

Federation of Canadian Music Festivals
Bylaws as approved at the Annual General Meeting in Waterloo, August 2013

BYLAWS
of
THE FEDERATION OF CANADIAN MUSIC FESTIVALS



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Article I

OBJECTIVES

The Federation of Canadian Music Festivals, hereafter referred to as the "Federation", shall be carried on without the purpose of gain for its members, and any profits or other accretions to the organization shall be used in furtherance of its objectives.

The Objectives of the Federation are:

1. to advance, promote and develop the music festival movement in Canada - locally, provincially and nationally.
2. to organize and operate a National Music Festival.
3. to encourage the study and practice of music, either alone or in conjunction with related arts.
4. to represent the festival movement when dealing with government and other agencies on a national level.
5. to provide a platform and opportunity for amateur musicians to progress toward professionalism.
6. to act as a coordinating body serving local and Provincial Festival Associations, for dispensing information, exchanging ideas and monitoring festival development.

Article II

MEMBERSHIP

1. There shall be three classes of Membership in the Federation, namely: Individual, Life and Associate.
2. The names of all Members will appear in the Digest and the Piu Mosso newsletter.
3. The fees for Individual, Life and Associate Memberships shall be set at an Annual General Meeting. Non-Life Memberships commence on November 1st.

A. INDIVIDUAL MEMBERS

An Individual Member may be a Basic Member, Sustaining Member or Patron Member.

The privileges of Individual Membership in the Federation shall be:

- i. to receive all relevant correspondence such as the newsletter, Notice of Meetings and Digest.
- ii. to attend Annual General Meetings at no cost to the Federation, with privilege of voice.
- iii. to attend Annual General Meetings at no cost to the Federation, with privilege of vote provided their Provincial Association appoints them as a delegate, and subsequently be eligible:

- iv. for election as an Officer of the Federation
- v. to nominate another Member for election as an Officer of the Federation.
- vi. to serve on Federation committees.
- vii. and in the case of each Patron Member, to receive two complimentary tickets to the Grand Award Competition of the National Music Festival.

B. LIFE MEMBERS

Life members may be designated as Founders, Honorary Life Members or Life Members as follows:

i. FOUNDERS

The purpose of this designation is to retain the names of those individuals who are worthy of memory. These outstanding festival leaders committed themselves to the music festival movement in Canada and by their service to the Federation of Canadian Music Festivals have enriched the lives of countless young musicians.

ii. HONORARY LIFE MEMBERS

The Federation may from time to time award a person an Honorary Life Membership.

An Honorary Life Membership may be presented to an individual:

- a. for long and distinguished service to the Federation; or
- b. for commitment and dedication to the advancement of music in Canada; or
- c. for some exceptional contribution to the Federation of Canadian Music Festivals.

Names of persons for Honorary Life Membership will be solicited from time to time by the Executive. Names of individuals worthy to receive this honor will be recommended by the Executive to the Delegates at the Annual General Meeting for approval.

iii. LIFE MEMBERS

Life Memberships may be purchased for oneself or another. Qualifications are similar to those for Honorary Life Membership.

A request in writing for a Life Membership shall be made to the President of the Federation by June 30 of any year, and granting of the request must be approved by the Executive and ratified by the Annual General Meeting.

The privileges of all Life Memberships in the Federation shall be:

- a. to receive all relevant correspondence such as the newsletter, Notice of Meetings and Digest.
- b. to attend Annual General Meetings at no cost to the Federation, with privilege of voice.
- c. to attend Annual General Meetings at no cost to the Federation, with privilege of vote provided their Provincial Association appoints them as a delegate.

C. ASSOCIATE MEMBERS

An Associate Member is any local festival or non-corporate organization desiring affiliation with the Federation for an annual fee. This class of membership is not entitled to vote on the business matters of the Federation.

The privileges of Associate Membership shall be to receive the Digest and newsletter.

Article III GENERAL MEETINGS

1. The Annual General Meeting shall be held immediately before or after the National Music Festival. It will be presided over by the President, or if unavailable, the Vice-President, or if unavailable, the immediate Past President.
2. A Special General Meeting may be held at the call of the Executive Committee, or at the request of six Provincial Festival Associations with 30 days notice by post, email or other electronic means of communication.
3. Only Delegates shall vote at a General Meeting. A "Delegate" is a person who is a member of the Federation, and either:
 - i. a current officer of the Federation, or
 - ii. named in writing by a Provincial Association to represent it at such meeting.
4. Each Provincial Association shall be entitled to name three Delegates, plus an additional Delegate for every 10,000 music entries or portion thereof after the first 10,000.
5. Each Provincial Association shall provide the Executive Director of the Federation with the name and address of each of its Delegates at least one month prior to the Annual General Meeting.

6. A Provincial Association shall have authority to designate that any duly named Delegate in attendance at the AGM may exercise the vote, by proxy, of ONE other duly named delegate who is not in attendance at the AGM. The Provincial Association must register details of proxy voting by submitting signed forms (or via email under the Association's name) to the Executive Director before the Annual General Meeting is called to order. When a delegate is unable to be present for a vote during the AGM, a proxy may go to another delegate from the same province. Likewise when an executive member is unable to be present, a proxy may only be given to another executive member. Only when there is no attendance from a particular province can a proxy be held by a delegate from a different province.
7. The following items of business must be included in the agenda unless three-quarters of the voting members present and voting agree to delete any item(s):
 - i. Call to order
 - ii. Roll call
 - iii. "Not a conflict of interest" declaration
 - iv. Adoption of the Agenda
 - v. Minutes of the last Annual General Meeting and any Special General Meetings
 - vi. Minutes and/or summary of all Executive Committee meetings held since the last Annual General Meeting
 - vii. Business arising from the Minutes
 - viii. Reports of the President, Executive Director and Treasurer
 - ix. Reports of the Standing Committees
 - x. Reports of ad hoc Committees
 - xi. Adoption of the Budget
 - xii. Appointment of an Auditor and Executive Director
 - xiii. Approval of the Executive Director contract
 - xiv. Provincial Reports
 - xv. Location of next Annual General Meeting and National Music Festival
 - xvi. New Business
 - xvii. Elections
 - xviii. Adjournment
8. The following schedule shall be used to inform Federation members of the date, location and special business of the Annual General Meeting or any Special General Meeting.

- i. At least 30 days prior to a Special General Meeting, the Executive Director or Executive Committee shall inform each Provincial Administrator of the time, date and location of the meeting. The notice shall advise of business to be presented. The accepted forms of notification will be post, email or other electronic means.
 - ii. At least 60 days prior to the Annual General Meeting, the Executive Director shall inform each Provincial Administrator of the time, date and location of the General Meeting. The accepted forms of notification will be post, email or other electronic means. The notice shall also advise of notices of motion, special business and bylaw changes to be presented at the meeting. Items of special business are defined as those actions altering the structure or established procedures of the Federation.
 - iii. The accidental omission by the Executive Director to give notices to, or the non-receipt of such notices by any member shall not invalidate any resolution passed or business transacted by any such meeting, provided reasonable effort has been made to deliver such notices. The interpretation of this section shall rest with the Presiding Officer, whose decision may be ratified by a majority of the voting members present.
 - iv. Items of new business for the General Meeting that have not been submitted according to the above schedule shall be dealt with as follows:
 - a. The Presiding Officer may rule certain items for discussion only, if s/he believes that all Federation members should have had advance notice of the proposed business because it affects the structure or established procedures of the Federation.
 - b. Other business items may be transacted if time permits.
9. A quorum for all General Meetings shall be three Officers and five other voting members representing at least five different Provincial Associations.
10. At all General Meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Companies Act (Canada) or these Bylaws. Each Delegate shall have one vote and up to one proxy. In the event of a tie, the Presiding Officer may cast a tie-breaking vote.

Article IV ELECTIONS

1. In any year during which an election is to take place at the Annual General Meeting, notice of such and a request for nominations are to be placed in the issue of the newsletter that immediately precedes the meeting.
2. The immediate Past President or if unavailable, another Past President shall preside. If neither are available to serve, the President shall name another member of the Executive Committee as Presiding Officer.
3. The Presiding Officer shall appoint two scrutineers, preferably non-voting observers, who shall distribute, collect and count ballots.
4. The Presiding Officer shall conduct elections in the following order: President, Vice-President, Treasurer, Director(s). A nominee for one position, if unsuccessful in that election, may be nominated for another position.
5. The Presiding Officer shall call for nominations, upon which a member of the Nominating Committee shall make the nominations it has received. The Presiding Officer shall then call for further nominations, and when s/he has called for such three times without any further nomination being received, s/he shall declare nominations closed.
6. Nominees will be given a brief opportunity to speak, after which election shall be held by secret ballot. The results shall be handed to the Presiding Officer by the scrutineers.
7. To be elected, a nominee must receive 50% plus 1 of the total ballots cast.
8. Should no nominee achieve such, the person receiving the fewest votes shall be taken off the ballot and a second ballot conducted. This procedure shall be followed until someone is elected to the specific office.
9. Following each election, all ballots cast shall be destroyed.

Article V OFFICERS

1. The Officers of the Federation shall be the Past President, the President, the Vice-President, the Treasurer and three Directors.

2. Each Officer, except the Past-President, shall be elected at an Annual General Meeting for a two year term. The Vice-President and one Director shall be elected in the year of Presidential election, and two Directors in the midterm year. Because Directors are to be elected at the same meeting, each position shall be filled by separate nomination and election. (In 2009, the Treasurer will be elected for a three-year term, and thereafter for two year terms.)
3. Any Officer shall be eligible to hold that office for a maximum of two consecutive two year terms, with total services, in the event of filling a partial term, not to exceed five years, excepting the Treasurer whose term is not subject to the two consecutive term limit.
4. If the immediately previous President chooses not to serve as an Officer, the Executive Committee shall invite another former President, in order of recent service, to assume the office of Past President.
5. A vacancy occurring in any office may be filled by a voting member of the Federation appointed by the President. Such person shall serve until the next Annual General Meeting.
6. No member of the Federation shall be disqualified from office by virtue of having a contract, business or personal special interest with the Federation, provided such interests are revealed to the Annual General Meeting at the time of nomination.
7. Any Officer seeking reimbursement for non-budgeted expenses to be incurred on behalf of the Federation shall seek, in advance, the approval of the President or his/her appointee before making such expenditures.
8. The President and the Executive Director shall have travel expense accounts as provided for in the budget.
9. Officers shall serve without remuneration, and no Officer shall directly or indirectly receive any profit from his or her position as such, provided that an Officer may be reimbursed for reasonable expenses incurred in performing his or her duties. An Officer shall not be prohibited from receiving compensation for services provided to the organization in another capacity.

Article VI POWERS AND DUTIES OF THE OFFICERS

1. The President shall be the Chief Executive Officer of the Federation, shall preside over all General and Executive Committee meetings, shall have executive authority to see that all orders and resolutions of the Executive Committee and General Meetings are carried out, and shall perform all duties that pertain to the Office and such other duties as may from time to time be assigned by the Executive Committee, a General Meeting, or these Bylaws.
2. The Vice-President, in the absence of the President, shall perform the duties of the President, and such other duties as may from time to time be assigned by the Executive Committee, a General Meeting, or these Bylaws.
3. The Treasurer shall have overall responsibility for the financial affairs of the Federation. Included in the responsibilities are the oversight of the procedures used for the receipt, deposit and expenditure of Federation funds; the preparation of, timely distribution of, and the presentation of the annual Budget to the Finance Committee; the distribution of the audited Financial Statements by June 30 preceding each Annual General Meeting, to all members of the Finance Committee and all Provincial Administrators; and such other duties as may from time to time be assigned by the Executive Committee, a General Meeting or these Bylaws.
4. In the absence of both the President and the Vice-President, and with their consent, any Director may be called upon to perform the duties of the President or Vice-President, and such other duties as may be assigned by the Executive Committee, a General Meeting or these Bylaws.
5. All officers and the Executive Director of the Federation shall be available to the Finance and other committees as they carry out their objectives.

Article VII EXECUTIVE COMMITTEE

1. The property, business and affairs of the Federation shall be managed and conducted by the Executive Committee.
2. The Executive Committee shall consist of:
 - i. the President
 - ii. the Vice-President
 - iii. the Treasurer

- iv. three Directors
 - v. the Past-President
 - vi. the Executive Director, ex officio
 - vii. the Festival Fundraiser, ex officio
3. Members of the Executive Committee shall assume their responsibilities at the adjournment of the Annual General Meeting or the close of the National Music Festival, whichever occurs last.
 4. The specific duties of this committee shall include:
 - i. the transaction of all Federation business between General Meetings.
 - ii. the recommendation of Honorary Memberships in the Federation.
 - iii. the planning and presentation of a National Music Festival each year.
 - iv. such other activities as any General Meeting may direct.

In planning each National Music Festival, the local coordinator, (the “shadow”) of that Festival may be required to meet with the Executive Committee. His/her expenses for attending any such meeting, and the Festival, shall be paid by the Federation.
 5. The Executive Committee shall report its actions and recommendations to each Provincial Administrator following each Executive Committee meeting. The Executive Committee shall report to and seek ratification by the next Annual General Meeting of all business transacted since the last Annual General Meeting.
 6. The Executive Committee members, their heirs, executors and administrators may, with the consent of the Federation given at a General Meeting, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Federation from and against:
 - i. all costs, charges and expenses that such members sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him/her, in or about the execution of the duties of a member of the Executive Committee.
 - ii. such other costs, charges and expenses that s/he sustains or incurs, in or about or in relation to the affairs of the Federation, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
 7. Notwithstanding the above, the Executive Committee shall ensure that an adequate Directors and Officers Liability Insurance policy is in effect at all times.
 8. The Executive Committee shall meet immediately before the Annual General Meeting, and may meet from time to time and in any place in Canada, or by electronic conference, or by email, for the dispatch of business. No formal notice of meeting is required if those who will be absent have signified their consent to such a meeting.

9. A quorum necessary for the transaction of business shall be five members of this committee. All questions shall be decided by a majority vote of those present and voting.
10. Whenever practical, the Executive Director shall advise each Provincial Administrator when an Executive Committee meeting is to take place so that each will have an opportunity to submit questions and business.

Article VIII

COMMITTEES OF THE FEDERATION

1. The term of office for members of Committees shall be one year, but members may be re-appointed for any number of terms.
2. Each committee must elect a sub-committee that will remain active during the interval between General Meetings.

STANDING COMMITTEES

1. FINANCE COMMITTEE

- a. Objectives:
 - i. to review the financial statements for the previous year and the proposed budget for the coming year as prepared by the Treasurer in consultation with the Executive Director
 - ii. to make recommendations on both of the above to the Treasurer and Executive Director.
 - iii. to present them to the Annual General Meeting.
 - iv. to review the financial policies and practices of the Federation and from time to time recommend changes or new directions.
 - v. to recommend to the Annual General Meeting financial terms of any contracts that are being engaged by the Federation.
- b. The committee shall meet at least once prior to or between sessions of the Annual General Meeting.
- c. The Treasurer will chair the committee.
- d. The President and Vice-President shall both be members of the committee and the President shall appoint at least two other Federation members.

2. MARKETING AND COMMUNICATIONS

a. Objectives:

- i. to solicit funds to be used for the work of the Federation, and to develop and build up the Trust Fund of the Federation.
 - ii. to promote membership in the Federation.
 - iii. to enhance awareness of the Federation and the National Music Festival throughout the country.
- b. The President, in consultation with the Executive Committee, shall appoint a minimum of two Federation members to the committee, designating one of them to be Chair.

3. HISTORY COMMITTEE

a. Objective:

- i. to ensure that an accurate history of the Federation and the National Music Festival is maintained.
- b. The President, in consultation with the Executive Committee, shall appoint one Federation member to the committee, with power to that person to add to the committee.

4. NOMINATING COMMITTEE

a. Objectives:

- i. to prepare a list of nominees for any office subject to an election and to present the same to the Annual General Meeting.
 - ii. Efforts should be made in such appointments to ensure geographical representation.
 - iii. The committee shall ensure, before any election takes place, that every candidate, each of whom is normally expected to be present, is duly qualified according to these bylaws and has consented to act.
 - iv. The committee shall present a short biographical sketch of each of its nominees. Persons nominated from the floor may present such orally.
- b. The Past President, or as set out in Article VI, paragraph 4, shall chair this committee to which the President shall appoint two other Federation members who are not members of the Executive Committee.

5. SYLLABUS COMMITTEE

- a. Objectives:
 - i. to review the rules and regulations of the National Music Festival and to ensure that the same are circulated annually to all Provincial Festival Associations.
 - ii. to receive from Local and Provincial Festival Associations, representations with respect to changes to the Syllabus.
- b. The President, in consultation with the Executive Committee, shall appoint a minimum of three Federation members to the committee, designating one of them to be Chair.
- c. Substantive changes made to the National Syllabus regulations become effective on July 1 in the year following the date of their acceptance at any Federation Annual Meeting.

6. NATIONAL FESTIVAL PLANNING COMMITTEE

- a. Objectives:
 - i. to review the Federation and the National Music Festival policies and make recommendations to the General Meeting on changes to improve their operations.
 - ii. to prepare long-range plans for the National Music Festival.
- b. The President, in consultation with the Executive Committee, shall appoint a member of the Executive Committee as Chair, and a minimum of two other Federation members to the committee.

7. ADJUDICATOR SELECTION COMMITTEE

- a. Objective:
 - i. to assist in establishing and maintaining an adjudicator directory.
- b. The President, in consultation with the Executive Committee, shall appoint one Federation member to the committee, with power to that person to add to the committee.

8. AD-HOC COMMITTEES

- a. The President, in consultation with the Executive Committee, shall appoint other committees from time to time as needs arise or as directed by a General Meeting.

Article IX COMMITTEE MEETINGS

1. All meetings of committees of the Federation shall be open to all members except when its business concerns personnel or other items where privacy would be in the best interest of any member. When a meeting is to be closed to the general membership, the reason for such closure shall be made known prior to the meeting. Notwithstanding the preceding, a committee may designate a portion of its meeting closed in order to expedite formation of motions, etc.
2. Only those members appointed to a committee, or those who have indicated their membership with their signature shall be eligible to vote; however, if time permits, all Federation members wishing to speak shall be allowed to do so.
3. Anyone appointed to a committee who is unable to serve should advise the President, who shall appoint a replacement.
4. The President and Executive Director shall be members of every committee ex officio.

Every committee must file a written copy of its minutes with the Executive Director as soon as possible after its meeting ends. All reports to the Annual General Meeting must be filed with the Executive Director before they are presented to that meeting.

Article X ADMINISTRATION

1. An Administrative Manual shall be maintained by the Executive Director to ensure that the business of the Federation is conducted in an orderly fashion.
2. The Federation shall contract an Executive Director according to the relevant sections in the Administrative Manual.
3. Subject to the authority and direction of any General Meeting and/or the Executive Committee, the Executive Director shall:
 - i. carry out all decisions and policies of any General Meeting and of the Executive Committee.
 - ii. ensure that all necessary arrangements for the National Festival are in place.
 - iii. provide the Administrative Office, and

- a. attend to all correspondence, providing Executive Committee members with copies on a regular basis.
- b. pay approved accounts.
- c. keep a comprehensive set of books recording:
 - all receipts and disbursements.
 - copies of the Act of Incorporation of the Federation and any amendments thereto, and of all Bylaws, rules and regulations of the Federation.
 - the names, addresses and classifications of all past and present Federation members with the dates each became and ceased to be a member.
 - the names of all directors of the Federation up to August 31, 1987, with the dates they became and ceased to be members.
 - the names of all officers of the Federation after August 31, 1987, with the dates they became and ceased to be officers.
 - Minutes of all General Meetings of the Federation, Minutes of meetings of the Executive and Standing committees.
- d. keep current the Administrative Manual of the Federation, annually supervise its distribution to all current officers and Provincial Administrators and provide copies of any section, at nominal cost, to any member requesting such.
- e. circulate copies of Executive Committee minutes as called for in these Bylaws.
- f. engage the necessary adjudicators for the National Music Festival and arrange for their transportation and pay.
- g. maintain a briefing file for adjudicators and annually review the same.
- h. keep a current directory of Local and Provincial Festivals.
- i. in collaboration with the President, prepare agendas for Executive Committee meetings and distribute the same to all members.
- j. send out accounts, including those for affiliation fees.
- k. complete and file all required government forms.
- l. in consultation with the Treasurer, prepare Financial Statements for audit before submitting them to the Finance Committee and Annual General Meeting.
- m. submit to the Annual General Meeting, a report of activities during the preceding year.
- n. maintain records of all trophies and awards.

- o. assist in carrying out an on-going public relations program to promote the festival movement in Canada.
 - p. maintain and update an index of adjudicators, the contents of which shall be made available to any Provincial Association on request.
 - q. prepare a package of significant material annually for the History Committee and report to the Annual General Meeting what has been submitted to the Archives.
 - r. other duties as directed by the Executive Committee or a General Meeting.
4. The Executive Director shall be the custodian of the Federation's seal, books and records. These shall be kept at the Administrative office of the Federation or at such other place as the Executive Committee from time to time may determine and shall be available for inspection by any member at all reasonable times.
 5. If the Executive Director is unable to fulfill the duties of the position, the Executive Committee shall appoint a person to assume the position.
 6. The minutes of the General Meetings and all Standing Committee meetings, if signed by the presiding officer and the Executive Director or Acting Executive Director, and any Bylaws of the Federation, if authenticated by the signature of any Officer and the Federation Seal, shall be receivable in evidence without further proof.

Article XI

ACCOUNTS AND AUDITS

1. The fiscal year of the Federation shall expire on October 31st of each year.
2. At each Annual General Meeting, the voting members, on the recommendations of the Finance Committee, shall approve:
 - i. changes in the Schedule of Provincial Association affiliation fees for the ensuing year, which shall be payable within thirty days of billing by the Federation, and
 - ii. changes in the fees payable to the Federation by each class of Member for the ensuing year.

3. The Executive Committee, in consultation with the Treasurer shall cause accounts to be kept of all sums of money received and expended by the Federation and of the matters in respect of which such receipts and expenditures take place and of the financial transactions, assets, credits and liabilities of the Federation. The Executive Committee shall be advised of any Provincial Association which has unpaid accounts with the Federation and shall take action to try to help that Association remain “in good standing”, defined as:
 - i. fees and assessments paid or arrangements made to do so.
 - ii. required forms submitted.
 - iii. any other obligations as defined in the Bylaws are met.
4. At each Annual General Meeting, the Treasurer shall present a balance sheet for the preceding fiscal year, a general statement of income and expenditures for the period, the auditor’s report and such further information respecting the Federation’s financial position as the Act of Incorporation, Bylaws or any statute may require.
5. Each Annual General Meeting shall appoint an auditor, who shall be a chartered accountant, to hold office until the end of the fiscal year following the next Annual General Meeting. An auditor shall be eligible for re-appointment.
6. Annually the auditor will examine the accounts of the Federation, and report on the correctness of the balance sheet and statement of income and expenditures.
7. No member of the Federation shall be appointed auditor and no person who has a financial interest in any transaction of the Federation shall be eligible to be appointed auditor during the continuance of that interest.
8. Any vacancy occurring in the office of auditor shall be filled by an appointment of the Executive Committee.

Article XII

NATIONAL MUSIC FESTIVAL TRUST FUND

1. There shall be a Fund known as the National Music Festival Trust Fund, hereafter referred to as “the Fund”.
2. Administration of the Fund shall be the responsibility of the Federation of Canadian Music Festivals' Executive Committee, which is authorized to engage the services of an advisor with respect to such administration.

3. All contributions to the Fund shall be deposited into an account separate from other accounts of the Federation, and shall from time to time as the administrators decide, be invested in investments permitted by law.
4. The interest earned by the Fund shall be used:
 - i. to cover the costs to the Federation of any advisor engaged.
 - ii. to pay costs directly related to the obtaining of capital; then
 - iii. to organize and operate the National Music Festival.
 - iv. Any interest not so used, shall be added to the capital of the Fund, which shall not be drawn upon except in the circumstances hereafter provided for.
5. In the event the Federation of Canadian Music Festivals should permanently cease, the Fund would be dissolved as described in Article XVII.

Article XIII BANKING

1. The Federation's accounts shall be maintained at a Canadian Bank.
2. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer or the Executive Director and either the President or Vice-President.
3. No officer or person acting on the Federation's behalf may enter into any investment arrangement without the approval of the Executive Committee.

Article XIV EXECUTION OF DOCUMENTS

1. Contracts, deeds and engagements on behalf of the Federation requiring the seal shall be signed by the Treasurer or the Executive Director and either the President or Vice-President, and any of them may affix the seal of the Federation to any such instruments.

Article XV NOTICES

1. All notices may be served by the Federation on any member either personally or by post, facsimile, national courier, or email addressed to such member at the Federation's address of record. If no such address has been given, such member shall not be entitled to such notice.
2. Any notice shall be deemed to have been given at such time as the notice was officially postmarked, electronically dated or an official receipt issued. In proving such notice, it shall be sufficient to prove that the notice was properly addressed and dispatched.

Article XVI AMENDMENT AND REPEAL OF BYLAWS

1. Bylaws of the Federation may be amended or repealed by an affirmative vote of at least two-thirds (2/3) of the voting members present and voting at a General Meeting, provided that notice of the amendment or repeal has been provided to all delegates with notice of the Meeting. The amendment or repeal shall not be in force nor acted upon until the approval of the Secretary of State, if required, has been obtained.

Article XVII DISSOLUTION

1. In the event of the dissolution of the Federation of Canadian Music Festivals organization, and after payment of all its debts and liabilities, the Fund and remaining property (fixed property, movable property and other assets) shall be distributed to one or more qualified donees as described in the Income Tax Act of the Canada Revenue Agency. The administrators shall recommend this distribution and an Annual General Meeting approve.

