

CONSTITUTION OF TRANSCONA & DISTRICT PIPERS & DRUMMERS ASSOCIATION INC.

As Approved by the Membership at the Annual Meeting held on October 18, 2012

ARTICLE 1: ORGANIZATION

1.1—Name

The name of the organization is "Transcona & District Pipers & Drummers Association Inc.", hereinafter referred to as "The Charity".

1.2—Head Office

Unless changed by a resolution of the members of The Charity, the head office of The Charity at which the books and records will be kept will be the residence of the President of The Charity.

ARTICLE 2: DEFINITIONS AND INTERPRETATIONS

2.1—Definitions

In this and any other bylaw, the following rules apply unless the context indicates otherwise:

- (a) Singular words include the plural,
- (b) Gender specific words include the opposite gender,
- (c) References to persons includes corporate entities,
- (d) The Transcona and District Pipe Band is hereinafter referred to as "The Band".

2.2—Headings

The headings of the sections contained in this Constitution are for convenience only and shall not be deemed to control or affect the meaning or construction of any provision of this Constitution.

2.3—Interpretation

This Constitution shall be interpreted by a majority vote of the Board of Directors. Any such interpretation may be over-ruled by a majority vote of all members present and voting at any meeting of the Board of Directors or meeting of the membership.

ARTICLE 3: OBJECTIVES

3.1—Objectives

The primary objectives of The Charity are:

- (a) To provide instruction in playing the bagpipes and drums for youth age 8 to 18 years;
- (b) To provide uniforms, instruments and equipment for use by the members of The Band;

- (c) To assist in the payment of costs associated with operation of The Band, including cost of registration for The Band to compete in pipe band competitions and performances in local and rural communities, such as community parades, Royal Canadian Legion events, nursing homes and cultural events;
- (d) To provide exposure of members of The Band to Scottish and Scottish-Canadian culture and history;
- (e) To raise and collect funds for these purposes;
- (f) Such other related purposes as may from time to time be determined by the Board of Directors or by the membership.

3.2—Benefits Acquired

The Charity shall be carried on without purpose of gain for its members, and any profits or other accretions to The Charity shall be used solely to promote its objectives.

3.3—Use of Income

Income from donations, grants, bequests, or activities of The Charity shall be expended upon promotion of the objectives of The Charity or other groups which further the objectives of The Charity. It shall be at the discretion of the Board of Directors to invest some or all of such income for such use at a later date.

ARTICLE 4: MEMBERSHIP

4.1—Eligibility

Membership in The Charity is open to any person who is a parent or guardian of a student in, or member of, The Band.

4.2—Membership Fees

A fee for membership in The Charity may be determined by the Board of Directors from time to time.

4.3—Revocations

Any member whose child or ward ceases to be a student or member of The Band ceases to be a member of The Charity.

4.4—Membership Term

An individual's membership shall be continuous so long as he meets the requirements as stipulated in Article 4 "Eligibility".

ARTICLE 5: BOARD OF DIRECTORS

5.1—Composition

The Board of Directors of The Charity, hereinafter referred to as the "Board", shall consist of a

minimum of three (3) and to a maximum of seven (7) Directors, all of whom shall be elected by and from the general membership of The Charity at annual meetings. The elected directors commence their duties effective at the end of the annual meeting at which they are elected.

5.2—Eligibility

Any member of The Charity may stand for election to the Board.

5.3—Nominations

Candidates for election may be nominated before or at the annual meeting.

5.4—Tenure

The tenure of the Directors shall be one (1) year.

5.5—Vacancies

The Office or Directorship of Board members shall be declared vacant if one or more of the following applies:

- (a) He indicates in writing to the Secretary his resignation and the date thereof,
- (b) He orally resigns to the President or the Board,
- (c) He is deceased,
- (d) He is found bankrupt,
- (e) He is found mentally incapacitated by judicial determination,
- (f) He is removed by the Board, subject to Article 5 "Removal of Directors".

5.6—Removal of Directors

The Board must adhere to the following procedure to remove a Director:

- (a) A motion to remove must be provided to all Directors at least 7 days prior to the meeting at which the motion will be considered.
- (b) The meeting considering the motion to remove must have a quorum as per section 5.11 after excluding the Director who brought the motion, and the Director who is the subject of the motion, neither of whom is eligible to vote on the motion.
- (c) A decision on the motion to remove must be voted on by secret ballot and requires a simple majority for passage.

5.7—Filling Vacancies

A directorship vacancy shall be filled through election by the members of The Charity:

- (a) if the vacancy leaves the Board with less than three (3) directors, at a special meeting called for this purpose and the person so appointed shall serve the remainder of the term to which the vacating Director was elected;
- (b) if the vacancy leaves the Board with three (3) or more directors, at the next annual meeting.

5.8—Retiring Directors

A retiring Director remains in office until the end of the meeting at which a successor is elected or appointed.

5.9—Remuneration

The Directors are to serve without remuneration. No Director may directly or indirectly receive any profit from their position as Director.

5.10—Meetings of the Board

- (a) The Board must meet at least once each year.
- (b) Other meetings of the Board may be held at any time and place the Directors choose.
- (c) Special meetings of the Board may be called by the President or upon the written request of two (2) Directors.
- (d) Each Director is to be given seven (7) days notice of each meeting. Formal notice is unnecessary if all of the Directors are present at a meeting, or waive the notice requirement in writing.
- (e) Meetings shall be open to all members of The Charity, and they, with the permission of the chair, may speak to the issues at hand.
- (f) Only Directors shall be permitted to vote.

5.11—Voting and Quorum

Fifty percent (50%) of the Directors shall constitute a quorum at any meeting of the Board. All decisions by the Directors shall be made by simple majority. In the event of a tie a motion shall be defeated.

5.12—Conflict of Interest

The Charity supports the right of member Directors to be involved in community projects and activities. Notwithstanding this principle, Directors should bear in mind that they are entrusted with the confidence of the membership of The Charity. Directors should be constantly aware of the need to avoid situations which might appear or be deemed to be conflicts of interest. Therefore, any Director of The Charity who is an agent of any organization making a presentation or request to The Charity will excuse himself from voting on the presentation or request.

5.13—Property Held by Directors

If a Directorship becomes vacant for whatever reason, any property of The Charity in the Director's possession is to be returned to the Board. It is the Secretary's responsibility to make sure that this is carried out, within a reasonable time.

ARTICLE 6: EXECUTIVE OFFICERS

6.1—Composition and Duties

There shall be four (4) Officers of The Charity. These Officers shall be known as the Executive Committee. The make-up and duties of the Officers shall be as follows:

- (a) President** – The President is responsible to the membership and the Board and shall:
 - (i) preside at all meetings of the members and the Board,

- (ii) oversee the general management of The Charity,
- (iii) ensure that all orders and resolutions of the Board are carried out,
- (iv) prepare and submit a report to the annual meeting.

(b) Vice-President – The Vice-President is responsible to the membership, the President, and the Board. If the office of the President becomes vacant, the Vice-President will automatically become President for the remainder of the Executive Committee’s term of office. The Vice-President shall:

- (i) assume the duties of the President should he not be able to perform them,
- (ii) perform such other duties as may be requested by the President or the Board from time to time.

(c) Treasurer – The Treasurer is responsible to the membership, the President, and the Board. He shall:

- (i) have custody and responsibility for the money and assets of The Charity,
- (ii) keep complete accounts of all of the assets, liabilities, receipts and disbursements,
- (iii) provide an accounting to the President and Directors whenever they require,
- (iv) perform such other duties as may be requested by the President or the Board from time to time.

(d) Secretary – The Secretary is responsible to the membership, the President, and the Board. He shall:

- (i) act as clerk of all meetings of the members and meeting of the Board of Directors, recording all votes and minutes of the proceedings in the Minute Book,
- (ii) give notice of meetings to the members, or to the Directors as the case may be,
- (iii) perform such other duties as may be requested by the President or the Board from time to time.

6.2—Elections and Appointments

(a) At the first meeting of the Directors following an annual meeting, the Directors shall elect the Officers of The Charity as defined in Article 6 “Composition and Duties”.

(b) At the first meeting of the Directors following an annual meeting, the Directors shall make appointments to the standing committees.

6.3—Tenure

The tenure of the Officers shall be a term of one (1) year.

6.4—Resignations

An Officer may resign office by giving written notice to the Secretary, or in the case of the Secretary to the President.

6.5—Removal of Officers

The Board may remove an Officer by following the procedure for removal of a Director as set out in Article 5 “Removal of Directors” of this Constitution. Such a removal will constitute a removal from both the Executive Committee and the Board.

6.6—Filling Vacancies

If a vacancy occurs in any office, the Board will fill it from among the remaining Directors, subject to Article 6 “Composition and Duties”.

6.7—Signing Documents

Any documents, financial or otherwise, requiring the signature of The Charity are to be signed by any two (2) of the President, Vice-President and Treasurer. Any properly signed document is binding upon The Charity without further authorization or formality.

ARTICLE 7: DUTIES, RESPONSIBILITIES, AND POWERS

7.1—Duties

It is the duty of every Officer and Director to carry out the directions given to him by a membership meeting and to carry out such directive as the Board may give him from time to time to the best of his abilities. It is further the duty of the Officers and Directors to see that The Charity operates to the best of its ability in accordance with its objectives.

7.2—Responsibilities

The Officers and Directors are responsible for:

- (a) Coordinating the work of The Charity,
- (b) Carrying out the policies and directives of The Charity as made at its annual meeting,
- (c) Ensuring that funds of The Charity are accounted for,
- (d) Ensuring that minutes of meetings are properly maintained, and
- (e) Taking the necessary steps to enable The Charity to receive donations and benefits.

7.3—Powers

The Officers and Directors may exercise all the powers of The Charity except those which are required to be exercised by the members. Specifically, the Officers and Directors may do any of the following things:

- (a) Authorize expenditures, including payment for expenses incurred prior to this Constitution being enacted,
- (b) Appoint a Pipe Major, a Drum Sergeant, instructors and any other Band positions,
- (c) Make appropriate rules for the operation of The Charity,
- (d) Establish other bylaws of The Charity, which must be ratified by the membership at an annual meeting or a special meeting of the members,
- (e) Establish Standing Committees and/or Ad Hoc Committees in the furtherance of The Charity’s objectives.

ARTICLE 8: MEMBERSHIP MEETINGS

8.1—Annual Meeting

- (a) The Board shall call or cause to be called an annual meeting of The Charity.
- (b) The annual meeting of the membership shall be held in October of every year with the specific time and place to be determined by the Board,
- (c) The notice of the annual meeting shall be in accordance with Article 8 “Notice of Meetings”.
- (d) The annual meeting shall:
 - (i) Receive the Directors’ reports,
 - (ii) Receive the Financial Statements and Treasurer’s report of the previous fiscal year,
 - (iii) Elect three (3) to seven (7) members to the Board to serve for the next year,
 - (iv) Review the annual budget for the upcoming fiscal year,
 - (v) Deal with any other business brought before it.

8.2—Special Meeting

- (a) A special meeting of the members of The Charity may be called at any time by the Board, or the President, or the Vice-President, or by twenty-five percent (25%) of the members.
- (b) The notice of a special meeting shall be in accordance with Article 8 “Notice of Meetings”.

8.3—Notice of Meetings

- (a) Every member is to be given at least thirty (30) days’ notice of an annual meeting or a special meeting.
- (b) The notice is to state the time and place of the meeting, the business of the meeting, and any proposed Constitutional amendments.
- (c) The notice shall be sent to the last mailing address or the last e-mail address that the member has given the Secretary.

8.4—Voting and Quorum

- (a) Fifty percent (50%) of the members in good standing shall constitute a quorum at any annual meeting or special meeting.
- (b) Each member present at an annual meeting or special meeting will have one (1) vote.
- (c) Voting by proxy will be allowed at the discretion of the Board of Directors.
- (d) Every question at any meeting will be decided by a majority of votes, unless otherwise required. If the vote is tied, a second vote will be called. If the vote remains tied, the question will be defeated.

ARTICLE 9: AMENDMENTS

9.1—Meetings

This Constitution can only be amended by a vote of the membership at either:

- (a) An annual meeting of the membership, or
- (b) A special meeting of the membership for the purpose of amending the Constitution.

9.2—Resolutions

Any member may propose amendments to the Constitution at a meeting of the membership provided that the member:

- (a) Notifies the Secretary in writing 45 days in advance of the meeting of the intent to do so,
- (b) Such notification includes the contents of the proposed amendment, and
- (c) In the case of a special meeting, the meeting is convened in accordance with Article 8 "Special Meetings".

9.3—Notice

Notice to amend the Constitution, including a draft of the proposed amendment, is to be given in writing to all members at least thirty (30) days prior to the meeting at which it will be considered.

9.4—Threshold

A resolution to amend the Constitution at any meeting of the membership must receive a 2/3 majority vote of the eligible voting members in attendance in order to be adopted.

ARTICLE 10: FISCAL YEAR AND ACCOUNTANT

10.1—Fiscal Year

The Charity's financial year shall be from September 1st to August 31st of the following year.

10.2—Accountant

Each September the Board of Directors shall appoint an Accountant to review the accounts.

10.3—Books and Records

The Directors are responsible for keeping whatever books and records the Constitution or any law requires. Books and records of The Charity are open for review at the Head Office, by any member who gives reasonable notice.

ARTICLE 11: DISSOLUTION OF THE CHARITY

11.1—Disposition of Net Assets

Members of The Charity do not have and cannot have any personal interest in the property of The Charity. In the event that it becomes necessary to dissolve or wind-up The Charity, any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purposes are the most similar to those of The Charity at the time. The substance of this rule may not be changed by any later amendment, nor may this rule be repealed.

ARTICLE 12: ENACTMENT

12.1—Effective Date

This Constitution was enacted on the 18th day of October 2012, and is effective as at that date.

BY-LAW No. 1 was edited the 6th day of October 2015 and is effective as at that date.