

Governance Documents

Constitution and By-Laws Maritime Conservatory of Performing Arts Association

Table of Contents

Article 1:	Definitions
Article 2:	Rules of Order
Article 3:	Name of the Organization
Article 4:	Objective of the Organization
Article 5:	Powers and Responsibilities of the Association
Article 6:	Membership in the Association
Article 7:	Honorary Members
Article 8:	Dues
Article 9:	Privileges of Members
Article 10:	Officers of the Association
Article 11:	Meetings of the Association
11.1.1	Announcement of Association Meetings
11.2.1	Quorum for Association Meetings
11.3.1	Procedures for Association Meetings
11.4.1	Types of Association Meetings
11.5.1	Annual General Meeting (AGM)
11.6.1	Extraordinary General Meeting (EGM)
Article 12:	Powers and Duties of Officers
12.1.1	President
12.1.2	Vice-President
12.1.3	Recording Secretary
12.1.4	Treasurer
12.1.5	Corresponding Secretary
12.1.6	Membership Co-ordinator
12.1.7	Archivist
Article 13:	Election and Terms of Officers
Article 14:	The Board of Directors of the Association
14.1.0	The Size, Composition, and Terms of the Board of Directors
14.2.0	Election of Members of the Board of Directors
14.3.0	Powers and Responsibilities of the Board of Directors
14.4.0	Meetings of the Board
14.5.0	Committees of the Board
14.6.0	Standing Committees of the Board
14.7.0	Ad Hoc Committees of the Board
14.8.0	Executive Committee
14.9.0	Finance Committee
14.10.0	Honorary Life Membership Committee
14.11.0	Joint MCPA and MCPA Association Bursary Committee

- 14.12.0 Nominating Committee
- Article 15: Fiscal Year
- Article 16: Signing Powers
- Article 17: Amendments to the Constitution and By-Laws
- Article 18: Inspection of the Books and Records
- Article 19: Dissolution of the Association

Article 1: Definitions

- 1.1 In this Constitution and By-Laws, the words and phrases listed below shall have the following meaning:
 - a) “AGM” or “Annual General Meeting” means the Annual General Meeting of the Maritime Conservatory of Performing Arts Association.
 - b) “Association” and “MCPA Association” mean the Maritime Conservatory of Performing Arts Association.
 - c) “Board” means the Board of Directors of the Association.
 - d) “Executive” means the Executive Committee of the Board.
 - f) “Fiscal Year” means July 1st of one year to June 30th of the next calendar year.
 - h) “Member”, when capitalized, means a member of the Association.
 - i) “Normally”, unless otherwise stated, means, when disputed, what is determined by majority vote of the Board.
 - j) “Written” and “in Writing” mean and include the words printed, e-mailed, lithographed, represented, or reproduced in any mode in visual form.

Article 2: Rules of Order

- 2.1 Any rules of order not provided for in this *Constitution and By-Laws* shall be those set forth in the most recent edition of *Robert’s Rules of Order*.

Article 3: Name of the Organization

- 3.1 The name of the organization shall be the Maritime Conservatory of Performing Arts Association.

Article 4: Objective of the Association

- 4.1 The objectives of the Association shall be:
 - a) to advance education by providing publically available scholarships, bursaries, and other forms of financial assistance to deserving and needy students of the Maritime Conservative of Performing Arts, to be used for their education at this educational institution; and,
 - b) to advance education by providing material and financial support to the Maritime Conservatory of Performing Arts, so long as it remains a registered charity within the meaning of subsection 149.1(1) of the *Income Tax Act* (Canada), with said material and financial support being used in the planning and delivery of the Conservatory’s educational programmes.

- 4.2 The Association shall be carried on without purpose of gain for its Members, and any profits or other gains to the organization shall be used in promoting its objectives.

Article 5: Powers and Responsibilities of the Association

- 5.1 Without being restricted to the following, the Association shall have the power to:
- a) elect members to the Board of Directors;
 - b) receive the annual report of the President on behalf of the Board of Directors;
 - c) receive and accept the Treasurer's financial report for the previous year;
 - d) receive such other reports as may be presented; and,
 - e) set the Association's budget for the year.

Article 6: Membership in the Association

- 6.1 Membership of the MCPA Association shall include individuals who:
- a) subscribe to the objectives of the Association; and,
 - b) have paid the annual dues prescribed.
- 6.2 All graduates of the Conservatory and all members of Faculty are in particular invited to join the Association.
- 6.3 Individuals in arrears for their annual dues may not exercise the privileges of membership as set down in Article 9.0, below.
- 6.4 The Membership Co-ordinator shall maintain a Register of Members [see: 12.1.6].

Article 7: Honorary Life Members

- 7.1 Members who have given exemplary service to the MCPA Association may be named as Honorary Life Members.
- 7.2 Honorary Life Members shall:
- a) be exempt from paying dues;
 - b) have all the privileges of a Member; and,
 - c) have their names included in perpetuity on the Register of Members [see: 6.4].
- 7.3 Individuals named Honorary Life Members shall be honoured:
- a) at an Association event such as a dinner or the AGM;
 - b) by having a prize in their name awarded at the following Convocation; and,
 - c) by having their name engraved on a commemorative trophy that will be displayed permanently at the Conservatory.
- 7.4 Honorary Life Members shall be elected by the Board of the Association.

Article 8: Dues

- 8.1 Dues shall be set annually by the Board of Directors of the MCPA Association and Members will be notified of the amount at least one month before fiscal year end.
- 8.2 The annual dues shall be for the period of the fiscal year.

Article 9: Privileges of Members

- 9.1 Members [see: 6.1] may:
- a) attend meetings of the Association;
 - b) speak and vote at meetings of the Association;
 - c) submit nominations for the designation of Honorary Life Member of the Association; and,
 - d) hold the offices to which they are elected including, but not restricted to, membership on the Board of Directors [see: 14.5.3].

Article 10: Officers of the Association

- 10.1 The Officers of the Association include the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Co-ordinator, and Archivist.
- 10.2 The individuals who hold these positions as Officers of the Association shall simultaneously serve as Officers of the Board of Directors [see also: Articles 12 and 13].

Article 11: Meetings of the Association

11.1.0 Announcements of Association Meetings

- 11.1.1 A notice of meeting [see: 11.5.2.1, 11.5.2.2, and 11.6.4] specifying the place, day, hour, and the nature of the business to be discussed shall be given to Members at least one month prior to the meeting.
- 11.1.2 Electronic announcements of meetings may also be sent to non-members including, but not limited to, members of the MCPA Board and of the Faculty.
- 11.1.2 Documents for discussion or approval, including but not restricted to financial reports, will be distributed with the notice of meeting.

11.2.0 Quorum for Association Meetings

- 11.2.1 A quorum for any meeting of the Association shall consist of nine Members.
- 11.2.2 No business shall be transacted at any meeting of the Association unless a quorum is present, although information may be presented for discussion.
- 11.2.3 In the event that a quorum is not present within thirty minutes of the time at which the meeting was called, the meeting stands adjourned to the same day and time in the next week, with the same agenda and, whenever possible, in the same place.
- 11.2.4 At such a rescheduled meeting, the Members present shall be deemed to constitute a quorum and may transact the business for which the meeting was called.

11.3.0 Procedures for Association Meetings

- 11.3.1
- a) The President shall preside at meetings of the Association.
 - b) In the absence of the President, the Vice-President shall preside.
 - c) In the absence of both President and Vice-President, the Members present shall choose one of their number to serve as chair for the meeting.

- 11.3.2 a) The person chairing the meeting shall vote only to break a tie.
- 11.3.2 b) All motions shall be carried by a majority vote of Members present, with the exception of a vote to change the *Constitution and By-Laws* which shall require support of at least two-thirds of the Members present.
- 11.3.2 c) There shall be no proxy voting.
- 11.3.3 In the event that a meeting is adjourned before the business of the agenda is concluded, no business shall be transacted when the meeting is reconvened other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business is given to Members.

- 11.4.0 **Types of Association Meetings**
- 11.4.1 There are two types of Association meetings, an Annual General Meeting and an Extraordinary General Meeting.

- 11.5.0 **The Annual General Meeting (AGM)**
- 11.5.1 The Annual General Meeting of the Association shall be held within three months of the end of the fiscal year [see: 1.1(f)].
- 11.5.2.1 Notice shall be given in writing to each member at least 1 month before the meeting, provided that neither the omission to notify any Member nor the non-receipt of the notice of meeting by a Member shall invalidate the meeting's proceedings.
- 11.5.2.2 A follow-up reminder of the meeting will be sent to all Members in the week prior to the AGM.
- 11.5.3 At each AGM, without being restricted to the following, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a) minutes of the preceding Annual General Meeting;
 - b) annual report of the President, on behalf of the Board of Directors;
 - c) financial statement of the Treasurer for the previous year;
 - d) budget for the current year; and,
 - e) report of the Nominating Committee with respect to the election of Board Members.

- 11.6.0 **Extraordinary General Meeting (EGM)**
- 11.6.1 An Extraordinary General Meeting of the Association may be called:
 - a) by the President, at any time;
 - b) on a written request to the Recording Secretary signed by at least three Board Members; or,
 - c) on a written request to the Recording Secretary signed by at least ten Members of the Association.
- 11.6.2 The meeting will be called by the Recording Secretary.
- 11.6.3 The meeting shall be held within two weeks of receipt of the request.
- 11.6.4 Notice shall be given in writing to each member, provided that neither the omission to notify any Member nor the non-receipt of the notice of meeting by a Member shall invalidate the meeting's proceedings.
- 11.6.5 The meeting announcement of an EGM shall include the purpose of the meeting.

Article 12: Powers and Duties of Officers

- 12.1.1 The **President** shall give leadership and general supervision of the activities of the Association and of the Board. Without limiting her or his activities, the President, will:
- a) preside at meetings of the Association, the Association Board, and the Executive Committee;
 - b) be a signatory of all bank accounts and investments;
 - c) see that resolutions of the Board are carried into effect; and,
 - d) report to each meeting of the Board on activities of the Executive Committee.
- 12.1.2 The **Vice-President** shall perform the duties of the President during the absence, illness, or incapacity of the President or during such period as the President may request the Vice-President to do so, and shall:
- a) chair the Nominating Committee;
 - b) serve as a member of the Executive Committee;
 - c) be a signatory of all bank accounts and investments; and,
 - d) assist the President in the conduct of Association business.
- 12.1.3 The **Recording Secretary** shall:
- a) prior to the preparation of the agenda for each meeting of the Association and the Board, inform the President of matters pending from the minutes of previous meetings;
 - b) ensure that proper records and minutes of all meetings of the Association, the Board, and the Executive Committee are kept;
 - c) normally ensure the distribution of the minutes to Board members within five business days of the completion of a meeting;
 - d) maintain the official copy of the *Policy and Procedures Manual of the Maritime Conservatory of Performing Arts Association*; and,
 - e) serve as a member of the Executive Committee.
- 12.1.4 The **Treasurer** shall:
- a) present the statements for the previous fiscal year at the AGM;
 - b) provide the Board with a detailed financial statement four times a year;
 - c) participate in the preparation of the annual budget;
 - d) be a signatory of all bank accounts and investments; and,
 - e) serve as a member of the Executive Committee.
- 12.1.5 The **Corresponding Secretary** shall:
- a) conduct correspondence of the Association and the Board when requested to do so by the President.
- 12.1.6 The **Membership Co-ordinator** shall:
- a) maintain the list of Association members, together with their contact information and the date when they renewed their membership; and,
 - b) serve as a member of the Executive Committee.
- 12.1.7 The **Archivist** shall:
- a) collect, preserve, and allow access to such material as may be deemed to be of permanent value to the Association; and,
 - b) develop, and when necessary revise, an Archives policy for the approval of the board.

Article 13: Election and Terms of Officers

- 13.1 The Officers of the Association shall be elected at the first meeting of the Board of Directors following the AGM, and such a meeting may be held immediately after the adjournment of the AGM [see also: Article 10].
- 13.2 Officers shall be elected for a one year term.
- 13.3 Officers shall not normally serve more than four consecutive terms in their respective positions.
- 13.4 The terms of Officers end when their successors are elected.

Article 14: The Board of Directors of the Association

14.1.0 The Size, Composition, and Terms of the Board of Directors

- 14.1.1 The Board of Directors of the Association shall normally consist of at least ten and not more than twenty-one members.
- 14.1.2 Any Member of the Association is eligible to stand for election to the Board.
- 14.1.3
 - a) Members of the Board shall normally be elected for two year terms.
 - b) To ensure rotation in Board membership, the Association may on occasion elect some individuals for one year terms.
 - c) There is no limit on the number of consecutive terms a Board member may serve.

14.2.0 Election of the Members of the Board of Directors

- 14.2.1 Members of the Board shall normally be elected at the Association's AGM.
- 14.2.2 In exceptional circumstances, the Board may elect one or more members to its number, although such individuals must stand for election at the next AGM.
- 14.2.3 The term of new Board members commences at the end of the meeting at which they were elected.

14.3.0 Powers and Responsibilities of the Board of Directors

- 14.3.1 The Board of Directors shall manage and govern the activities of the Association (but see Article 5).
- 14.3.2 Without being restricted to the following, the Board shall have the power and responsibility to:
 - a) establish the policies of the Association;
 - b) have general control of the financial affairs of the Association and to take such steps as it considers necessary to assure funds for the Association;
 - c) elect the Officers of the Association [see: 10.1];
 - d) elect such standing and ad hoc committees as the Board may deem advisable to promote the efficient working and operation of the Association;
 - e) establish the annual dues for membership in the Society; and,
 - f) elect Honorary Members of the Association.

14.4.0 Meetings of the Board

- 14.4.1 The Board shall normally meet eight times each calendar year.
- 14.4.2 A meeting of the Board may be called at any time by the President.
- 14.4.3 A Board meeting may also be called by the Recording Secretary upon the written request of three Board members; such a meeting shall be called within two weeks of the receipt by the Recording Secretary of the written request.

- 14.4.4 Notice of all meetings, including the agenda and specifying the time and place, shall be given in writing to each Board member at least five business days before the meeting; non-receipt of such notice by any Board member shall not invalidate the proceedings at any meeting of the Board.
- 14.4.5 A quorum for any meeting of the Board shall be seven Board members.
- 14.4.6 All motions shall be carried by a majority vote of the Board members present.
- 14.4.7 The person chairing the meeting shall vote only to break a tie.

14.5.0 **Committees of the Board**

- 14.5.1 Among the powers of the Board is that of creating committees, both standing and ad hoc.
- 14.5.2 The quorum for all Board committees shall be a majority of the voting members on the committee.
- 14.5.3 At the discretion of the Board, an Association Member may be elected to any Board Committee except the Executive and Nominating Committees.
- 14.5.4 The chair of all committees shall vote only to break a tie.
- 14.5.5 Unless the committee chair is otherwise specified, the President shall name the chair of Board committees from among the committee members.

14.6.0 **Standing Committees of the Board**

- 14.6.1 Among the standing committees of the Board shall be the:
 - a) Executive Committee;
 - b) Honorary Life Membership Committee;
 - c) Joint MCPA and MCPA Association Bursary Committee;
 - d) Finance Committee; and,
 - e) Nominating Committee.
- 14.6.2 Other standing committees may be established at the discretion of the Board.
- 14.6.3 Members of standing committees shall normally be elected at the first meeting of the Board following the AGM.
- 14.6.4 Members of Standing Committees shall serve one year terms and are eligible for re-election at the end of their terms.

14.7.0 **Ad Hoc Committees of the Board**

- 14.7.1 Ad hoc committees:
 - a) shall be nominated and elected by the Board for a specific purpose and shall cease to exist either when the purpose for which they were created has been met or at the discretion of the Board;
 - b) can be created without notice at any meeting of the Board; and,
 - c) shall normally be elected by the Board following nominations from the floor.

14.8.0 **The Executive Committee**

- 14.8.1 The President, Vice-President, Treasurer, Recording Secretary, and Membership Coordinator shall constitute the membership of the Executive Committee of the Board; other members of the Executive may be consulted as appropriate.

- 14.8.2 The Executive Committee shall deal with affairs of the Association between regular meetings of the Board and shall perform such duties as may be assigned to it by the Board from time to time.
- 14.8.3 The Executive Committee shall meet whenever the President deems necessary or at the request of any two members of the Committee.
- 14.8.4 The President shall chair meetings of the Executive Committee, although in his or her absence the Vice-President shall preside.
- 14.8.5 The Executive Committee shall, at the next meeting of the Board, make a report of the proceedings of Executive Committee meetings.

- 14.9.0 **The Finance Committee**
- 14.9.1 The Finance Committee may include three to five members, one of whom shall be the Treasurer.
- 14.9.2 The role of the Finance Committee is to provide financial oversight to the Association and to make recommendations to the Board regarding budgetary matters and annual dues.

- 14.10.0 **The Honorary Life Membership Committee**
- 14.10.1 The Honorary Life Membership Committee shall normally consist of three Members.
- 14.10.2 The purpose of the Committee is to present annually to the Board the name of a Member of the Association who will be selected as that year's honouree [see: Article 7].

- 14.11.0 **The Joint MCPA and MCPA Association Bursary Committee**
- 14.11.1 The Joint MCPA and MCPA Association Bursary Committee shall normally consist of four members, two named by MCPA and two elected by the MCPA Association Board [but see 14.11.2].
- 14.11.2 The Deans of Dance and Music are not eligible to serve as the elected Association members.
- 14.11.3 The role of the Committee is to develop draft policies with respect to bursaries and to select bursary recipients.
- 14.11.4 Bursary policies developed by the Committee shall be approved both by MCPA and by the Association Board.

- 14.12.0 **The Nominating Committee**
- 14.12.1 The Nominating Committee shall normally consist of three Board Members, including:
 - a) the Vice-President *ex officio*; and,
 - b) two members elected by the Board.
- 14.12.2 The Vice-President shall serve as chair of the Nominating Committee.
- 14.12.3 The Nominating Committee shall make nominations:
 - a) to the AGM for vacant Board positions;
 - b) to the Board both for the position of each Officer and for members of all Standing Committees; and,
 - c) when requested to do so by the President.

Article 15: Fiscal Year

- 15.1 The Fiscal Year of the Association shall be July 1 of one calendar year to June 30 of the next calendar year.
- 15.2 Fiscal Year End shall be the last day of June.

Article 16: Signing Powers

- 16.1 Bank and investment transactions as well as other instruments and documents may be executed on behalf of the Association by any two of the President, Vice-President, Treasurer, and another Board member selected by the Board.

Article 17: Amendments to the Constitution and By-Laws

- 17.1 The Association may amend its Constitution as it deems appropriate to ensure the best conduct and management of the Association's activities and affairs.
- 17.2 Such changes shall be made at a meeting of the Association called for that purpose, although this need not be the only item on the meeting's agenda.
- 17.3 When the constitution or by-laws are to be amended or replaced, one month notice in writing, specifying the place, day, and hour of the meeting shall be given to Members.
- 17.4 Copies of the current and proposed Constitution and By-Laws shall be distributed with the notice of meeting.
- 17.5 A motion to change the Constitution and By-Laws shall pass by not less than 2/3 of all Members entitled to vote who are present in person.

Article 18: Inspection of Books and Records

- 18.1 The books and records of the MCPA Association may be inspected by any Member at any reasonable time by applying writing to the President.

Article 19: Dissolution of the Association

- 19.1 Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the Maritime Conservatory of Performing Arts.
- 19.2 However, if the Maritime Conservatory of Performing Arts is no longer a registered charity at the time of dissolution, then the Association's remaining property shall be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the *Income Tax Act* (Canada).

Approved: September 27, 2015 AGM

Amended: September 25, 2016 AGM [addition of (d) to 12.1.3]

Amended: December 5, 2016, EGM [revision of Articles 4 and 19]