

**T H E O N T A R I O C O U N C I L O F F O L K  
F E S T I V A L S**

BY-LAWS  
Updated: 13 October 2007

Relating to the conduct of the affairs of  
**T H E O N T A R I O C O U N C I L O F F O L K  
F E S T I V A L S**

**Whereas** the Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the sixteenth day of November 1987, for the following objects:

- A. To act for the benefit of Ontario festivals with creative and performing arts components that originate from folk cultures and traditions;
- B. To facilitate the exchange of artistic and technical resources;
- C. To act as a support system for the exchange of ideas, information, education, and expertise between folk festivals;
- D. To assist Member organizations in communicating with government agencies, corporations, and other relevant bodies;

**BE IT ENACTED** as a by-law of

THE ONTARIO COUNCIL OF FOLK FESTIVALS (The OCFE) as follows:

1.00.00        **INTERPRETATION**

1.01.00        In the by-law and all other by-laws and resolutions of the OCFE unless the context otherwise requires:

1.01.01        The singular includes the plural;

1.01.02        The masculine gender includes the feminine;

1.01.03        “**Board**” means the Board of Directors pursuant to 4.00.00;

1.01.04        “**Corporation Act**” means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute amending or enacted in substitution therefore, from time to time;

1.01.05        “**Documents**”, includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal,

immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds debentures or other securities and all other paper writings;

1.01.06 **‘Executive Officers’** means the persons who hold offices enumerated in Section 5.01.00;

1.02.00 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the OCFF.

## 2.00.00 **HEAD OFFICE**

2.01.00 The head office of the OCFF shall be in the province of Ontario, and at such a place therein as the Board may from time to time determine.

## 3.00.00 **SEAL**

3.01.00 The seal which is impressed hereon shall be the corporate seal of the OCFF.

## 4.00.00 **BOARD**

4.01.00 **Board.** The affairs of the OCFF shall be managed by a Board composed of thirteen (13) directors.

4.02.00 **Qualifications.** Each Director shall:

4.02.01 be a Member in good standing since the AGM prior to standing for election, and thereafter remain throughout his term an Individual Member of the OCFF;

4.02.02 be at least eighteen (18) years of age; and

4.02.03 not be an undischarged bankrupt nor a mentally incompetent person.

4.03.00 **Removal of Directors.**

4.03.01 If a Director fails to attend three consecutive meetings of the Board, without leave, such Director ceases to be a Director. A person who ceases to be a Director as a result of failure to attend is ineligible for reappointment.

4.03.02 If a Director ceases to be a Member of the OCFF, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a Director.

- 4.04.00        **Filling Vacancies:**
- 4.04.01        Any vacancy occurring in the Board of Directors may be filled by appointment by a majority of the remaining Directors. The new Director appointed to fill the vacancy will serve the unexpired term of the predecessor in the office. Individuals appointed to the Board of Directors must meet the qualifications as outlined in section 4.02.00.
- 4.05.00        **Quorum.** A quorum for the transaction of business at meetings of the Board shall be the nearest whole number that is no less than fifty (50) per cent of the number of Members of the Board. No more than fifty (50) percent of such a quorum may be composed of Members of the Executive Committee.
- 4.06.00        **Meetings.** Meetings of the Board and of the Executive Committee may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, Vice-President or the Secretary or any three (3) Directors. It is expected that the Board will hold four meetings between Annual General Meetings. It is expected that the Executive Committee will meet an additional four (4) times between Annual General Meetings.
- 4.07.00        **Voting.** Questions arising at any meeting shall be decided by a majority vote, unless provided for elsewhere in this by-law. In the case of an equality votes, the Chair, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair that a resolution has been carried and an entry to that effect in the minutes in conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.
- 4.08.00        **Remuneration of Directors.** The Directors of the OCFF shall serve without remuneration.
- 4.09.00        **Indemnities to Directors.** Every Director and Officer of the OCFF and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the OCFF, from and against,
- 4.09.01        all costs, charges and expenses whatsoever which the Director or other Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of his office; and
- 4.09.02        all other costs, charges and expenses which he sustains or incurs in

or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect.

- 4.10.00 **Protection of Directors and Officers.** No Directors or Officers of the OCFF shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for the joining in any receipt or act for conformity or for any loss, damage or property acquired by the OCFF through the insufficiency or deficiency of title to any property acquired by the for or on behalf of the OCFF or for the insufficiency of any security in or upon which any of the money of or belonging to the OCFF shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities of effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful neglect or default.
- 4.11.00 **Responsibility for Acts.** The Directors for the time being of the OCFF shall not be under any duty or responsibility in respect of any contract, act or transgression whether or not made, done or entered into in the name or on behalf of the OCFF except such as shall have been submitted to and authorized or approved by the Board.
- 4.12.00 **Other persons.** Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat. Individual and Honourary Members may attend, and Festival and Organizational Members may send delegates to and speak at, meetings of the Board, but shall not be entitled to vote thereat.
- 5.00.00 **OFFICERS**
- 5.01.00 **Executive Officers.** There shall be a president, Vice-President, Secretary, and Treasurer elected by the Board. One person may hold more than one office, except the office of President. Preferably though not necessarily the Executive Committee shall be composed of the Executive Officers.
- 5.02.00 **President.** The President shall, when present, preside at all meetings of the Board, the Executive Committee and Members. The President shall supervise the affairs and operations of the OCFF, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident of his office.
- 5.03.00 **Vice-President.** During the absence or inability to act of the President, his

duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.

- 5.04.00 **Secretary.** The Secretary shall be clerk of the Board or Executive Committee and shall attend all meetings of the Board and of the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to Members and to Directors. He shall be the custodian of the corporate seal of the OCFF and of all the books, papers, records, correspondence and documents belonging to the OCFF and shall perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.
- 5.05.00 **Treasurer.** The Treasurer shall keep full an accurate accounts of all receipts and disbursements of the OCFF in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the OCFF in the bank or banks from time to time designated by the Executive Committee. He shall disburse the funds of the OCFF under the direction of the Board or Executive Committee, taking proper vouchers therefore and shall render to the Board or Executive Committee, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the OCFF. He shall co-operate with the accountants of the OCFF during any audit of the accounts of the OCFF and perform the other duties from time to time prescribed by the Board or Executive Committee or incident to his office.
- 5.06.00 **Past president.** The immediate Past President shall remain as an *ex-officio* Member of the Executive Committee without vote, during a term to be prescribed by the Board or Executive Committee.
- 5.07.00 **Other Officers.** The Board may appoint other Officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all Officers shall have the authority to and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such Officer or agent of the OCFF. The duties of all other Officers of the OCFF appointed by the Board or Executive Committee shall be such as the terms of their engagement call for or the Board or Executive Committee prescribes.

6.00.00

## **CONSTITUTION OF THE BOARD**

- 6.10.00 **Term of Office.** Subject to the provisions of the Corporations Act, Directors shall hold office until the third annual general meeting after their election.
- 6.11.00 **Election of the Board.** The election of new Directors, including presentation and profile of the nominees and a ballot-box vote, shall be held at the annual Conference, in accordance with Section 8.11.02, with advance ballots returned no less than 30 days before the start of the annual Conference, and with acceptance of proxy votes as described in Section 8.15.00.
- 6.12.00 **Rotation.** Subject to the provisions of the Corporations Act, Directors shall be elected by voting Members and shall retire in rotation.
- 6.13.00 **Transitional Provisions.** At the first election following the approval of this by-law, four (4) Directors shall be elected for a three (3) year term, four (4) Directors shall be elected for a two (2) year term, and four (4) Directors shall be elected for a one (1) year term. Determination of the length of term for each Board Member shall be at the discretion of the Board as elected for this election only.
- 7.00.00 **EXECUTIVE COMMITTEE**
- 7.01.00 **Constitution.** The Board, whenever it consists of more than six (6) may from time to time elect an Executive Committee consisting of such individuals, not less than three (3), as the Board may by resolution determine; preferably though not necessarily the executive Committee shall be composed of the Executive Officers. Each Member of the Executive Committee shall serve at the pleasure of the Board. The Board may fill vacancies in the Executive Committee by election. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.
- 7.02.00 **Powers.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the OCFF in such manner as the Executive Committee shall deem best for the interest of the OCFF in all cases in which specific directions shall not have been given by the Board.
- 7.03.00 **Procedures.** Subject to sections 7.04.00, 7.05.00 and 7.06.00 and to any regulations imposed from time to time by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its Members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, and at least a summary thereof shall be

submitted to the Board at least annually.

- 7.04.00 **Quorum.** No business may be transacted by the Executive Committee except at a meeting of its Members at which a quorum of the Executive Committee is present.
- 7.05.00 **Place of Business.** Meetings of the Executive Committee may be held at The head office of the OCFF or at any other place within or outside the Province of Ontario as specified in the notice calling the meeting.
- 7.06.00 **Other Directors Present.** Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he is present; however, no Director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and his presence shall not be included for the purpose of calculating a quorum.
- 8.00.00 **MEMBERSHIP**
- 8.01.00 Membership in the OCFF shall consist of such persons as are admitted as Members by the Board.
- 8.02.00 **CLASSES.** There shall be four (4) classes of Membership in the OCFF.
- 8.02.01 **FESTIVAL MEMBERS:** Not-for-profit festivals in Ontario whose primary focus is on creative and performing arts components that originate from folk cultures and traditions (“Festival Members”);
- 8.02.02 **ORGANIZATIONAL MEMBERS:** Organizations in Ontario presently active, directly and substantially, in the fields of folk music, dance and the related performing arts and who support the goals and activities of the OCFF, but do not qualify for Membership as Festival Members (“Organizational Members”);
- 8.02.03 **INDIVIDUAL MEMBERS:** Individuals who support the goals and activities of the OCFF (“Individual Members”);
- 8.02.04 **HONOURARY MEMBERS:** From time to time, the Board may admit for life or lesser term without payment of any fee or assessment as an Honourary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the OCFF (“Honourary Members”).
- 8.03.00 **Voting.** Festival Members shall be entitled to fifteen (15) votes. Organizational Members shall be entitled to three (3) votes. Individual Members shall be entitled to one (1) vote. Festival Members, Organizational

Members and Individual Members are herein sometimes collectively referred to as “Voting Members”. Honourary Members shall be entitled to attend all meetings of Members, but shall not be entitled to vote thereat.

- 8.04.00       **Applications.** Applications for each class of Membership shall be made in writing to the OCFF in such form as may, from time to time, be established by the Board of Directors. The Board of Directors shall be entitled to require a Member to submit an application for Membership no more often than annually. The Board of Directors shall admit all qualifying applications as Members and be charged with the review of the eligibility of a Member from time to time.
- 8.05.00       **Transfer of Membership.** Except for the transfer of Membership from one class to another as otherwise provided in the by-laws of the OCFF, if at all, a Membership in the OCFF is not transferable.
- 8.06.00       **Revocation of Membership.** Any Member may be expelled from the OCFF for cause by a two thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an annual or other general meeting of Members.
- 8.07.00       **Termination of a Membership.** A Membership in the OCFF automatically terminates upon the happening of at least one of the following events:
- 8.07.01               If the Member becomes bankrupt or ceases to carry on business;
- 8.07.02               If a Member, in writing, resigns as a Member of the OCFF;
- 8.07.03               If the person dies;
- 8.07.04               If a Member is expelled from the OCFF pursuant to section 8.06.00 or
- 8.07.05               If an assessment under the authority of section 8.10.00 remains unpaid for more than sixty (60) days after notice of assessment has been given to the Member.
- 8.08.00       **Membership Dues.** Membership dues, assessments and similar obligations (“assessments”) may only be levied if authorized by:
- 8.08.01               Three-quarters (3/4) of the Members of the Board.
- 8.09.00       **Notice.** Notice of an assessment shall be given to each Member as it is determined.
- 8.10.00       **Liability of Members.** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the OCFF or for any engagement, claim, payment, loss, injury, transaction, matter or thing

relating to or connected with the OCFF.

- 8.11.00 **Annual Meeting.** The annual meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:
- 8.11.01 Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the OCFF at an annual Meeting;
- 8.11.02 Electing such Directors as are to be elected at such annual meeting;
- 8.11.03 Appointing the accountant and fixing or authorizing the Board to fix his remuneration; and
- 8.11.04 The transaction of any other business properly brought before the Meeting.
- 8.12.00 **General Meeting.** The Board may from time to time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Corporations Act.
- 8.13.00 **Notice of Meeting.** Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each Member (and in the case of an annual meeting to the accountants of the OCFF) by prepaid mail or electronic means to the last address of the addressee shown on the OCFF's record.
- 8.14.00 **Quorum.** No business shall be transacted at any meeting unless there are 25% of the voting Members present in person or represented by proxy. The proxy shall be an instrument in writing executed by the Member in a form approved by the Board.
- 8.15.00 **Voting by Member.** Unless otherwise required by the provisions of the Corporations Act or the by-laws of the OCFF, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chair presiding at the meeting has a second or casting vote. Voting Members may be represented at a meeting of Members by proxy. The proxy shall be an instrument in writing executed by the Member in a form approved by the Board.
- 8.16.00 **Show of Hands.** At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the

OCFF or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote shall have one vote, valued as assigned in Section 8.03.00 and its subsections. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the OCFF is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 8.17.00 **Chair.** In the absence of the President and the Vice-President, the Members entitled to vote present at any meeting of Members shall choose another Director as Chair.
- 8.18.00 **Polls.** If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the question for which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.
- 8.19.00 **Adjournment.** Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.
- 9.00.00 **COMMITTEES**
- 9.01.00 **Nominating Committee.** The Board of Directors shall, each year, appoint a Nominating Committee for the purposes of recommending a slate of Directors to be elected in accordance with the procedures set out in Section 6.11.00.
- 9.02.00 **Ad Hoc Committee.** There may be such Ad Hoc Committees and for such purposes as the Board or Executive Committee may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:
- 9.02.01 The delivery of its report;
- 9.02.02 The completion of its assigned task;
- 9.02.03 A resolution to that effect of the Board or Executive Committee by which it was constituted; whichever first occurs.
- 9.03.00 Except as otherwise provided by by-law of the OCFF, all committees

other than the Executive Committee are subject to the following:

- 9.03.01 The Chair and Committee Members shall be appointed by the Executive Committee or by the Board;
- 9.03.02 The Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee;
- 9.03.03 The Committee shall be responsible to, and report after each meeting to, the senior body by which it was appointed;
- 9.03.04 The Committee may establish its own rules of procedure and may appoint subcommittees.

10.00.00

## **EXECUTION OF DOCUMENTS**

- 10.01.00 **Cheques, Drafts, Notes. Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board.
- 10.02.00 **Execution of Documents.** Documents requiring execution by the OCFF may be signed by the President or the Vice-President and the Secretary or the Treasurer or any two (2) Executive Committee Members, and all documents so signed are binding upon the OCFF without any further authorization or formality. The corporate seal of the OCFF shall, when required, be affixed to documents executed in accordance with the foregoing.
- 10.03.00 **Books and Records.** The Board shall see that all necessary books and records of the OCFF required by the by-laws of the OCFF or by any applicable statute are regularly and properly kept.
- 11.00.00 **BANKING ARRANGEMENTS**
- 11.01.00 The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the OCFF, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the OCFF's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
  - 11.01.01 Operate the OCFF's accounts with the banker;

- 11.01.02 Make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 11.01.03 Issue receipts for and orders relating to any property of the OCFF;
- 11.01.04 Execute any agreements relating to any banking business and defining the rights and powers of the parties thereto; and
- 11.01.05 Authorize any Officer of the banker to do any act or thing on the OCFF's behalf to facilitate the banking business.
- 11.02.00 **Deposit of Securities.** The securities of the OCFF shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the OCFF signed by such Officer or Officers, agent or agents of the OCFF, and in the manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the OCFF's securities shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 12.00.00 **BORROWING BY THE OCFF**
- 12.01.00 Provided that, except where the OCFF borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses and subject to the limitation set out in the by-laws or in the Letters Patent of the OCFF, the Board may:
- 12.01.01 Borrow money on the credit of the OCFF;
- 12.01.02 Issue, sell or pledge securities of the OCFF; or
- 12.01.03 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the OCFF, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the OCFF.
- 12.02.00 From time to time the Board may authorize any Director, Officer or employee of the OCFF or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, term and conditions and to give such additional security as the Board may authorize, and generally to

manage, transact and settle the borrowing of money by the OCFF.

13.00.00

## **FINANCIAL YEAR**

13.01.00

The Financial year of the OCFF shall terminate on the 30<sup>th</sup> day of June in each year or on such other date as the Board may from time to time by resolution determine.

14.00.00

## **NOTICE**

14.01.00

**Computation of Time.** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

14.02.00

**Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the accountant of the OCFF or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the accountant of the OCFF may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

15.00.00

## **BY-LAWS AND AMENDMENTS, ETC.**

15.01.00

**Enactment.** By-laws of the OCFF may be enacted, repealed, amended, altered added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

16.00.00

## **EFFECTIVE DATE**

16.01.00

This by-law shall come into force without further formality upon its enactment.