

UNISON FESTIVAL – FESTIVAL UNISSON

Minutes of the Annual General Meeting

Sunday, November 24, 2019

6:00 p.m.

Nova Scotia College of Early Childhood Education

6208 Quinpool Road, Halifax, Nova Scotia

&

Video Conference

Chairperson: Kim Vance-Mubanga, President

Recording Secretary: Vince J. Ciarlo, Secretary

Attendance: Sue Atkinson, Vince J. Ciarlo, Liz Graves, Kirk Kryvenchuk, Susanne Litke, Carrie Melsom, Gianluca Ragazzini, Yohei Sakai, Kim Vance-Mubanga (9 members)

Staff present: Cora Castle, Administrator

1. Call to order

The Chairperson called the meeting to order at 6:09 p.m. and welcomed the members and guests to the Annual General Meeting of Unison Festival – Festival Unisson (the “Corporation”).

The Chairperson reported that there were 9 members in attendance, which satisfied the quorum requirements set out in the Bylaws of the Corporation. The meeting was declared to be legally constituted for the transaction of business as set out in the Notice of Annual General Meeting.

2. Adoption of agenda

The agenda was distributed to the membership in advance of the AGM.

Motion to adopt the agenda as presented. (K. Vance-Mubanga / S. Litke)

Motion passed.

3. Review and adoption of previous AGM minutes

The minutes from the previous AGM, held on December 9, 2018, were distributed to the membership in advance of the AGM.

Motion to adopt the minutes from the previous AGM as presented. (L. Graves / G. Ragazzini)

Motion passed.

4. President's report

K. Vance-Mubanga, President of the Board of Directors, reported to the membership as follows:

President's Report

The main thrust of my work over the past year has been to work with the rest of the board/staff on by-law restructuring and sustainability of the organization in between festival years. This has involved participating in the Restructuring Committee and Fundraising Committee, for instance, and soliciting research to inform restructuring process.

I brought to the organization, a potential grant from the Canadian government to support us in this area and worked closely with Cora and Liz to develop a proposal and apply for this grant. Despite being unsuccessful, I am confident that we are now "on the radar" with the federal government and will be successful in future attempts.

I have also met with the Director of LGBT Purge Fund, Michelle Douglas, to discuss the commissioning of works related to the theme of apology and reparation. These funds will be available in 2020 and I am very confident that we would be able to get support from the fund.

I also started to do more public-facing activities that assisted with the branding of Unison as a national network beyond just a festival organization. This included recording video messages and sending letters to choirs celebrating anniversary events. I also made several presentations to the Halifax community as Unison President to build excitement around the 2022 festival in Halifax, and am a member of the Local Organizing Committee.

Along with the Vice-President, we have tried to bring a steady flow of interesting content to our social media platforms. And finally, I have engaged in typical Presidential activities such as changing of signing officers, regular check-in with our administrator and treasurer and chairing board meetings.

5. Treasurer's report

The Financial Statements for 2018-2019 were distributed to the membership in advance of the AGM.

L. Graves, Treasurer, reported to the membership as follows:

Treasurer's Report

It has been my honor to once again serve as your Treasurer for the 2018-2019 operating year.

Today I am presenting to the membership of Unison Festival the Board-approved Financial Statements for October 1, 2018 to September 30, 2019. The Financial Statements contain detailed notes, which I encourage everyone to review and read at your leisure. The operation of Unison Festival in the past year resulted in a small operating deficit of \$349.38. This was much better than budgeted due the successful receipt of GST rebates from CRA during the year.

- Revenue Total - \$14,118.37
- Sources of income during the past year came from:
 - Donations received from individuals - \$1617.40
 - Donations received from choruses - \$75.00

- Donations to Unison Legacy Fund of \$2,100.00 which has been set aside on the balance sheet
- CRA GST Rebate- we were successful in recovering half of the GST paid on purchases
- US Embassy Grant Balance of \$2,235.27 - this grant was secured by the Calgary Festival
- Calgary Festival Photographs Sales - note that this income line is offset by expenses in the amount of 1,787.91.
- There was no new grant activity for the year just ended
- Expenses Total - \$14,467.75
- Expenses to operate Unison over the past year consisted of:
 - General Operating Expenses, \$4,504.71 - liability insurance, office expenses, web site maintenance
 - Corporate Expenses, \$8,175.03 – Unison Administrator hours, \$4,975.00, Board Travel Expenses for the Calgary-Halifax hand off meeting, \$2,706.03
- Net result is a small deficit of \$349.38
- Cash position of Unison Festival remains solid. The money set aside for the Halifax Festival last year has been maintained, with the exception of the \$349.38 deficit used to operate during the past year.
- In the 2018-2019 operating year, as required by Corporations Canada, Unison had the Financial Statements for the previous year, 2017-2018, audited by the Calgary accounting firm Scase & Partners. The Independent Auditor's Report is available for anyone who wishes to see it.

K. Vance-Mubanga acknowledged L. Graves' work as Treasurer over the past year.

6. Acceptance of financial statements

Motion to accept the 2018-2019 Financials Statements as presented. (L. Graves / K. Kryvenchuk)
Motion passed.

7. Appointment of public accountant

Motion regarding appointment of public accountant and level of financial review:

WHEREAS

- a) The Corporation is considered a "Soliciting Corporation" under the *Canada Not-for-profit Corporations Act* and the Corporation's gross annual revenues for the 2018-2019 year are under \$50,000;
- b) The members of the Corporation therefore have the option of appointing or, by unanimous agreement, waiving the appointment of a public accountant;

- c) A public accountant so appointed may conduct a review engagement or an audit; and
- d) Audited financial statements are required for grant applications of interest to the Corporation;

BE IT RESOLVED that Scase & Partners of Calgary, Alberta be appointed as the Corporation's public accountant for the coming year;

AND BE IT RESOLVED that the public accountant so appointed be engaged to conduct an audit of the Corporation's 2018-2019 Financial Statements.

(L. Graves / Y. Sakai)

Motion passed.

8. Nomination of directors

The Chairperson advised that there were up to fifteen (15) positions available for election to the Board of Directors, half the positions for a term of two (2) years and the other half for a term of one (1) year.

The Chairperson advised that the following individuals had declared their interest in running for the Board of Directors:

Vince J. Ciarlo – two-year term	Sue Atkinson – one-year term
Liz Graves – two-year term	Carrie Melson – one-year term
Kirk Kryvenchuk – two-year term	Gianluca Ragazzini – one-year term
Susanne Litke – two-year term	Yohei Sakai – one-year term
Kim Vance-Mubanga – two-year term	

Motion to nominate the nine candidates above for the Board of Directors.

Motion passed.

9. Election of directors

Motion to acclaim the slate of nine candidates nominated to the Board of Directors for the terms indicated.

(G. Ragazzini / L. Graves)

Motion passed.

10. Other business

K. Vance-Mubanga gave an update from the Halifax Festival Planning Committee.

- There was an open meeting in Halifax on November 17, 2019 with 16 people in attendance.
- The Festival will be held on the Canada Day long weekend in 2022.
- Halifax Gay Men's Chorus will co-host the festival with The Women Next Door.
- Venues, theme and logo being discussed. Unison "flower" will be incorporated in the festival logo.
- Plans to send out a communiqué in the new year.

11. Special Resolutions

a. Amend Articles

A proposed Special Resolution to amend the Articles of the Corporation was distributed to the members with the Notice of Annual General Meeting. The proposed Special Resolution is attached hereto as Attachment #1.

The following additional change to the Articles was proposed:

A1. Article 1 – Revise the proposed amendment, as highlighted in bold below:

Change the name of the corporation from “Unison Festival – Festival Unisson” to “Unison Choruses Canada” in English and “Chorales Unisson Canada” in French.

The proposed additional change was discussed and rejected.

Motion to adopt the Special Resolution to amend the Articles as originally proposed:

WHEREAS Unison Festival – Festival Unisson (the “Corporation”) is registered federally under the *Canada Not-for-profit Corporations Act* (the “Act”);

WHEREAS notice of the proposed changes to the Articles of the Corporation has been given to the members of the Corporation in accordance with the Act and the Bylaws of the Corporation; and

WHEREAS a duly noticed meeting of the members of the Corporation has been constituted, in accordance with the existing Bylaws of the Corporation;

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Members of the Corporation approve the amendments to the Articles described in Appendix A to the proposed resolution as an omnibus motion, such amendments to be effective immediately upon approval by the Members with the exception of the amendment to the name of the Corporation, which shall be effective upon filing with Corporations Canada.

(K. Vance-Mubanga / C. Melsom)

Motion passed unanimously.

The Board of Directors was instructed to look into the use of terms “chœur” and “chorale” by francophone choruses in the Unison community.

b. Amend Bylaws

A proposed Special Resolution to amend the Bylaws of the Corporation was distributed to the members with the Notice of Annual General Meeting. The proposed Special Resolution is attached hereto as Attachment #2.

The following additional changes to the Bylaws were proposed:

Section 1 – General

B1. Revise amendment #4 as highlighted in bold below:

Add new subsection 1.01 before “1.01 Definitions” as follows and renumber the Bylaws accordingly:

“1.01 Name of the Corporation

1.01.1 The name of the Corporation is “Unison Choruses Canada” in English and “Chorales Unisson Canada” in French.”

Section 3 – Membership Dues, Termination and Discipline

B2. Strike “or” at the end of paragraph (d) in subsection 3.02.1.

B3. Add new paragraph (e) in subsection 3.02.1 as follows after the paragraph “The Member is expelled in accordance with Section 3.03 ... in accordance with the Articles or the Bylaws;” and renumber the paragraphs in subsection 3.02.1 accordingly:

“e. The Member’s term of membership expires; or”

Section 4 – Meetings of Members

B4. Strike “Class A” in subsection 4.02.2.

Section 5 – Directors

B5. Move the last sentence of subsection 5.06.1, “The total number of Directors so appointed ... at the previous Annual Meeting of the Members.”, to the end of subsection 5.05.1, after “... close of the next Annual Meeting of the Members.”

The proposed additional changes were discussed. Change B1 was rejected and changes B2 through B5 were accepted.

Motion to adopt the Special Resolution to amend the Bylaws, as amended:

WHEREAS Unison Festival – Festival Unisson (the “Corporation”) is registered federally under the *Canada Not-for-profit Corporations Act* (the “Act”);

WHEREAS notice of the proposed changes to the Bylaws of the Corporation has been given to the members of the Corporation in accordance with the Act and the Bylaws of the Corporation; and

WHEREAS a duly noticed meeting of the members of the Corporation has been constituted, in accordance with the existing Bylaws of the Corporation;

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Members of the Corporation approve the amendments to the Bylaws described in Appendix A to the proposed resolution **and the additional amendments to described in items B2 through B5 as discussed** as an omnibus motion, such amendments to be effective immediately upon approval by the Members.

(K. Vance-Mubanga / C. Melsom)

Motion passed unanimously.

12. Closing

As there was no further business to conduct, the Chairperson declared the meeting concluded.

ATTACHMENT #1 TO THE MINUTES

UNISON FESTIVAL – FESTIVAL UNISSON PROPOSED SPECIAL RESOLUTION of the MEMBERS

Articles Amendments

WHEREAS Unison Festival – Festival Unisson (the “Corporation”) is registered federally under the *Canada Not-for-profit Corporations Act* (the “Act”);

WHEREAS notice of the proposed changes to the Articles of the Corporation has been given to the members of the Corporation in accordance with the Act and the Bylaws of the Corporation; and

WHEREAS a duly noticed meeting of the members of the Corporation has been constituted, in accordance with the existing Bylaws of the Corporation;

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Members of the Corporation approve the amendments to the Articles described in Appendix A to this resolution as an omnibus motion, such amendments to be effective immediately upon approval by the Members with the exception of the amendment to the name of the Corporation, which shall be effective upon filing with Corporations Canada.

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PROPOSED SPECIAL RESOLUTION of the MEMBERS

Appendix A: Amendments to the Articles

1. Article 1

Change the name of the corporation from “Unison Festival – Festival Unisson” to “Unison Choruses Canada” in English and “Chœurs Unisson Canada” in French.

2. Article 6

Add the following as purpose 1 and renumber the other purposes accordingly: “1. To promote choral music and performance of choral music by members of the 2SLGBTQIA+ community and their allies on a nationwide basis.”

3. Article 6

Add the following at the end of purpose 1 (renumbered as purpose 2 by amendment 2 above): “by members of the 2SLGBTQIA+ community and their allies.”

4. Article 6

In purposes 2 and 3 (renumbered as purposes 3 and 4 by amendment 2 above), strike “lesbian, gay, bisexual, transgender, and queer” and replace it with “2SLGBTQIA+”.

5. Article 8

Strike Article 8 and replace it with:

“The Corporation is authorized to establish Class A, Class B, Class C and Class D members.

All classes of members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation.

Each member of every class shall have one (1) vote at each meeting of the members of the Corporation, with the following exceptions:

- i. The members of each class are entitled to vote separately as provided by the *Canada Not-for-profit Corporations Act*.
- ii. Only Class A members shall be entitled to vote to elect Directors.
- iii. Subject to the Act and to the Bylaws of the Corporation, the Directors of the Corporation shall have the authority to determine which class or classes of members are entitled to vote on each matter presented for approval at meetings of the members.”

6. Article 9

Strike Article 9 and replace it with: “In the event of dissolution, all property and assets shall, after payment of all debts and liabilities, be distributed to one or more qualified donees in Canada within the meaning of subsection 248(1) of the Income Tax Act with similar

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Appendix A: Amendments to the Articles

purposes to the Corporation as may be decided by the Corporation at a Meeting of Members.”

7. Article 10

Add the following new additional provision between the second and third provisions and renumber the other provisions accordingly: “3. If authorized by a bylaw which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may by resolution approved by two-thirds of the directors borrow money on the credit of the Corporation.”

ATTACHMENT #2 TO THE MINUTES

UNISON FESTIVAL – FESTIVAL UNISSON PROPOSED SPECIAL RESOLUTION of the MEMBERS

Bylaws Amendments

WHEREAS Unison Festival – Festival Unisson (the “Corporation”) is registered federally under the *Canada Not-for-profit Corporations Act* (the “Act”);

WHEREAS notice of the proposed changes to the Bylaws of the Corporation has been given to the members of the Corporation in accordance with the Act and the Bylaws of the Corporation; and

WHEREAS a duly noticed meeting of the members of the Corporation has been constituted, in accordance with the existing Bylaws of the Corporation;

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Members of the Corporation approve the amendments to the Bylaws described in Appendix A to this resolution as an omnibus motion, such amendments to be effective immediately upon approval by the Members.

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PROPOSED SPECIAL RESOLUTION of the MEMBERS

Appendix A: Amendments to the Bylaws

General Amendments

1. Update the Table of Contents to reflect the changes to the numbering and headings of the Sections of the Bylaws.
2. Add paragraph numbering to all paragraphs of the Bylaws.
3. Strike all occurrences of “Board of Directors” except in the definition for “Board”, and replace them with “Board”.

Section 1 – General

4. Add new subsection 1.01 before “1.01 Definitions” as follows and renumber the Bylaws accordingly:

“1.01 Name of the Corporation

- 1.01.1 The name of the Corporation is “Unison Choruses Canada” in English and “Chœurs Unisson Canada” in French.”

5. Add new subsection 1.02 before “1.01 Definitions” as follows and renumber the Bylaws accordingly:

“1.02 Purposes of the Corporation

1.02.1 The Purposes of the Corporation are:

1. To promote choral music and performance of choral music by members of the 2SLGBTQIA+ community and their allies on a nationwide basis.
 2. To educate and increase the public’s understanding and appreciation of the arts, including performing arts and musical arts, by providing performances of an artistic nature in public places by members of the 2SLGBTQIA+ community and their allies.
 3. To provide instructional seminars and training programs on topics related to the performing and musical arts for both the 2SLGBTQIA+ community and the public at large.
 4. To produce performing arts festivals for the purposes of educating and advancing the public’s understanding and appreciation of performing arts, to educate artists through participation in such festivals and related workshops, and to educate and advance, through music, the public’s understanding of issues related to 2SLGBTQIA+ persons in Canada, including their positive integration in society.”
6. Add the following to subsection “1.01 Definitions” before the definition for “Act” and renumber the definitions accordingly: “ “2SLGBTQIA+” refers to Two Spirit, lesbian, gay, bisexual, transgender, queer, questioning intersex, asexual and agender persons and

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Appendix A: Amendments to the Bylaws

persons of other sexual orientations or gender identities, their communities and their supporters in whole or in part;”

7. Strike “a member of the Board” in the definition for “Director” (subsection “1.01 Definitions”) and replace it with “any individual elected or appointed to the Board”.
8. Strike the definition for “Host Choir” (subsection “1.01 Definitions”).
9. Add the following to subsection “1.01 Definitions” after the definition for “Director” and before the definition for “Meeting of Members”: “ “Member” means an individual or an organization that is a member of the Corporation;”
10. Add the following to subsection “1.01 Definitions” after the definition for “Meeting of Members” and before the definition for “Ordinary Resolution”: “ “Officer” means an individual elected or appointed by the Board to any office listed in Section 7;”
11. Strike “and” at the end of the definition for “Regulations” in subsection “1.01 Definitions”.
12. Add the following to subsection “1.01 Definitions” after the definition for “Regulations” and before the definition for “Special Resolution”: “ “Special Meeting of Members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and”
13. Strike “refers to an individual and does not include a body corporate, partnership, trust or unincorporated organization” after “person” in the first paragraph of subsection “1.02 Interpretation” and replace it with “includes an individual, body corporate, partnership, trust and unincorporated organization.”
14. Add the following paragraph at the end of subsection “1.02 Interpretation”: “The English version of this Bylaw is the original version. The French version is a translation. If any conflict of interpretation arises between the English and the French versions of this Bylaw, the English shall be the authoritative version.”
15. Make each sentence of subsection “1.05 Execution of Documents” a separate paragraph and number the paragraphs accordingly.
16. Move subsection “1.06 Financial Year End” to a new Section entitled “Finance”, to be added after “Section 8 Notices”, renumber this subsection 10.01 and renumber the bylaws accordingly.
17. Move subsection “1.07 Banking Arrangements” to “Section 10 Finance”, renumber this subsection 10.03 and renumber the bylaws accordingly.

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Appendix A: Amendments to the Bylaws

18. Make each sentence of subsection “1.07 Banking Arrangements” a separate paragraph and number the paragraphs accordingly.
19. Add “ordinary” after “other persons as the Board may” in the second sentence of subsection “1.07 Banking Arrangements”.
20. Move subsection “1.08 Annual Financial Statements” to “Section 10 Finance”, renumber this subsection 10.05 and renumber the bylaws accordingly.

Section 2 – Membership Matters Requiring Special Resolution

21. Strike “one class of members in the Corporation” after “Subject to the Articles, there shall be” in subsection “2.02 Membership Conditions” and replace it with: “four classes of Members in the Corporation, namely Class A, Class B, Class C and Class D Members.”
22. Make the sentence “Membership in the Corporation shall ... as may be determined by the Board.” a separate paragraph and renumber the paragraphs accordingly.
23. Strike “individuals” after “Membership in the Corporation shall be available only to” in subsection “2.02 Membership Conditions” and replace it with “persons”.
24. Add the following paragraphs after the paragraph “Membership in the Corporation shall ... as may be determined by the Board.”:
 - “2.01.3 Class A Members (Choruses)
 - 2.01.3.1 Class A membership shall be available only to Canadian 2SLGBTQIA+ choruses that register to participate in the activities of the Corporation including but not limited to festivals, seminars and training programs.
 - 2.01.3.2 Class A Members shall designate an individual as their representative for the purpose of exercising their rights as Members.
 - 2.01.4 Class B Members (Chorus Singers and Staff)
 - 2.01.4.1 Class B membership shall be available only to individuals who are members in good standing and staff members of choruses accepted as Class A Members.
 - 2.01.5 Class C Members (Affiliate Individuals)
 - 2.01.5.1 Class C membership shall be available only to individuals other than members accepted as Class B Members.
 - 2.01.6 Class D Members (Affiliate Organizations)
 - 2.01.6.1 Class D membership shall be available only to organizations or corporations other than choruses accepted as Class A Members.

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Appendix A: Amendments to the Bylaws

- 2.01.6.2 Class D Members shall designate an individual as their representative for the purpose of exercising their rights as Members.”
25. Strike “The term of membership shall be annual,” and replace it with the following: “The term of membership shall be determined by ordinary resolution of the Board and be”.
26. Add subsection “2.02 Membership Rights” after subsection “2.01 Membership Conditions” as follows and renumber the Bylaws accordingly:
- “2.02.1 Rights of Members shall be limited to access to services and benefits created by the Corporation.
- 2.02.2 Subject to the Act and the Articles, all Members shall be entitled to receive notice of and to attend all Meetings of Members.
- 2.02.3 Members of each class are entitled to vote on matters that affect their class as provided for in subsection 199(1) (Class Vote) of the Act.
- 2.02.4 Subject to the Act and the Articles, the Directors shall determine by ordinary resolution which Class or Classes of Members are entitled to vote on each matter presented for approval at Meetings of Members.
- 2.02.5 Only Class A Members shall be entitled to vote to elect Directors.
- 2.02.6 Members entitled to vote on a matter shall have one (1) vote each. Only Members in good standing may vote. A Member is in good standing when the Member’s membership fees are current and the Member is not in a state of amounts payable to the Corporation.”
27. Strike “entitled to vote at the meeting” in the first paragraph of subsection “2.02 Notice of Meeting to Members” and in the two sub-paragraphs following the first paragraph.
28. Add “entitled to vote at the meeting” at the end of the second paragraph of subsection “2.03 Absentee Voting by Proxy”, after “each proxy holder is a member of the Corporation.”

Section 3 – Membership Dues, Termination and Discipline

29. Strike “dues” and replace it with “fees” in the heading for Section 3, the heading for subsection 3.01 and the first two paragraphs in subsection 3.01.
30. Add “for each class of Members” after “The amount of the annual membership fees” in the first paragraph of subsection “3.01 Membership Fees”.
31. Add “ordinary” before “resolution of the Board” in the first paragraph of subsection “3.01 Membership Fees”.

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Appendix A: Amendments to the Bylaws

32. Strike the third paragraph of subsection “3.01 Membership Fees”: “Members in good standing under any class of membership defined in the bylaws, constitution, membership policy or membership register of a Host Choir are exempt from the requirement to pay annual membership dues to the Corporation.”
33. Add “, in the case of an individual, or is dissolved, in the case of a body corporate, partnership, trust or unincorporated organization;” at the end of sub-paragraph (a) in subsection “3.02 Termination of Membership”.
34. Strike sub-paragraph (e) “the member’s term expires; or” in subsection “3.02 Termination of Membership”.
35. Add “and” at the end of sub-paragraph (d) in subsection “3.02 Termination of Membership”.
36. Strike subsection “3.03 Quadrennial Cycle”.
37. Make each sentence of subsection “3.04 Discipline of Members” a separate paragraph and number the paragraphs accordingly.
38. Add “or may engage the dispute resolution process in Section 12 of this Bylaw.” after “in response to the notice received within such twenty (20) day period” in subsection “3.04 Discipline of Members”.
39. Add “and in the event that the dispute resolution process is not engaged” after “In the event that no written submissions are received by the President” in subsection “3.04 Discipline of Members”.

Section 4 Meetings of Members

40. Add subsection “4.01 Annual Meetings” before subsection “4.01 Persons Entitled to be Present” as follows and renumber the Bylaws accordingly:
 - “4.01.1 Pursuant to subsection 160(1)(b) of the Act, Annual Meetings must be held no later than fifteen (15) months from the last preceding Annual Meeting and in any event not later than six (6) months after its preceding financial year end.”
41. Add subsection “4.02 Special Meetings” before subsection “4.01 Persons Entitled to be Present” as follows and renumber the Bylaws accordingly:
 - “4.02.1 The Board may at any time call a Special Meeting of the Members.
 - 4.02.2 Pursuant to Section 167 of the Act, the Board shall call a Special Meeting upon receipt of a written requisition of Class A Members carrying not less than 5% of the voting rights.

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Appendix A: Amendments to the Bylaws

4.02.3 If the Directors do not call a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the meeting.”

42. Make each sentence of subsection “4.01 Persons Entitled to be Present” a separate paragraph and number the paragraphs accordingly.
43. Strike “those entitle to vote at the meeting” in the first paragraph of subsection “4.01 Persons Entitled to be Present” and replace it with “the Members”.
44. Strike “and entitled to vote at the meeting” in subsection “4.02 Chair of the Meeting”.
45. Make each sentence of subsection “4.03 Quorum” a separate paragraph and number the paragraphs accordingly.
46. Make each sentence of subsection “4.04 Votes to Govern” a separate paragraph and number the paragraphs accordingly.

Section 5 – Directors

47. Add subsection “5.01 Number of Directors” before subsection “5.01 Eligibility” as follows and renumber the Bylaws accordingly:
 - “5.01.1 Subject to the Articles, the number of Directors shall be no fewer than five (5) and no more than fifteen (15).
 - 5.01.2 The exact number of Directors shall be determined by resolution of the Board.”
48. Add subsection “5.02 Composition” before subsection “5.01 Eligibility” as follows and renumber the Bylaws accordingly:
 - “5.02.1 It is the intention of the Corporation in fulfilling the purposes set out in section 1.02 of this Bylaw and in the Articles that the composition of the Board reflect the diversity found in the 2SLGBTQIA+ community and include representation from each region of Canada to the extent possible.”
49. Make each sentence of subsection “5.01 Eligibility” a separate paragraph and number the paragraphs accordingly.
50. Strike the first sentence of subsection “5.01 Eligibility”, “Any member is eligible to be nominated and elected as a director.” and replace it with:
 - “5.03.1 Any Class B or Class C Member in good standing is eligible to be nominated and elected as a Director.
 - 5.03.2 A Member is in good standing when the Member’s membership fees are current and the Member is not in a state of amounts payable to the Corporation.”

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Appendix A: Amendments to the Bylaws

51. Strike the paragraph “Subject to the articles, the members will elect ... quadrennial cycle during which the election took place.” in subsection “5.02 Election and Term” and replace it with the following:
- “5.04.1 Subject to the Articles, the Members shall elect Directors at each Annual Meeting of the Members.
 - 5.04.2 Directors shall serve for overlapping two-year terms, each term beginning at the Annual General Meeting at which the Director is elected and ending at the Annual General Meeting held in their second year of service.
 - 5.04.3 After serving their first two-year term, a Director may be re-elected for three (3) subsequent and consecutive two-year terms after which they must resign for at least one two-year period.”
52. Add subsection “5.05 Appointment of Directors” after subsection “5.02 Election and Term” as follows and renumber the Bylaws accordingly:
- “5.05.1 Subject to the Articles, the Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members.”
53. Add subsection “5.06 Vacancies on the Board” after subsection “5.02 Election and Term” as follows and renumber the Bylaws accordingly:
- “5.06.01 In the event that vacancies on the Board are created by the resignation or removal of one or more Directors during their term and subject to the Articles, the Board may appoint one or more Directors to fill the vacancies and the appointed Director(s) shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of the Members.”

Section 6 – Meetings of Directors

54. Add the following paragraph before the paragraph “Meetings of the board may be called ... at any time.” in subsection “6.01 Calling of Meetings” and renumber the paragraphs accordingly:
- “6.01.1 The Board shall meet at least six (6) times in each calendar year.”
55. Add the following paragraph after the paragraph “Meetings of the board may be called ... at any time.” in subsection “6.01 Calling of Meetings”:
- “6.01.3 Meetings of the Board may be held in person or by video or audio conference.”

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Appendix A: Amendments to the Bylaws

56. Make each sentence of subsection “6.02 Notice of Meeting” a separate paragraph and number the paragraphs accordingly.
57. Make each sentence of subsection “6.03 Regular Meetings” a separate paragraph and number the paragraphs accordingly.
58. Add subsection “6.04 Quorum” after subsection “6.03 Regular Meetings” as follows and renumber the Bylaws accordingly:
“6.04.1 A majority of the number of Directors constitutes a quorum.”
59. Strike the heading “Votes to Govern” in subsection “6.04 Votes to Govern” and replace it with “Voting”.
60. Add the following before the paragraph “At all meetings of the Board, every question ... shall have a second or casting vote.” in subsection “6.04 Votes to Govern” (renamed to “6.04 Voting”) and renumber the paragraphs in this subsection accordingly:
“6.05.1 Each Director, including the chair of the meeting, has one vote.
6.05.2 Voting by proxy is not permitted.”
61. Move subsection “6.05 Committees” to a new subsection entitled “General” within a new Section entitled “Committees”, to be added after “Section 7 Officers”, number this new subsection 8.01 and renumber the bylaws accordingly.

Section 7 – Officers

62. Add the following before the paragraph “Unless otherwise specified by the Board,...” in subsection “7.01 Description of Offices” and renumber the paragraphs in this subsection accordingly:
“7.01.1 The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Festival Planning Committee Chair and any other Officers as the Board may determine from time to time by ordinary resolution.”
63. Add the sentence “The President shall act as the chair of the Executive Committee and shall serve as a liaison to the Board from the Executive Committee.” before the sentence “The President shall have such other duties and powers as the board may specify.” in subsection “7.01 Description of Officers”, sub-paragraph (a).
64. Strike “deposits” in subsection “7.01 Description of Officers, sub-paragraph (d) and replace it with “shall deposit”.
65. Add the sentence “The Treasurer shall act as the chair of the Finance Committee and shall serve as a liaison to the Board from the Finance Committee.” before the sentence “The

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Treasurer shall have such other duties and powers as the board may specify.” in subsection “7.01 Description of Officers”, sub-paragraph (d).

66. Strike sub-paragraph (e) “Host Choir Liaison” in subsection “7.01 Description of Officers” and replace it with the following:
 - “e. Festival Planning Committee Chair – The Festival Planning Committee Chair shall serve as a liaison to the Board from the Festival Planning Committee.”
67. Strike the heading “Vacancy in Office” in subsection “7.03 Vacancy in Office” and replace it with “Term of Office and Vacancies”.
68. Add “for the balance of the term” at the end of the final paragraph in subsection “7.03 Vacancy in Office” (renamed to “7.03 Term of Office and Vacancies”), after “the directors may, by resolution, appoint a person to fill such vacancy”.

New Section 8 – Committees

69. Make each sentence of former subsection “6.05 Committees” (renumbered to subsection “8.01 General”) a separate paragraph and number the paragraphs accordingly.
70. Strike “directors” in the second paragraph (renumbered to paragraph 8.01.2) and replace it with “direction”.
71. Add subsection “8.02 Standing Committees” after subsection “8.01 General” (formerly “6.05 Committees”) as follows and renumber the Bylaws accordingly:
 - “8.02.1 The Corporation shall maintain the following standing committees:
 - a. Executive Committee
 - b. Finance Committee
 - c. Festival Planning Committee
 - d. Advisory Committee
 - 8.02.2 The Board shall determine the terms of reference, the manner of appointment, and composition of each standing committee.”

Section 8 – Notices (renumbered to Section 9)

72. Make each sentence of subsection “8.01 Method of Giving Notices” a separate paragraph and number the paragraphs accordingly.
73. Move subsection “8.02 Invalidity of any provisions of this by-law” to “Section 1 General” after subsection “1.02 Interpretation” (renumbered to 1.04), renumber this subsection 1.05 and renumber the bylaws accordingly.**

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New Section 10 – Finance

74. Add subsection “10.02 Signing Authority” after subsection “10.01 Financial Year End” (formerly subsection 1.06) as follows and renumber the Bylaws accordingly:

“10.02.1 All transactions on behalf of the Corporation shall be managed and signed by Officers, Directors, employees or agents of the Corporation in such manner as shall be determined by ordinary resolution of the Board.”

75. Add subsection “10.04 Borrowing Powers” after subsection “10.03 Banking Arrangements” (formerly subsection 1.07) as follows and renumber the Bylaws accordingly:

“10.04.1 Subject to the Articles, the Board may by resolution approved by two-thirds of the Directors borrow money on the credit of the Corporation.”

New Section 11 – Indemnification

76. Add a new section entitled “Indemnification” after new Section 10 Finance, as follows:

“11.01.1 All Directors and Officers of the Corporation and their heirs, executors, administrators, assigns and estates shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Corporation from and against:

- a. All costs, charges and expense whatsoever that Directors or Officers sustain or incur in or about any action, suit of proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and
- b. All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

11.01.2 The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation;

11.01.3 No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expenses happening to the Corporation through the insufficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or

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corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of their respective office or trust, or in relation thereto, unless the same shall happen by or through their own willful act or through their own willful neglect or default; and

- 11.01.4 The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into, in the name, or on behalf of, the Corporation, except such as have been submitted to and authorized, or approved by the Board.”

Section 9 – Dispute Resolution (renumbered to Section 12)

No changes to this section, other than renumbering.

New Section 13 – Dissolution

77. Add a new section entitled “Dissolution” after Section 9 Dispute Resolution (renumbered to Section 12), as follows:

“13.01 Dissolution of the Corporation

- 13.01.1 Subject to the provisions of the Act and pursuant to the Articles, in the event of dissolution, all property and assets shall, after payment of all debts and liabilities, be distributed to one or more qualified donees in Canada within the meaning of subsection 248(1) of the Income Tax Act with similar purposes to the Corporation as may be decided by the Corporation at a Meeting of Members.”

Section 10 – Effective Date (renumbered to Section 14)

78. Update the certification section as follows:

“CERTIFIED to be Bylaw #1 of the Corporation, as approved by the Directors of the Corporation by resolution on the _____ day of _____, 2019 and approved by the Members of the Corporation by Special Resolution on the _____ day of _____, 2019.

Dated as of the _____ day of _____, 2019.

[Indicate name of director/officer]”