

EASTERN MANITOBA CONCERT ASSOCIATION (EMCA) INCORPORATED

CONSTITUTION

Approved by the Board of Directors 2014-03-12
(to be Ratified by the EMCA membership)

1. PURPOSE OF THE ASSOCIATION

General: To promote the arts by providing opportunities for live entertainment and musical education in the Eastern Manitoba Region.

Specifically: To select and to book concerts or other performing arts events to be held each season, to enrol members in the association, and to collect membership and admission fees.

Incorporation: The Certificate of Incorporation for Eastern Manitoba Concert Association Incorporated (EMCA) was filed July 7 1979 under the Corporations Act of Manitoba (file number 48084, certificate number 7664). Therein, it is stated that EMCA has no authorized share capital and shall operate without pecuniary gain to its members, and that any profits or other accretions to EMCA shall be used in furthering the purposes of EMCA. The permanent postal address of EMCA is P.O. Box 233, Pinawa, Manitoba, R0E 1L0

2. MEMBERSHIP

Members of the Eastern Manitoba Concert Associate (EMCA) shall be those persons who subscribe for a full or partial subscription series of concerts. Complimentary memberships may be awarded, on approval by the Board of Directors, to facilitate such things as:

- allowing access to the concerts by technicians who are not otherwise members, or
- allowing access to the concerts by selected members of the press.

3. FEES

The Board shall establish fees in several categories for admission to the concerts in the regular series. These categories may include full- and partial-season memberships, reduced-fee memberships for defined groups (e.g., for senior citizens or students), and honorary memberships or single-concert tickets (e.g., for press or sponsors).

4. BOARD OF DIRECTORS

The detailed affairs and actions of EMCA shall be overseen by a Board of Directors who represent the Members and who may be assigned specific positions or tasks. There shall be a minimum of 5 Board Members. The Board positions include President, Vice-President, Past-President, Secretary and Treasurer, and may include the positions of Program Chairperson, Membership Chairperson, Publicity Chairperson, Reception

Chairperson, Sponsorship Chairperson, Artist Liaison, Lighting Manager, Sound Manager, House Manager, Piano Co-ordinator and other positions as deemed necessary by the Board. In addition, the Board may appoint up to two Student Board members. Within the Board, voting on motions will be by show of hands or secret ballot with a simple majority determining the result. The quorum for decisions by vote among the Board is at least 50% of the current number of Board directors. Board directors serve as volunteers with no pecuniary gain, but may be reimbursed for reasonable expenses. Specific responsibilities of the Board include:

- Set fees and membership categories;
- Approve all programs prepared by the Program Committee; and
- Approve all EMCA budgets and proposed expenditures.

5. ELECTIONS AND TERMS OF OFFICE

The Past President or another Board director designated by the Board will serve as the Elections Officer and will solicit nominations for election to the Board at least one month prior to the Annual General Meeting (AGM). The elections will be held during the AGM among those members present (over 16 years of age), with plurality determining the result. Votes may be cast by a show of hands, by secret paper ballot or by a secure electronic ballot, at the discretion of the Elections Officer. The elected members of the Board shall assume office at the end of the AGM, and shall hold office for three years, except for the Student Board members where the term is one year. Board directors may serve more than one term. If any Board director shall resign or be unable to carry out his/her duties the remaining directors of the Board may appoint a substitute EMCA member to complete his/her term of office.

6. EXECUTIVE COMMITTEE

The Executive Committee members are members of the Board and consist of the President, Vice-President, Past-President, Secretary and Treasurer. The Executive Committee shall be responsible for the routine day-to-day administrative affairs of EMCA, within the limits determined by the Board. Members of the Executive Committee must be over 18 years old.

7. OTHER COMMITTEES

Apart from the Executive Committee, other committees can be established (and discontinued) at the discretion of the majority of the Board. These committees may include the following:

- Program Committee, which includes the Vice President and at least two other Board directors;
- Technical Committee, which includes the Lighting Manager, the House Manager, the Sound System Manager, the Piano Co-ordinator and the Artist Liaison;
- Membership Committee;
- Publicity Committee;
- Reception Committee;
- Sponsorship Committee;
- Scholarship Committee.

The membership of the committees will be drawn from the members of EMCA and each committee will include at least one Board member whose responsibility is to report the actions of the committee to the Board. The chairpersons will be appointed by the Board. Chairpersons of committees have authority to add additional members, if required for the efficient discharge of their responsibilities. The chairperson or the Board may ask that committee members retire from any of the committees.

8. DUTIES AND RESPONSIBILITIES

The President shall preside at all general membership and Board meetings (where the President may vote only to break a tie); be responsible for all reports to government agencies; be one of the signing authorities for financial transactions; and be *ex-officio* member of all committees.

The Vice-President shall discharge the duties of the President if the latter is absent; and serve as Acting President should the office of President become vacant and continue to serve as Acting President until a new President has been elected by the Board.

The Secretary shall ensure the availability of the room and arrangements for Board meetings; attend or assign a designate to attend all general membership and Board meetings and record minutes thereof; conduct or assign a designate to conduct all correspondence of EMCA; retain and file copies of correspondence; and have charge of all books, documents and records.

The Treasurer shall receive and deposit to the credit of EMCA all monies due to EMCA including merchandising sales; be one of the signing authorities for financial transactions; and make payments as required; keep a proper set of accounting records showing the financial position of EMCA; prepare interim financial statements as may be required from time to time for the information of the Board; prepare and arrange for the independent review of the annual financial statement after the end of the fiscal year; and prepare grant applications.

The Program Committee shall prepare and submit to the Board a proposed program for the regular winter series of concerts; make recommendations to the Board about proposals for special events; and be party to all negotiations concerning financial arrangements and dates with artists and performing groups or their agents.

The Artist Liaison shall act as the “go between” for the contracted artists and EMCA and in particular shall be responsible for transportation, accommodation, and hospitality for the visiting artists, as needed.

The Lighting Manager shall be responsible for all matters connected with lighting, the stage rigging and acoustic shell; setting up and removal of the stage extension (as needed), and make recommendations to the Board about expenditures and improvements related to lighting and stage rigging.

The Sound Manager shall be responsible for all matters connected with the sound system; to ensure trained sound technicians are present for each concert; and make recommendations to the Board about expenditures and improvements related to sound.

The House Manager shall be responsible for the set up of chairs including the assigned seating section according to the pre-planned layout, set up of tables for ticket sales, merchandise sales (as needed) and cushion donations; posting of signs as needed at the concert venue; and for control of all activities in the auditorium including dimming of room lights; and co-ordinate intermission refreshments.

The Piano Co-ordinator shall arrange piano tuning and humidity control when required; and to be the contact person for any issues regarding the piano.

The Membership Committee shall be responsible for all activities related to membership sales; in charge of all season and special-event ticket sales; assignment of reserved seats to members; and make recommendations to the Board about membership categories, sales and promotion methods and other issues related to membership renewals and growth.

The Publicity Committee shall manage all formal publicity for EMCA concerts and activities; track the effectiveness of publicity; and make recommendations to the Board to improve publicity.

The Reception Committee shall arrange for a reception for the artists following each concert (as needed), including selection of a suitable group of Board directors to act as hosts and planning for appropriate refreshments.

The Sponsorship Committee shall be in charge of obtaining sponsorship for the concert series; make estimates of sponsorship revenue to assist the Treasurer with budgets; and make recommendation to the Board of how to increase sponsorship revenues.

The Scholarship Committee shall be responsible for promotion of the scholarship program and to make recommendations to the Board regarding scholarship recipients.

9. ANNUAL GENERAL MEETING (AGM)

The AGM shall be held in conjunction with the final concert of the season, unless declared otherwise by the Board. Notice of the meeting is to be announced at least 14 days in advance, normally at the concert prior to the final concert of the season, and an agenda for the AGM will be available when the AGM is announced. The agenda will include, at a minimum:

- opening of the meeting;
- review and approval of agenda;
- review and approval of minutes of previous AGM;
- business arising from minutes and new business;
- elections;
- approval of the persons who will do the financial review
- adjournment.

Special meetings of EMCA can be held at the call of the President, or at the written request of any three members of the EMCA. Members shall receive 14 days notice of special meetings. This notice shall include the agenda for the meeting, and no other business may be discussed at such special meeting.

10. BOARD MEETINGS

The date and place for routine meetings of the Board shall be as determined by the directors of the Board, and recorded in the minutes of the previous meeting. Normally there is a Board meeting about one week before each concert. The final Board meeting of each year shall be held, at the call of the President, within 30 days after the AGM of EMCA. Special meetings of the Board shall be at the call of the President, or at the written request of any three directors of the Board. All Board directors shall be notified of the date, time and business to be discussed at a special meeting by the most expeditious means available. No other business shall be discussed at a special meeting.

11. COMMITTEE MEETINGS

Committees shall meet at the call of the chairperson at such times and places as are convenient and expedient for the business of the committee.

12. AMENDMENTS TO THE CONSTITUTION

Amendments to this constitution shall be approved by the Board and ratified by a general meeting of EMCA.

13. FINANCIAL ASSETS AND FISCAL YEAR

Financial assets of EMCA will be held in a chartered bank or credit union. Three or more members of the Executive Committee will have authority to sign for the financial transactions and contracts of EMCA, but no such transaction will be valid unless 2 members of the Executive Committee with authority to sign do sign. The fiscal year of EMCA shall be from the first day of August to the last day of July in the following calendar year.

There will be an independent review of the financial records each year. Two reviewers will be proposed by the Board and ratified by vote of EMCA members at the AGM.