

BYLAWS OF SASKATOON CONCERT BAND INC.

I. PURPOSE

The purpose and object of the Corporation will be to promote musical education and culture and to make available to adult members of the community the opportunity to rehearse and perform concert band music at an advanced non-professional level. The Corporation's general plan of operation will be to maintain and operate a rehearsal hall, to give concerts and music instruction agreeable to the general purpose of the Corporation, and to apply the receipts therefrom, after paying all expenses of the Corporation, to such purposes consonant with the general purpose of the Corporation as the Board of Directors may from time to time determine.

II. DEFINITIONS

In these Bylaws:

- a) “**Member**” means a person enjoying the rights and privileges of regular membership, as the same defined in the articles of the Corporation.
- b) “**Appointee**” means any of the following, namely the Bandmaster, Auxiliary Bandmaster, Librarian and any other person appointed under the provisions of Part XIII hereof.
- c) “**Director**” means a person elected as a director of the Corporation under the provisions of Part VI hereof, and, unless the context otherwise requires, includes both “Officer” and “Director-at-Large” as these terms are established herein.
- d) “**Committee**” means any committee struck or continued by the Directors in accordance with Part XII hereof.
- e) “**Act**” means *The Non-Profit Corporations Act, 1995* of Saskatchewan.

III. HEAD OFFICE

The Head Office of the Corporation will be situated in the City of Saskatoon, Saskatchewan and its address for the purposes of communications notices and services will be 238 Avenue V North, Saskatoon, Saskatchewan, S7L 3E6, or such other place as the Directors may from time to time determine.

IV. MEMBERSHIP

- 1) There will be two classes of Membership in the Corporation, “Regular Membership” and “Honourary Membership”, and each class will have rights and privileges accorded to it in the Articles of the Corporation and these Bylaws. Where the terms “Member” and “Membership” appear hereinafter, they will refer only to a Regular Member and to Regular Membership respectively unless the context otherwise requires.
- 2) Any individual interested in participating in the Corporation’s musical rehearsal and performance programme and is willing to commit to regular participation in that programme and to accept such terms as may be reasonably required by the Board of Directors from time to time, and is recommended by the Bandmaster or Auxiliary Bandmaster to participate, is eligible to become a Member. Such individual will become a Member upon payment of such fee as the Board of Directors may determine under the provision of paragraph (4) in Article VII hereof.
- 3) Except provided below in this Article IV, and subject to the provisions of paragraph(6) in Article VII hereof, the membership interest of a Member will expire on the 30th day of September each year unless on or before that date the Member has paid the annual fee then due and payable as set by the Board of Directors in accordance with paragraph (4) Article VII hereof, or has made arrangement to pay the same on terms acceptable to the Directors. Upon the Member making such a payment or arrangement, and upon completing such registration and related documents as may be required by the Board of Directors, the term of the affected membership interest will extend to the 30th day of September in the year next following. Provided however that if the Member has paid the fee set by the Board of Directors for any period longer than one year, the affected membership interest will terminate at the end of that period. A person whose membership interest has expired will not be permitted to participate further in the Corporation’s musical programme except on an *ad hoc* basis on the invitation of the Bandmaster or the Auxiliary Bandmaster.
- 4) The Directors may, by majority vote, appoint as Honourary Member any person whose association with the Corporation in that capacity would in their opinion further the objectives of the Corporation. A person so appointed will retain his or her Membership for life, or until revoked by majority vote of the Directors. A person may concurrently be both a Regular and an Honourary Member, with any fee for the Regular Membership to be determined by the Board of Directors.
- 5) Each Member will be entitled to attend any meeting of Members and to vote thereat. Each Member will have one (1) and only one (1) vote, and will enjoy all other rights and privileges afforded to Members in these Bylaws or otherwise by law. Any Member will be entitled to run for election to serve as a Director.

- 6) Each Honourary Member will be entitled to attend any meeting of Members, but will not be entitled to vote thereat. On the invitation of the Board of Directors, an Honourary Member will be entitled to run for election to serve as a Director.

V. MEETINGS OF MEMBERS

- 1) The Annual Meeting of Members shall be held in the month of October of each year, or at such other time as the Directors may decide, at a place to be announced by the Directors.
- 2) Ten (10) Members must be personally present to constitute a quorum at any Annual Meeting of Members.
- 3) Notice of the Annual Meeting shall be effectively given if effected not less than 15 days prior to the scheduled date of such meeting in the manner prescribed in Article XVI below.
- 4) The business of the Annual General Meeting of Members will include the following, namely:
 - a) Minutes of the last Annual General Meeting;
 - b) Presentation of the financial statements;
 - c) Accountant's or auditors reports, and consideration of appointment of an auditor or an accountant;
 - d) Report of the officers on the operations and performances of the past year;
 - e) Committees' reports;
 - f) Election of officers;
 - g) Discussions and recommendations on programmes and projects for the coming year.
 - h) Amending the Articles or Bylaws as may be required from time to time; and
 - i) Such other business as may be generally described in the notice provided in accordance with Article XVI.
- 5) A Special Meeting of Members may be called by the President as and when he or she considers it necessary, but he or she will call a Special Meeting of Members if so resolved by the Board of Directors, or if requested to do so in writing by at least 10 Members. If the president does not convene the same within 21 days of the receipt of the

request, the other Directors, or any Members who requested the meeting, as the case may be, may convene a meeting of Members upon the notice prescribed in sub-paragraph (3) of this Article V.

- 6) The notice for any Special Meeting of Members will express the subject of the meeting, contain the text of any resolution proposed to be voted upon at the meeting, and will provide sufficient detail to enable the Members to understand the background and purpose of the business to be discussed.
- 7) At all meetings of Members, every question will be determined by a majority of votes of those Member present, and no voting by proxy, electronic communication, or any other means will be permitted. Voting will be conducted by show of hands unless a ballot is demanded by a Member present at the meeting .
- 8) Unless a poll is or has been demanded at any meeting of Members, a declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes of proceedings of the Corporation will be sufficient evidence of the fact, without proof of the number of the proportion of the note records in favour of or against such resolution.
- 9) If a poll is demanded, either before or immediately after the Chair has given his or her declaration, the same will be take in such a manner as the Chair directs, and the result will be deemed to be the resolution of the Corporation.

VI. ELECTION OF DIRECTORS AND OFFICERS

- 1) The Members will elect a minimum of five (5) and a maximum of twelve (12) persons to be Directors of the Corporation.
- 2) At least one month prior to each Annual General Meeting of Members, the Nominating Committee will present to the Board of Directors a slate for election of Directors which will contain, at minimum, the number of candidates which equals the minimum number of vacancies which will exist on the Board of Directors at the adjournment of the ensuing Annual General Meeting of Members.
- 3) The Board of Directors will be comprised of the Officers of the Corporation, namely the President, Vice-President, Secretary and Treasurer, and one or more persons to serve as Directors-at-Large, and the slate presented to the Members will specify the Office or position that each candidate is being presented to serve.
- 4) Subject to the provisions of Article XII(3)(b), the term of office of each of the Officers will be two (2) years, commencing for each upon election to his or her Office, and ending immediately prior to the election of his or her successor to that Office at the Annual Meeting of Members that occurs two years thereafter. Provided however that the incumbent Vice-President will be invited to stand for election as President upon the expiry of the term of the incumbent President, and if so elected, his or her term as Vice-

President will concurrently expire. The President and Vice-President will not be eligible for re-election in those respective Offices for the terms next following the expiry of their respective terms. The Secretary and Treasurer will each be eligible for re-election in his or her respective Office for the term following the expiry of his or her initial term, and if so re-elected, will then be ineligible to serve in that Office for the term next following thereafter. Provided however that the Treasurer may continue to serve on an interim basis after the expiry of his or her second consecutive term in the event that no other Director or other Member is willing or able to undertake the duties of that Office at the time the Treasurer's term expires. The Vice-President is eligible for election as President upon expiry of his or her term of Office, and any Officer is eligible for election as a Director-at-Large upon expiry of his or her term of Office.

- 5) The term of office for each Director-at Large will be (2) years, commencing upon his or her election and ending immediately prior to the election of Directors-at-large at the Annual Meeting of Members next following. A Director-at-Large is eligible for re-election following the expiry of his or her term, and will remain so eligible following any succeeding term.
- 6) At the commencement of that part of the Annual General Meeting directed to election of Officers and Directors-at-large, the President will first announce the election of Officers, and will for such election invite the nomination of candidates from the floor, provided that each such nomination will have a seconder, and each proposed nominee will be Member of the Corporation in good standing, and each will consent to having his or her name stand for election.
- 7) If on the slate of Officers presented by the Nominating Committee, as the same may be augmented by nominations from the floor, there will be more than one Member nominated for any office, the Members will vote for that office by private ballot. Any office for which only one eligible person is nominated will be considered as filled by acclamation. Each Member elected or acclaimed as an Officer will thereby be deemed to be Director of the Corporation for a term coinciding with the term of his or her Office as provided in subparagraph (4) of this Article VI.
- 8) At the conclusion of the election of Officers, the President will announce the election of Directors-at-large, if on the slate presented by the committee, as the same may be augmented by nomination from the floor, the number of candidates for Directors-at Large exceeds the maximum number of vacancies which will exist for elected Directors at the adjournment of the Meeting, then the Members will vote in the elected Directors by private ballot. Each Member will be entitled to elect as many names from among the candidates as there are vacancies to be filled, and those candidates receiving the most votes, up to the number of vacancies to be filled, will be elected.
- 9) If on the slate presented by the Nominating Committee, as the same may be augmented by nominations from the floor, the number of candidates for Directors-at-Large does not

exceed the maximum number of vacancies which will exist for those Directors at the adjournment of the Meeting, all candidates of the slate will be considered as elected by acclamation.

10) The positions of an Officer or a Director-at-Large will be automatically vacated:

- a) if that person resigns his or her position by delivering a written resignation to the Secretary;
- b) if he or she is found to be mentally incompetent or of unsound mind;
- c) if he or she becomes bankrupt or suspends payment or compounds with creditors;
- d) if at a Special General Meeting of Members a Resolution is passed by 75% of the Members present at the meeting that he or she must be removed from office;
- e) if he or she ceases to be Member; or
- f) on death.

11) If the position of an Officer or Director-at-Large is vacated, the remaining Directors may by majority vote appoint a Member to serve in the place of the departing Director. Such appointee will serve until the adjournment of the Annual General Meeting of Members next following his or her appointment, and if at such time there remains a portion of the departing Directors term of office still to be served, a person will be elected in accordance with the provisions of this Article VI to serve such remaining portion.

VII. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

- 1) The affairs of The Corporation will be managed by the Directors, elected in the manner hereinbefore provided. Except where expressly modified herein, the Directors will in so doing exercise all of the powers conferred upon them for that purpose in the Act.
- 2) The Directors will meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they may determine. Questions arising at a meeting will be decided by a majority of votes, but in the case of an equality of votes, the President will have a casting or deciding vote.
- 3) The Directors may establish from time to time such policies, operational authorities, and guidelines as they may reasonably determine to be in the best interests of the Corporation or its general plan of operation.
- 4) The Directors will from time to time fix the annual fee required to be paid by each Member, provided that the then-current annual fee will be assessed with payment due on or before in each year, provided that the Directors may make arrangements with any

Member to pay his or her assessed fee in whole or by instalments at a later date. The Directors may from time to time, and upon such terms as they consider appropriate, establish a membership fee for any period of years greater than one year.

- 5) The Directors may from time to time require Members to participate in fundraising activities for the benefit of the Corporation which requirement may include assessment of additional amounts payable by the Members in lieu of participating in such activities.
- 6) The Directors may, by a two-thirds majority vote, resolve to terminate the membership interest of a Member if:
 - a) the Member defaults on an arrangement to pay membership fees;
 - b) on the advice of the Bandmaster or Auxiliary Bandmaster, the Member is not willing or able to commit sufficient time or effort to the Corporations music programme;
 - c) the Member fails to participate in any fundraising activity established by the Board of Directors; or
 - d) the Member has conducted himself or herself in any manner not governed by the Corporation's Sexual Harassment Policy, which is detrimental to the Corporation, or to any Member, Appointee, or patron thereof.

Provided however that, unless it is not possible or reasonable to do so, the Directors, will before undertaking such action, make reasonable effort to encourage the affected Member to remediate the circumstances upon which such termination would be based.

- 7) Notice of a Directors' meeting will be given to the Directors at least one week prior to the date of the meeting, provided, however, that the Directors may meet on regular dates without notice or may, by unanimous consent meet at any time or place without notice.
- 8) Not less than one-half the number of Directors currently serving on the Board of Directors, personally present, will constitute a quorum for the purpose of meeting of the Directors.
- 9) The President will:
 - a) Preside or at all general meetings of the Corporation and all Directors' meetings;
 - b) Be an ex-officio of all Committees;
 - c) Enforce the observation of this constitution.
- 10) The Vice President will:

- a) Assist the President with completing assigned responsibilities;
- b) Preside at any general meeting of the Corporation and Directors' meetings in the absence of the President;
- c) Sit on any Committee(s) as agreed upon with the President.

11) The Secretary will:

- a) Take and keep custody of minutes of meetings of the Corporation and of its Directors, and he or she will ensure that a copy of all committee meeting minutes will be filed with him or her;
- b) Assist the President, the Treasurer, and other Directors as may be required from time to time in the processing of registrations, filings, notices, and similar communications;
- c) Carry on correspondence and fulfill such secretarial duties as are necessary;
- d) Keep a proper record of the work he or she is called upon to perform.

12) The Treasurer will:

- a) Operate and manage any bank account maintained by the Corporation;
- b) Report to the Board of Directors at each regular meeting of the financial standing of the Corporation;
- c) Attend to the payment of all accounts as they come due;
- d) Prepare and present to the Directors before the beginning of each fiscal year a budget proposal respecting the financial operation of the Corporation.; and
- e) Prepare and present a financial report at each Annual General Meeting.

In addition to the foregoing, the Treasurer will manage, oversee, and ensure the proper performance of all other duties and responsibilities reasonably incidental to the financial management and organization of the Corporation, including the handling of funds; the collection, recording, and deposit of receipts, accounts, and donations; the issuing and recording of account receivable, and the timely entry of transactions the paper or electronic financial records of the Corporation.

The Treasurer may form a Committee to assist in the performance of any of the foregoing functions, provided that he or she will not delegate to any other person the performance

of any function identified in any of sub-paragraph (a) through (e) of this paragraph. On the Treasurer's recommendation the Directors may hire a duly qualified bookkeeper to assist in the performance of any of the foregoing functions other than those last identified and excepted.

- 13) The President, Vice-President, Secretary, and Treasurer will form the Executive of the Board of Directors. The Executive will be granted signing authority, with all cheques and all leases, contracts, or other written commitments of a value exceeding \$500, requiring signatures from any two of the four Executive members, provided that if two Executive members are in a spousal relationship with one another, any document requiring the signature of two Executive members must not be signed by more than one of the Executive members in that spousal relationship.

VIII. VALIDITY OF DIRECTORS' ACTIONS

- 1) An act of a Director is valid notwithstanding an irregularity in his or her election or appointment or a defect in his or her qualification.
- 2) A resolution in writing signed by all the Directors of the Corporation entitled to vote on that resolution at a meeting of the Directors or a committee of Directors will be deemed to satisfy all of the requirements of the Act relating to meetings of Directors or committee of Directors. Such resolution may be in two or more counterparts which together will be filed with the minutes of the proceedings of Directors and will be effective on the date signed thereon or the latest date signed on any counterpart.

IX. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.

- 1) No Director will be liable for the acts, receipts, neglects, or defaults of any other Director or employee, or for joining in any receipt of other act of conformity, or for any loss damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation will be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies, securities, or effects of the Corporation will be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss damage or misfortune whatever which will happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein will relieve any Director from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

- 2) Subject to any limitation contained in the Act, the Corporation will indemnify a Director, a former Director, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy an action or proceeding to which he or she is made a party by reason of being or having been a Director of the Corporation if:
 - a) He or she acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 3) Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of the Directors as the Board may from time to time determine.

X. FUNDS

- 1) The Corporation may obtain funds from the concert admissions, donations, grants, subsidies, fees for participation in activities sponsored or organized by the Corporation or any other corporation, and through any entertainment or recreational facility operated by the Corporation for its Members or for other persons.
- 2) Any resolution for the proposed borrowing of monies must be approved by a special majority (2/3) of the Board of Directors.
- 3) The Corporation may invest its funds only in securities in which trustees by law are permitted to invest, or such other securities as may be authorized by the Directors from time to time.

XI. ACQUISITIONS OF PROPERTY

- 1) The Corporation may acquire by purchase, lease, or otherwise, any real or personal property and may improve and develop the same and may erect any necessary buildings.
- 2) For the purpose of carrying out its objectives, the Corporation may borrow or raise or secure the payment of money in such a manner as the Directors think fit.

XII. COMMITTEES

- 1) General

The Committees hereinafter enumerated will operate at the pleasure of the Directors. In addition, the Directors may appoint or create such other committees, for such other mandates or purposes as the Directors may from time to time determine to be in furtherance of the objectives of the Corporation. Members of any Committee herein constituted will hold their offices at the pleasure of the Directors.

- b) Each of the Committees hereinafter enumerated will have the general duties and responsibilities set forth for it below. The Directors will prepare and maintain a Committee Manual (the “Manual”) setting out the functions, specific duties, and responsibilities of each of the foregoing Committees, and may include in the Manual the functions, specific duties, and responsibilities of any other committee created or appointed by the Directors. The Directors may from time to time amend the provisions in the Manual relating to any of the foregoing committees in such manner as they may reasonably determine to be in the best interests of the Corporation or its general plan of operation.
- c) Each Committee will consist of at least one Director, and such other Members, Honourary Members, or other persons as the Directors may appoint, provided that the majority of each committee will be comprised of Members.
- d) Each Committee may meet and operate in accordance with such rules and procedures as its members may agree upon by simple majority, or, failing such agreement, as may be imposed by the Directors. Each Committee may in addition secure the assistance of other persons.
- e) Except as herein specifically provided:
 - i.) Each Committee will make recommendations to the Directors as it may from time to time be advised;
 - ii.) No resolution passed by any Committee will have any effect whatsoever until such is presented to and passed by the Directors;
 - iii.) Except as otherwise specifically provided herein, or by resolution of the Directors, no Committee, and no member thereof, will do any act, enter into any contract, execute any cheque or other document, or make any representation or arrangement the intent or likely effect of which would be to commit or bind the Corporation or any participant therein to any obligation or undertaking of any nature whatsoever.
- f) Wherever practicable, each Committee will, in making recommendations to the Directors, submit in writing a detailed report as to the ways and means by which it functions, and setting out the authority required by the Committee in connection therewith. If, upon receiving such a report, the Directors confer upon a Committee any specific authority, the Committee and each member therein will do no act in

excess of such authority, and in excess of the authority otherwise generally conferred upon them in these Bylaws.

- g) Each Committee may make purchases and engage services from third parties in the performance of any of the functions assigned to it in accordance with any authority or budget constraint which may be provided to it by the Directors from time to time.
- 2) The Fundraising/ Sponsorship Committee will be responsible to plan and administer all fundraising activities undertaken by the Corporation, as more particularly provided in the Manual, subject to such directions and limitations as the Directors may from time to time impose, and to report to the Directors on a regular basis and as required.
- 3) The Nominating Committee will be responsible prepare a slate of candidates for election to the Board of Directors as and when required in these Bylaws and as more particularly provided in the Manual, and to generally encourage the involvement of the Members in the activities and governance of the Corporation, subject to such directions and limitations as the Directors may from time to time impose, and to report to the Directors as required.
- 4) The Rehearsal Hall Committee will be responsible to oversee and administer on an ongoing basis all aspects of the use, maintenance and operation of the Corporation's rehearsal hall as more particularly provided in the Manual, subject to such directions and limitations as the Directors may from time to time impose, and to report to the Directors on a regular basis and as required.
- 5) The Music Committee will be responsible to oversee and administer on an ongoing basis all aspects of the property, supplies, and equipment owned or maintained the Corporation for its music programme and not falling within the duties and responsibilities of the Rehearsal Hall Committee, as more particularly provided in the Manual, subject to such directions and limitations as the Directors may from time to time impose, and to report to the Directors on a regular basis and as required.

XIII. Appointees

- 1) The appointment and term of office of the Concert Bandmaster, Auxiliary Bandmaster, and any other Appointee will be at the discretion of the Board of Directors.
- 2) Appointees will be entitled to attend all meetings of the Board of Directors, but will not be entitled to vote thereat, and may be excluded from any portion of any such meeting by the Chair. The remuneration of any Appointee will be at the discretion of the Board of Directors.

- 3) In addition to the Appointees hereinafter enumerated, the Board of Directors may, in its discretion, and upon consideration of any recommendation made by the Members, designate any other Appointee position which it may from time to time think necessary.
- 4) The Appointee positions herein constituted are:
 - a) The Concert Bandmaster and Auxiliary Bandmaster, whose duties will be:
 - i. The rehearsal of the Band with which he or she is charged.
 - ii. The selection of music and programming for rehearsals and concerts.
 - iii. The selection of section leaders.
 - iv. The recruitment of musicians.
 - v. The planning of all aspects of the concert programme, including the selection of guest artists, the organization of the annual concert series, and the locations of all of the concerts and other performances.
 - vi. Such other duties as the Board of Directors may from time to time specify.
 - b) The Librarian, whose duties will be:
 - i. To maintain an orderly system for the storage, filing, cataloguing, and retrieval of music belonging to or in the possession of the Corporation ; and
 - ii. To work in conjunction with the Concert Band Master and Auxiliary Bandmaster, and the Music Committee to ensure that music is readily available when required, with authority to obtain the assistance of such other persons as the Librarian may require.

XIV. INSPECTION OF THE BOOKS

- 1) The Secretary will make a minute book available for inspection by any Member at any reasonable time.
- 2) The Secretary and Treasurer will make such books, documents, and files of the Corporation available for inspection by the Directors upon their request at any time.

XV. FINANCE, ACCOUNTS AND AUDITOR

- 1) The fiscal year of the Corporation will be from the first day of July to the 30th day of June the following year.
- 2) The Treasurer will present an annual financial statement at the Annual Meeting.
- 3) Accountants for the organization may be appointed by the Directors from time to time.
- 4) The Directors and Members will receive no remuneration for service on the Board of Directors but may be reimbursed for authorized out-of-pocket expenses.

XVI. NOTICE

Any notice required or permitted to be served upon any Member or Director in these Bylaws or otherwise will be deemed to have been effectively given if sent either by ordinary mail to the recipient's most recent postal address, or email address, as the case may be, as it appears in the records of the Corporation.

XVII. AMENDMENTS

Subject to the provisions of the Act, these Bylaws may be amended by a two-thirds vote of the Members present at any meeting of the Members, provided notice of the proposed amendment will have been given at the preceding meeting of the Members.

XVIII. DISSOLUTION OR LIQUIDATION

- 1) If the Directors determine that it is no longer feasible or desirable for the Corporation to continue the operation of its musical programme or the pursuit of its purpose and object, the Directors will prepare a proposal for the orderly sale or other disposition of all of the assets of the Corporation, and, after payment of its debts and obligations, for the distribution of the proceeds thereof to one or more individuals or entities which the Directors consider most capable of using such proceeds or assets for purposes or objects most similar to those of the Corporation, in the following order of preference:
 - a) The performance of concert band, orchestral, chamber ensemble, or jazz band repertoire on a non-professional basis by adults in or about Saskatoon who are not enrolled in a post-secondary music programme, or if no suitable entity or candidate capable of successfully supporting this activity can be found, then;

- b) Supporting the learning and development of students enrolled in high school or university level music programmes in Saskatchewan that provide instruction on instrumental music performance or teaching, with emphasis on wind instruments.

In the preparation of the foregoing plan, the Directors will take into account the intention of the Corporation that, insofar as practicable, its assets be transferred directly to benefitting individuals or organizations rather than being sold; and that such assets continue to be used thereafter in a manner that supports in whole or in substantial part the playing and public performance of concert band, orchestral, chamber ensemble, or jazz band repertoire on a non-professional basis by adults in or about Saskatoon. In furtherance of these intentions the Directors may entrust the ownership of any of the Corporation's real property to an individual or corporation for the purpose of being used as a rehearsal hall or performance venue for the foregoing purposes upon such trusts, terms, and assurances as may be reasonably required and permitted or enabled by law.

- 2) The Directors will submit the foregoing proposal to a Special Meeting of Members called by the President under the provisions of paragraph (5) of Article V. Upon approval of the proposal, or any amendment thereto, by a two-thirds majority of the Members, the Directors will implement the proposal as so approved.
- 3) Subject to the provisions of the Act on liquidation or dissolution of the Corporation, any property or assets remaining after implementation of the foregoing proposal, will, after the payment of any remaining liabilities, be donated to the City of Saskatoon. Notice of the meeting at which voluntary liquidation and dissolution is to be proposed will set out the terms thereof.

ENACTED by the Board of Directors, the _____ day of _____, 2021.

President

Secretary

RATIFIED by the Members the _____ day of _____, 2021.

President

Secretary
