

**1. MISSION STATEMENT**

Mississauga Festival Choir is a community choir that enriches lives through music by way of performance, education and outreach.

**2. INTERPRETATION**

In this Constitution of the Mississauga Festival Choir, unless the context requires otherwise:

- a) The singular means the plural and vice versa;
- b) The masculine shall mean the feminine and vice versa;
- c) “Board” means the Board of Directors of the Mississauga Festival Choir;
- d) “Member” means a member as defined in Articles 7.01, 7.02 and 7.03;
- e) “MFC” means the Mississauga Festival Choir; and
- f) The word “person” may include firms or corporations.

**3. PURPOSE**

The MFC shall present a minimum of two concerts per year of live choral music in the City of Mississauga.

**4. OBJECTIVES**

The objectives of the MFC are to establish and operate an outstanding community choir for the purposes of:

- a) Increasing the number of live choral concerts available to the people of the City of Mississauga;
- b) Increasing the interest of the population in choral music;
- c) Improving the talents and vocal abilities of the choristers;
- d) Providing a friendly and sociable environment in the overall structure of a superior community choir.

**5. NON-PROFIT**

The organization 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. The MFC is not involved in any political activities now and neither will it be in the future.

**6. PRIVACY**

Any collection, use or disclosure of personal information used for the purpose and objectives of the MFC shall be undertaken in accordance with the federal *Personal Information Protection and Electronic Document Act* (PIPEDA).

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**7. MEMBERSHIP**

**7.01 Eligibility for Membership**

Membership in the MFC shall be open to any individual who applies for membership and who pays the membership fees, subject to the discretion of the Artistic Director. At least 80% of MFC's members will be residents of Mississauga.

**7.02 Eligibility for Associate Membership**

Associate Membership status will be granted by the members to Mississauga residents who are nominated to serve on the MFC Board of Directors and pay an Associate Membership fee.

**7.03 Fees**

The Board shall determine the annual fees to be paid by each member. All members shall be liable to the MFC for such fees, and shall cease to be a member if the fees are not paid.

**7.04 Termination of Membership**

The Board, by a majority vote, may suspend or remove the membership of any individual for any offence which they consider contrary to the purpose and objectives of the MFC.

**8. DIRECTORS**

**8.01 Board of Directors**

The affairs of the MFC shall be governed by a Board of Directors comprised of up to 12 Directors elected by the membership. All meetings will be conducted according to Roberts' Rules of Order.

**8.02 Eligibility**

Any person is eligible to be a Director of the MFC who:

- a) Meets the eligibility requirements for membership in the MFC as set out in Articles 7.01, 7.02 and 7.03;
- b) Is not an employee of the MFC; and
- c) Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

**8.03 Term of Office**

The Board term of office shall be two years beginning July 1<sup>st</sup> of each year.

**8.04 Election of Directors**

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Directors shall normally be elected by a majority of the members in attendance personally at a general meeting of the MFC. The election of Directors shall be conducted by a show of hands unless a ballot is demanded by any member. The candidate or candidates with the largest number of votes shall fill Director vacancies.

#### **8.05 Nomination of Directors**

Nominations for vacant Director positions shall be submitted in writing or verbally to the Chair of the committee responsible for nominations in advance or at the meeting at which the vote is to be held.

#### **8.06 Vacancies**

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. A Director so elected shall remain in office for the duration of the vacant term. The Directors shall not fill a vacancy in the manner specified in this Article during the ninety (90) day period immediately following the general meeting as set out in Article 10.03. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacant Director positions.

#### **8.07 Ratifications by Email**

A timely item may be presented to the Board of Directors by email for ratification. Responses will be sent to the Secretary. The item will then be placed on the agenda of the subsequent Directors' meeting for official ratification and insertion into the minutes.

#### **8.08 Removal of a Director**

A Director shall automatically cease to hold office if:

- a) A resolution to that effect is passed by a two-thirds majority of the remaining Directors at a meeting duly called for that purpose; or
- b) The Director otherwise ceases to be eligible as a member under the terms of Articles 7.01, 7.02 and 7.03.

#### **8.09 Conflict of Interest**

Where a Director, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he:

- a) Shall disclose his interest fully at a meeting of the Directors;
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and

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d) Shall not in any way whether before, after or during the meeting to influence the voting on any such question.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

#### **8.10 Voting**

For meetings of the Board, a quorum shall consist of four voting members.

#### **8.11 Officers**

Officers for Signing Authority shall be the President, Vice-President, Secretary, and Treasurer.

#### **8.12 Appointment of Artistic Director**

The Board may appoint an Artistic Director who shall be an ex-officio member of the Board. Remuneration, if any, shall be established by the Board.

#### **8.13 Appointment of Operations Coordinator**

The Board may appoint an Operations Coordinator who shall be an ex-officio member of the Board. Remuneration, if any, shall be established by the Board.

#### **8.14 Minutes**

Minutes will be taken by the Secretary at all meetings and distributed to all Board members in advance of the subsequent meeting. If the Secretary is absent, his duties may be performed by such other Director as the Board may, from time to time, appoint for the purpose.

### **9. OFFICERS AND DUTIES**

#### **9.01 President**

The President of the Mississauga Festival Choir is the lead volunteer and spokesperson for the Choir. Elected by the membership of the Choir at an Annual General Meeting, the President is tasked with ensuring the Choir functions effectively meeting its artistic, financial and community goals. Elected by the majority of the members at a General Meeting, the President is a full member of the Choir as set out in the Constitution.

#### **9.02 Vice President**

The Vice President of the Mississauga Festival Choir is the key contact and relationship manager for the Choir venues and oversees event activities such as ticket sales and coordination of the Choir event requirements. Elected by the majority of the members at a General Meeting, the Vice-President is a full member of the Choir as set out in the Constitution.

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**9.03 Secretary**

The Secretary of the Mississauga Festival Choir prepares and maintains minutes and records for all Board meetings. Elected by the majority of the members at a General Meeting, The Secretary is a full member of the Choir as set out in the Constitution.

**9.04 Treasurer**

The Treasurer of the Mississauga Festival Choir ensures financial and administrative processes are in place. Elected by the majority of the members at a General Meeting, the Treasurer is a full member of the Choir as set out in the Constitution

**9.05 Membership and Volunteer Development**

The Membership and Volunteer Development Director oversees choir member relations, communication and volunteer development. Elected by the majority of the members at a General Meeting, the Membership and Volunteer Development Director is a full member of the Choir as set out in the Constitution.

**9.06 Marketing and Communication**

The Marketing and Communications Director of the Mississauga Festival Choir works with the Board, members and volunteers to promote MFC, provides leadership to the Board in the development of communications strategies. Elected by the majority of members in attendance at a General Meeting of the Choir, the Marketing and Communications Director may be either a full or Associate member of the Choir as set out in the Constitution.

**9.07 Fundraising**

The Fundraising Director of the Mississauga Festival Choir works with the Board, members and volunteers to create a consistent revenue stream for the choir through grants, special promotions and activities, sponsorships, advertising and related activities. It is the responsibility of the Fundraising Director to ensure that the fundraising plan is communicated to the Marketing & Communication Director at the beginning of the season to facilitate its planning and any necessary collaboration. Elected by the majority of members in attendance at a General Meeting of the Choir, the Fundraising Director may be either a full or Associate member of the Choir as set out in the Constitution.

**9.08 Directors at Large (2)**

Directors-at-Large of the Mississauga Festival Choir represent the interests of the membership and the greater Mississauga community. Elected by the majority of members in attendance at a General Meeting, Directors-at-Large may be either full or

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Associate members of the Choir as set out in the Constitution. Directors-at-Large may be recruited based on their specific area of professional or volunteer expertise.

**9.09 Past President**

The Past President of the Mississauga Festival Choir is an advisor to the President and the Board, assuming this role at the completion of the term of office as President. The Past President is a full member of the Choir as set out in the Constitution and is confirmed in this role by the majority of the members at a General Meeting.

**9.10 Resonance**

The Resonance Director acts as a liaison between the Board of Directors and the Resonance choir. In order to be eligible for this position, candidate must be a member of Resonance choir and meet all other Board eligibility requirements as set out in the By-laws of MFC. The Director will be elected by the majority of members in attendance at a General Meeting and is a full member of the Choir as set out in the Constitution.

**9.11 Chamber Choir**

The Chamber Choir Director acts as a liaison between the Board of Directors and the Chamber Choir. This position will not be filled if there is a Chamber Choir member serving in a different capacity on the Board of Directors and is able to fulfill the liaison role to Chamber Choir. Elected by the majority of members in attendance at a General Meeting of the Choir, the Chamber Choir Director is a full member of the Choir as set out in the Constitution.

**10. STAFF DUTIES**

MFC staff are hired on an independent contractor or casual contract basis.

**10.01 Artistic Director**

The Artistic Director provide ongoing artistic leadership, develops the annual season program, conducts rehearsals and is responsible for the musical quality of the choir and its performances. The Artistic Director has oversight of all of the choirs associated with the Mississauga Festival Choir including Resonance, Raising Voices and the Chamber Choir. The Artistic Director is responsible for the artistic obligations of members, and actively involved in the development and implementation of the Choir's marketing, communications and fundraising plans.

**10.02 Operations Coordinator**

The Operations Coordinator is the key staff lead for administrative and operational requirements of the Choir with direction provided by the Board. The Operations

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Coordinator provides ongoing administrative support to the Board of Directors and assists with the day-to-day administrative requirements of the Choir including, but not limited to, representing the Board with vendors/agencies and serving as the preliminary representative of the Choir to media and other external stakeholders (i.e. inquiries via email and website).

## **11. MEETINGS**

### **11.01 Board Meetings**

Meetings of the Board may be held at any time at their discretion. However, there must be a minimum of four Board meetings during the year, not including Annual and General meetings.

### **11.02 Annual Meeting**

The Annual Meeting shall be held in the month of September on a date determined by the Board. At the Annual Meeting, business and committee reports shall be presented for approval. The auditor's financial statements shall also be presented for approval and the Treasurer shall call the motion to appoint the Auditor for the next fiscal year.

### **11.03 General Meeting for the Purpose of Elections**

A general meeting for the purpose of elections shall be held in the month of April or May on a date determined by the Board. At the meeting, the Chair of the committee responsible for nominations shall call the motion to accept the nominations submitted prior to the meeting, either verbally or in writing. Business and committee reports shall also be presented for approval as needed.

## **12. COMMITTEES**

The Board may from time to time appoint committees, consisting of such numbers of general members as may be deemed necessary, and shall prescribe their duties. Each committee will be chaired by a Board member who is responsible for the area of work that the committee addresses. The committee reports to the Board through the committee chair or any committee member that the chair designates. Committees of the Board must meet a minimum of three times per year.

### **12.01 Executive Committee**

The Executive Committee is comprised of the four Directors of the Corporation who have signing authority for the affairs of the Choir. As necessary, it can act in place of the full Board should a decision be required in an emergency or urgent situation where it is not possible to hold a regularly constituted Board meeting.

### **12.02 Concert and Events Committee**

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In alignment with the Strategic Plan, the Concert and Events Committee oversees all aspects of the choir performance requirements from venue to ticket pricing and sales to concert and events presentation.

**12.03 Artistic Advisory Committee**

In alignment with the Strategic Plan, the Artistic Advisory Committee supports the Artistic Director in developing the annual program to support the artistic vision throughout the year and ensures coordination across all Choir units. The Committee also addresses the community education focus of the Choir.

**12.04 Finance and Administration Committee**

In alignment with the Strategic Plan, the Finance and Administration Committee oversees the financial processes, reporting requirements and human resources for the Choir. In addition the Committee ensures the required administrative processes and policies are implemented, reviewed and updated regularly. The Executive Committee will serve on the Finance & Administration Committee

**12.05 Membership and Volunteer Development Committee**

In alignment with the Strategic Plan, the Membership and Volunteer Development Committee oversees all aspects of Choir membership from recruitment, registration, orientation, communication and engagement of choristers with the organization through active volunteer participation.

**12.06 Marketing and Communications Committee**

In alignment with the Strategic Plan, the Marketing and Communications Committee is tasked with ensuring there is an annual communications plan to support all publicity and public relations requirements from Choir concerts and events to fundraising activities.

**12.07 Fundraising Committee**

In alignment with the Strategic Plan, the Fundraising Committee is tasked with ensuring there is an annual fundraising plan to support revenue targets identified in the annual budget process.

**13. FISCAL YEAR**

The Fiscal Year of the Mississauga Festival Choir shall begin on July 1<sup>st</sup> of each year, and end on June 30<sup>th</sup> of the following year.

**14. CHEQUES, DRAFTS, NOTES, ETRANSFERS**

All cheques, drafts or notes for the payment of money shall be signed by two of the signing officers as stated in Article 8.11, usually the President and the Treasurer. An e-transfer payment may only be issued by a single signatory if all signatories are set up to



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receive Alerts on the account. Alerts will include any e-transfer activity including but not limited to e-transfer, recipient added, withdrawal, deposit.

**15. REVENUE**

Revenue from lotteries shall not be used to provide scholarships.

**16. EXECUTION OF INSTRUMENTS**

Contracts, documents, or any instruments in writing requiring a signature of the MFC shall be signed by two of the signing officers as stated in Article 8.11, usually the President and the Treasurer.

**17. DISSOLUTION**

Upon dissolution of the MFC and after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to charitable organizations which will carry on their work solely in Ontario.

**18. AMENDMENTS**

This Constitution may be amended at any Annual Meeting or general meeting of the members by an affirmative vote of two thirds of the members present, providing notice of the proposed amendment shall have been provided at least two weeks in advance to all qualified voters.

*The constitution was amended (Section 8.13 and Section 10.02) and ratified at an annual general meeting of the Mississauga Festival Choir on the 25<sup>th</sup> of September 2023.*

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President of the Mississauga Festival Choir

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Treasurer of the Mississauga Festival Choir

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Joseph Chan

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Wendy Chant

Print Name

Print Name