

# Common Thread Board Governance Manual

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Common Thread: Community Chorus of Toronto  
c/o Cecil Street Community Centre  
58 Cecil Street  
Toronto, ON M5T 1N6  
416-410-5022

[info@commonthreadchorus.ca](mailto:info@commonthreadchorus.ca)  
[www.commonthreadchorus.ca](http://www.commonthreadchorus.ca)

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## **1. INTRODUCTION**

The board of directors is the legal body responsible for managing the affairs of Common Thread. As an incorporated charitable organization it has responsibility for financial affairs, supervising contract staff, meeting legal responsibilities of a corporation, communicating with members and securing sufficient resources to run the programs identified in the annual budget.

## **2. Agreement to be a Director - Confidentiality and Conflict of Interest Agreements**

Confidentiality and avoiding conflict of interest is integral to the role of the Director. Appendix A contains the agreement that needs to be signed by all new board members following their election to office. These are signed annually even if the director has signed previously as it serves as a reminder of the importance of these two guiding principals.

Created:	
Approved By:	Board of Directors
Date of Review and Revision:	

### **3. President of the Board - Duties**

The President's duties fall into the following categories. The President:

1. Attendance/Representation
  - a. Makes every effort to attend Common Thread rehearsals where it is determined that the president should attend, and scheduled Common Thread chorus events where attendance is appropriate;
  - b. Attends all board meeting whenever possible;
  - c. Represents the chorus at meetings or events that are considered important to have a Common Thread presence, e.g., Cecil Community Centre AGM, invitations from the City of Toronto and other granting agencies;
  - d. Is a visible representative of chorus to the public.
  
2. Contracts and Review of Contractors' Performances
  - a. By the end of June, holds a comprehensive review meeting with the Chorus Administrator, based on feedback from board members, other contractors, and chorus members, and adjusts the CA Position Description, if necessary;
  - b. Holds a review meeting with the Conductor about this position and any changes to be considered; part of this review will include assessment of the work of the Assistant Conductor and Accompanist;
  - c. After the review, discusses with the Conductor, Assistant Conductor, and Accompanist their willingness to continue in their contract positions and sign seasonal contracts soon afterwards;
  - d. At the beginning of each season, files the signed original personnel contracts (Conductor, Assistant Conductor, Accompanist, CT Kids Conductor, CA, etc.) as well as those relating to concert personnel (stage and sound managers, guest artist) in the contract binder and scanned to our Dropbox account;
  - e. Deals with other contracts and agreements (annual insurance forms, Chorus Ontario membership, Volunteer Toronto membership, agreement with Cecil Community Centre, etc.) – also placed in contract binder and scanned to Dropbox.
  
3. Liaison with leadership team and core contractors
  - a. Acts as board liaison to all core staff contractors (Conductor, Assistant Conductor, Accompanist, CTKids Conductor and Chorus Administrator unless that duty is delegated);
  - b. Assists contractors with setting priorities for their work and reviews these priorities periodically, minimally at the annual review;
  - c. Works to resolve any concerns or difficulties that the Contractors may have with their positions;
  - d. Invites contractors to meet with the board about specific matters;
  - e. Acts as chairperson of the leadership team consisting of the Conductor and Chorus Administrator.
  
5. Board Business
  - a. Helps the board and the Annual Planning and Operations Committee (APOC) to develop objectives and plans for the successful completion of each season in its many aspects and timeframes;
  - b. Acts as chair of the APOC;
  - c. Works with the APOC liaison or point people and troubleshoots any difficulties that the liaison and/or work groups might have;
  - d. Works with the Treasurer on the annual budget and the setting of fees, ticket prices, and other revenue sources for board approval.
  
6. Working with the Chorus

- a. Listens to concerns of chorus members and brings them to the board for discussion or resolves them, based on policies and procedures;
- b. Ensures that chorus policies and procedures are followed;
- c. Develops timely evaluation tools, along with the board, and organizes their use and analysis for future board planning.

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#### 4. Vice-President of the Board - Duties

1. The Vice-President works in conjunction with the President and steps into this position if the President is unable to fulfill their responsibilities or if some of the President's responsibilities are delegated to the Vice-President.
2. The goal is to have the Vice-President succeed the President after the President's term is finished.
3. The Vice-President maintains and updates the policy manual and board work plan and timeline.
4. Acts as chair of each board meeting to ensure the board meeting agenda addresses current and urgent board business;
5. Coordinates the planning for the Annual General Meeting held in December, ensuring that all aspects of the meeting – audited financial statements, President's report, voting on new board members, etc. – are provided and an agenda developed;
6. Oversees all applications for funding to granting agencies and all reporting to them;
7. Representing the Board by:
  - a. Attending the APOC meetings
  - b. Assuming signing authority for contracts & cheques
  - c. Signing for the board on reports to funders, letters of acknowledgement to funders and donors, Cecil Centre commitments, insurance forms, etc.
  - d. Communicating chorus policies to members including attendance, membership, problem solving, cancellation and other policies.
  - e. Encouraging chorus members to increase their level of involvement in special projects, committees and the board.

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## **5. Secretary of the Board -Duties**

The Secretary's duties fall into the following categories. The Secretary:

### **I. Board documentation** (in Board Minutes binder)

#### **a. Minutes of monthly meetings**

Files an approved and signed copy of the minutes of each month's board meeting. Reports (from committees, budget, etc.) given out at meetings can be discarded from the binder at the end of each fiscal year.

#### **b. Director's agreement sheets**

Gives out a copy of the agreement to be a director/confidentiality page to new directors; has each person sign a copy and file them in the binder.

#### **c. Files dated resignations from board members in Minutes of Meeting binder.**

**d. Provides all board members a copy of any new policy passed by the board; updates the policy master file.**

**e. Provides orientation material to new board members, including past minutes from the present season and current budget, general board processes, takes or sees that minutes of all board meetings are taken, and maintains the by-laws and policy binder.**

### **II. Annual General Meeting (AGM) in December each year**

**a. AGM minutes from previous year – gives out to the board at the November meeting to prepare the agenda for the upcoming AGM.**

**b. Has Chorus Administrator send out notice of AGM date and time to members, members on leave, volunteers and associate members two weeks beforehand.**

**c. Produces AGM documents – agendas, minutes of the past meeting, ballots for the board election, motions needed at the AGM, in conjunction with the chair of the meeting.**

**d. Takes minutes at the meeting (or delegate to another person)**

**e. Circulates a sign-in sheet for members and ascertain that at least one-third of members are on hand for any vote. [by-laws require two-thirds majority of those voting in order for a change to be approved.]**

**f. Files a signed copy of the audited financial statements, the attendance sheets and a draft of the AGM minutes in the AGM record book as soon as possible after AGM.**

### **III. Monthly meetings**

**a. Reserves meeting space and notifies the board members**

**b. Sends info about meeting time and date to the Weekly editor**



#### IV. Organizational records

- a. Completes the contact information about board members and officers on the chorus' annual Canada Revenue, Charitable status submission due 31 December each year; the Treasurer is also responsible for parts of this submission.
- b. Prepares an electronic listing of board members and years served – keep updated
- c. Keeps a list of board signing officers and their signatures – keeps the list on file
- d. Furnishes Cecil Centre with the names of current officers and others who can access CT storage.

#### V. Archival records

- a. Receives from the Chorus Administrator at the end of the season all documents, forms and records deemed stale and decides which ones should be archived by scanning to Dropbox, or kept in storage, and which are to be shredded.

Note: hard copies of the membership forms (new and current member registration) are given to the Treasurer to file with the annual financial records.

It is preferable to centralize on the Dropbox, any hard copies needing to be archived and not have them stored at members' or contractors' houses.

- b. In conjunction with the Treasurer and/or President, annually discards or shreds out-dated documents found at CT's storage unit.

Note: financial records need to be kept for seven years.

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## **6. Treasurer of the Board - Duties**

The Treasurer is responsible for maintaining the revenue and expense records of the chorus and reporting on them to the chorus.

### **1. Budget**

- In conjunction with the board and the APOC, produces an annual budget and sees that it is being followed.
- Compiles periodic reports to the board, at times that the board decides.
- Reports to the chorus at the AGM the budget for the present season, for information purposes.

### **2. Meetings and Policy**

- Attends monthly meetings of the board and any committees/work groups, where their input is necessary.
- Presents to the board any recommendations for new or changed policies that involve financial matters.

### **3. Monthly reconciliation**

- Takes responsibility for the monthly reconciliation of all accounts for the chorus.

### **4. Handling money (cash, cheques, credit receipts)**

- Works with the Chorus Administrator and volunteer Bookkeeper

### **5. Annual audit**

- Prepares the financial records and documents for submission to the accountant for auditing.
- Presents the audited statements to the members of the chorus at the AGM.
- Confirms with the auditor the annual compensation that is set by the board.

### **6. CRA and any other external reporting**

- After the audit is approved at the AGM, completes and submits the annual reporting to the Canada Revenue Agency.
- Assists with reporting to any granting agency or federal or provincial body.
- Assists with financial data needed for any funding submissions.

### **7. Reserve fund**

- Reports to the board the amount of annual surplus funds available to place in the reserve fund.

### **8. Bookkeeper**

- Acts as the supervisor for the volunteer bookkeeper
- Ensures the bookkeeper obtains the information necessary to produce accurate financial reports for the board and membership.

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## **7. Responsibilities of Membership and Accessibility Liaison**

One board member will take on the following responsibilities and attend the APOC meetings.

### **General duties:**

1. Coordinates social section leaders (SSLs), which includes being involved in the selection of new SSLs and working with them on the social cohesion of the chorus;
2. Oversees the recruitment and orientation of applicants to the chorus, in conjunction with the Chorus Administrator;
3. Oversees the work of the Chorus Administrator concerning registration of present chorus and LOA members in the spring/summer and the selection of new members (July to Sept) until the chorus reaches the optimal number set by the conductor and the board;
4. Creates means to address specific accessibility needs (e.g., Braille translation, wheelchair accessibility, childcare) at rehearsals, retreats, concerts, etc.;
5. Acts as liaison with The Weekly and The Quarterly newsletter editors, keeping in touch with them and handling any difficulties;
6. Keeps the board informed of pertinent membership needs and issues.

### **Specific details of these duties:**

#### **1. Social Section Leadership**

The social section leader looks after the social well-being of the section, being aware of members' strengths and needs (e.g., health problems). They monitor attendance. Members are asked to inform the SSL of their absence ahead of time, if possible. The SSL will try to brief members on what has been missed and find out if they need any help. SSLs work in conjunction with music section leaders (MSLs) to assess needs of the section.

They often help organize socials/pot lucks to ensure section members get to know each other better. Along with the board, they help to plan and coordinate the first rehearsal/welcoming session and the year-end party. They may assist in finding an accessible site for the post-concert gatherings.

SSLs assist members who go on leave during the season and inform the Chorus Administrator about them – the CA will look after administrative details. It is helpful for the board to understand why members withdraw during the season, and the SSL is asked to contact the departing member and have an "exit interview" with them.

The SSLs will e-mail a note to the board president when a member withdraws with a summary of any discussion the SSL had with the withdrawing member. The president will table this at the board meeting for discussion and problem solving if warranted.

#### **2. Recruitment and Orientation of New Members**

The Liaison is the person responsible for overseeing the continuing recruitment of new singers and the scheduling of at least two orientation/voice assessment sessions each season, usually March and June. The Chorus Administrator handles most of the administrative details and contacting work of this responsibility, and is also responsible for keeping an updated Waiting List of members ready to join the chorus. It is very important that every singer goes through an orientation session so they understand the goals of the chorus and the annual musical and attendance demands.

The Liaison can recruit a chorus member to prepare and deliver the orientation part of the two sessions, or they can decide to do it themselves. (The conductor and assistant

conductor handle the voice assessment part.) At several times in the past, the responsibility for orientation has been given to a non-board member who keeps in touch with the Liaison about needs, issues, availability, etc.

As there is often a lack of tenor and bass members in the chorus, the Liaison works with the Chorus Administrator on recruitment efforts for these voices. Outreach can take the form of flyers, email or web postings, calls to other choruses or to Choirs Ontario, etc. Because tenor and bass singers are often found close to the start of a season, the CA can organize shorter orientation/voice assessment sessions for these new singers for pre-rehearsal times in September.

### 3. Registration and Selection of new Members for the Season

Current members and LOAs have to indicate their intention to return in early July; within a week of this date, the CA needs to start contacting new singers to fill empty places in the sections. To assist this process, the liaison and conductor or MSLs ascertain the numbers needed in each section, including sub-section needs, and communicate this to the CA to guide her in this process. People on the waiting list are invited by date of first contact and are invited even if they have not completed an orientation/voice assessment session.

The end date for invitations to join is usually October 1<sup>st</sup> or so since joining later than this would challenge a new singer because of the amount of repertoire already learned. The CA, music do-chair and membership liaison need to coordinate their efforts as this date approaches.

### 4. Accessibility Needs

Members have various accessibility needs – the financial ones are allocated to the Treasurer for response, the musical ones to the Music Co-chairs, while the physical and social ones are the responsibility of the Membership Liaison. When apprised of a member’s need, the Liaison will try to come up with a solution that the member finds acceptable. Some examples might be:

- Finding transportation for a singer who lives at a distance or who needs special assistance;
- Helping a member in a wheelchair arrange Wheel-Trans;
- Purchasing special equipment for those with special needs, e.g., music page support for a person in a wheelchair, back support form for those who cannot sit for the entire rehearsal time.

There are a number of accessibility needs that revolve around the final two concerts in May and that the Liaison oversees:

- Ascertaining who might transcribe the concert program into Braille, determining the number of copies, having them delivered to the chorus;
- Reserving any physical accessibility needs for patrons, e.g., ramps, wheelchair accessible washrooms, parking, depending on the site;
- Providing stools for chorus members who cannot stand for long periods;

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## **8. Complaints Procedures**

### **Understanding:**

Common Thread: Community Chorus of Toronto works to enhance community in all of its structures. As an equity-seeking organization, Common Thread commits to deal with complaints or grievances seriously and expediently and will inform the complainants of their options prior to or at the time of making the complaint.

It is part of this understanding that the parties have taken all informal means<sup>1</sup> to resolve their differences before agreeing to initiate a formal complaint procedure. This complaints procedure intends to follow accepted principles of procedural fairness and due process in human rights law.

### **Formal Complaints Procedure:**

It is in the mutual interest of Common Thread and any person with a grievance that complaints be resolved as quickly as possible. It is understood that the complainant may withdraw a complaint in writing at any stage of this procedure.

It is anticipated that electronic as well as voice communication will be used in these procedures. The final decision will be written out and sent to all parties with a confidential copy kept by the Chorus Administrator.

### **Parties for whom these procedures apply (the complainant):**

All chorus members, including Board members, and contractors

### **Procedure:**

#### *Step 1: Formal Complaint*

a. If a complainant has a complaint against someone in the chorus, that could not be resolved informally, s/he shall discuss it with the Board Vice-President. If at all possible within 10 days<sup>2</sup> of the circumstances that gave rise to the complaint. The Vice-President shall interview both parties separately and, subsequently, endeavor to bring the parties together to negotiate a workable solution to the complaint.

#### *Step 2: Formal Complaint*

If the complaint is not resolved at Step 1, the complainant may present a written request to the CT Board President. The Board President shall arrange a meeting of the two parties to the complaint within 10 days and determine a solution that shall be given to the parties in writing. The Board Presidents decision is final. A copy of this written report shall be given to the Chorus Administrator for confidential filing.

#### *Step 3: Review by Board of Directors*

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<sup>1</sup> Informal means of resolving complaints that the two parties can use include: face-to-face discussion of the issue; mailed or emailed discussion of the issue.

<sup>2</sup> This is a suggested time frame in order to ensure all complaints are dealt with in a fair and timely manner. Circumstances for each occurrence will vary; however, it is important that the procedures allow both flexibility and a sense of timeliness for both parties in order to move to a resolution.

In extraordinary circumstances determined by the Board President, the Board of Directors may agree to review a written complaint submitted to the President and the subsequent decision of the board is final. This decision will be recorded in in-camera minutes of the board.

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## 9. **PRIVACY POLICY**

### Background:

Common Thread Community Chorus of Toronto is committed to protecting the privacy and confidentiality of all personal information that it collects and maintains in its records. Any personally identifiable information about an active, waiting or former member, a donor, a contractor, or any other person in an active relationship with the chorus will be treated in accordance with our Privacy Policy.

### Policy:

To maintain our relationships with the various parties listed above, we collect some or all of the following information:

- ✓ Name, address, postal code
- ✓ Home, business and cell phone numbers
- ✓ Email address
- ✓ Credit card and/or chequing information, if supplied by individual

Common Thread does not sell or share our member and donor lists with any third party. We will not collect, use or disclose information without an individual's consent, except where authorized by law.

Financial information is available to all board members and the Chorus Administrator. Financial statements are available to any member upon request.

Common Thread retains personal information, if necessary, only for the required period mandated by any or all of: the Canadian Revenue Agency, the Province of Ontario, the City of Toronto, and any funding bodies with whom the chorus is involved.

Common Thread will solicit the agreement of all individuals, including members, contractors, guest artists and accompanists, taking part in any video or audio production authorized by the chorus. These productions will only be used for promotional purposes, not for financial gain.

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## 10. Music Policies

### Sharing Musical Scores

#### Background:

In order for CT to perform we need to purchase scores and the rights to arrangements each year. Often when we purchase a score, the cost of the rights and the arrangements are included. From time to time, we commission an arranger to arrange a piece for us. We pay the arranger and credit him/her.

Sometimes an arranger will give us a piece of music and we either pay for the arrangement and/or credit the arranger in our program depending on their wishes and our relationship with her/him.

#### Policy

Common Thread is committed to assisting other non-profit groups, whose missions and social justice focuses are similar to ours, by sharing requested scores from our repertoire. This policy is to be enacted by the Conductor in collaboration with the Chorus Administrator on a case-by-case basis, upon submission of relevant details.

#### Procedures

A request is made to obtain a score that is in our repertoire.

- The request is directed to Chorus Administrator, who consults with the Conductor to determine if it can be shared.

#### General Principles

a) **If we purchased the piece from the publisher**, the information needed to purchase it for the requesting chorus is shared. This is the first response.

If the request is from another non-profit chorus which would have difficulty providing funds for purchase of the score, we may decide to lend them our music. In this case a form would be completed and a deposit for the music would be obtained.

b) **If we were given an arrangement** because of support for CT by the arranger, permission must be obtained from the arranger by the requesting chorus. If written permission is obtained, then the procedure for borrowing scores would be followed and the permission form would be attached to the letter.

c) If we paid to have an arrangement created for CT, we will need to consider the cost we paid. A small gesture of support would be requested, e.g. \$100, and the above procedure would be followed.

2. **Chorus Administrator** will provide the requesting chorus with the form, will arrange for the requesting chorus to receive the music, keep the form on file and provide the requesting chorus, the Conductor, Treasurer, and the Chorus Music Librarian with a copy of the form.

3. **The Chorus Librarian** obtains the scores from the Music Library and receives a copy of the form.

4. Upon return receipt of the music borrowed, the deposit will be returned. If the music is not returned or if the scores are damaged, the deposit would be cashed and the remainder of the costs would be secured.

5. Choirs Ontario. We will register our repertoire with Choirs Ontario and loan materials according to our policy and those of Choirs Ontario. This allows CT to borrow in the same manner.

#### 5. Members' Use of Musical Scores

Common Thread purchases musical scores for the use of the chorus. These scores remain the property of the chorus and are not to be copied or transferred to any individual, even a chorus member, or to another group. The music deposit that members pay each year does not constitute purchase of any scores.

The board shall determine the amount of the annual music deposit.

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## **11. Membership in Outside Organizations**

The board will determine membership in external organizations. In 2013-14 the Board has approved members in Choirs Ontario and Volunteer Toronto. Both these organizations have value added for the chorus and only in exceptional circumstances should these memberships lapse.

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## **12. Responding to Requests for Community Performances Procedure**

1. A request for the full chorus to perform can only be considered when a request is received 45 days prior to an event. The Board Vice-President will confer with the APOC members to determine what is involved and if we can respond to the request. If the Committee feels it can be managed within the constraints of this year's schedule conversations will commence through the Chorus Administrator about logistics. If it does not fit within our Annual Plan the request is declined.

2. The Vice-President makes a determination as to whether this request involves the whole chorus and/or sing-along . If the decision is to offer a SAL, the request is sent to the chair of the SAL Committee.

3. If the request to have the full chorus sing is approved by the APOC the Chorus Administrator polls the chorus to see if there are enough members in each section available to go forward. If yes, the Conductor and APOC plan the event.

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### **13. COMMON THREAD SOCIAL MEMBERSHIP POLICY**

As part of its commitment to inclusiveness Common Thread provides for a Social Membership category for those who know that their attendance at full rehearsals will be periodic, irregular, or that their involvement will be substantially less than that which is being asked of a fully participating singer.

CT social members singers are asked to identify themselves to their Social Section Leader at the time of their registration or as soon thereafter as possible.

The deadline for identification as a Social CT Singer is October 1 of any given season so that additional singers can be registered to compensate for the fact that the Social CT Singers will not perform at some or all ticketed events.

It is understood that the full chorus can only provide for a limited number of Social CT Singers in this category per section.

Common Thread may register additional singers from the waiting list, should one exist, to ensure sufficient numbers of singers participate in full rehearsals and performances.

CT social members singers may not participate in all or part of a formal, ticketed performance, unless the Conductor, in consultation with the Music Section Leaders, decides otherwise.

Social members will be able to that part in other types of performances and activities. In every other way they will be considered to be full members of the Common Thread community.

Singers in the full chorus will be made aware of this category at the beginning of each chorus season through the policy book, an announcement at a rehearsal, and a notice in the newsletter.

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## **14. RESERVE FUND**

### **Objective**

Based on an objective developed through strategic planning, and after discussion at all levels of Common Thread, the Board has determined that a Reserve Fund must be created and maintained through an accumulation and segregation of surplus funds. The Reserve Fund will provide financial security and continuity to CT as well as providing for the retention of funds, not withstanding the non-profit status of the chorus

### **1.0 Size of Reserve Fund**

The Reserve Fund, when fully funded, will provide for approximately one full chorus season (with a ten month active period). When determining this amount, performance events, which should be self-funding, shall not be included. In addition, restricted funds and funds received from grants, extraordinary donations, raffles, and other fundraising projects shall not apply.

The Reserve Fund would be based on the following core expenditure areas as set out in the financial reports of the chorus:

Contract Personnel, Administration, Music Committee, Membership

A plan for the gradual funding of the Reserve Fund (the "Funding Plan") shall be developed by the Treasurer, subject to the approval of the Board.

### **2.0 Calculating the Status of the Reserve Fund**

At the final Board meeting of each financial year, the Treasurer shall report the following data for consideration and approval:

- The full funding level of the Reserve Fund, based on the financial experience of the past year as calculated under Section 6 of this policy.
- If the Reserve Fund is in extraordinary deficit, the amount that should be contributed from any surplus from that year for reduction of the deficit.
- If the Reserve Fund is in surplus, the amount that may be drawn into normal operational budgets to reduce the cost of membership and/or increase the activity, capacity and programs of the chorus.

### **3.0 Points at Which the Reserve Fund May be Used:**

3.1 Funds from the Reserve Fund may be used only for the core expenditures of chorus operations when normal funding sources are insufficient for such needs and the cancellation or delay of these programs would significantly undermine the core goals and activities of the chorus.

3.2 Further, in the event of unanticipated financial emergency, the Board may draw from the Reserve Fund provided the cancellation or delay of such action would undermine the core goals and activities of the chorus.

3.3 Use of funds under 3.1 and 3.2 above will trigger a Board analysis of the situation, with the view to understanding the problem and adapting operations to meet the situation without the continued need for Reserve Funds.

#### 4.0 Access Requirements

All three of the measures set out below shall be required to access the Reserve Fund.

##### 4.1. Passage of Access Motion

*MOTION: Be it resolved that the Board approve access to the Reserve Fund. For approval, consensus should be reached, or in the absence of consensus no more than 2 Board members object to use of the Reserve Fund.*

##### 4.2. Passage of Specific Motion

Provided the motion under 4.1 is approved, the specific applicable motion must also then be approved. For approval, consensus should be reached, or in the absence of consensus no more than two Board members object to use of the Reserve Fund.

##### 4.3. The particulars related to use of the Reserve Fund to cover Chorus costs will be communicated to the membership of the Chorus through the newsletter immediately after such decision.

#### 5.0 Building the Reserve Fund

Unless a specific motion otherwise is passed by the Board, 66% of the surplus from any financial year shall automatically be added to the Reserve Fund at the end of each financial year, provided the Reserve Fund has not reached its required level.

#### 6.0 Reserve Fund – FULL FUNDING LEVEL

At budget time each year (June and August meetings), the Treasurer will report to the Board on the total core expenditures from the previous year in order to determine the current funding level of the Reserve Fund. If these expenses total more than the amount in the Reserve Fund, the Board will take necessary steps to address the imbalance.

The Audited Financial Statements for Common Thread will report the Reserve Fund.

Created:	August 11, 2009
Approved By:	Board of Directors
Date of Review and Revision:	

## **15. Sing-Along Committee (SAL)**

### **SAL Committee**

SAL is comprised of individuals - CT members and others - who attend events to lead groups in songs that support social justice activities or actions.

For this policy the following terms should be noted:

- The SAL Committee is a group of CT members committed to promoting SAL activities as defined in this policy.
- SAL activities will be led by Song Leaders, who may be Committee members, or by other CT singers or activists. Song Leaders must however be recognized by the Committee, based on individuals completing the requirements set out in this policy.
- Note that the same point is made a few lines below.

Committee Structure:

The Committee (known as the Sing-along Committee "SALC") is part of CT's organizational structure. The Committee will fulfill its part of the CT mission in accordance with CT's Constitution and Policies; its overall guiding principles; and specific committee terms of reference.

In recognition of the need to adopt an coordinated and organized approach to achieve our mission, the SALC should be represented on APOC.

### **Terms of Reference**

The SALC will be structured and act in accordance with its Terms of Reference. Before being effective, Terms of Reference and subsequent amendments must be approved by the CT Board.

The SALC will develop a work plan consistent with its purpose. The Committee will annually present the Treasurer with a budget for its activities. The Committee budget will be considered along with other important CT activities and may be approved in whole or in part, depending on the overall financial capacity, priorities and direction of the chorus, as determined by the Board.

As a formal committee, the SALC will be participate in APOC and submit its plan as part of the overall annual plan for the chorus.

The SALC will communicate to Chorus members as a whole through the CT newsletter. Committee notices will be prepared and submitted by committee members. The SALC may also provide urgent matters as announcements to the chorus during mid-rehearsal breaks.

### **Support From CT's Contractors**

The SALC will receive the support of the Chorus Administrator when required and practical. Any communication issues will be directed through the board President if required.

The Chair of the SALC, together with the Board Liaison, will consult regularly with the Chorus Administrator to ensure that SAL activities and events support the Coordinator with projects and programs. This recognizes that there will be synergies between the events at which SALs take place and the work of the Coordinator to broaden CT contacts and support networks.

### **Promoting Competent Leadership in SAL Activities**

The SALC will ensure that its Song Leaders achieve and maintain a high level of competence. New Song Leaders will receive coaching/training, sufficient to ensure a high standard of leadership, especially when presenting at external events.

A skills development program for less experienced Song Leaders will be established. From time to time Song Leaders will observe and provide feedback on each others' presentations. This process can take place at "mock" sessions or when a Song Leader presents at a CT rehearsal.

Views of outside organizations should be solicited after a SAL presentation. Suggestions should be considered and incorporated in future SALC activities and programs. A feedback form will be provided to the leaders of such events or organizations, so that they can easily provide their views.

### **Creating a SAL Music Repository**

The SALC will develop a repository of material that can be utilized for SAL activities. A wide variety of music, suitable for all occasions, should be retained.

### **Selecting Appropriate Events/Groups**

The SALC will conduct background research to ensure that the groups and events at which they lead songs match CT's secular, social justice principles. Preferred events should be those that help CT develop long-term relationships with diverse peoples and organizations.

### **A Data Base of Contacts Augmented by Song Leader Presentations**

A list of events and organizations at which SALC Song Leaders present will be retained by CT. This information will be useful to the chorus in general and the Chorus Administrator in particular. This list will take the form of an electronic database. SALC Song Leaders will provide the names of groups and organizations to the database administrator.

(I.2) The following information would be included in the data base:

- name of the group/organization
- nature/goal of the organization
- its primary leaders
- address/email/other contact information
- recommended follow-up steps to build the relationship
- any comments on the appropriateness of promoting CT events, including fund raising activities with the group;

### **SALC/Song Leading at CT Rehearsals**

At the beginning of each season, a formal presentation about the nature and importance of the work of the SALC will be presented to Chorus members. The work of the SALC will be noted as an important activity that contributes to fulfilling the mission of the Chorus.



No more than fifteen minutes will be allocated for this presentation. The presentation will normally be scheduled during the first rehearsal of the CT season.

Created:	August 15, 2009
Approved By:	Board of Directors
Date of Review and Revision:	

## **16. Newsletter Guidelines and Procedures**

### **Purpose:**

The purpose of the Weekly is to communicate chorus business related to the singing members choral season and to build up communications and social networking within the chorus. Messages that relate to all the members of Common Thread (Singers, Leave of Absence Members, Social Membership, and Associate members) are generally communicated through a Membership Bulletin not the Weekly. There are some exceptions such as locations of board meetings and urgent communications.

Secondarily, it is a vehicle for informing the choir about community news and events that are cultural and/or social justice related.

The following are the priorities for inclusion in the newsletter:

- 1) chorus schedule, important dates, repertoire to practice
- 2) chorus business and news – from the conductor, board, committees
- 3) community notes, events, requests – from chorus members and then from outside groups

**No advertising for commercial purposes**, by choir members or others, is permitted, even in the form of attachments. Cultural events advertising is permitted even if for self-promotion of public cultural events such as concerts, book launches, etc.

In deference to those chorus members who have limited computer access and/or capacity, the number of attachments to any newsletter will be limited to only those deemed necessary. Those deemed discretionary can be posted on the bulletin board in the rehearsal hall.

- necessary – any documents or flyers sent by the board, conductor, and committees or CT groups and chorus events/activities;
- discretionary – documents, flyers and notices from other choruses, outside groups and community, member to member communications

The newsletter editors make the ultimate decisions about what items go into each newsletter.

### **Chorus Member Procedures:**

- Newsletter items need to be sent in .pdf format or Microsoft Word 97/2000/XP/2003 (.doc – do not use the .docx format) The editor has complete discretion about formatting items and condensing/editing them.
- Please try to keep announcement as brief as possible – use phrases and common abbreviations. Please sign it with your name and section (if appropriate).
- Copy is sent to <editor@commonthreadchorus.ca>.

The Chorus Administrator will print a few hard copies of each newsletter for distribution to those who do not have internet access or capacity. All other members are asked to print their own copy.

Ideally, the newsletter will be e-mailed by Monday evening in rehearsal weeks. The editor needs to receive all items by 6pm on the Sunday beforehand.

The editor could allow exceptions to this timing if an item of **urgency and importance** was submitted by Monday noon. (Examples: a change of venue for rehearsal is important and urgent, while notice of a upcoming community event does not qualify as either urgent or important, so please bring this second announcement to post on the bulletin board.)

Created:	February 2012
Approved By:	Board of Directors
Date of Review and Revision:	June 4, 2013

## **17. Membership and Accessibility Policies**

### **Common Thread Membership Policy and Procedures**

There are three types of members in Common Thread

1. Active Singing (includes social singers)
2. Active Volunteer, and
3. Associate

This policy and procedure document will give guidance to how membership is managed at Common Thread.

We are committed to removing barriers that exclude people and to addressing situations that make people feel uncomfortable in terms of their participation in any chorus activity.

#### **Active Singing**

When applicants are accepted as active singers or social singers, they are automatically accepted as Active Singing Members. Application forms should include information about membership and indicate that acceptance into the choir as a singer or a social singer also makes them an Active Singing Member

Leave of Absence (LOA) members are also considered active singing members. Active singers can go on LOA for a maximum of two years. The chorus administrator manages the LOA list according to policy.

By approving this policy their acceptance as an active singer or social singer is considered approval by the board as an Active Singing Member as required in the by-laws. Individual name approval by the board is not required.

#### **Active Volunteers**

A volunteer is anyone who has applied and is accepted as a volunteer according to volunteer policies and practices in place at the time. Once the volunteer has worked in volunteer activity for 20 hours they become an Active Volunteer and are eligible for membership upon application. All applications will be presented to the board for approval at regular meetings of the board once they have completed 20 hours of service and have filed an application for membership. Upon approval their names will be entered in the register of Active Volunteer Members.

A person remains a member for 12 months following their last active participation as a volunteer.

Individuals who are elected to the board of directors are considered an Active Volunteer Member, hours do not have to be recorded, nor are they required to submit an application form or be approved by the board as an Active Volunteer Member.

#### **Associate**

An Associate is a former active singer or volunteer who has officially applied for Associate status following their removal from either the active singer or volunteer roster.

Anyone who has applied to be an active singing member and is on the wait list can also, by application, become an Associate.

Anyone active in sing-a-longs or other social justice work of the choir can also, by application, become an Associate.

At each meeting of the board of directors any associate member applications will be presented to the board for approval.

Associate membership is approved for a five-year period and must be renewed after five years.

If mail, e-mail and telephone contact cannot be made with an associate member, they will automatically be removed from the associate membership list.

The chorus administrator will keep a list of Associate Members and note when they must renew their membership commitment. The chorus administrator will remind expiring members of their need to renew their associate membership.

**Inactive definition**

An active singing member becomes inactive 12 months after their application to be on LOA. If an LOA is applied for and approved for an additional 12 months the member becomes inactive after the second 12-month period.

An active volunteer who has not contributed 20 hours or more volunteer time for a period of 12 consecutive months shall become inactive.

**Good Standing definition**

A member in good standing is anyone who has completed his or her financial and/or time commitments to the Chorus.

The chorus administrator or any member of the board can bring a status change to the board for their approval of a change in status from good standing to inactive.

Examples would be a singer who has committed to pay annual singing membership fees and did not meet their commitment. Another example is someone who has been a singer and suddenly stops attending rehearsals without explanation even if their financial commitment is up to date. A volunteer who commits to help out and does not show or explain their absence could also change status from good standing to inactive.

The board is the final arbiter in determining good standing status. The board has the authority, as detailed in the by-laws, to remove a person from membership with due cause.

**Membership rights**

Membership rights are noted in the by-laws.

Only Active Singing Members and Active Volunteer Members can vote at the Annual General Meeting or any general meetings of the members.

Membership is not transferable.

The board has the authority, as detailed in the by-laws, to remove a person from membership with due cause.

Created:	March 2010
Approved By:	Board of Directors
Date of Review and Revision:	

## **18. General Attendance Requirement Policy and Procedures**

Attendance at weekly rehearsals, whether full-chorus or the monthly sectionals, at the fall and winter retreats, and at dress and technical rehearsals is required. The attendance policy has been developed over the years to support the musical preparedness necessary for concert performance and to encourage community cohesion.

Rehearsals start at 6:45pm. Attendance in each section will be taken at shortly after the start of rehearsal. If a member arrives late they are asked to confirm their arrival with the social section leader so they are not marked absent. Excessive lateness may count towards absences.

If a member has work or personal commitments which prevent them from arriving at rehearsal on time they need to advise their social section leader so the necessary allowance is made.

If a member has missed 4 or more rehearsals since the last performance, their readiness and participation in the next performance will be determined by the appropriate music and social section leaders.

If a member has missed 7 or more rehearsals during the year, their readiness and participation in the annual concert will be determined by the appropriate music and social section leaders and the conductor.

Created:	March 2010
Approved By:	Board of Directors
Date of Review and Revision:	

**19. Music and Social Section Leaders' responsibilities regarding attendance and lateness:**

- ✓ monitor attendance
- ✓ encourage full attendance through consultation with singers
- ✓ identify and assist in reducing barriers to full attendance
- ✓ suggest to singers what steps can be taken to make up for missed rehearsals
- ✓ assess readiness to sing at performances
- ✓ advise singers when they are not deemed ready to sing at a performance
- ✓ consult with CT Board in respect to policy matters

Created:	September 2007
Approved By:	Board of Directors
Date of Review and Revision:	

**20. Subsidy for Membership Fee**

The Chorus Administrator is authorized by the Board to negotiate a subsidy for the membership fee with any individual member. The Chorus Administrator will endeavor to find an amount (not zero) that the chorus member can afford. The member will not have to undergo any means test or questioning of their need for a subsidy.

The subsidy amount and the individual's name are confidential to the Chorus Administrator and the Treasurer.

Created:	September 2007
Approved By:	Board of Directors
Date of Review and Revision:	

**21. Leaves of Absence**

A member shall be granted a leave of absence for a period of up to one complete choral season provided he/she requests this leave in writing by submitting the appropriate form to the chorus administrator.

A member who takes a one season leave of absence shall be processed in the same manner as other returning members at the end of such leave

A member who requests a second leave of absence following the first leave shall be processed in the same manner as other returning members at the end of the leave. Additionally, they shall be advised, should they decide not to return to the chorus at the end of the second year but wish to remain in the chorus, that their name will be placed on the appropriate section waiting list.

Created:	June 2006
Approved By:	Board of Directors
Date of Review and Revision:	

## **22. Deferral of Entry to Chorus**

If a waiting list member is contacted and passes on his/her call-up or has failed to respond to such contact, he/she shall not be dropped from the waiting list. Instead, other following waiting list singers shall be contacted and may be inducted into the chorus.

If that same waiting list member is contacted a second time and again passes in his/her second call-up opportunity or if he/she again does not respond to contact, he/she shall be eliminated from the waiting list. At the time of the second call-up, the person shall be notified of the consequences of turning down this second opportunity. Such person shall also receive written notice of such action once it has been taken.

Created:	September 2007
Approved By:	Board of Directors
Date of Review and Revision:	

## **23. Accessibility**

Our goal is to make all activities fully accessible to members and those who attend our events. We are committed to attempting to remove any barriers that exclude people and to addressing situations that make people feel uncomfortable in terms of their participation in any chorus activity. To that end:

### **Financial:**

- 1) Subsidies for membership fees are available for those who need them.
- 2) Fees may be paid in installments.
- 3) Subsidies are available for retreats, extra workshops, and basic items of concert dress.
- 4) Effort is made to raise money through various fund-raising endeavors and grants in order to keep the fees as low as possible.
- 5) Pay-what-you-can and reduced-rate tickets are offered for all concerts.
- 6) Free tickets are often provided to various community organizations for distribution.

### **Physical:**

- 1) Rehearsal space and performance venues are wheelchair accessible.
- 2) Braille materials can be arranged for members and audience members who need them.
- 3) Environmental sensitivities are accommodated at scent-free and smoke-free events.
- 4) Coordination with WheelTrans can be provided as needed.
- 5) Locations are chosen considering access to public transit.
- 6) Car-pooling to rehearsal and events is encouraged.
- 7) Access to bike racks is provided.

### **Social:**

- 1) Childcare is provided for members on an as-needed basis for rehearsals and concerts. If children are very young, a subsidy of up to 75% of the cost of a child care provider in the member's home is offered.
- 2) The cost of in-home child care during concerts is fully covered.
- 3) Childcare (either on-site or in-home, depending on circumstances) is provided for the two annual retreats.
- 4) Events are scheduled for times that are good for families, e.g., a daytime concert.



- 5) Family members are involved in social events or retreats.

**Cultural:**

- 1) Multicultural events are included in the yearly calendar
- 2) Different religious holidays are respected in scheduling
- 3) Outreach strategies to diverse communities are based on their cultural practices
- 4) Accomodation is made for ethno-specific apparel if members desire wearing this.
- 5) We work with co-sponsoring organizations, in a way that’s culturally appropriate, e.g., seniors, youth, ethnic groups.
- 6) Guest artists and accompanists are chosen from various ethnic and language groups.

**Musical:**

- 1) Skill development activities are incorporated within rehearsals.
- 2) A musical buddy system is available.
- 3) Rehearsal recordings are provided in MP3 format.

**Environmental:**

- ✓ When food is provided it is healthy, culturally appropriate and diverse
- ✓ We use biodegradable and recyclable items, e.g., reusable containers for food and drink, paper cups for concerts
- ✓ Paper use is kept to a minimum by substituting email, phone, and oral communications.

**Communication:**

- 1) Plain, clear language is used in all communication
- 2) A microphone is used when making announcements
- 3) Songs are translated into English for audiences, or presented through oral synthesis by people representing the culture/language, or into written notations in concert program. Accessibility, childcare, etc. is communicated on all posters, press releases, etc.
- 4) Braille transcriptions for visually impaired chorus and audience members are provided
- 5) Different languages in flyers and posters, e.g., emphasizing one world, such as “musics”, to welcome multicultural audiences are used
- 6) Assistance for those with limited hearing, e.g., assistive hearing devices, printed words is available.

**Labour:**

- 1) Union or social justice shops are used in work for the chorus, e.g., printing
- 2) Fair wages for any service contractors, e.g., administration, child care, catering, etc. are paid
- 3) Items (e.g. T-shirts) produced by companies with fair labour practices, e.g., no child labour or sweatshop conditions are purchased.

Created:	September 2007
Approved By:	Board of Directors
Date of Review and Revision:	

#### **24. Policy for Subsidies for Child Care**

To fulfill its objective of accessibility, Common Thread will offer subsidies to those members needing child care in order to attend rehearsals, retreats, and concerts.

For at-home child care for rehearsals, members can request up to 75% subsidy of the fee paid. On-site child care may be arranged by the chorus and the parents from time to time.

For retreats and concerts, the full cost of child care will be covered by the chorus. In the case of chorus retreats, the membership chair will endeavor to work out with the families the best arrangement for children and child care providers, possibly having one family offer their home as the site for the child care for a number of children.

Created:	September 2006
Approved By:	Board of Directors
Date of Review and Revision:	

## **25. Common Thread as a Registered Charity**

### **Definitions**

A "registered charity" must be an independent body that is resident in Canada, and created or established in Canada. It must keep adequate books and records at a Canadian address recorded with Revenue Canada.

A "charitable organization" may be loosely characterized as an initiator of charitable activities, as distinct from an organization that funds the activities of others. Typically, it is responsible for administering a charitable program or series of programs and arranges for the conduct of its affairs through its own paid or unpaid employees, agents, or representatives.

A charity can claim charity tax status during the fiscal year it received this status.

In order to meet its requirements a "charitable organization" must devote all its resources to charitable activities carried on by the charity itself. It must ensure that no part of its income is payable to, or is otherwise available for the personal benefit of any proprietor, member, shareholder, trustee, etc. Therefore, it must, in any taxation year, expend at least 80% of the preceding year's donation receipts.

A "charitable organization" will be considered to be devoting its resources to its own charitable activities if the following conditions are met:

- e. it carries on a "related business"
- f. in any taxation year, it disburses not more than 50% of its income to "qualified donees"
- g. it disburses income to "associated charities"

A "charitable organization" must have an independent ("arm's length") board of directors. (Note: If 50% or more of its officers or directors are related to each other by blood, marriage or adoption, it cannot qualify under this category.)

Not more than 50% of the capital contributed (total contributions from all sources during the lifetime of the charity) may have been contributed by a person or group of persons not dealing with each other at "arm's length".

### **RULES APPLICABLE TO ALL REGISTERED CHARITIES**

#### **Filing of Annual Returns**

Every "registered charity" must, within six months after the end of the charity's fiscal period (taxation year) file a Registered Charity Information Return and Public Information Return (form T3010) with applicable schedules.

It is the responsibility of the charity to ensure that its filing obligations are met. Failure to file an annual return (or any required schedule) is cause for revocation of a charity's registration.

#### **Books and Records**

All "registered charities" must have available for inspection sufficient records to allow verification of the donation receipts issued, income received, and any disbursements made. It is required that such records, including duplicates of all donation receipts issued, be kept at the address recorded with the Department for this purpose.

### **PART III - DONATIONS AND RECEIPTS**

A gift may be defined as a voluntary transfer of property without consideration.

The following examples are not considered gifts and "official receipts" bearing a charity's registration number should not be issued for them:

- f. payments for membership that convey an advantage of material character to the member (the right to vote at meetings and to receive financial statements and reports on the activities of the charity is not considered to be a material advantage)
- g. tuition or other payments for which any right, privilege, benefit or advantage may accrue to the donor
- h. amounts received by loose collection, i.e., where a particular donor cannot be linked to a particular donation
- i. donations of services where the donor requests that he be supplied with a donation receipt to the value of services rendered
- j. a donation of merchandise that is stock in trade for the donor or is otherwise an expense of business
- k. donations of old clothes, furniture, home baking, hobby crafts, etc.
- l. amounts paid for admission to concerts, dinners and similar fund-raising functions any portion of the purchase price of a lottery ticket, despite the fact that the lottery proceeds accrue to one or more charities

### **Issuing Donation Receipts**

In order for a donation receipt to be valid, it must include the name and address of the donor, must be entered on the receipt form by an individual who has been authorized by the charity to issue receipts on its behalf. Receipt for donations received after the calendar year end may be issued for the previous year only if the donation was mailed in that year and the cheque or other instrument was dated in that year. Otherwise the receipt applies to the current year.

Created:	September 2007
Approved By:	Board of Directors
Date of Review and Revision:	

## **26. Finance and Fundraising Policies**

### **26.1 Financial Principles for Common Thread Community Chorus**

To ensure a liquid, financially resilient organization, the chorus has adopted the following principles for financial operations:

1. The chorus maintains a reserve fund (See Policy 5.0). because:
  - a. Donations and fundraising successes vary, we need a cushion against unexpected crunches, such as the financial crisis from 2005-06.
  - b. We have commitments to contract staff and service providers.
  - c. It eases cash-flow.
  - d. It is a best practice for organizational sustainability.
2. While the priority is to maintain a reserve level equivalent of 10 months operating expenses, surplus dollars above this amount can be re-directed to other priorities.
3. Revenue should come from a variety of sources: membership, donations, and fundraising.
4. Membership fees should collectively cover the core operating costs of the chorus, for example, salaries for contract staff and music.
5. CT is an accessible chorus and offers subsidies for people who cannot afford the full cost of membership.
6. Concerts should be self-sustaining with revenue generated from a variety of sources, including grants, admissions, advertising, and merchandise sales.
7. Special project dollars, such as the Sue Goldberg Fund and project-related grants, will not be used for operating costs or to offset membership fees.

### **26.2 Donation Collection Policy**

Common Thread: Community Chorus of Toronto (the "Corporation") is registered as a Charitable Institution, number 86777 2345 RR0001, which permits it to issue a receipt for tax credit purposes to persons making donations to the "Corporation".

The "Corporation" shall maintain a specially printed receipt showing the "Corporation's" name, full address, and registered charitable status number. The value of the receipt must equal the amount of the donation. The "Corporation" can receipt donations of cash or cheques. It can issue receipts for in-kind donations of tangible gifts, not services, provided:

1. Any gift over \$1000 in value is accompanied by a letter or certificate of evaluation signed by a qualified practitioner or appraiser;
2. Gifts under \$1000 are valued according to the practice of "fair market value" (FMV) for this region of Ontario at the present time. It is the responsibility of the donor to research the FMV of their gift.

The Treasurer shall be authorized by the Board of Directors to sign receipts for charitable donations to the "Corporation".

### **26.3 Memorial Donations Procedure**

A cash or cheque donation arrives via mail, is given in person at rehearsal or concert, or an electronic donation is submitted via the donation button on the chorus website.

The donation is forwarded to the Chorus Administrator who takes following steps:

- Completes an acknowledgement on a Common Thread note card addressed to the bereaved next of kin saying that a donation has been made to Common Thread in the memory of the deceased by the donor.

- Sends an email to the chorus member who is editing the weekly newsletter to include mention of the donation. (It could read something like “Common Thread is pleased to be the recipient of a donation in memory of ....” It can be as simple as that or if more is known about the deceased, there could be some information about his/her life.)
- Forwards donation to the Treasurer
- Keeps track of donation information and supplies this to the person creating the program for the May concert. The list of memorial donations simply states the name(s) of the deceased.

Treasurer receives donation and issues tax receipt to the donor, if requested.

Created:	December 2002 by Long-range Financial Planning Committee. Approved by the board November 17, 2008
Approved By:	Board of Directors
Date of Review and Revision:	

**26.4 Policy and Procedures for Acceptance of Pass-through Donations**

As a registered charity, Common Thread is occasionally asked to accept donations from other organizations on behalf of non-profit groups that are not registered as charities. Subsequent to receiving these donations, Common Thread issues a receipt to the donor organization and a cheque to the non-charity group.

This pass-through donation practice to “associated charities” is acceptable to Canada Revenue Agency as long as back-up records of these donations and payments are kept.

Common Thread is committed to assisting other non-profit groups whose missions and social justice focuses are similar to ours. This policy is to be enacted by the board on a case-by-case basis, upon submission of relevant details.

**26.5 Policy for Corporate Donors**

Common Thread is a non-profit community organization. We encourage donations from any individual or group with the understanding that:

1. Each donor will be listed alphabetically alongside all other contributors in official Common Thread literature.
2. Corporate/group logos will not appear in/on Common Thread literature, concert programs, reports, newsletters or products.
3. Donations do not entitle the donor to influence the artistic and social expressions of Common Thread.

**26.6 Policy for Determining Fundraising Efforts Targeted to Profit-Making Corporations**

**Background**

The Long Term Financial Planning Committee proposed a process for board approval when approaching corporations or businesses for financial or in-kind support. The committee recognized this is a sensitive area for a social justice oriented chorus and wanted to propose an

approach that would satisfy the membership regarding ethical issues. It is recognized that this is not a perfect solution and individuals might find individual choices problematic, however this is likely the best approach for a volunteer organization like CT.

### Approach

Common Thread will use the ethical screen developed by the Social Investment Organization (SIO) and Canada's socially responsible mutual fund company, Ethical Mutual Funds (EMF). These are the funds recommended by Alterna Savings (formerly Metro Credit Union) for their investors. The screen take into consideration issues such as treatment of workers, environmental issues, product produced or service delivered and other issues. If the corporation we would like to approach for support is on the SIO or EMF's screened-in list we would be able to proceed. If it is not we could attempt to apply the screen ourselves, but this would likely take a considerable amount of time and energy, so that is unlikely to happen.

Each time fundraising or other members would like to approach a company they would inform the board they would like to approach the company. The board would approach the approach.

Please note that this does not apply to small local business, members or work groups should feel free to approach local business for support.

The screening tool follows:

## Screening Tool Social Investment Organization

Our *Ethical* Principles are:

- [Non-tobacco](#)  
**Ethical Funds**® invests in companies that do not derive a significant portion of their income from the production of tobacco products.
- [Non-military](#)  
**Ethical Funds** invests in companies that provide products and services primarily for civilian, rather than military, purposes.
- [Non-nuclear](#)  
**Ethical Funds** invests in companies whose major source of revenue does not originate from the generation of power from nuclear fuel sources; and companies that are not engaged primarily in the exploration, mining, milling or refining of uranium.
- [Progressive stakeholder relations](#)  
**Ethical Funds** looks for companies that encourage progressive community, stakeholder and employee relations.
- [Human rights and equal opportunity](#)  
**Ethical Funds** looks for companies that respect human rights and when possible, encourage governments to establish progressive human rights practices.
- [Progressive environmental practices](#)  
**Ethical Funds** looks for companies that show leadership in environmentally responsible practices.

## How the Screens for “Ethical Mutual Funds” Are Derived

The SIO **Ethical** Principles are established by their Board of Directors, based on the recommendations of the Board's SRI Committee in consultation with **Ethical Funds** management. Unitholder input and direction is sought through regular correspondence and communications and through periodic scientific surveys.

- The values that inform the **Ethical** Principles and Criteria are consistent with the values that inform the international legal and policy framework in which business is conducted.

**Ethical Funds** looks to these documents for inspiration and policy guidance. The Government of Canada has supported all of these agreements.

Created:	November 17, 2008
Approved By:	Board of Directors
Date of Review and Revision:	



## **Appendix A: Board Confidentiality and Conflict of Interest Declaration**

By signing the following I am agreeing:

- ✓ To be a director of Common Thread: Community Chorus of Toronto;
- ✓ that I can participate in a board meeting by telephone or other communication equipment as long as all persons in the meeting can hear each other;
- ✓ that I will keep confidential any information that I obtain through my position with Common Thread: Community Chorus of Toronto, unless authorized by the board of Common Thread to release that information. This applies while I am a board member of Common Thread: Community Chorus of Toronto and after I am no longer a board member, indefinitely.

Confidential information is:

- personal and financial information about members, donors, volunteers, supporters, and/or contractors, and
- information about Common Thread: Community Chorus of Toronto business which should be kept private and confidential to protect Common Thread.

Conflict of Interest:

The standard of behaviour at Common Thread: Community Chorus of Toronto is that all board members scrupulously avoid any conflict of interest between the interests of the organization on one hand and personal, professional, and business interests on the other. This includes actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that the purpose of this policy is to protect the integrity of the chorus's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of supporters, volunteers, contractors, and board members.

In the course of meetings and activities, I will disclose any interests in a transaction or decision where I (including my business or other non-profit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## **Appendix B Common Thread By-Laws**

### **Mission Statement**

Common Thread Community Chorus of Toronto is a non-audition, folk-roots chorus that promotes social justice and community through the performance of joyful, empowering, culturally diverse music from non-religious world traditions.

Our Values, Beliefs and Principles:

1. We believe in inclusivity, accessibility and engagement.
2. We value all voices. We believe that everyone can sing and that together we can make beautiful music. We aim to put a song on people's lips, not just in their ears.
3. We value and celebrate the dignity of all people and their struggles to create a better world.
4. As citizens of the world we value diversity in all its forms and the principles of pluralism and respect for human rights.
5. We believe in the principle that music is a powerful vehicle for activism and advocacy and that songs of struggle gain more depth when balanced by songs that celebrate all aspects of life.
6. We sing primarily non-religious music but we will sing songs with faith-based references, to respect and honour their role in historical or contemporary human-rights struggles.
7. We value community building within the chorus and between the chorus and the broader community.

This By-law contains the rules under which Common Thread Community Chorus ("Common Thread") is organized. The Charities Accounting Act, Charitable Gifts Act and Ontario *Corporations Act* (the "Act") regulate Common Thread. Certain parts of the Act contain rules that are not included in this By-law. Members should refer to them when questions come up.

### **Article 1: About This By-law**

#### **1.1 Priority of This By-law**

- (a) Any future by-laws can only amend this by-law if the future by-law states that it is doing so.
- (b) If there is a conflict between documents, the documents will govern in the following order:
  - First, the Act
  - Second, the Letters Patent and any Supplementary Letters Patent
  - Third, this by-law and any other by-laws of Common Thread
  - Fourth, duly enacted motions of the board and membership of Common Thread.

Common Thread board, members and employees must follow this order of priority.

#### **1.2 Amending By-laws and Enacting New By-laws**

A by-law enacted by the Board of Directors, and any repeal, amendment, or re-enactment of a by-law by the Board of Directors, shall be effective only until the next annual meeting of the members, unless it is confirmed by the members at the annual meeting or confirmed before the annual meeting by the members at a general meeting called for that purpose. In order for a by-law, amendment to a by-law, repeal of a by-

law, or reenactment of a by-law to be confirmed, it must be approved by two-thirds of the votes cast at a meeting of members. If there is not confirmation before the annual meeting or, at the latest, at the annual meeting that

next follows enactment by the Board of Directors, then the by-law (or an amendment, repeal, or re-enactment

of a by-law) shall cease to have effect.

### **1.3 Notice of By---Law Amendments**

Members will be given two (2) weeks notice of any proposed by-law amendments

## **Article 2: Membership**

### **2.1 Types of Members**

Everyone will be welcomed and encouraged to become involved in Common Thread's membership, activities, and programs.

Common Thread will have three types of members:

- Active singing members
- Active volunteers, and
- Associate members (former active singing members and former active volunteers)

### **2.2 Active Singing Members and Active Volunteers**

To become active singing members or active volunteers of Common Thread applicants must be committed to the aims and objectives of Common Thread, (See Mission Statement), and

- Be approved by the board as members
- Be members in good standing. Board policy will define "in good standing".

When someone who is an active singing member or active volunteer of Common Thread becomes inactive, his or her membership will lapse. The person may request to become an associate member. Members who become inactive will be informed of their change of status. Board policy and procedure will define "inactive".

### **2.3 Associate Members**

To become an associate member of Common Thread, applicants must be committed to the aims and objectives of Common Thread and be approved by the board as associate members.

When someone who is an associate member of Common Thread is selected and approved as an active singer or an active volunteer, they will automatically become an active singing or active volunteer member of Common Thread.

### **2.4 Rights and Obligations of Members**

(a) All members will abide by the Letters Patent and By-laws of Common Thread and further the goals of Common Thread as stated in any Mission Statement as well as the equity policy adopted by the board. Members will pay any membership fee that may be set by the board. However, no person shall be denied membership on the basis of inability to pay.

(b) All members will have the right to:

- Receive notice of, attend, make motions at and participate in all annual and other official meetings of members and in planning days and information and informal meetings of members.
- Participate in and receive the rights and considerations offered to them by the various groups, programs, and activities of Common Thread
- Periodically receive information about Common Thread and its programs.

(c) Active singing and active volunteer members will also have the rights to:

- Vote in the election of directors of Common Thread
- Vote on all matters brought before annual and other meetings of members

Associate members do not have the right to vote.

## **2.5 Transfers and Withdrawals**

Members cannot transfer their membership to another person. Members may resign from membership by giving written notice to Common Thread.

## **2.6 Removal from Membership**

Members may be removed from membership by a two-thirds majority vote of the board. Before passing a motion to expel someone, they will be given ten days written notice of the board meeting where their removal will be discussed, stating the grounds for the proposed removal and giving an opportunity to appear and speak at the board meeting with or without any representative they may wish to bring.

# **Article 3: Members Meeting**

## **3.1 Annual Members Meeting**

Common Thread must hold an annual members meeting no later than 15 months after the last annual meeting.

## **3.2 Special Members Meetings**

The board of the members at a proper meeting can call a special members meeting. Members meetings can also be called as stated in Section 295 of the Act. This requires one-tenth of the members entitled to vote to sign a requisition for a meeting and deliver it to Common Thread's office. The details are stated in section 295 of the Act.

## **3.3 Place of Meeting**

Members meetings must be held in the City of Toronto.

### **3.4 Notice of Members Meetings**

Notice of any members meeting must be given to the members not less than ten days nor more than fifty days before the date of the meeting. Notice of annual general meeting must be given not less than 21 or more than 50 days before the meeting. Notice must include the time and place of the meeting. Notice must be given to everyone who is a member at least eleven days before the date for the meeting. Section 9.2 of this By-law describes rules for giving notice. Section 9.3 of this By-law describes how to calculate the right date for giving notice.

### **3.5 Agenda of Annual or Special Members Meetings**

(a) The agenda for each annual meeting must include

- Election of directors
- Approving the auditor's report, if applicable
- Approving the financial statements
- Appointing the auditor for the next year, if applicable
- Fixing the auditor's remuneration, or authorizing the board to do so, if applicable.

The agenda usually includes reports from the board, committees and staff.

(b) The agenda for annual or special members meetings may include other business. The general nature of any other business to be dealt with at the meeting must be stated in the notice of the meeting. Members can raise any matter at the meeting, but they cannot vote on it if it was not included in the notice.

(c) Members may file written notices of motions with the secretary of Common Thread. If these are received at least fourteen days prior to the last date for mailing notices of the meeting and they are legally within the powers of the members to pass, they will be included on the agenda of the meeting.

### **3.6 Continuing a Meeting on Another Date**

(a) If business is not completed at a members meeting, the members can make a decision to continue the meeting on another date. The members can set a specific date, or state how a date will be chosen. A majority vote is needed to make the decision. A majority is defined as 50% (of the members attending) + 1.

The agenda of the original meeting will be followed at the continued meeting unless the members decide to change it.

(b) If the members set a specific date for the continued meeting, there is no need to give another notice. If they do not set a specific date, the board must give at least ten days notice of the continued meeting unless the members decided on a different notice period.

(c) Decisions made at a continued meeting will have the same effect as if they were made at the original meeting.

### **3.7 Quorum at Members Meetings**

(a) Quorum at members meetings means the minimum number of active singing members and active volunteers who must be present for Common Thread to hold an official members meeting and make decisions or transact any business.

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If there is no quorum, anything discussed has no official status. However, the meeting can be continued as an information meeting.

(b) A minimum of thirty members who are active singing or volunteer members make up a quorum at an annual meeting or for any election of directors at any other meeting. Twenty-five makes up a quorum in all other cases.

### **3.8 Voting**

- (a) Each active singing and active volunteer member has the right to vote at any members meeting. However, a new or reinstated active singing or active volunteer member cannot vote unless their application has been received at least sixty days before the meeting. The board can waive the waiting period for specifically named individuals.
- (b) Active signing and active volunteer members can appoint someone else to vote for them as their proxy. See section 84 of the Act. The board will specify any necessary forms and procedures.
- (c) A majority vote is needed to make any decisions, unless a by-law, or the Act, states differently.
- (d) A two-thirds majority vote of the members attending or voting by proxy at a meeting where quorum is reached is needed to pass or amend by-laws after the board has passed them.
- (e) An abstention is not counted as a vote
- (f) References in the Act, letters Patent or by-laws to any decision of the members or vote of the members mean only the active singing or active volunteer members.

### **3.9 Attendance by Non-members**

- (a) Employees of Common Thread have the right to attend and speak at members meetings unless the members decide otherwise. They cannot vote or make motions.
- (b) Other non-members can attend and speak at meetings only if the chair gives them permission. The members can reverse the chair's permission. Non-members cannot vote or make motions.

### **3.10 Record of Attendance**

The secretary is responsible for recording the names of all persons who attend members meetings.

### **3.11 Conduct of Members Meetings**

The **Rules of Order** is a part of this By-law and is attached as Schedule A. The chair uses the Rules of Order to run members meetings and decides any questions about procedure that is not in the Rules of Order. The members have the right to appeal the chair's ruling as stated in the Rules of Order.

## **Article 4: Board of Directors**

### **4.1 Powers and Duties of the Board**

- (a) The board manages and directs the business of Common Thread. It can use all the powers of Common Thread, unless the Act or the by-laws say that a members' meeting is needed to decide on something.
- (b) The board can act only by a decision at a proper board meeting. The board can delegate authority to board and committee members and to staff.

### **4.2 Number of Directors and Quorum**

- (a) The board is made up of nine (9) directors.
- (b) Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.
- (c) Fifty percent (50%) plus one make up a quorum.

### **4.3 Who Can Act as a Director**

- (a) To be a director, a person must be eighteen years or older. Anyone who is an un-discharged bankrupt cannot be a director.
- (b) To be an elected as a director, a person must be approved by the board as stated in 4.6
- (c) To be a director the person must be a member of Common Thread. If anon-member is elected, the board must admit that person as a member within ten days of the election.
- (d) Directors must be elected at a members' meeting. People cannot be directors if they were present at a meeting and refused to accept the office. If absent from the meeting, a person must agree in writing to be a director, prior to the meeting. They must do this within ten days of the meeting. If not, there is a vacancy on the board and 4.10 of this By-law applies.
- (e) All directors should sign an agreement accepting their position and accepting the form and rules of meetings and confidentiality, whether or not they were at the meeting where they were elected. Common Thread can use the sample agreement for attached to this By-law as Schedule B.

### **4.4 Types of Directors and Term of Office**

- (a) At any regular election or if there is a vacancy on the board, directors will be elected by the members or appointed by the board.
- (b) The directors will have staggered terms. All directors will be elected to two-year terms. If there is a vacancy, it is filled for the balance of the original term.
- (c) Unless they resign or are removed, directors serve until the first board meeting following the election of their successors. This means the term might not be precisely two years.

- (d) No active singing or active volunteer member can be elected as a director for more than three consecutive full terms. This does not include a partial term where they were appointed by the board to fill a vacancy.

#### **4.5 Election of Directors**

- (a) Active singing and active volunteer members elect the directors. Normally, elections take place at the annual meeting but they can be scheduled for another meeting. If vacancies occur, the board appoints someone as stated in 4.10 of this By-law
- (b) The election is by secret ballot. Members must cast a number of votes equal to the number of positions to be filled. Any ballot that has more or less votes will not be counted. For example, if the meeting is electing two directors, then members must vote for exactly two of the candidates. Members cannot, on the same ballot, vote more than once for a candidate.
- (c) In counting the ballots, candidates will be ranked according to the number of votes received.
- (d) At Common Thread's first Annual General Meeting directors will be elected in the following order:
- The first four highest-ranking members all receive two-year terms.
  - The next three highest ranking members will receive one year terms.
- (e) In subsequent years members will be replaced as their terms expire or they resign. Elections will be held only for the vacancies required to bring the board up to its required number.
- (f) If not enough active singing or active volunteer members run to reach seven pre-existing and newly elected directors, then the positions will be considered vacant to be filled by the board under 4.10.
- (g) Where there is an acclamation, the secretary will cast a single vote in favour of the candidates who are acclaimed.
- (h) Members can vote only during a proper meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a quorum present while the votes are being counted and when the results of the vote are announced. If there is a tie and a quorum is no longer present then the board must call a new meeting to complete the election.

#### **4.6 Nominating Committee**

- (a) Before the meeting to elect directors, the board should appoint a nominating committee made up of board members. The committee is responsible for obtaining candidates to run for the board.
- (b) The board may delegate the responsibilities of a Nominating Committee to another Common Thread Committee.
- (c) Members can apply to be nominated by signing a document stating that they are prepared to serve as directors if elected. Members of the committee will interview them. The committee can also propose candidates that have not done this. The committee will give a written report on the candidates to the board at least one week before the members' meeting where the elections will be held. Any Common Thread member can inspect this report during rehearsal hours



- (d) The board will review the report and may accept or reject any of the names proposed by the committee or add other names.
- (e) Everyone on the list passed by the board will be nominated by a board member at the members' meeting.
- (f) Candidates may also be nominated from the floor at the members' meeting. The nominated candidate must be present at the meeting and agree to stand for election.

#### **4.7 Procedures for Elections**

- (a) The nominations committee counts the votes and announces the results. The meeting will appoint two at-large scrutineers. The number of votes that each candidate got or the order in which they finished should not be announced.
- (b) A second election must be held immediately if there is a tie for the final position for a director. In the second election only the candidates who were tied for the final position can be on the ballot.

#### **4.8 Resignation of a Director**

A director can resign by giving written notice, delivered either to the president or to the Common Thread office. The resignation will not take effect until the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

#### **4.9 Removal of a Director**

(a) The members can remove a director before the end of the director's term with a two-thirds majority vote. The Board of Directors may recommend that the members remove a director, if :

- the director is absent from three consecutive board meetings without agreement or legitimate reason
- the director has not carried out the other responsibilities of a director
- the director has not carried out the responsibilities of a member or has broken Common Thread's bylaws, or
- the board feels that if that person remains a director Common Thread's interests will be harmed.

(b) Notice that a motion will be made at a meeting of the members to remove a director must be included in the notice for the meeting. Any director who is the subject of such a proposed motion shall have the opportunity to appear either personally or by a representative and speak at the meeting of the members.

#### **4.10 Vacancy**

If there is still a quorum on the board, the directors can appoint a qualified person for the rest of the term of the former director.

If no quorum of directors remains in office, the remaining directors must call a members meeting to fill the vacancies. At that meeting the members elect directors to serve the rest of the terms of the former directors.

#### **4.11 Board Meetings**

##### **(a) Place of Meetings**

Board meetings must be held in the Province of Ontario

##### **(b) Regular Meetings**

Unless the Board decides something else, the board will hold regular monthly meetings on a date decided at the previous meeting, or at a regular time set by the board. There is no need to give notice of regular meetings.

##### **(c) Special Meetings**

The board can hold special meetings. A special meeting can be called by a decision of the board, by the president or vice-president, or by a quorum of directors.

Each director must be given at least three days written notice of a special meeting. The notice must state the general nature of the meetings' business.

##### **(d) Emergency Meetings**

A special meeting of the board can be called on less than three days notice if:

- There is an emergency, and
- A quorum of directors is present at the meeting.

Emergency meetings can be called only in very unusual circumstances. There must be a report to the next regular directors' meeting of any decision made at an emergency meeting.

##### **(e) Agenda of a board meeting**

An agenda should be given to directors before a board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the board can consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the board can only consider the business stated in the notice, or the agenda given with the notice.

##### **(f) Giving up the right to notice**

Directors can give up their right to a notice. This must be done in writing.

##### **(g) Chair**

The chair of board meetings can be either the president or another person chosen by the board.

The chair can vote on all matters that come before the board meetings and can vote a second time to break a tie.

**(g) Voting**

Each director has one vote at board meetings. Other persons present do not have a vote. A majority vote is needed to make a decision unless this By-law states differently.

**(h) Procedures**

This By-law's procedures for members' meetings and the Rules of Order also apply to board meetings except when this By-law states differently. Procedures at board meetings will be the same as members' meetings with all appropriate changes.

**(i) Taking part in meetings**

If none of the directors present at a meeting objects, any or all directors can participate in a board meeting, or a committee meeting by telephone or other communication equipment. All persons must be able to hear each other or communicate with each other simultaneously and instantaneously. A director participating in a meeting in this way will be considered to be present at the meeting.

**4.12 Members, Non-members and Employees at Board Meetings**

The board should notify the members of the time and place of board meetings, particularly the schedule of regular meetings. The board should try to hold meetings in a place that is large enough to accommodate any members who may want to come. Failure to do the above does not invalidate a meeting. Members and employees of Common Thread can attend board meetings except when the board makes a decision stating that some or all of the business of the meeting is confidential. Persons who are not directors can speak with the board's permission, but they cannot make motions or vote.

**4.13 Minutes of Board Meetings**

- (a) The minutes, or brief summaries, of all board meetings should be made available to members as soon as possible after the meeting.
- (b) Confidential minutes must only be available to board members unless the board decides otherwise.

**Article 5: Officers**

**5.1 Meaning of "Officers"**

Unless this By-law or the Act states differently, the word "officers" means only the officers as stated in this Article. It does not refer to employees of Common Thread.

**5.2 Election of Officers**

- (a) The board elects the following officers annually, or more often as needed:

- President
- Vice-president
- Secretary
- Treasurer

The officers will be elected at the first meeting after an annual board election. The board can fill vacancies as necessary. The board can elect any other officers and give them any authority and duties.

- (b) No person can hold more than one office
- (c) All officers must be directors. An office becomes vacant as soon as the officeholder resigns, or is removed, as a director.

### **5.3 Removal of Officers**

This section deals with removing an officer. Section 4.9 of this By-law is concerned with removing a director.

- (a) The board can remove any officer by a decision at any time and for any reason. Notice of this decision must be given to the officer in writing.
- (b) The directors can immediately choose another qualified person to fill the vacancy.

### **5.4 Resignation of Officers**

This section deals with the resignation of an officer. Section 4.8 of this By-law is concerned with the resignation of a director.

An officer can resign by giving written notice to the president or the office of Common Thread. The resignation takes effect when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

### **5.5 The President and Vice-President**

(a) The president

- Gives leadership to Common Thread
- Usually chairs board and members' meetings
- Follows the decisions approved at board and members' meetings
- Co-ordinates the work of the board, committees, members and staff

(b) The president and vice-president work together to carry out the above responsibilities. They decide how they will share them. They review their roles regularly to make sure that they are carrying out all the responsibilities. The vice-president acts in the absence of the president.

### **5.6 The Secretary**

The secretary, must ensure that

- All required notices of board and members' meetings are given
- All the necessary documents for board and members meetings are provided
- A complete membership list is kept for Common Thread
- The minute book of Common Thread is kept up to date
- All necessary notices are filed with the Province
- Complete minutes of all board and members' meetings are kept and distributed before the next meeting.

The secretary will not personally perform these duties if they are part of staff duties. The secretary will work with the responsible staff on them. The president must see that the staff duties are done and that all legal requirements are met. This may be delegated to any director.

### **5.7 The Treasurer**

The treasurer must understand Common Threads finances and report on them to the board and the members. The treasurer will work with any responsible staff person on them. The president must see that the staff duties are done and that all legal requirements are met. This may be delegated to any director.

## **Article 6: Committees**

### **6.1 Creating Committees**

The board can create a committee. It can decide on the duties of the committee and appoint and remove the committee's members. The president will automatically be a member of all committees, but may appoint another director to be on any specific committee instead. People who are not directors can be on committees. Committees can be established without directors being members of the committee.

### **6.2 Role of Committees**

- (a) Each committee reports to the board at least quarterly.
- (b) A committee must have the authority from a by---law or from a motion passed by the board or by members at a members meeting to
  - Spend money
  - Authorize any expense
  - Enter into any contract, or
  - Commit Common Thread to any action.

## **Article 7: Standards**

### **7.1 Conduct of Individual Directors and Officers**

Each director and officer must

- Act honestly, in good faith and in the best interests of Common Thread at all times rather than in their own interest
- Exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

- Attend all board and members' meetings, unless excused by the board, and provide notice when they must be absent
- Prepare for all meetings, and
- Keep confidential any private information about the affairs of Common Thread, its members, and staff

## **7.2 Payment of Directors and Officers**

- (a) Directors and officers serve without payment of any kind. However, they have the right to be paid for traveling or other expenses while doing business for Common Thread as long as the expenses are reasonable. The board must meet guidelines and limits set by the board. Directors and officers cannot receive compensation for lost income while doing business for Common Thread.
- (b) Directors and officers cannot enter into any contracts with Common Thread.

## **7.3 Candidates for Public Office**

No director may, as or on behalf of a candidate for public office, purport to speak on behalf of Common Thread, or seek financial support from Common Thread. No person holding an elected public office may serve as a director.

## **7.4 Types of Conflict of Interest**

- (a) A conflict of interest is when someone benefits personally in any way from a decision of Common Thread. This Article covers conflicts of interest of officers, directors, committee members and employees. It also covers all persons in their households and relatives.
- (b) A conflict of interest can happen when a director or an employee
- Makes or takes part in a decision affecting Common Thread's affairs, and
  - Has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of Common Thread members do not have, or which only a few other members have. An example would be where Common Thread signs a contract with a director or a company in which they, their household members or relatives, have a financial interest or any stock

## **7.5 Deciding Whether There Is a Conflict of Interest**

The facts of each case are different and careful judgment is needed to decide whether or not there is a conflict of interest. The board should follow the procedures below.

## **7.6 Procedures When There is a Conflict of Interest**

### **(a) When a director has or may have a conflict of interest**

When a director has or may have a conflict of interest:

- The director should declare the conflict of interest at the board meeting considering the matter.
- If a director does not declare a conflict of interest, but another director is aware of one, the other director must bring it up at the meeting.
- The board then decides whether there is a conflict of interest.
- If there is a conflict of interest, the director cannot vote on the matter and must not be present during any of the meetings discussing the matter.

**(b) When a committee member has or may have a conflict of interest**

If a committee member has or may have a conflict of interest, the committee must follow the same procedure as the board. If there is a dispute, the matter can be appealed to the board. The board decision is final.

**(c) When an employee has or may have a conflict of interest**

An employee who has or may have a conflict of interest must report it to the employee's supervisor, and follow the supervisor's directions.

**(d) All other conflicts of interest**

If any member or officer acting for Common Thread has or may have a conflict of interest, that person must report it to the board. The board must decide on the matter.

**7.7 Conflict of Interest Policy**

The board can adopt a policy relating to conflict of interest. All directors, members and employees will observe the policy. In case of conflict the By---law will govern.

**Article 8: Financial and Legal**

**8.1 Fiscal Year**

The fiscal year of Common Thread starts July 1 and ends June 30 of the following year. The board can change the fiscal year.

**8.2 Auditor**

(a) The members appoint an auditor at each annual members' meeting. The auditor can be either a chartered accountant or a chartered accountant firm.

The auditor stays in office until the members appoint the next auditor. The board will arrange for payment

of the auditor if authorized by the members.

(b) The Act states how to remove and auditor and appoint a different auditor.

(c) The auditor must have access to the books, accounts and vouchers of Common Thread at all reasonable times.

(d) The directors, employees and officers of Common Thread must provide any information and explanations that the auditor needs.

**8.3 Auditor's Report**

The auditor reports at the annual members' meeting on the financial statements of Common Thread.

## **8.4 Signing Officers**

- (a) The board will determine which officers and/or staff are signing officers for cheques and similar documents and will determine any limits on their authority and any procedures that it considers appropriate. The board may appoint alternates to act as signing officers in the absence of the normal signing officers, either generally or on any specific absence.
- (b) All cheques or other negotiable documents must be signed by two signing officers. Officers must never sign a blank cheque already signed by another officer.

Before signing a cheque or other negotiable document, the officers must make sure that the expense has been properly authorized.

- (c) All other documents must be signed by two signing officers. This includes written commitment of Common Thread such as a contract for work to be done.
- (d) The board can make a specific decision to appoint any officer, director or employee to sign specific documents, or any class of documents, for Common Thread.
- (e) When authorizing a document, the board can decide its exact form. If it does not, the signing officers can approve the final document.

## **8.5 Financial Institution**

The board may decide by resolution on the financial institution to be used by Common Thread, the terms and details of use, the safekeeping of securities and other financial assets and the authorization for dealing with the institutions and the assets.

## **8.6 Head Office**

The head office of Common Thread will be in the City of Toronto at a specific location chosen by the Board.

## **Article 9: Notice**

### **9.1 Defects in Notice**

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice to a person entitled to it. It also includes a person's not receiving a notice that has been sent.

### **9.2 Delivery of Notice**

Notices or other documents may be given personally to a member or sent by ordinary or electronic mail to the members at their last address, as shown on the books and records of Common Thread. Where something is served by mail, it will be considered to have been delivered, served or given on the third day after it was mailed.

### **9.3 Calculating Time for Notices**



When calculating time for a notice, the date on which the notice is given is not counted, but the date the meeting or event is counted. For example, a members' meeting is scheduled for Thursday October 21. The Bylaw states that there must be a notice often days. Counting back ten days, including the day of the meeting, this count will end at Tuesday, October 12. Therefore, notice should be given on or before Monday, October 11. Sundays or holidays are included when counting.

PASSED by the Board of Directors on February 21, 2002.

President

Secretary

CONFIRMED by two-thirds of the votes cast at a general meeting of members March 20, 2002.

President

Secretary

**Revisions to article 4.2:**

PASSED by the Board of Directors, November 20, 2007.

President

Secretary

CONFIRMED by two-thirds of the votes cast at a general meeting of members, December 12, 2007.

**Revisions and additions to article 4.1 and 4.2:**

PASSED by the Board of Directors, November 19, 2012.

President

Secretary

CONFIRMED by two-thirds of the votes cast at a general meeting of members, December 12, 2012.

President

Secretary

**Revisions and additions to the Mission Statement and article 3.7(b):**

PASSED by the Board of Directors, November 21, 2013.

President

Secretary

Amended then CONFIRMED by two-thirds of the votes cast at a general meeting of members, December 18, 2013.

President

Secretary