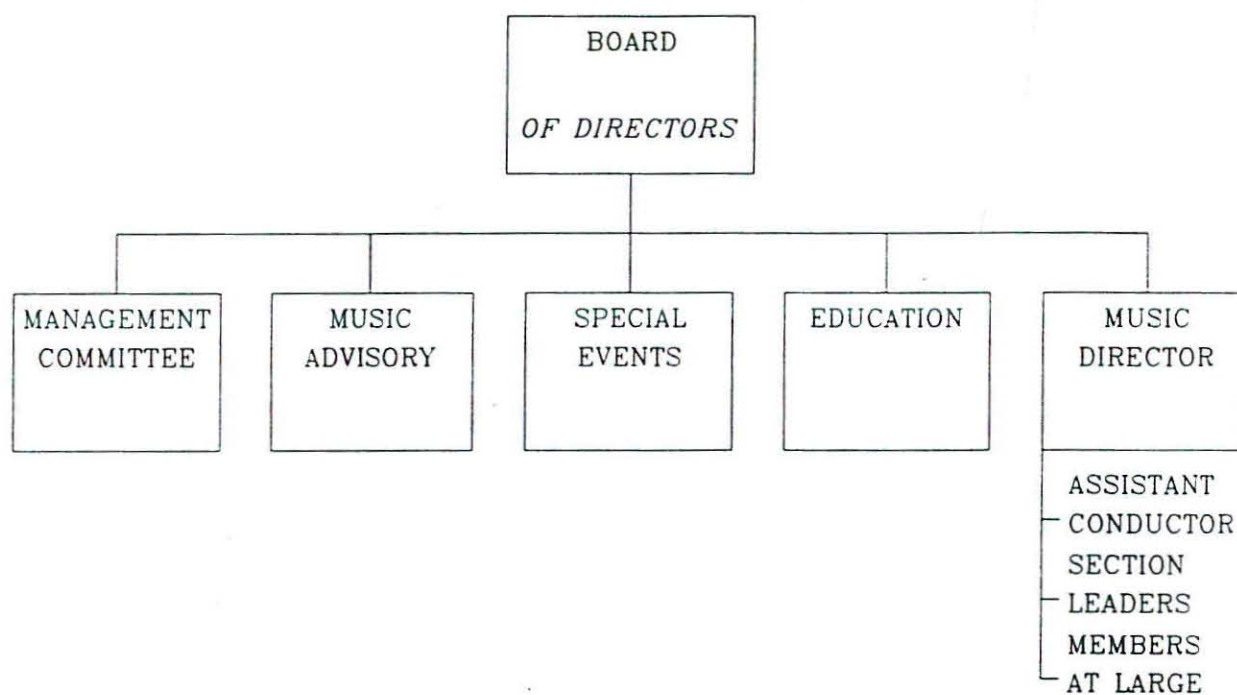
10.2 limit or increase the amount to be borrowed;

10.3 issue debentures or other securities of the Corporation;

- 10.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 10.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real personal, movable and immovable, property of the Corporation and the undertaking and rights of the Corporation.
- 10.6 The members may delegate such powers to such Officers or Directors of the Corporation by resolution passed by a majority of the members present at a General Meeting called for such purpose or at the Annual General Meeting.

# NEPEAN CONCERT BAND

## ORGANIZATION STRUCTURE



*BOARD OF DIRECTORS CONSISTS OF:*

*CHAIRMAN  
TREASURER  
SECRETARY*

*MANAGEMENT COMMITTEE CONSISTS OF:*

*GENERAL MANAGER  
OFFICE MANAGER  
EQUIPMENT MANAGER  
WARDROBE MANAGER*



BY-LAWS

1. BOARD OF DIRECTORS

1.1 The first Directors of the Corporation shall be the incorporators, whose term of office shall be for up to one (1) year. Successors to the first Directors shall be elected for a term of one (1) year by the members at the Annual General Meeting.

1.2 The office of Director shall be automatically vacated:

- a) if a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
- b) if he is found to be a lunatic or become of unsound mind;
- c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- d) if at a Special General Meeting a resolution is passed by two-thirds (2/3) of the members present that he be removed from office; and
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the members by a majority vote, may, by appointment, fill the vacancy.

1.3 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

1.4 The remuneration of all employees shall be fixed by the members by resolution at the Annual General Meeting.

1.5 The Board of Directors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Constitution or otherwise authorized to exercise and do.

1.6 The Board of Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by directive to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust

arrangement with a trust company for the purpose creating a trust fund in which the capital and interest may be made available for the benefit of promoting the objects of the Corporation in accordance with such terms as the Board of Directors may prescribe.

- 1.7 The Board of Directors shall take such steps as they deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 1.8 Contracts, documents or any other instruments in writing requiring the signature of the Corporation, shall be signed by any two members of the Board of Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Seal of the Corporation when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid.
- 1.9 The Board of Directors shall see that all necessary books and records of the Corporation required by the Constitution and By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept and stored at the Head Office.
- 1.10 The Board of Directors shall attend to:
  - a) All legal matters such as:
    - (1) Contracts;
    - (2) Insurance;
    - (3) Registration;
    - (4) Obtaining rehearsal facilities;
    - (5) Familiarization with statutes etc.;
    - (6) Official relations, ie: with the Musicians Union;
  - b) All financial matters such as:
    - (1) Fund raising;
    - (2) Dues collection;
    - (3) Records;
    - (4) Filing tax returns;

- (5) Forecasting;
- (6) Purchasing;
- c) Policy:
  - (1) Receive proposals;
  - (2) Examine proposals;
  - (3) Decide on proposals;
  - (4) Publish directives/orders;
- d) Running of General Meetings; and
- e) Publishing Annual Reports.

1.11 Duties:

The Board of Directors shall consist of a minimum of three (3) members:

- a) The Chairman shall be the Chief Executive Officer of the Corporation. He shall preside at all general and board meetings of the Corporation. He shall see that all directives and orders of the Board of Directors are carried into effect.
- b) The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chairman and members at a meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.
- c) The Secretary of the Board of Directors may be empowered by the Board of Directors to carry on the affairs of the Corporation under the supervision of the Chairman and shall attend all meetings and 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 be custodian of the Seal of the Corporation, which shall be delivered when authorized by the Board of Directors for use as directed.

## 2. MANAGEMENT COMMITTEE

The Management Committee of the Band shall consist of five (5) members elected by the Band at the Annual General Meeting. The term of office shall be for one (1) year. The Management Committee shall be responsible for all of the operational aspects of the bands activities. Their general duties consist of running rehearsals and concerts; serving on at least one sub-committee; compiling monthly reports and proposals and forwarding them to the Board of Directors.

### 2.1 The General Manager shall:

- a) Negotiate & confirm engagements;
- b) Co-ordinate concerts and rehearsals with facility staff;
- c) Open facilities & lock up; and
- d) Supervise the other managers and the sub-committees and ensure that all work is done.

### 2.2 The Wardrobe Manager shall:

- a) Purchase and distribute uniforms;
- b) Maintain uniform & membership lists;
- c) Head the phone committee & keep members informed;
- d) Publish any information bulletins;
- e) Make weekly announcements; and
- f) Maintain discipline & deportment.

### 2.3 The Office Manager shall:

- a) coordinate promotion and publicity; publish press releases; advertisements; programs and all written communication;
- b) Collect and distribute all communications;
- c) Maintain mailing lists of concert attenders and firms with which the band deals; and
- d) Maintain archives and files.

2.4 The Library Manager shall:

- a) Purchase, catalogue and file music;
- b) Repair music;
- c) Locate missing parts and folders;
- d) Pick-up and distribute music at concerts and rehearsals; and
- e) Transport music to concerts and rehearsals.

2.5 The Equipment Manager shall:

- a) Purchase equipment;
- b) Keep inventory of equipment;
- c) Repair and maintain equipment;
- d) Properly pack and transport equipment to concerts, rehearsals and back to storage; and
- e) Set up and strike equipment for concerts & rehearsals.

3. SUB-COMMITTEES

Sub-committees shall be used to address specific operational aspects.

3.1 The Music Advisory Committee shall:

- a) Consist of a minimum of three (3) members and shall also include the Music Director;
- b) Choose music for concerts;
- c) Publish rehearsal schedules;
- d) Meet with other performers to plan joint concerts; and
- e) Engage Guest Soloists.

3.2 The Special Events Committee shall arrange accommodation, transportation and activities for Competitions, Exchanges or Tours, Exhibitions or Displays.

3.3 The Education Committee shall:

- a) Arrange clinics and other activities designed to improve the musical quality of the band and its members; and
- b) Engage clinicians.

4. MUSIC DIRECTOR

The Music Director shall be appointed by the Chairman with the approval of the Board of Directors and shall have full and exclusive responsibility and authority for the following aspects of the Band's activities:

- 4.1 Conducting the Band at all rehearsals and performances;
- 4.2 Appointing the Assistant Conductor from amongst the Band's members;
- 4.3 Selecting music to be purchased;
- 4.4 Determining the content of concert programmes;
- 4.5 Auditioning new candidates for membership;
- 4.6 Determining the chair seatings of members (a responsibility which, at the discretion of the Music Director, may be delegated to the Section Leaders); and
- 4.7 Selecting soloists from amongst the Band's members.

The contract of the Music Director shall be for a period of one (1) year, renewable upon the mutual agreement of the Music Director and the Board of Directors at least thirty (30) days prior to the beginning of the Fiscal Year.

5. MEMBERS OF THE BAND

A member of the Band shall be one who has fulfilled all the duties listed:

5.1 Members of the Band shall:

- a) Attend all rehearsals and play all concerts;
- b) Be on time for rehearsals and concerts;
- c) Possess and maintain a Band uniform;
- d) Pay a uniform deposit;
- e) Be suitably dressed in uniform for all concerts and other public appearances;

- f) Sign out any property of the Band they wish to use outside the rehearsal facility;
- g) Return all property of the Band to the next rehearsal;
- h) Pay membership fees no later than thirty (30) days after they are due;
- i) Conduct themselves in a manner that is not disruptive to the Band; and
- j) Attend all General Meetings.

5.2 Fees:

- a) The fee for membership for each Fiscal Year and the rate of discount for Students and Senior Citizens shall be as determined by the Board of Directors, subject to the approval of the Members at a General Meeting.
- b) Fees are payable on January 1, May 1 and September 1.

5.3 Seniority:

Shall be based on the total period of current unbroken paid membership.

5.4 Auditions:

New candidates for membership may be required to audition for the Music Director, who shall notify each such candidate of acceptance or rejection. To the extent possible, membership should be drawn from the City of Nepean.

5.5 The Assistant Conductor shall:

- a) Assist the Music Director;
- b) Help to conduct divided rehearsals/sectionals;
- c) Conduct in the absence of the Music Director.

5.6 The Section Leaders shall:

- a) Run the section in accordance with the rules set by the Music Director;
- b) Run section rehearsals;
- c) Serve on the phone committee;
- d) Collect and distribute parts;

- e) Sections: (1) Brass
  - (a) Trumpets
  - (b) French Horns
  - (c) Low brass
- (2) Woodwinds
  - (a) Clarinets
  - (b) Flutes
  - (c) Other Woodwinds
- (3) Percussion

## 6. STANDARD OPERATING PROCEDURES

### 6.1 Meetings:

The proceedings in all meetings shall be conducted in accordance with Roberts Rules of Order.

- a) General Meetings: At General Meetings the number of Members present shall constitute a quorum.

- (1) Annual General Meeting:

An Annual General Meeting shall be held in lieu of rehearsal in the second week of January of each year.

- (2) Special General Meeting:

The Board of Directors shall have the power at any time to call a Special General Meeting of the membership for the transaction of any business, the nature of which shall be specified in the notice calling the meeting. The Board of Directors shall, upon receipt of a proposal in writing, made by at least 25% of the total number of Members, call and hold a Special General Meeting of the membership. If the meeting is not called and held within thirty (30) days of the receipt of the proposal, any of the members may call the meeting and in such case, the meeting shall be held within sixty (60) days of the receipt of the proposal. The proposal shall state the nature of the business to be presented at the meeting, and it shall be signed by the Members and presented to the Office Manager.

- b) Board Meetings:

- (1) Meetings of the Board of Directors will normally be held monthly.
- (2) A quorum shall consist of three Directors.



(3) Minutes of Board meetings shall be recorded in the approved manner, and shall be available on request for inspection by any Member of the Band at the rehearsal following the meeting.

c) Committee Meetings:

The General Manager shall report the proceedings of all Committee Meetings to the Board of Directors in writing.

6.2 Rehearsals:

- a) The equipment shall be set-up one hour before;
- b) Rehearsals shall follow this time table;
  - (1) 7:10 Opening of facilities;
  - (2) 7:30 to 7:55 - Warm up & rough tuning;
  - (3) 7:55 A warm-up number is played;
  - (4) 8:00 The Music Director arrives to conduct;
  - (5) 9:00 Break;
  - (6) 9:15 Announcements;
  - (7) 9:20 Rehearse; and
  - (8) 10:00 Adjourn.

6.3 Concerts:

- a) Curtain time shall be the time at which the performance starts.
- b) The stage shall be set a minimum of one hour before curtain time.
- c) Tuning of the band shall commence thirty (30) minutes before curtain time. All Members are expected to be present and have their instruments warmed up at this time.

6.4 Clinics: To be promulgated.

6.5 Setting of performances and rehearsals: To be promulgated.

6.6 Office: To be promulgated for the following areas:

- a) Promotion;

- b) Mail;
- c) Mailing list;
- d) Files;
- e) Archives;

6.7 Library: To be promulgated for the following areas:

- a) Cataloguing;
- b) Filing;
- c) Repairing;
- d) Concerts; and
- e) Rehearsals.

6.8 Wardrobe: To be promulgated for the following areas:

- a) Purchasing;
- b) Inventory;
- c) Phone committee; and
- d) Announcements.

6.9 Equipment: To be promulgated for the following areas:

- a) Purchasing methods;
- b) Inventory;
- c) Repair;
- d) Transport and packing; and
- e) Set up.

7. FINANCIAL PROCEDURES

7.1 Fiscal Year:

The Fiscal Year of the band shall be from the 1st day of October to the 30th day of September.

7.2 Auditor:

The Board of Directors shall appoint the auditor responsible to audit the books of the Corporation.

7.3 Distribution of Funds:

All cheques issued by the Corporation shall be signed by the Chairman or Treasurer and one other signing Officer of the Corporation.

8. POLITICAL PROCEDURES

8.1 Constitution & By-Laws:

- a) A copy of the Constitution & By-Laws shall be made available to any Member on request. The Constitution & By-Laws shall be binding upon all Members and Officers of the Band and all Members and Officers are deemed to be aware of the provisions and requirements herein.

8.2 Amendments to the Constitution & By-Laws:

Amendments to the Constitution & By-Laws can be made at any time provided the following conditions are met:

- a) The proposed amendment (s) must be submitted to the Board of Directors, along with a petition signed by at least 25% of the membership. Alternatively the Board may propose amendments with no requirement for a petition;
- b) The proposed amendment (s) must subsequently be submitted in writing to the Members for their consideration at least two weeks prior to the General Meeting at which the vote is to be taken on the said amendment (s); and
- c) The proposed amendment (s) must be approved by at least two-thirds (2/3) of all members present.

8.3 Matters not provided for:

The Board of Directors shall have the power to rule on matters not specifically provided for in the Constitution and By-Laws, and shall report their decision to the Members within a period of no more than five (5) weeks.

8.4 Election of Officers:

- a) All candidates shall inform the Chairman of their intention to run for a particular office;

- b) An election will be held for a particular office in the event that more than one candidate exists for said office; and
- c) Elections will be held at a General Meeting.

8.5 Vote of Non-confidence:

On receipt of a petition indicating that it is the wish of at least 25% of the Band's Members, that a motion of non-confidence in the Board of Directors or the Management Committee be submitted to a vote of the membership, the Chairman must convene forthwith, a Special General Meeting for this purpose. To be successful, such a motion must be carried by a majority of all Members present. Election of a new Board or Committee must follow within one (1) month and their term of office shall terminate at the end of the current year.

8.6 Advance Polls and Proxy Votes:

Advance polls and proxy votes shall not be permitted in connection with any matter to be voted on at any General Meeting.

9. FORMS

In the interest of clarity, all communication with the Board of Directors shall be in writing on the appropriate form(s). Proposal and report forms shall be used to communicate information to the Board of Directors. Communications from the board of Directors will be in the form of directives, minutes and purchase orders.



Stewart J. Winter  
Chairman of the Board  
Nepean Concert Band