

Toronto Concert Band

Annual General Meeting
September 29, 2015
Attachments

Contents:

1. Draft financial statements
2. Proposed constitution
3. Proposed bylaws

Toronto Concert Band
STATEMENT OF FINANCIAL POSITION
As at June 30

DRAFT

	2015	2014
ASSETS		
Current Assets		
Prepaid Expenses	3723.36	0.00
Cash and cash equivalents	1050.84	0.00
Accounts receivable	723.00	0.00
Total Current Assets	5497.20	0.00
Total Assets	5497.20	0.00
LIABILITIES AND FUND BALANCES		
Current Liabilities		
Accounts Payable	361.81	389.39
Conductor Stipend Payable	2000.00	0.00
Pre-paid Membership Fees	0.00	300.00
Pre-paid Ticket Revenue	72.00	0.00
Total current liabilities	2433.81	689.39
Fund Balances	3063.39	-689.39
Total Liabilities and Fund Balances	5497.20	0.00

Toronto Concert Band

STATEMENT OF OPERATIONS AND CHANGES IN FUND BALANCES

For the Period Ended June 30

DRAFT

	2015	2014
	(12 months)	(1 month)
Revenues		
Concert Revenue	12156.00	0.00
Donations	500.00	52.46
Membership Fees	8825.00	0.00
Total Revenues	21481.00	52.46
Expenses		
Concert Expenses	9465.69	0.00
Operating Expenses	8262.53	741.85
Total Expenses	17728.22	741.85
Excess (deficiency) of revenues over expenses	3752.78	-689.39
Fund Balances, beginning of year	-689.39	0.00
Fund Balances, end of year	3063.39	-689.39

Toronto Concert Band
STATEMENT OF CASH FLOWS
For the Period Ended June 30

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	2015 (12 months)	2014 (1 month)
CASH FLOWS FROM OPERATING ACTIVITIES		
Excess (deficiency) of revenues over expenses	3,752.78	(689.39)
Changes in non-cash working capital items		
Accounts Receivable	(723.00)	0.00
Prepaid Expenses	(3,723.36)	0.00
Accounts Payable	(27.58)	389.39
Conductor Stipend Payable	2,000.00	0.00
Pre-paid Membership Fees	(300.00)	300.00
Pre-paid Ticket Revenue	72.00	0.00
Net cash provided by operating activities	1,050.84	0.00
Net cash increase (decrease) for period	1,050.84	0.00
Cash at beginning of period	0.00	0.00
Cash at end of period	1,050.84	0.00

CONSTITUTION
OF THE
TORONTO CONCERT BAND

Article 1: Name

The name of the organization is Toronto Concert Band.

Article 2: Mission

The Toronto Concert Band's mission is to enrich the lives of local musicians by providing a musical organization which, through excellence in professional leadership, performance opportunities and carefully selected repertoire, fosters development of musicianship in a positive and supportive environment; and to enrich the lives of community members with music performances of high artistic quality, broad appeal, and educational value in an inspiring environment.

Article 3: Structure

1. The affairs of the organization shall be governed by a volunteer Board of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
2. There shall be a minimum of 6 and a maximum of 10 members of the Board of Directors, plus the Music Director(s) as members of the Board of Directors ex-officio.
3. No fewer than 60% of the members of the Board of Directors shall consist of members of the organization.
4. Directing Officers shall consist of President, one or two Vice Presidents, Secretary and Treasurer.
5. In the case of a tie vote at a meeting of the Board of Director, the vote of the President shall prevail.
6. Rules that pertain to the operation of the organization shall be known as the Bylaws of the organization.
7. The Bylaws may be amended upon approval of three quarters (75%) of the members of the organization present at a meeting of the organization, or by approval of three quarters (75%) of the members of the Board of Directors present at a meeting of the Board of Directors.

Article 4: Membership

1. A Member is a local musician who regularly participates in rehearsals and performances of the organization, and who pays an annual membership fee as stipulated in the Bylaws.
2. Membership may be limited by the capacity and musical needs of the organization from time to time, as determined by the Music Director(s) in consultation with the Board of Directors.
3. All members have an obligation to share in the work assignments necessary for the organization's musical and administrative well-being.

Article 5: Elections

1. All Board members are elected. Such elections shall take place at the Annual General Meeting. Nominations for election to the Board shall be submitted to the Nominating Committee prior to the election, and shall be accompanied by the agreement of the nominee. The members of the Nominating Committee shall be determined by the Board, and shall be comprised of not less than three (3) persons.
2. All Board members shall hold office for one year with an option for re-election at the next Annual General Meeting.
3. Directing Officers shall not serve in the same position more than three consecutive terms.
4. Where vacancies occur in the Board, the Board shall appoint a replacement, or replacements, for the balance of the predecessor's term of office.

Article 6: Meetings

1. Meetings of the Board of Directors shall be held at regularly scheduled intervals as deemed necessary by the President. A quorum is 50% of the Board plus one.
2. The Annual General Meeting of the organization shall be held within one hundred twenty (120) days of the fiscal year end of the organization. Members shall be notified of the Annual General Meeting not less than thirty (30) days before the date of the Annual General Meeting. A quorum for a General Meeting of the organization shall be a minimum of fifteen (15) Members.
3. A General Meeting can be called at the discretion of the Board of Directors, or at the request of fifteen (15) Members of the organization. Notice of such meetings must be provided seven (7) days before the meeting shall take place to ensure that all members receive notification of meeting date and purpose.

4. Meetings of the organization shall be conducted in accordance with Robert's Rules of Order.

Article 7: Duties of Officers

1. The **President** shall assume the responsibilities of chief executive of the organization, presiding at all of the Board and General Meetings of the organization, ensuring that all orders and resolutions are carried into effect.

2. The **Vice President(s)** shall carry out duties as assigned by the President and the Board of Directors and shall assume the responsibilities of the President in his/her absence.

3. The **Treasurer** shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organization and shall deposit all monies in the name and to the credit of the organization in such chartered bank or trust company as designated by the Board of Directors. The Treasurer shall disburse the funds of the organization as approved by the Board of Directors, and shall render to the board meetings, or whenever requested, an accounting of all transactions and a statement of the organization's financial position. The Treasurer shall file all legally required statements with tax and other authorities and issue tax receipts to donors.

4. The **Secretary** shall ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the business of the Board of Directors was conducted. The secretary shall keep minutes of all meetings and minutes are to be submitted to the Board of Directors for approval and adoption.

Article 8: Director(s) of Music

1. Appointment - The Board of Directors will appoint the organization's Director(s) of Music. The Director(s) of Music will report to the Board.

2. Term of Office - The Term of Office for the Director(s) of Music is up to one year from the date of appointment. At the option of the Board of Directors, the Director(s) of Music may be reappointed for further one-year terms.

3. Acting Director of Music - The Director(s) of Music shall provide a substitute conductor for periods of her/his absence, subject to the approval of the Board of Directors.

4. Remuneration - The stipend of the Director(s) of Music shall be established by the Board of Directors or Acting Director of Music.

Article 9: Dissolution

In the event that the organization ceases to exist, disposal of all assets shall be determined by the Board of Directors, in accordance with the Articles of Incorporation of the organization as a

not-for-profit organization, in consultation with the Membership, and in the event of funds received in trust, disposal shall be in accordance with the trust deed.

Article 10: Review and Amendments

This constitution may be amended upon approval of three quarters (75%) of the members of the organization at a meeting of the organization.

This constitution shall be reviewed by the members of the organization not less than once every two (2) years.

Article 11: Declaration of Intent

The Toronto Concert Band shall be carried on without purpose of gain for its members, and any profits or other accretions to the Toronto Concert Band shall be used solely to promote its mission and objectives.

Effective this _____ day of _____, 2015.

Signed by the Board of Directors of the Toronto Concert Band.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

BYLAWS
OF THE
TORONTO CONCERT BAND

Updated September 15, 2015

1. FINANCES

1. Transactions made on behalf of the Toronto Concert Band in excess of \$250 must be approved in advance by the Board of Directors.
2. The fiscal year end date of the Toronto Concert Band shall be June 30th.

2. BANK ACCOUNT

1. The Toronto Concert Band's bank account shall be kept at TD Canada Trust "Jackson Branch", 2972 Bloor St. W., Toronto, ON M8X 1B9
2. All withdrawals and cheques drawn from the bank account of the Toronto Concert shall require the signature of two officers of the Board of Directors.
3. Online bill payments and direct fund transfers are prohibited

3. PAYPAL ACCOUNT

1. The Toronto Concert Band shall maintain an account with PayPal for the sole purpose of receiving funds from members, donors, patrons, and customers of the Toronto Concert Band.
2. Direct purchases from the PayPal account (excepting ordinary PayPal fees) are expressly prohibited
3. Sending funds to any third party (excepting purchase refunds within 30 days of purchase) from the PayPal account is expressly prohibited
4. Transfers from the PayPal account to the bank account may be done from time to time at the discretion of the Treasurer

4. CASH FLOAT

1. The treasurer shall maintain the cash float of the band, which shall not be maintained for an extended period of time above \$500.

5. SUCCESSION MANAGEMENT

1. No officer of the Board of Directors shall serve more than three consecutive terms in any position. There is no cumulative term limit.
2. The President shall have served as a member of the Board of Directors for at least one year prior to serving as President.

6. MEMBERSHIP FEE

1. The annual membership fee shall be \$150, payable by the end of the third rehearsal in September
2. The annual membership fee may be waived or reduced, or the payment deadline altered, at the discretion of the Board of Directors, for a member facing financial hardship.
3. The annual membership fee shall be prorated for new members based on the ratio of the number of remaining concerts at the time of joining to the number of total concerts that year.

4. Prospective new members may attend three rehearsals for free.

7. ADDRESSES OF THE ORGANIZATION

1. The business address of the organization is 35 Cotman Cres, Toronto ON, M9B 3A4
2. The mailing address of the organization is c/o Karen Sexton, 35 Cotman Cres, Toronto ON, M9B 3A4
3. The location of physical records of the organization is c/o Tony Field, 121 Meadowvale Drive, Toronto ON, M8Z 3J9

8. KEEPING OF RECORDS

1. Foundational documents of the Toronto Concert Band, including the Articles of Incorporation and Constitution shall be retained in physical form
2. Tax-related documents shall be retained in their original form
3. Fully-executed contracts with third parties shall be retained in their original form
4. All other records of the organization must be maintained in electronic form and made available at all times to the Board of Directors securely, online.
5. Digital representation of original documents should be made available to the Board of Directors securely, online.
6. The online document repository of the Toronto Concert Band is Google Drive.

9. FORMAT OF THE BAND

1. The performance format of the organization shall be a traditional concert band.
2. Members of the organization are organized into sections corresponding to the instrument performed. The exact organization of these sections is subject to the discretion of the music director(s).

10. CONCERTMASTER

1. The concertmaster is appointed by the Musical Director(s)
2. The concertmaster is responsible for tuning the ensemble at rehearsals and performances
3. Current appointee: Kinneret Sagee

11. SECTION LEADERS

1. Members of some sections may, if desired or necessary, appoint a leader to coordinate logistics, liaise with the Musical Director(s) and provide leadership to the section.
2. Section leaders shall foster an inclusive and encouraging attitude within the section
3. Section leaders shall confer with the Musical Director(s) on matters pertaining to the musical performance of the section, including absences of particular members, solos, part distribution and related matters.

12. CODE OF CONDUCT

1. Members of the organization must conduct themselves in a respectful manner and shall not discriminate against other members, customers, donors, or patrons on the basis of age, race, sex, disability, nationality, marital status, political views, religion, or sexual orientation.
2. Members shall regularly attend rehearsals, and notify their section leader of expected absences from rehearsals or performances

13. MUSICAL DIRECTOR'S STIPEND

1. The stipend of the Musical Director(s) shall be \$1000 per musical director per year.

14. MEETINGS

1. The agenda for Board of Directors meetings shall be distributed by the President to members of the board one (1) day prior to the meeting.
2. The agenda for Annual General Meetings shall be distributed to members of the organization thirty (30) days prior to the meeting.
3. A member attending a meeting via telepresence (telephone, voice or video-conference) is considered to be present at a meeting. Telepresence shall be provided an an option for attendance when possible. If telepresence is not logistically possible for a meeting, this must be clearly indicated on the agenda or notice of meeting.

15. MUSIC LIBRARY

1. The band shall accumulate, through legal means, a library of music for performance
2. The location of the library of the organization is c/o Alyson Hazlett, **XXXXXXXXXXXX**
3. The librarian must be a member of the Board of Directors
4. The librarian is responsible for the maintenance and care of the music library of the band.

16. BAND ARCHIVE

1. The band shall maintain an archive of important artifacts and documents to preserve its history. These shall be include but not be limited to, marketing material, ticket stubs, programs, critics' reviews, newspaper articles, etc.
2. The archive of the band should be described on the website to promote the brand and history of the organization.

17. NON-OFFICER BOARD ROLES

1. The Board of Directors shall appoint members of the Board of Directors to the following roles
 1. **Director of Performances** - plans, prepares, and runs performance of the band.
 1. Current appointee: VACANT Acting: various
 2. **Director of Public Relations** - promotes the band, oversees the creation of promotional material and maintains the brand of the band. Promotes concerts, ticket sales, and Annual Subscription sales.
 1. Current appointee: VACANT Acting: various
 3. **Director of Personnel** - ensures that the membership roster is properly maintained, acts as a liaison between the band and the Board of Directors, ensures that band member engagement is healthy, and addresses issues of members not in good standing. Maintains *TCB Members* Facebook group.
 1. Current appointee: VACANT Acting: various
 4. **Director of Development** - plans and implements fundraising activities, including the solicitation of individual, foundation, and corporate donations, and sales of advertising spaces and sponsorships.
 1. Current appointee: VACANT Acting: various
 5. **Librarian** - maintains and cares for the music library of the band; distributes music to the band; maintains and adds to the band archive.
 1. Current appointee: Alyson Hazlett

6. **Webmaster** - maintains and cares for the band website and Facebook page.
Maintains the public email account of the band (info@torontoconcertband.com).

1. Current appointee: VACANT Acting: Tony Field
2. A member of the board may hold zero or more of these positions.
3. The duties of the above roles may be delegated to a sub-committee consisting of members of the organization who are not Board of Directors, but the responsibility remains with the member of the Board of Directors.

18. NON-MEMBER PERFORMERS

1. Performers at concerts of the organization shall consist exclusively of members of the organization. However, in rare circumstances, when required, and subject to approval of the Board of Directors, the Musical Director(s) may invite non-member performers to perform at concerts of the organization

19. REHEARSAL & CONCERT SEASON

1. Rehearsals shall be held weekly from early September to early June. Exact dates shall be set by the Board of Directors and posted on the website of the band.
2. Three concerts shall be held per season. Exact dates shall be set by the Board of Directors and posted on the website of the band.

20. INDEMNIFICATION

1. The Directors and Officers of the organization shall be indemnified against liability by the organization.
2. The organization shall carry Directors & Officers Liability insurance with reasonable limits.