

## APPLICATION FOR INCORPORATION UNDER THE SOCIETIES ACT

### NAME:

1. The Edmonton Recorder Society

### OBJECTIVES:

2. a) To cultivate, foster and develop love and appreciation of the music, art, history and literature of the recorder and related musical instruments.
2. b) To keep recorder players and other interested people informed of activities in this field and provide occasions for them to meet and perform or listen.
2. c) To encourage an improved level of proficiency in the performance and interpretation of music for the recorder and promote its wider use among amateur musicians.
2. d) To sponsor concerts, workshops and other musical events.

## THE EDMONTON RECORDER SOCIETY BY-LAWS

*REGISTERED SEPTEMBER 27, 1976 BY THE REGISTRAR OF COMPANIES PROVINCE OF ALBERTA*

### MEMBERSHIP

1. Any person who subscribes to and desires to further the purposes of the Society shall be eligible for membership. Any eligible person may become a member in good standing upon payment of the fee for the current fiscal year.
2. Membership fees are payable to the Treasurer on 1 September for the fiscal year running from 1 September through 31 August of the following year. Membership fees of the Society shall be determined, from time to time, by the Executive Board.
3. If any member is in arrears for fees for any fiscal year, such member shall be automatically suspended at the expiration of 60 days from the end of the fiscal year and shall thereafter be entitled to no membership privileges or powers in the Society until re-instated.
4. Any member whose conduct is detrimental to the best interest and purposes of the Society, may be suspended by majority vote of the full membership of the Executive Board, provided such member has had the opportunity to present his/her case to the Executive Board in person or in writing. A suspended member has the right to appeal his/her suspension within one month. Such appeal shall be placed on the agenda of the next business meeting of the Society for decision by a majority vote of all members present and voting. If the suspension is upheld the suspended member shall cease to be a member of the society.

## PRESIDENT

5. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence the Secretary shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.

## BOARD OF DIRECTORS

6. The Board of Directors, Executive Committee or Board shall mean the Board of Directors of the Society.
7. The Board of Directors shall consist of 5 officers of the Society as follows: President, Secretary, Treasurer, and two Directors.
8. The Board shall have the control and management of all affairs and business of the Society.
9. Meetings of the Board shall be held as often as required, but at least once every four months and shall be called by the President. A special meeting may be called on the instruction of any two members thereof providing they request the President in writing to call such meeting and state the business to be brought before the meeting. Meetings of the Board shall be called by ten days notice in writing or by three days notice by telephone. Any three members shall constitute a quorum. Meetings of the Board shall be held without notice if a quorum of the Board is present provided however that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
10. Vacancies in the Board shall be filled by appointment by the remaining members of the Executive Board by majority vote for the balance of the year.

## SECRETARY

11. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which seal, whenever used, shall be authenticated by the signature of the Secretary and the President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of the correspondence of the Society and be under the direction of the President and the Board.
12. The Secretary shall also keep a record of all members of the Society, their telephone numbers and addresses, and send all notices of the various meetings as required.

### TREASURER

13. The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever Bank the Board may order. He/she shall properly account for the funds of the Society and keeps such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

### DIRECTORS

14. The functions of the two Directors shall be decided, from time to time, by the Board of Directors.

### AUDITING

15. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at any meeting of the Society.

A complete and proper statement of the standing of the books for the previous year shall be submitted by such audits at the Annual General Meeting of the Society. August 31<sup>st</sup> in each year shall be the end of the fiscal year of the Society.

16. The books and records of the Society may be inspected by any member of the Society at the annual meeting, provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### MEETINGS

17. The Society shall hold an annual meeting on or before 31<sup>st</sup> August in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected a President, Secretary, Treasurer and two Directors. The officers and Directors so elected shall form a board and shall serve until their successors are elected and installed. Any member in good standing shall be eligible to any office in the Society, providing that he/she shall not serve on the executive board for more than three consecutive years.

18. Meetings of the Society may be called at any time by the Secretary or other person appointed by the Board upon instructions of the President or Board by notice in writing to the last known address of each member delivered in the mail eight days previous to the date of such meeting or by telephone five days previous to the date of such meeting.

A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for such meeting.

### MEETINGS cont.

19. Ten members in good standing shall constitute a quorum at any meeting.

### VOTING

20. Any member in good standing shall have the right to vote at any meeting of the Society. Such votes shall be made in person and not by proxy or otherwise.

### REMUNERATION

21. Unless authorized by the Board, no officer or member of the association shall receive any remuneration for his services.

### BORROWING POWERS

22. For the purpose of carrying out its objects the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society and in no case shall debentures be issued without the sanction of an extraordinary resolution of the Society.

### BY-LAWS

23. The By-Laws may be rescinded, altered or added to by an "Extraordinary Resolution" passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which one month's written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.