**Harmony of Lachine**

**General Regulations**

 **Adopted on?? October 2016**

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## SECTION 1 - GENERAL PROVISIONS

## *Article 1.1 - Name*

The harmony of Lachine Inc. (hereinafter Harmony of Lachine) is a non-profit organization (NPO).

In the regulations that follow, the word "agency or organization" means:

The harmony of Lachine Inc.

## *Article 1.2 - TERRITORY AND HEADQUARTERS*

The Agency exercises its activities on the Territory of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ or at any other location designated by the Board of Directors.

The headquarters of the organization is located in the place provided for in the Constitution of the Organization and to the address determined by the board of directors or to any other address designated in accordance with the Act.

## *Article 1.3 - Seal of the organization*

The seal of the Organization, as it appears on the title page and the form of which is determined by the Board of Directors, may not be used only with the consent of the President or the Secretary. It is authenticated by the signature of the President or the Secretary.

## *Article 1.4 - Goals*

The goals of the organization are:

* Consolidate into legal person interested individuals to the music of orchestra;
* Promote the music, advance the science of music through the practices and training sessions;
* To give the necessary means for people with the abilities required to meet the objective of the organization;
* Receive donations, bequests and other contributions of the same nature in money, securities or real estate, administer such donations, bequests and contributions; organize campaigns of subscriptions in the aim to collect funds for charitable purposes to purely artistic purposes and without the intention of pecuniary gain to its members;
* Give performances in the Borough of Lachine or any other location selected by the Management Board in agreement with the policies of the Organization.
* The Board of Directors will appoint a conductor who will lead the practices to the dates and the schedule established by the Board of Directors.

# SECTION II - Members

## *Article 2.1 - CATEGORIES OF MEMBERS*

The Agency has six (6) categories of members, either the active members, the Conductor/Artistic Director, honorary members, guests, the additional members, and members administrators.

## *Article 2.2 - active members*

Any person interested in the goals and activities of the organization can become an active member in accordance with the following conditions:

* Accept to work and work free of charge to the pursuit of the goals of the organization;
* Be present at almost all rehearsals and inform (verbally or by email) The Leader of the Orchestra or the designated representative of its during an absence;
* Hold the abilities required according to the head of the orchestra to allow the organization to achieve its goals;
* Any person wishing to become a member must see its candidature approuvle by the Board of Directors and the Chief of the orchestra;
* The attendance at the pratques and other activity will be registered by a person appointed by the Board of Directors who will report to the Council when requested;
* Meet any other condition that may declare the council of administration, by way of regulation.

The active members have the right to participate in all activities of the Organization, to receive the notice of convocation to the annual meetings of members, to attend these meetings and to vote there.

## *Article 2.3 - Chief of the ORCHESTRA*

The head of the orchestra can be invited to meetings of the board of directors in order to give its opinion professional and its recommendations on the activities and decisions of the Board of Directors and of the orchestra. It is paid in agreement with the Board of Directors. It may not be elected or appointed to the Board of Directors

## *Article 2.4 - Honorary Members*

The Board of Directors, by resolution, may at any time appoint honorary member of the Organization, any person who will be rendering a service to the Organization by its work or by its donations or who has expressed its support for the goals pursued by the Organization.

Honorary members may participate in the activities of the organization and attend the meetings of the members. The latter, however, have not the right to vote during the Assemblies and they may not be elected to the board of directors.

## *Article 2.5 - Members invited*

The members invited are musicians who participate in the benefits and last rehearsal before a benefit, in order to add and/or supplement of the sections of the hamonie and thus increase the quality of these benefits. These are not paid, they do not have the right to vote during the Assemblies and they may not be elected to the board of directors.

## *Article 2.6 - ADDITIONAL MEMBERS*

The additional members are musicians who participate in the benefits and last rehearsal before a benefit, in order to add and/or complement sections of the orchestra and thus increase the quality of these benefits. These are paid. The Board of Directors decides the amount of the remuneration of each. They do not have the right to vote during the Assemblies and they may not be elected to the board of directors.

***Article 2.7 - Members administrators***

The members Administrators are people recommended by the Board of Directors and subject to be elected at the next General Assembly. They are not part of the Organization as musicians. They do not have the right to vote during the Assemblies and they may not be elected to the board of directors.

## *Article 2.10 - Withdrawal of a Member*

Any Member may withdraw as such in any time in meaning its withdrawal or resignation, preferably, by writing to the Secretary of the Agency. This withdrawal or this resignation takes effect on the date of receipt of such notice or on the date specified in the said notice.

## *Article 2.11 - RADIATION, suspension, expulsion*

The Board of Directors may, by resolution, suspend or expel for a period that it determines or permanently delete any member who refuses or fails to comply with the provisions of the present regulations, which is contrary to the interests of the organization or whose conduct is considered detrimental to the organization.

The Board of Directors is authorized to adopt and follow in this matter the procedure it may from time to time determine, in as much as the member referred to be informed of the exact nature of the act or omission that it criticized him, that it has the opportunity to be heard on this subject and that the decision should be taken with impartiality. The decision of the Board of Directors to this end will be final and without appeal. All decisions of suspension, expulsion or cancellation must be approved by a majority of the members of the Board of Directors

# SECTION III - ASSEMBLY OF THE MEMBERS

## *Article 3.1 - ANNUAL ASSEMBLY*

The annual assembly of the members of the Organization:

* Has taken place on the date that the board sets each year but should be located in the **one hundred and twenty (120) days following the end of the financial year of the organization**;
* Is held at the headquarters of the Organization or to any other place fixed by the Board of Directors.

Any annual general meeting may also constitute a Special Assembly for take knowledge and dispose of any case which can be entered a special assembly of the members.

## *Article 3.2 - Special Assemblies*

The Special Assemblies of Members:

* Are held at the place fixed by the Board of Directors or by the person or persons who will convene these Assemblies;
* The President or the Board of Directors may convene these assemblies, when they are considered to be timely for the good administration of the affairs of the organization;
* Each member of the Board of Directors has the right to convene a special assembly of the Council of Administration to address a particular topic;
* The Council is obliged to convene such a special assembly of the members in the **seven (7) days of the receipt of the written requisition** to this end, specifying the purpose and the objectives of such an assembly, and signed by **the twentieth of active members**;
* By default, by the Board of Directors to convene such an assembly within the stipulated period, it may be convened by the signatories themselves to the written request.

## *Article 3.3 - NOTICE OF MEETING*

The notice of any annual general meeting of members:

* Is verbal and in writing (e-mail, internet site);
* Addressed to all members who have law;
* The time limit for the convening of meetings of members **is of at least ten (10) calendar days;**
* The date, time and location are announced;
* The notice of the convening of a special assembly will have to respect a time limit of at least **forty-eight (48) hours of calendar**and mention in addition to the date, the time and the place of the Assembly, the or topics that will be studied; only these topics will be studied.

## *Article 3.4 - THE ORDER OF THE DAY*

The agenda of the annual assembly must contain at least the following topics:

* Opening of the Assembly;
* Election of a chairman and a Secretary of assembly;
* Reading and Adoption of the agenda;
* Reading and Adoption of the minutes of the previous annual meeting;
* Report of the President;
* Report of the treasurer, including the state of results and the balance sheet;
* The approval of the budget;
* Report of the Chief of the orchestra;
* The ratification of the Regulations (new or modified) adopted and actions by the Board of Directors and the leaders since the last General Assembly;
* Presentation of the priorities for the future;
* Questions and suggestions of the members;
* The election or re-election of the member of the Board of Directors of the Agency;
* Varia
* Closure of the Assembly.

The agenda of any meeting of members (annual, special) must be limited to the points mentioned in the convening notice.

## *Article 3.5 - Quorum*

The active members present shall constitute a quorum for any meeting of the members.

## *Article 3.6 - Adjournment*

If at least **two (2) members**are present, an assembly of members may be adjourned to any time on a majority vote of the members to this effect, and this Assembly may be held as adjourned without it being necessary to convene again. Upon the resumption of the adjourned meeting, any matter that could have been traded during the assembly in the course of which the adjournment was voted may be validly traded.

## *Article 3.7 - PRESIDENT AND SECRETARY OF ASSEMBLY*

In general, the Chairman or any other member of the Agency chairs the annual assembly and the Special Assemblies. However, it is possible for the active members present to designate a chairperson from among themselves of assembly. The Secretary of the agency or any other person appointed for this purpose by the board of directors or elected by the active members present may act as secretary of the Assemblies of the members.

## *Article 3.8 - VOTE*

At a meeting of the members**,**the active members in Rule present, including the President of the Assembly, have the right to**one (1) vote each**:

* The vote by proxy is not allowed;
* Unless otherwise provided in the Act or the present regulations, all questions submitted to the assembly of members will be decided by a simple majority **(50% + 1**) of the valid votes cast;
* In the case of equality of votes, the President has the casting vote;
* The vote is taken by a show of hands, to less than **three (3) members present** are claiming for the secret ballot.

When the President of the Assembly declares that a resolution has been adopted unanimously, by a specified majority or rejected, and that an entry to this effect is made in the minutes of the Assembly, it is a sufficient proof of the adoption or rejection of this resolution without it being necessary to establish the number or proportion of the votes expressed.

# SECTION IV - The Board of Directors

## *Article 4.1 - Number of Administrators*

The affairs of the organization are administered by a board of directors composed of no more than **seven (7) members**: a Chairman, a vice-president, a secretary, a Treasurer, and three directors.

## *Article 4.2 - ELIGIBILITY*

Any active member in Rule aged more than 18 years has the right to vote. Any Active member 18 years of age and over may be elected to the board of directors. The outgoing administrators of charge are eligible for re-election.

## *Article 4.3 - Duration of the functions*

Each administrator between in function to the closure of the Assembly in the course of which he has been appointed or elected. It remains in office until the next annual meeting or until his successor has been appointed or elected.

## *Article 4.4 - ELECTION*

The Directors are elected each year by the active members during the annual assembly according to the procedure for the election described below.

***Procedure for the election:***

* The Assembly appoints or elects a President of election and a Secretary of election;
* In the case where there is no more candidates than the number of directors to be elected, the election will take place by acclamation;
* In the case where there are more candidates than of directors to be elected, the election may be by show of hands or by secret ballot to the simple majority, if the President of election The decides or if the **1/20 of the members** so request.

## *Article 4.5 - Withdrawal of an administrator*

Ceases to be part of the Board of Directors and to occupy its function, any administrator who:

* This, preferably in writing, his resignation to the board of directors, either to the President or the Secretary, either at a meeting of the Board of Directors;
* Dies, is sick, becomes insolvent or prohibited;
* Ceases to have the qualifications required;
* Missed several meetings of the body without valid motivation.

Any administrator whose the load has been declared to be vacant may be replaced by resolution of the board of directors, but the alternate not remain in function as for the rest of the term non-expired of its predecessor.

## *Article 4.6 - Compensation*

The administrators are not paid for their services. The Board of Directors may adopt a resolution aimed at reimbursing the administrators of the expenses incurred in the exercise of their functions.

## *Article 4.7 - Conflict of Interest*

No administrator, member, contractor, sub-contractor, officer, or other cannot confuse the property of the Organization with its own or use for his own benefit or for the benefit of a third party the property of the Agency or the information that it obtains by reason of its functions, unless it is expressly and specifically authorized to do so by the members of the Organization.

Each Administrator must avoid placing themselves in a situation of conflict between his personal interest and its obligations to the Administrator of the Agency. It must denounce without delay to the Agency any interest it has in a company or association likely to place them in a conflict of interest situation, as well as the rights that he may assert against it, indicating, where appropriate, their nature and value. The board of directors may then detereminer that it exercises in any knowledge of cause or to exclude the said member of any vote or any discussion or debates on the subject or the Council considers that there might be a conflict influence on the decisions and the opnions member.

## *Article 4.8 - DUTY OF DIRECTORS*

The board of directors is elected to administer all the current business of the Agency and exercises all the powers:

* Shall designate from among the directors elected a President, a vice-president, a secretary, a Treasurer and administrators;
* Performs all the acts necessary to the achievement of the goals that continues the Organization in accordance with the Act, the letters patent and the general regulations, adopt new regulations or amend, if there is place, and adopts resolutions which is necessary for achieving the goals of the organization;
* Without derogate in any way to the foregoing, administrators are expressly permitted at any time to buy, rent or acquire some other title that it is, sell, exchange, or dispose to some other title that it is, the movable and immovable property, real, personal or mixed, as well as any right or interest therein, for the price and following the terms and conditions that they consider just;
* Administers the property of the Organization: takes the decisions on the commitment of employees, purchases and expenses that it may authorize, contracts and obligations where it can engage. Nobody can commit funds without their consent. An annual budget must be authorized by the annual assembly of members;
* Designates three administrators, for the signing of checks; the signing of two administrators is mandatory;
* Appoints a member or members of the Organization for the annual review of books and records;
* Custody in Folder The minutes of its meetings;
* Once a year, report to the General Assembly of the financial statements, of the activities of the Organization and of the plans of action;
* Takes knowledge of reports of committees and judge of the opportunity to run their recommendations;
* Sees to it that the regulations are applied and the resolutions executed.

## *Article 4.9 - Meetings of the Board of Directors*

* Frequency: at least **four (4) times per year**;
* Place: normally held at the head office of the organization;
* Notice: verbal or written (e-mail) of at least ten**(10) days calendars**;
* Quorum: fixed to the majority **(50%+1)** administrators, maintained for the duration of the meeting; in the case of an extraordinary meeting of the Council of'dministration or the members of the Council have received a notice of ten days or more, the quorum is set at a minimum of two administrators.
* Normally chaired by the President of the Organization who shall ensure the proper conduct of the Assembly; the Secretary of the organization is normally as secretary of the Assemblies;
* Vote: at the simple majority of the votes cast **(50% + 1),**Freehand, unless the President of the Assembly or an administrator does not request the ballot. If there is an equality of votes, the President is authorized to refer to a next Assembly, at the maximum 21 calendar days later, if it the judge about;
* Resolution signed by all the directors: be valid and have the same effect as if it had been passed at a meeting of the Board of Directors duly convened and held. Such a resolution must be inserted in the record of the minutes of the Organization, following its date, in the same way as a minutes regular;
* Minutes: Only administrators of the Organization may consult the minutes of the meetings of the Board of Directors;
* Adjournment: that there is a quorum or not, a regular meeting of the board of directors may be adjourned to any time by a majority vote of the Directors present, and this Assembly may be held as adjourned without it being necessary to convene again;
* Agenda: be limited to the subjects mentioned in the notice of convocation;
* After the first annual assembly: elect or appoint the officers of the Organization.

# SECTION V - OFFICERS

## *Article 5.1 - The OFFCIERS OF THE BODY*

The officers have all the powers and duties ordinarily inherent in their charge, subject to the provisions of the Act or the regulations, and they have in addition to the powers and duties as the board of directors delegates to them. The powers of officers may be exercised by any other person specially appointed by the Board of Directors to this end, in the case of inability or refusal to act of these officers.

***The Chairman:***

* Normally chairs of law all the assemblies of the Council of Administration and those of the members;
* Part of office of all the committees of study and of the services of the organization;
* Sets the agenda of the Assemblies regular;
* Monitors, manages and directs the activities of the Organization, sees to the implementation of the decisions of the Board of Directors;
* Generally sign with the Secretary and/or the treasurer all documents requiring its signature;
* Fills all the duties which may be assigned to it by the Board of Directors;
* May be designated, with the vice-president, to deal with public relations of the Organization.

***The vice-president:***

* Assists and replaces the President in his absence;
* To exercise all the prerogatives of the President.

***The Secretary:***

* Attends the meetings of the members and of the Board of Directors;
* Writes all the minutes and realize available to all the members of the Board of Directors via the web site of the organization;
* Has the custody of the archives, books of minutes, the seal of the Agency, of the correspondence and all other corporate records;
* Responsible to send the notice to administrators and members;
* Sign the contracts and documents for the commitments of the Organization with the President;
* Drafts the reports required by the various laws and the correspondence of the Organization.
* Is responsible to perform the official communications to the internal and the external

***The Treasurer:***

* Has the load and custody of the funds of the Organization and of its books of accounts;
* Ensures the Financial Administration;
* Makes the deposits: any check made payable to the organization must be deposited in the account of the organization;
* Leaves and examine the books and accounts of the Organization by the administrators;
* At each meeting, fact share of disbursements and revenue incurred since the last meeting;
* At the end of the fiscal year draws up a report to be presented at the annual meeting.

## *Article 5.2 - other Member*

***The head of the orchestra:***

* Proposes the musical aspects and artistic works in compliance with the mandate that is given to him by the Board of Directors but, the latter is not obliged to follow the recommendations of the Chief of the orchestra.
* Establishes, in consultation with the Board of Directors, the eligibility of the organization and sees to their application;
* Proposes to the Board of Directors, the component parts of the benefits, the frequency of these benefits, the place, their date as well as the required arrangements;
* Proposes the frequency, duration and content of the replicates;
* Chooses, Guides and oversees the representatives of Section.

## *Article 5.3 - commissions, committees or sub-committees*

The commissions, committees or sub-committees:

* Are organs of the body that may be mandated by the Board of Directors to achieve some mandates or studies deemed useful and necessary to the proper functioning of the current business of the organization;
* The board of directors sets their mandates and determines the modalities of the operation;
* Are dissolved as soon as their mandates made;
* Show, to the board of directors, a report of their mandate.

The board of directors is not required to give effect to the recommendations of the commissions, committees or sub-committees, but it must allow all members of the Organization to take knowledge of the report that he has ordered.

***Committee concert:***

* Is composed of a member responsible (the need for deputy (s)) of the body designated by the Board of Directors;
* Makes all the preparations required for the organization of the provision according to the established schedule;
* This, the board of directors, a report and recommendations to the need.

***Committee of sectional doors:***

* Are composed of representatives of Section or other, designated by the board of directors and by the head of the orchestra;
* In support with the artistic director, advises and assists the musicians of his section to control their partitions;
* Organizes and directs its Section;
* Inform the members who were absent of musical directives, communications and decisions announced;
* In consultation with the head of the orchestra, designates another musician of his section to replace it if it is absent.

***Committee: Librarian***

* Is composed of a member of the organization and is designated by the Board of Directors;
* Works in close collaboration with the Chief of the orchestra;
* Custody and class the original partitions;
* Proceed to the distribution and/or to the photocopying of the partitions;
* Distribute and control the partitions written;
* Ensures that the new members to obtain a copy of their partitions from the first rehearsal where it is present;
* Resumed the partitions and proceeded to their classification at the end of a session.

## *Article 5.4 - Professional Resources*

*S*'it deems it necessary, the Board of Directors may, by simple resolution, to appeal to professionals (e.g.: notary, architect, lawyer, engineer, technician and any other specialist) to help achieve the goals of the Organization.

# SECTION VI - FINANCIAL PROVISIONS

## *Article 6.1 - FISCAL YEAR*

The fiscal year of the Organization **ends October 31 of each year**or at any other date fixed by resolution of the Board of Directors.

## *Article 6.2 - Audit*

The financial statements of the organization are established according to the cash basis of accounting. The organization has opted for non-audit of the financial reports (financial reports non-audited).  By contrast, the financial statements are reviewed internally, to each year, by a member or members of the Board of Directors with the Treasurer.

The books of the association will be updated as soon as possible at the end of each fiscal year. These books can be consulted on the spot, at any time by the Internet or on appointment with the treasurer, by any active member who will the application with the Agency.

## *Article 6.3 - Banking effects*

All checks, tickets, drafts, bills of exchange and other banking effects, bills of lading, endorsements and other effects of trade, contracts, acts and documents the applicants the signature of agency are signed by the president or vice-president in conjunction with the Secretary or the Treasurer, two signatures are required. However, the Board of Directors may designate, by resolution, any other member of the Board of Directors for the exercise of this function.

Any check payable to the organization will be required to be deposited to the credit of the Organization with the bank or banks, caisses populaires or trust companies that the Board of Directors shall appoint by Resolution by the Secretary or the treasurer of the Organization.

# SECTION VII - Other Provisions

## *Article 7.1 - DECLARATIONS IN THE REGISTER*

The statements to be produced to the Registrar of Companies in Quebec according to the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons are signed by the President, any administrator of the agency or any other person authorized to this end by resolution of the Board of Directors. Any administrator having ceased to occupy this position as a result of its withdrawal, his resignation, his dismissal or otherwise is authorized to sign on behalf of the Organization and to produce an amending declaration to the effect that he has ceased to be an administrator, from the moment this cessation occurred.

## *Article 7.2 - AMENDMENTS TO THE GENERAL REGULATIONS*

The Board of Directors has the power to repeal or modify any provision of this Regulation, which will enter into force upon their adoption, until the next annual meeting.

In accordance with the provisions of the Companies Act, any repeal or amendment must subsequently be ratified by **two thirds (2/3**)**of the members present,**having the right to vote, at the annual assembly of the body; or to less than in the interval it is not ratified at a special meeting of members convened for this purpose.

The text of any amendment to the Letters Patent or the regulations of the organization must be shipped with the notice of convocation of the Assembly in the course of which it will be submitted to the members for ratification.

If the repeal or amendment to the general regulations is rejected or is not ratified during the said Assembly, it will cease, but from this day only, to be in force.

The obligations to fulfill in this sense can be consulted with the Registrar of Companies in Quebec.

## *Article 7.3 - Dissolution and liquidation*

The dissolution of the organization must be approved and adopted by **two thirds (2/3) of the voting members** at a special assembly convened for this purpose. During this assembly, members will have to define the modalities of dissolution and liquidation of the assets of the Organization in respect of this Article, the 3e act on the companies and obligations to fill with the Registrar of Companies, this , after payment of debts.

In the event of the dissolution or liquidation, assets and funds of the Organization will be vested, following the decision of the members taken into special assembly, to an organization carrying out a similar activity.

## *Article 7.4 - RULES OF PROCEDURE*

Subject to the Constitution and of the rules and regulations of the Organization, the Board of Directors may adopt any regulation to govern the procedure in any assembly of the Council of Administration.

## *Article 7.5 - Responsibilities of the Organization toward the city of Lachine*

The Board of Directors is responsible for the conformity of the body to the laws and regulations of the City of Lachine who provides an annual grant and premises completely maintained with all the utilites without charge and a place or all the instruments and the music can be stored in such a way safe.

## *Article 7.6 - Regulation*

This regulation constitutes the conditions of eligibility for membership to the organization and each is deemed to have taken knowledge at the time of its inscription.

Adopted this 11th day of November 2016

President: Jacques Girardin

Secretary: Debbie Cunningham