

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Canadian University Music Society/Société de musique des universités canadiennes.

MEMBERSHIP AND CONDITIONS OF MEMBERSHIP

2. To carry out these objects the corporation will be structured to include two types of membership:
 - (a) General Membership, available to all persons concerned with the development of music in Canada at the university level. General Membership includes the following classes of individual members, all of whom shall have full membership and voting privileges:
 - i) Full individual membership, available to all full-time teachers of music at the university or college level;
 - ii) Retired individual membership, available to all retired university or college teachers of music;
 - iii) Student individual membership, available to all bona-fide university or college music students;
 - iv) Part-time individual membership, available to all part-time and adjunct teachers of music at the university level;
 - v) Independent scholar membership, available to all musicians and music scholars who do not hold a university or college appointment;
 - vi) Joint membership, available to all members of the Canadian Association of Music Libraries, Archives, and Music Documentation Centres (CAML).
 - vii) Honorary Life Members, a title bestowed by the Society on individuals who have rendered distinguished service to university music in Canada.
 - (b) Institutional Membership, including two classes of institutional members, represented on the Standing Committee of Institutional Members by the head/dean/director/chairperson or a designate of the institution:
 - i) Full institutional membership, available to all institutions offering at least one program leading to the degree Bachelor of Music, or to any other Baccalaureate degree with a major in music, provided that such programs are acceptable to the Standing Committee of Institutional Members. **Full institutional members shall have full membership and voting privileges;**
 - ii) Associate institutional membership, available to all institutions offering university-level courses in music, not qualifying under (b) i) above, but acceptable to the Standing Committee of Institutional Members. **Associate institutional members shall have full membership privileges with the exception of voting privileges.**
3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation, and shall consist of anyone or any institution whose application for admission as a member has received the approval of the board of directors of the corporation.
4. Membership fees and dues shall be determined by the board of directors.
5. Any member may withdraw from the corporation by delivering to the corporation a written

resignation. **A member who has failed to pay annual membership dues within six (6) months of the date on which such payment is due shall be deemed to have withdrawn from the corporation.**

HEAD OFFICE

6. The Head Office of the corporation shall be in the City of Toronto, in the Province of Ontario.

BOARD OF DIRECTORS

7. The property and business of the corporation shall be managed by a board of nine (9) directors of whom five (5) shall constitute a quorum.
8. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.
9. The office of director shall be automatically vacated:
- a) if a director shall resign from the office by delivering a written resignation to the secretary of the corporation;
 - b) if a director is found to be a lunatic or becomes of unsound mind;
 - c) if a director becomes bankrupt or suspends payment or compounds with creditors;
 - d) if at a special meeting of members a resolution is passed by the majority of the members present at the meeting that the director be removed from office;
 - e) on death;
- provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.
10. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
11. Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and shall not directly or indirectly receive any profit from their positions as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties and provided further that any director who is engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.

12. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which a notice or retirement is accepted and a successor is elected. Directors shall hold office until the next election at an annual meeting of members following their election or appointment.
13. 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.
14. The remuneration of all ~~officers~~, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

15. All directors of the corporation or other persons who have undertaken or are 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:
 - a) all costs, charges and expenses which such directors, officers or other persons sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or things whatsoever, made, done or permitted by them, in or about the execution of the duties of their offices or in respect of any such liability;
 - b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

POWERS OF DIRECTORS

16. The directors of the corporation may administer the 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 charter or otherwise authorized to exercise and do.
17. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which capital and interest may be made available for the benefit of promoting the interest of the Canadian University Music Society in accordance with such terms as the board of directors may prescribe.
18. The board of directors shall take such steps as they may 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.

OFFICERS

19. All officers shall be directors of the corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.
20. The officers of the corporation shall be a president, vice-president, secretary and treasurer, past-president, **English review editor**, **French review editor**, **web-site editor** and representative of the Standing Committee of Institutional Members and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person.
21. The president, vice-president, secretary and treasurer shall be elected every two (2) years at an annual meeting of the members. The representative of the Standing Committee of Institutional Members shall be elected by the committee every two (2) years at an annual meeting of its members. Other officers shall be appointed by resolution of the board of directors.
22. The officers of the corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. An officer shall not normally stand for election to the same office for more than two (2) consecutive two-year terms.

DUTIES OF OFFICERS

23. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the corporation and of the board of directors. The president shall have the general and active management of the affairs of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.
24. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of president and shall perform such other duties as shall from time to time be directed by the board of directors.
25. The treasurer shall have the 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 and to the credit 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 by the board of directors from time to time. The treasurer shall disburse the funds of the corporation as may be directed by the proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular 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. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.
26. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation generally under the supervision of the officers thereof and shall attend all board of directors' meetings, general membership meetings and meetings of the Standing Committee of Institutional Members 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 give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform, under the supervision of the board of directors, such other duties as may be prescribed by the board of directors or the president. The secretary shall be the custodian of the seal of the corporation, which shall be delivered only when authorized by a resolution of the board of directors to such person or persons as may be named in the resolution.

27. The representative of the Standing Committee of Institutional Members shall be the presiding officer at meetings of the Standing Committee of Institutional Members, which is comprised of representatives of all the Institutional members of the corporation. The representative shall be responsible to the board of directors and shall be concerned with the admission to membership of all institutional members of the corporation, with consulting and advising on new university music programs and the monitoring of existing programs, as is appropriate, and with other matters of institutional concern.
28. **The two Review editors and one web-site editor shall be responsible to the Board of Directors and shall be responsible for editorial and managerial operations of the Society's principal publications, *The Canadian University Music Review / La Revue de musique des universités canadiennes* (and its successors) and the CUMS/CMUS web-site respectively. They shall preside over the meetings of the editorial boards of the Review and the web-site. They shall individually and collectively oversee the regular publication of the Review and the web-site, including all facets of policy development, editing and production. They shall develop and administer the budgets approved for their respective publications by the board of directors. The editors shall also perform such other duties as may from time to time be directed by the board of directors.**
29. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

30. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. **All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the corporation and in such manner as the board of directors may from time to time designate by resolution.** The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS

31. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any other place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members may be held outside Canada.
32. At every annual meeting of members, in addition the other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and

the auditors appointed for the ensuing year. A board of directors shall be elected every two (2) years at an annual meeting of members. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

33. Fourteen (14) day's prior written notice shall be given to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one (1) vote.
34. No error or omission in giving notice to any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded on the books of the corporation.

MINUTES OF THE BOARD OF DIRECTORS

35. Minutes of the board of directors shall not be available to the general membership of the corporation, but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

36. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise provided by statute or by these by-laws.

FINANCIAL YEAR

37. Unless otherwise specified by the board of directors, the fiscal year-end of the corporation shall be March 31.
38. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors.

AMENDMENT OF BY-LAWS

39. The by-laws of the corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

40. The members shall at each annual meeting appoint an auditor to audit the accounts of the corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

41. The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

42. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

43. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.