

**CONSTITUTION AND BY-LAWS OF
CANTERBURY HIGH SCHOOL MUSIC DEPARTMENT PARENTS SUPPORT
GROUP (the "Association")**

SECTION ONE

INTERPRETATION

1.1 Definitions. In the By-laws, unless the context otherwise requires:

"Association" means the Canterbury High School Music Department Parents Support Group.

"Board" means the board of directors of the Association.

"By-laws" means This By-law and all other by-laws of the Association from time to time in force and effect.

"Canterbury High School" means the Ottawa Carleton District School Board high school currently located at 900 Canterbury Avenue, Ottawa, Ontario.

"Constitution" means this Constitution and any amendments thereto in force and effect.

"Meeting of Members" includes an annual meeting of members or a special meeting of members.

"Music Faculty" means the music faculty of Canterbury High School Music Department.

"Music Program" means the music program at Canterbury High School.

Words importing the singular number include the plural and vice versa. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

SECTION TWO

MISSION STATEMENT

The mission of the Association, with the active participation with students, staff, educators, and community, is to encourage and support the Music Faculty and students in the development, maintenance, growth and delivery of a premium quality music program in the enriched environment of Canterbury High School.

SECTION THREE

OBJECTIVES

The Music Parents Support Group recognizes that all objectives are supportive of the Music Department Faculty, school administration, current students and the community.

The objectives of the association are,

- 3.1 To provide support for the development, maintenance, growth, and delivery of the Music Program.
- 3.2 To assist in the promotion, coordination, and delivery of music events and performances.
- 3.3 To earn, solicit, receive, acquire and hold donations, gifts and funds and to provide financial support to the music program and related music enrichment activities at the High School.
- 3.4 To provide financial assistance and awards to current and graduating students.
- 3.5 To assist in developing and acquiring educational resources of all sorts, including human resources and technology, for both program delivery and expansion.
- 3.6 To perform such business or other acts incidental, ancillary, supplementary, or in furtherance of and to the mission.

SECTION FOUR

AFFAIRS OF THE ASSOCIATION

- 4.1 **Registered Office.** The registered office of the Association shall be at Canterbury High School or such other location as the Board may from time to time determine.
- 4.2 **Financial Year.** Until changed by the Board, the financial year of the Association shall end on the last day of August in each year.
- 4.3 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of chair of the Board, or co-chair and the other of whom holds one of the said offices of secretary, treasurer, or any other office created by By-law or by the Board.

4.4 Banking Arrangements. The banking business of the Association, including the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board.

SECTION FIVE

DIRECTORS

5.1 (1) Number of Directors. The affairs of the Association shall be managed by a Board comprised of the individuals holding the following offices:

- (a) Co-chair;
- (b) Co-chair;
- (c) Secretary; and
- (d) Treasurer

5.1 (2) In addition to the above directors, the Board shall also be comprised of,

1. The Head of the Music Department of Canterbury High School;
2. A person from the community who is not a member as defined by Section 9 of this Constitution; and
3. The previous year Co-chair of the Association providing the previous year Co-chair is willing to be a director of the Association. If the previous year Co-chair is not prepared to be a director then another member shall be elected to the Board by the members. The previous year Co-chair is not required to be a member, as defined by Section 9 of this Constitution, to be a director of the Board.

5.1 (3) The Board shall be comprised of such number of Directors at large as determined by the Board from time to time and/or such individuals holding additional offices as may be approved by the Association from time to time. There shall be no fewer than seven (7) Directors on the Board. The Board may, in its discretion, permit certain individuals to attend and participate in Board meetings, provided however that such individuals shall not be considered Directors and shall not have voting rights.

5.2 Qualification. No person shall be qualified for election as a director if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of bankrupt. A director must be a voting member of the Association unless otherwise stated in this Constitution.

5.3 Election and Term. The election of directors shall take place at each annual Meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any annual Meeting of Members shall be the number of directors then in office unless the directors otherwise determine. The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected. In no circumstance shall a director serve more than four (4) consecutive years as a director.

5.4 Consent. No person shall hold office as a director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within 10 days after the election, or acted as a director after the election.

5.5 Removal of Directors. The members may by ordinary resolution passed at a Special Meeting of Members remove any director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

5.6 Vacation of Office. A director ceases to hold office on death, on removal from office by the members, on becoming disqualified for election as a director, on receipt of a written resignation by the Association, or, if a time is specified in such resignation, at the time so specified, whichever is later. A quorum of the Board may appoint a qualified individual to fill a vacancy on the Board.

5.7 Action by the Board. The Board shall manage, or supervise the management of, the activities and affairs of the Association, including developing and setting the policies of the Association and working towards the best possible implementation of the organizational mission. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy on the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

5.8 Meeting by Means of Electronic Communication. If all the directors of the Association consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

5.9 Place of Meetings. Meetings of the Board may be held at any place in or outside the city of Ottawa.

5.10 Calling of Meetings. Meetings of the Board shall be held from time to time at such time and at such place as the Board, a chair of the Board or any two directors may determine.

5.11 Notice of Meeting. Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 11 to each director (a) not less than 7 calendar days

before the time when the meeting is to be held if the notice is mailed, or (b) not less than 48 hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve annual financial statements;
- (e) adopt, amend or repeal by-laws or the Constitution;
- (f) establish contributions to be made or dues to be paid by members.

5.12 First Meeting of New Board. Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

5.13 Adjourned Meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

5.14 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting. There shall be no less than six regular meetings a year.

5.15 Quorum. The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

5.16 Votes to Govern. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote.

5.17 Conflict of Interest. A director of the Association shall disclose to the Association any interest that such director has in a material contract or transaction, whether made or proposed, with the Association, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction.

5.18 Remuneration and Expenses. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position. A director may be

reimbursed for reasonable expenses incurred in the performance of the director's duties. A director shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

SECTION SIX

COMMITTEES

6.1 Committees of the Board. The Board shall from time to time, on an as needed basis, establish and maintain committees as appropriate to conduct the business of the Association and shall create such policies and procedures regarding the committees as the Board sees fit from time to time, including without limitation, the composition and the transaction of business of such committees. A committee member is not required to be a member of the Association as defined by Section 9 of this Constitution.

SECTION SEVEN

OFFICERS

7.1 Election. The Officers, who shall also be directors, shall be elected by the voting members at the annual Meeting of the Members and shall hold his or her office until the end of his or her term as director. Currently, the Officers of the Association consist of two Co-chairs, a Secretary and a Treasurer. One person may not hold more than one office. The Board may specify the duties of and, in accordance with This By-law, delegate to such officers powers to manage the activities and affairs of the Association. The Association may create additional officer positions from time to time.

7.2 Chairs of the Board. The Board shall approve one of the Chairs to chair all meetings of the Board and the Members. In the absence of such Chair, then the other Chair shall act in this capacity. The chair shall have such other powers and duties as the Board may specify from time to time.

7.3 Secretary. The secretary shall attend and be the secretary of all meetings of the Board, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, accountants and members of committees of the Board. In the event that neither of the Chairs of the Board are able to chair a meeting of the Board or of a Meeting of the Members, then the Secretary shall chair such meeting(s). The Secretary shall have such other powers and duties as may be specified by the Board.

7.4 Treasurer. The treasurer shall keep proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the

Association. The treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Association and shall have such other powers and duties as may be specified by the Board.

7.5 Powers and Duties of Officers. The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify from time to time.

7.6 Conflict of Interest. An officer of the Association shall disclose to the Association any interest that such officer has in a material contract or transaction, whether made or proposed, with the Association, if such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction.

7.7 Remuneration. Officers shall serve without remuneration and no officer shall directly or indirectly receive any profit from such position, provided that an officer may be reimbursed for reasonable expenses incurred in the performance of the officer's duties as such. An officer shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

SECTION EIGHT

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability. All directors and officers of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for:

- (a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;
- (b) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited;
- (e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or

- (f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto.

8.2 Indemnity. The Association shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Association's request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or such other entity.

8.3 Limitation. The Association shall not indemnify an individual under Section 8.2 unless (a) the individual acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

8.4 Additional Circumstances. The Association shall also indemnify an individual referred to in Section 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of This By-law.

8.5 Insurance. Association may purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 as the Board may from time to time determine.

SECTION NINE

MEMBERS

9.1 Members. Members shall mean,

- (i) All parents/legal guardians/persons in loco parentis of students participating in the Arts Canterbury Music Program; and
- (ii) All teachers and school staff in, or directly associated with, the Music Program.

9.2 Transfer. Membership in the Association is not transferable.

9.3 Contributions and Dues. The contributions and dues (if any) payable by members shall from time to time be fixed by resolution of the Board. A notice of contributions or dues payable at any time shall be sent to each member by the secretary promptly before the due date.

9.4 Termination. Membership is terminated when a member dies or resigns, ceases to fulfil the conditions of membership, is expelled or is otherwise terminated as a member in accordance with the By-laws, when the term of membership expires or when the Association is liquidated and dissolved. The rights of a member, including any rights in the property of the Association, cease to exist on termination of membership.

SECTION TEN

MEETINGS OF MEMBERS

10.1 Annual Meetings. The Board shall call an annual Meeting of Members not later than three (3) months after the commencement date of school each new school year. The annual Meeting of Members shall be held for the purpose of considering the financial statements to be placed before the annual Meeting of Members, electing directors and officers, appointing an accountant and for the transaction of such other business as may properly be brought before the Meeting of Members.

10.2 Special Meetings. The Board shall have power to call a Special Meeting of Members at any time. In the event thirty members petition the board in writing for a Special Meeting of Members then the board shall call a special meeting. The board shall call the Special Meeting within calendar ten days of receiving the petition. The board shall give the members seven calendar days notice and provide the members with the description of the business to be transacted and any proposed resolutions.

10.3 Place of Meetings. Meetings of Members shall be held at the registered office of the Association or such other location as Board shall so determine.

10.4 Participation in Meeting by Electronic Means. Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members by means of a telephonic, electronic or other communication facility, if the Association makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member votes.

10.5 Meeting Held by Electronic Means. If the directors or the members of an Association call a Meeting of Members, those directors or members, as the case may be, may determine that the Meeting of Members shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of Members.

10.6 Notice of Meetings. Notice in writing of the time and place of each Meeting of Members shall be given in the manner provided in Section 11 not less than 14 calendar days before the date of the Meeting of Members to each director, to the accountant, and to each member who at the close of business on the day immediately preceding the day on which notice

is given is entered in the register of members of the Association maintained by the administration of Canterbury High School. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and accountant's report and Board's report, election of directors and officers and reappointment of the incumbent accountant shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

10.7 Meetings without Notice. A Meeting of Members may be held without notice at any time and place (a) if all the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such Meeting of Members being held, and (b) if the directors are present and waive notice of or otherwise consent to such Meeting of Members being held. At such a Meeting of Members any business may be transacted which the Association may transact at a Meeting of Members. If the Meeting of Members is held at a place outside Canada, members not present or duly represented, but who have waived notice of or otherwise consented to such Meeting of Members, shall also be deemed to have consented to the Meeting of Members being held at such place.

10.8 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members, the directors, and the accountant of the Association. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with consent of the Meeting of Members.

10.9 Quorum. The quorum for the transaction of business at any Meeting of Members shall be six (6) persons present in person, each being a member entitled to vote at Meeting of Members, provided however that quorum for the transaction of business at an annual general meeting of the Members shall be fifteen (15) persons present in person, each being entitled to vote at such meeting. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

10.10 Right to Vote. At any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the registration of the Association as a Member, which is maintained by the administration of Canterbury High School.

10.11 Proxies. Proxy voting is not permitted .

10.12 Votes to Govern. At any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question or in such other manner as the Board may determine from time to time.

10.13 Show of Hands. Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as

provided in Section 10.14. If Members are participating by electronic means then the votes of the members shall be ascertained in accordance with Section 10.4. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

10.14 Ballots. On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person shall be entitled to vote and shall have one vote and the result of the ballot shall be the decision of the members upon such question.

10.15 Casting Vote. In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a ballot, the chair of the Meeting of Members shall not be entitled to an additional or casting vote.

10.16 Adjournment. The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

10.17 Action in Writing by Members. A resolution in writing signed by all the members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

SECTION ELEVEN

NOTICES

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) to a member, director, officer or member of a committee of the Board or to the accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given (the “**Intended Recipient**”);
- (b) if delivered to the Intended Recipient’s recorded address, as maintained by the administration of Canterbury High School, or in the case of notice to a director, to the latest address of such director as shown in the last notice that was sent by the Association in accordance;

- (c) if mailed to the Intended Recipient's recorded address by prepaid mail; or
- (d) if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient's recorded address for that purpose, provided that any notice given is in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address in accordance with Section 11(a), (b) or (c). A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered for dispatch. The Administration of Canterbury High School may change or cause to be changed the recorded address of any member, director, officer, accountant or member of a committee of the Board in accordance with any information believed by the Administration of Canterbury High School to be reliable.

11.2 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

11.3 Undelivered Notices. If any notice given to a member pursuant to Section 11.1 is returned on two consecutive occasions because the member cannot be found, the Association shall not be required to give any further notices to such member until informed in writing by the member of a new address.

11.4 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

11.5 Waiver of Notice. Any member, director, officer, accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Association, may at any time waive any notice, or waive or abridge the time for any notice. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

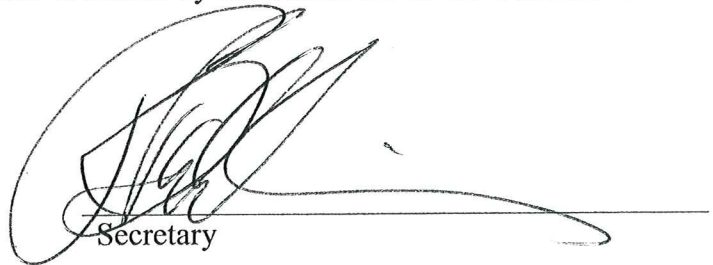
SECTION TWELVE

EFFECTIVE DATE AND REPEAL

12.1 Effective Date. This By-law and Constitution shall come into force when confirmed by the Members of the Association.

12.2 Repeal. All previous By-laws and Constitution are repealed as of the coming into force of This By-law and Constitution. Such repeal shall not affect the previous operation of any By-law and Constitution so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to predecessor documents of the Association obtained pursuant to, any such By-law and Constitution prior to its repeal. All officers and persons acting under any By-law and Constitution so repealed shall continue to act as if appointed under the provisions of This By-law and Constitution and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-law and Constitution shall continue to be good and valid except to the extent inconsistent with This By-law and Constitution and until amended or repealed.

This By-law and Constitution was made by the Directors of the Association on June 5, 2014 and was confirmed without variation by the Members of the Association on June 5, 2014.



Secretary