

SOCIETY FOR TALENT EDUCATION  
BYLAWS

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ARTICLE 1 PREAMBLE

- 1.1 **Name.** The name of the Society is *Society for Talent Education*.
- 1.2 **Bylaws.** The following Articles set forth the Bylaws of the Society for Talent Education.

ARTICLE 2 INTERPRETATION

- 2.1 **Definitions.** In these Bylaws, the following words have the following meanings:
- a) "**Act**" means the *Societies Act*, R.S.A. 1980, c. S-18, as amended, or any legislation that may replace it.
  - b) "**Annual General Meeting**" means the annual general meeting described in Article 6.
  - c) "**Board**" means the Board of Directors of the Society.
  - d) "**Bylaws**" means the Bylaws of the Society as set out herein and as amended from time to time.
  - e) "**Director**" means any person elected to the Board.
  - f) "**General Meeting**" means the Annual General Meeting and a Special General Meeting.
  - g) "**Member**" means a Member of the Society.
  - h) "**Music Director**" means a person employed by the Society to direct the music program and to give instruction to the Music Instructors about the Suzuki method and such other duties as directed by the Board of Directors from time to time;
  - i) "**Music Instructors**" means any instructor employed by the Society to instruct children to play an instrument using the Suzuki method, established by Dr. Shinichi Suzuki for music instruction;
  - j) "**Officer**" means any Officer described in Article 4.
  - k) "**Registered Office**" means the registered office for the Society.
  - l) "**Register of Members**" means the register maintained by the Secretary of the Board of Directors containing the names of the Members of the Society.
  - m) "**Society**" means The Society for Talent Education.
  - n) "**Special Meeting**" means the Special General Meeting described in Article 6.
  - o) "**Special Resolution**" means:
    - i. a resolution passed at a General Meeting of the membership of the Society not less than 21 days notice. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members in attendance at the General Meeting and who vote in person; or
    - ii. a resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice where 100% of the Voting Members in attendance agree that the vote should proceed and Where 75% of the Voting Members in attendance vote in favour of the Resolution; or

- iii. a resolution agreed to in writing by all of the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- p) "*Voting Member*" means a Member entitled to vote at a meeting of the Society.

**2.2 Interpretation.** The following rules of interpretation are to be applied in interpreting these Bylaws.

- a) Words indicating the singular also indicate the plural and vice versa.
- b) Words indicating the masculine gender also include the feminine gender and vice versa.
- c) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- d) These Bylaws are to be interpreted broadly and generously.

### ARTICLE 3 MEMBERSHIP

**3.1 Classification of Members**

- a) **Voting Members** are:
  - i. a maximum of two parents or guardians per family of students enrolled in the Society; and
  - ii. Students registered with the Society who are 16 years of age and older where that student is a member in lieu of one parent or guardian;
  - iii. Persons admitted to membership by the Board who have stated their agreement with the philosophy of Shinichi Suzuki.
- b) **Non-Voting Members** are the Music Director, and the Music Instructors and other employees of the Society designated from time to time by the Board;
- c) **Honorary Members** are individuals whose contributions to the Society and its Objects are recognized by a resolution passed by the Voting Members at a General Meeting.

**3.2 Admission of Members.** Any person may become a Member by meeting the requirements set out in Article 3.1. The individual's name will be entered as a Member under the appropriate category in the Register of Members.

**3.3 Membership Fees**

- a) The membership year is July 1 to June 30.
- b) The Board may impose annual membership fees from time to time.
- c) The annual membership fees, if imposed by the Board, must be paid on or before July 1 of each year, unless waived at the discretion of the Board.

**3.4 Rights and Privileges of Members**

- a) Any Member in good standing is entitled to:
  - i. receive notice of General Meetings;
  - ii. attend any meeting of the Society; and

- iii. speak at an meeting of the Society.
- b) The only Members who may vote at meetings of the Society are Voting Members in good standing and who have been Members for at least thirty (30) days prior to the General Meeting. The requirement to be a Member for thirty (30) days may be waived at the discretion of the Board.
- c) A Voting Member is entitled to one (1) vote at a meeting of the Society and may not vote by proxy.
- d) A Member is in good standing when:
  - i. the Member has a student enrolled in the Society and all fees are paid to date;
  - ii. the Member has paid membership fees or other required fees of the Society as may be established by the Board from time to time; and
  - iii. the Member is not suspended as a Member as provided for under Article 3.5.

### 3.5 Suspension of Membership

- a) **Decision to Suspend** A Member's membership may be suspended by the Board for not more than three (3) months, and for one or more of the following reasons:
  - i. if the Member has failed to abide by the Bylaws;
  - ii. if the Member has disrupted meetings or functions of the Society; or
  - iii. if the Member has done or failed to do anything considered to be harmful to the Society.
- b) **Notice to the Member**
  - i. The affected Member will receive written notice of the Board Meeting called to deal with whether that Member should be suspended.
  - ii. The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
  - iii. The notice will state the reasons why suspension is being considered.

### 3.6 Termination of Membership

- a) **Resignation**
  - i. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Board.
  - ii. Upon receipt of the notice of resignation, the Member's name will be removed from the Register of Members. The Member ceases to be a Member on the date the Member's name is removed from the Register of Members.
- b) **Death** Membership is revoked on the death of the Member.
- c) **Deemed Withdrawal** If a Member has not registered with the Society or paid the membership fees as set out in Article 3.3, or is in arrears for more than two months for any fees for instruction which are levied by the Society, the Member

is deemed to have submitted a resignation. In this case, the name of the Member is removed from the Register of Members unless the Board of Directors has decided, in its discretion, to allow the Member to remain on the register subject to any conditions required by the Board. The Member is deemed to have resigned as a Member on the date the Member's name is removed from the Register of Members.

d) **Expulsion**

- i. The Society may, by Special Resolution at a Special Meeting called for such purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.
- ii. This decision is final.
- iii. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member ceases to be a Member on the date the Member's name is removed from the Register of Members.

**3.7 Transfer of Membership** No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Society.

**3.8 Continued Liability for Debts Due** Although a Member ceases to be a Member, by death, resignation or otherwise, the Member is liable for any debts owing to the Society at the date of ceasing to be a Member.

**3.9 Limitation on Liability of Members** No Member is, in the Member's individual capacity, liable for any debt or liability of the Society.

#### ARTICLE 4 THE GOVERNANCE OF THE SOCIETY

**4.1 Governance and Management of the Society** The Board governs and manages the affairs of the Society. The Board may hire personnel including a Music Director and supporting staff to carry out functions under the direction and supervision of the Board.

**4.2 Powers and Duties of the Board** The Board has the powers of the Society, except as stated in the Act. The powers and duties of the Board include:

- a) promoting the Objects of the Society;
- b) promoting membership in the Society;
- c) hiring employees to operate the Society;
- d) regulating employees' duties and setting their salaries;
- e) maintaining and protecting the Society's assets and property;
- f) approving an annual budget for the Society;
- g) paying all expenses for operating and managing the Society;
- h) paying persons for services and protecting persons from debts of the Society;

- i) investing money;
- j) financing the operations of the Society and borrowing or raising monies;
- k) making policies for managing and operating the Society;
- l) approving all contracts for the Society;
- m) maintaining all accounts and financial records of the Society;
- n) appointing legal counsel as necessary;
- o) making policies, rules and regulations for the operation of the Society and for the use of its facilities and assets;
- p) selling, disposing of, or mortgaging any or all of the property of the Society; and, without limiting the general responsibility of the Board, delegating its powers and duties to the executive committee or the paid Music Director or Administrator of the Society.

**4.3 Composition of the Board** The Board consists of:

- a) a minimum of six (6), but not more than fifteen (15) Directors elected at the Annual General Meeting from among the Voting Members;
- b) the immediate Past President may remain as a member of the Board; and
- c) not more than one student member on the Board.

**4.4 Qualifications of Directors** A Director:

- a) shall be a Voting Member in good standing;
- b) shall not have been an employee of the Society during the twelve (12) months immediately preceding the Annual General Meeting; and
- c) shall not have another member of the family sitting on the Board.

**4.5 Election of the Directors**

- a) At the Annual General Meeting, the Voting Members elect the Directors, each of whom shall serve a term of two (2) years, unless the Director withdraws or is removed by the Board or removed by the Voting Members in accordance with Article 3.6; and
- b) Directors shall be eligible for election for a maximum of three consecutive terms.
- c) At each Annual General Meeting, one-half of the Directors shall stand for election.
- d) As a transition, one-half of the Directors elected in 1997 shall serve only one year. The Directors to serve only one year shall be decided by the Board of Directors.
- e) Where there are fewer than fifteen (15) Directors elected in any year, the Board may appoint directors to make up the total of fifteen (15) but those directors appointed by the Board of Directors must stand for election at the next Annual General Meeting.

**4.6 Resignation or Removal of a Director**

- a) A Director may resign from office by giving one (1) month's notice in writing to the Secretary of the Board. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- b) Voting Members may remove any Director before the end of the Director's term, by a majority vote of those Members present at a Special Meeting.
- c) In the event of withdrawal of any Member from the Board, the Board shall be empowered to fill such vacancy from the membership of the Society for the remaining portion of the term.
- d) The Board may remove a Director, by a 75% majority of the Board, if:
  - i. the Director has failed to abide by the Bylaws;
  - ii. the Director has been disloyal to the Society;
  - iii. the Director has disrupted meetings or functions of the Society;
  - iv. the Director has done or failed to do anything considered to be harmful to the Society; or
  - v. the Director has failed to attend three (3) consecutive meetings.

**4.7 Officers**

- a) After their election to the Board, the Directors shall, from among their membership, elect the Officers of the Society.
- b) The Officers of the Society are the President, a maximum of two (2) Vice Presidents, the Secretary, the Treasurer, a Member at-large and the Past President, who shall comprise the Executive Committee of the Board.
- c) The Officers shall perform the duties which pertain to their respective offices, as directed by the Board from time to time.
- d) An Officer elected by the Board may hold office for a term of one (1) year, after which time, the Officer may be eligible for re-election.

**4.8 President** The President shall

- a) be the chairman of the Board and *ex officio* member of all committees of the Board.
- b) when present, preside at all meetings of the Society and the Board.

**4.9 Vice-President** The Vice-President shall

- a) act in the place of the President whenever the President is unable to perform any of the duties of the President;
- b) perform the duties designated for the Vice-President by the President, or the executive committee; and
- c) assist the President in performing the duties of the President; and
- d) perform such other duties as may from time to time be required of him by the Board

**4.10** In the absence of the Vice-President, the Board may temporarily designate one or more of the Directors and Officers to discharge some or all of the duties of the Vice-President.

**4.11 Secretary** The Secretary shall

- a) attend all meetings of the Society, the Board and the executive committee;
- b) keep correct minutes of all meetings of the Society and the Board;
- c) receive, distribute and reply to correspondence to the Society;
- d) keep and maintain the records and books of the Society;
- e) keep and maintain records of the Members including current addresses, date of admission to membership and the name, address and phone number of the representative of each Member;
- f) pursuant to any approving resolution of the Board, together with the President, sign, seal and deliver all deeds or conveyances of the assets of or held by the Society;
- g) either alone or together with the President, certify or otherwise authenticate the documents and records of the Society with or without the seal of the Society if no other person or Officer is specifically authorized to do so by the Board, or if the person or Officer so specifically authorized is for any reason unable to so act; and
- h) send to the Members and publish notices of meetings of the Society as required in the By-Laws.

**4.12 Treasurer** The Treasurer shall

- a) receive and deposit all monies paid to the Society on its own behalf or on behalf of any Member or the Members generally;
- b) keep and maintain proper books of account of the Society and of its funds and the funds of the Members entrusted to the Society;
- c) upon approval of the Board, make all disbursements on behalf of the Society;
- d) whenever requested by the Board or the auditor of the Society, present a full and detailed account of the receipts and disbursements of the Society or those of its Members administered by the Society;
- e) prepare for submission to each annual general meeting of the Society, a complete statement of the financial position of the Society; and
- f) implement and maintain audit procedures and controls as recommended by the auditor of the Society or as directed by the Board or the Members.

**4.13 Board Committees**

- a) **Establishment of Committees** The Board may appoint committees to advise the Board. Committee members need not be Board Members.
- b) **General Procedures for Committees** Each Committee should have a Board Member as a liaison with the Board.

- c) **Notice of Committee Meetings** At least two (2) days' notice of committee meetings shall be given to committee members. Committee members may waive the requirement for notice.
- d) **Quorum** Fifty percent of the committee members present is a quorum.
- e) **Minutes** Each committee will record minutes of its meetings, distribute the minutes of meetings to committee members and provide reports to each Board meeting at the request of the Board.

## ARTICLE 5 MEETINGS OF THE BOARD

- 5.1 **Frequency of Board Meetings** The Executive Committee of the Board shall meet at least once a month during the months of September to June in each year. The Board shall meet as often as may be required, but at least once every two (2) months during the months of September to June in each year. Meetings shall be called by the President of the Board.
- 5.2 **Special Board Meetings** A meeting of the Board may be called by the President if any two (2) Directors make a request in writing to the Secretary of the Board and state the business for the meeting.
- 5.3 **Notice** Meetings of the Board shall be called as agreed at any duly constituted Board meeting, or by not less than ten (10) days' notice in writing mailed to each Director or by three (3) days' notice by telephone or telefacsimile. The Board may waive notice.
- 5.4 **Quorum** At any meeting of the Board, a quorum shall consist of 50% plus 1 of all Board Members.
- 5.5 **Ratification of Decisions** Board meetings may be held without notice if a quorum of the Board is present, provided that any business transactions at the meeting shall be ratified at the next regularly called meeting of the Board, otherwise such transactions shall be null and void.
- 5.6 **One Vote** Each Director, including the President and the Past President, has one (1) vote.
- 5.7 **Casting Vote** The President does not have a second or casting vote, in the case of a tie vote. A tie vote means the motion is defeated.
- 5.8 **Open Meetings** Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members to leave.



- 5.9 Written Resolutions** All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. In this case, it will not be necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.10 Telephone Conference** A meeting of the Board may be held by telephone conference call. Directors who participate in this call are considered present for the meeting.
- 5.11 Irregularities** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.12 Waiver of Formal Notice** A Director may waive formal notice of a meeting.

## ARTICLE 6 MEETINGS OF THE SOCIETY

- 6.1 Annual General Meetings** The Annual General Meeting of the Society shall be held not later than October 30 of each calendar year in Edmonton, Alberta. The Board sets the place, date and time of the Annual General Meeting.
- a) **Notice of the Annual General Meeting** The Secretary will mail, or deliver a notice to each Member, or post a notice placed in locations where most Members gather, at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting.
- b) **Agenda for the Annual General Meeting** The Annual General Meeting deals with the following matters:
- i. adopting the agenda;
  - ii. adopting the minutes of the last Annual General Meeting;
  - iii. considering the President's report;
  - iv. reviewing the audited financial statements and the auditor's report;
  - v. appointing the auditor;
  - vi. electing the Board of Directors; and
  - vii. considering matters specified in the meeting notice.
- 6.2 Special General Meetings**
- a) **Calling a Special General Meeting** A Special General Meeting may be called at any time:
- i. by a resolution of the Board; or
  - ii. on the written request of at least two-thirds ( $\frac{2}{3}$ ) of the Directors to the Secretary of the Board. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or

- iii. on the written request of at least one-third ( $\frac{1}{3}$ ) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- b) **Notice** The Secretary of the Board will mail or deliver a notice to each Member or post a notice placed in locations where most Members gather, at least fourteen (14) days before the Special General Meeting. The notice shall state the place, date, time and purpose of the Special General Meeting.
- c) **Agenda for the Special General Meeting** Matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.

### 6.3 Proceedings at the Annual or a Special General Meeting

- a) **Attendance by the Public** General Meetings are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- b) **Quorum** Attendance by 20 of the Voting Members at a General Meeting or Special General Meeting is a quorum.
- c) **Failure to Reach Quorum** The President may cancel the General Meeting if a quorum is not present within one-half ( $\frac{1}{2}$ ) hour after the set time.
- d) **Second Meeting** Where a General Meeting has been cancelled, the President may give notice of second General Meeting which may proceed without a quorum present.
- e) **Presiding Officer** The President chairs every General Meeting of the Society. A Vice President chairs in the absence of the President. If neither the President or a Vice President is present within one-half ( $\frac{1}{2}$ ) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.
- f) **Adjournment** The President may adjourn any General Meeting with the consent of the Members present.

### 6.4 Voting

- a) Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot will be used if at least six (6) Voting Members request it.
- b) A Voting Member may not vote by proxy.
- c) A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by Special Resolution.

### 6.5 Failure to give notice of meeting

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give notice to any Member;
- b) any Member not receiving notice;
- c) any error or omission done in good faith.

## ARTICLE 7 FINANCE AND OTHER MANAGEMENT MATTERS

- 7.1 **Registered Office** The Registered Office of the Society is located in Edmonton, Alberta.
- 7.2 **Finance and Auditing**
- a) The fiscal year of the Society ends on June 30 of each year.
  - b) The books, accounts and records of the Society shall be audited at least once a year. A qualified accountant or two members of the Society not on the Board of Directors and appointed at each Annual General Meeting shall do the audit. Where the appointed auditors cannot fulfill their duties for any reason, or, auditors have not been appointed at the Annual General Meeting, the Board of Directors may appoint two members of the Society to do the audit. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor at the Annual General Meeting of the Society.
  - c) Any Member of the Society may inspect the books and records of the Society at any time, upon giving reasonable notice to President or the Secretary of the Board.
- 7.3 **Cheques and Contracts of the Society**
- a) The designated Officers of the Board, or employees of the Board designated by the Board, shall sign all cheques drawn on the monies of the Society. At least two signatures, one of which must be a Director, are required on all cheques.
  - b) All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 7.4 **Borrowing Powers**
- a) The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
  - b) The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 7.5 **Seal of the Society**
- a) The Board may adopt a seal as the Seal of the Society.
  - b) The Seal of the Society shall be kept in the custody of the Secretary of the Board, unless the Board decides otherwise.
  - c) The Seal may only be used by Officers or by an employee, as authorized by the Board.
  - d)

**7.6 Remuneration**

- a) No Member, Director or Officer of the Society shall receive any remuneration for services as a Member, Director or Officer.
- b) Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

**7.7 Protection and Indemnity of Directors and Officers**

- a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in the capacity of Director or Officer for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in the capacity of Director or Officer of the Society, unless the act is fraudulent, dishonest or done in bad faith.
- c) Directors and Officers can rely on the accuracy of any statement or report prepared or reviewed by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**ARTICLE 8 INSPECTION OF BOOKS AND RECORDS**

**8.1 Inspection of Books** Subject to Article 8.2, the books and records of the Association may be inspected by the Members through their representatives at the annual general meeting of the Association or at the offices of the Association during such times as those offices are normally open.

**8.2 Notice** A Member or its representative who wishes to inspect the books and financial records of the Association shall give fourteen (14) days, written notice thereof to the Association.

**ARTICLE 9 AMENDMENTS**

**9.1 Amendment** These Bylaws may be rescinded, altered, added to, or otherwise amended, by a Special Resolution at any Annual General or Special Meeting of the Society.

9.2 Effect The amended Bylaws take effect after approval of the Special Resolution at the Annual General or Special Meeting and acceptance by the Corporate Registry.

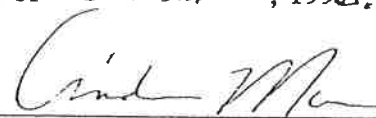
ARTICLE 10 DISSOLUTION

10.1 Distribution of Property. The Society does not pay dividends or distribute its property among its Members. In the event of dissolution or winding up of the Society, any remaining funds or assets, after payment of all liabilities, shall be distributed at the discretion of the Board to one or more registered and incorporated charitable organizations in Canada. In no event do any Members, Directors or Officers receive any assets of the Society.

DATED at Edmonton, Alberta, this 26<sup>th</sup> day of October, 1998.

  
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WITNESS

  
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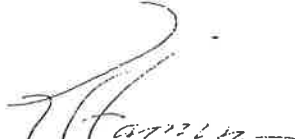
PRESIDENT

  
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WITNESS

  
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SECRETARY

  
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TREASURER

