

La compagnie de danse folklorique Philippine de  
Montréal PAMANA ng LuzViMinda  
(Montréal-Québec-Canada)



PAMANA ng LuzViMinda Philippine Folkloric  
Dance Company of Montreal-Quebec-Canada

# CONSTITUTION & BY-LAWS

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## **Preamble**

It is the expressed desire of us, the undersigned, in order to promote Filipino heritage and culture and enhance its identity through participation and involvement in activities and projects consistent with our mutual interests and concerns and those of the community in which we live, do hereby freely constitute ourselves, as a non-profit organization incorporated under the provisions of Part III of the Companies Act of the Government of Quebec, and in conformity with the laws of Canada; certify that:

## **Article I: Name**

**Section 1.1** The official French name of the organization shall be La compagnie de danse folklorique Philippine PAMANA ng LuzViminda (Montreal-Québec-Canada)

**Section 1.2** The official English name of the organization shall be PAMANA ng LuzViMinda Philippine Folkloric Dance Company of Montreal-Quebec-Canada.

**Section 1.3** The equivalent abbreviation of said name shall be PAMANA, herein also referred to as The Company, and is a registered (#116 327 101 9), not-for-profit, charitable agency. The activities of PAMANA shall be carried on without purpose of monetary gain for its members. Any excess funds or other accretions to PAMANA shall be used in promoting its goals.

## **Article II: Purpose**

**Section 2.1** To preserve and showcase Philippine heritage and culture by promoting and conducting events and activities in the various forms of the Performing Arts for the benefit of the local, national and international community at large.

**Section 2.2** To share and provide information and facts about the Philippines, and to depict its culture through the Performing Arts.

**Section 2.3** To arrange, coordinate and provide musical, dramatic and artistic entertainment to local and international communities.

**Section 2.4** To train Filipino-Canadian youth and instill a sense of pride in the cultural dances, music, songs and languages of the Philippines, so that they will be knowledgeable of their ancestry.

- Section 2.5** To provide the community with a social group that will help in providing opportunities for the youth to discover and develop their talents and capabilities, while learning to promote the spirit of volunteerism.
- Section 2.6** To provide the healthy recreation of the members and to promote and afford opportunities for social activities and friendly interactions.
- Section 2.7** To provide leadership training to members of the Company and the Executive Board through seminars, workshops and conferences.
- Section 2.8** To facilitate travel and performance opportunities to the members of the Company across Canada and internationally.
- Section 2.9** To participate in the social, cultural and civic life of Quebec and Canada.

### **Article III: Affiliations**

- Section 3.1** As a member organization of Société du patrimoine d'expression du Québec (SPEQ) and of Folklore Canada International (FCI), The Company shall be guided by the most current regulations and policies of these bodies.
- Section 3.2** This Company shall operate in full compliance with all local, provincial, and federal laws regardless of contradictory material that may be contained in this document.

### **Article IV: Membership**

#### **Section 4.1 Definition, Eligibility & Composition**

A member is defined as a person whose name is registered with The Company and whose name appears on the official Company List. Members should possess good rapport with the community, maintain good standing within the Company and uphold the Constitution and adhere to the By-Laws. The majority of the members must be Regular Members.

## **Section 4.2 Admissions and Terminations**

a. To register for membership, an Application for Membership must be submitted to the Company on a form duly approved and authorized by the Executive Board.

b. Any member may withdraw from the Company by delivering a written resignation at least three (3) weeks prior to anticipated termination date to the Secretary. Such resignation shall be considered final only after such resigning member has cleared any outstanding debts, returned properties belonging to The Company and has been dispersed by the Executive Board of any duties or obligations.

c. The Executive Board reserves the right to revoke, deny or suspend membership of any member whose conduct shall have been determined by the Executive Board to be improper, unbecoming, or likely to endanger or to compromise the name, interests and/or objectives of The Company, or who willfully contravenes the Constitution and/or By-Laws of The Company. This action will be taken only after due process has been taken, as determined by *Article IX: Removal of Members*.

## **Section 4.3 Regular Members**

A person shall be admitted as a Regular Member of The Company if such person is 16 years of age or older and a resident of Canada and Quebec. A Regular Member is accorded the right to participate in all activities of the The Company, to vote and seek or to hold office (where applicable). Regular Members who have outstanding fees, dues or fines are not entitled to vote until such accounts are settled.

## **Section 4.4 Junior Regular Members**

A person shall be admitted as a Junior Regular Member of The Company if such person is under 16 years of age and is a resident of Canada and Quebec. A Junior Regular Member is accorded the right to participate in all activities of the The Company however has no voting privileges.

## **Section 4.5 Associate Members**

A person shall be admitted as an Associate Member of The Company if such person is 16 years of age or older and a resident of Canada. An Associate Member shall be a friend of the Company and lend voluntary support in the way of finances and services.

The Associate Member is not required to pay annual membership dues and so shall have no voting privileges.

**Section 4.6           Honourary Members**

From time to time an Honorary Membership may be granted to an individual deemed by the Executive Board to have given outstanding service in the Filipino community and/or the field of arts and dance education. The Honorary Member is not required to pay annual membership dues and so shall have no voting privileges.

**Article V: Executive Board**

**Section 5.1           Purpose**

Management of The Company shall be vested in an Executive Board whose purposes are to, but not limited to the following:

- a. Set policies for The Company and have the power to approve amendments in accordance with the provision on amendments thereof.
- b. Approve budgets and financial statements of The Company.
- c. Assign any duties to any member of the Executive Board as it deems necessary to attain the objectives of The Company and to carry out effectively the functions of the Executive Board.
- d. Appoint Standing Committee(s) and Ad-Hoc Committees and to mandate, extend powers, and give direction to the Committee officers.

**Section 5.2           Composition & Structure**

The Executive Board shall consist of the following officers:

- A. President
- B. Vice-President
- C. Secretary
- D. Director of Finance
- E. Director of Marketing Communications
- F. Artistic Director
- G. Associate Artistic Director
- H. Parent Representative

**Section 5.3           Power to Appoint**

- a. The Executive Board shall appoint the Artistic Director.
- b. The Executive Board shall appoint the Associate Artistic Director upon recommendation of the Artistic Director.
- c. All members of the Executive Board shall appoint their own assistants when necessary for whatever tasks with the approval of the Board.
- d. All appointed assistants may speak on behalf of the corresponding board member at Board meetings and General Meetings, but may not vote in their stead.

## Section 5.4

### **Powers & Duties**

#### ***a. President***

- 1. Is in full charge of the direction and operations of the Company.
- 2. Shall see to it that all orders, acts, resolutions and transactions performed and approved by the Executive Board are carried into effect.
- 3. Approves all appointments, delegates and mandates as deemed necessary to carry out effectively the functions of their office.
- 4. Manages, approves and coordinates all activities and events set out by the Company.
- 5. Builds and maintains relationships with government officials, community leaders and other important contacts.
- 6. Shall grant approvals to cash disbursements and dissemination of marketing materials.
- 7. Shall hold the tie breaking vote when equal votes are cast.
- 8. Shall be an ex-officio member of all committees.
- 9. Shall preside over all meetings of the Company and of the Executive Board.
- 10. The President must recommend an Auditor with approval of the Executive Board within the first 6 months that they come into power
- 11. Becomes a member of the Advisory Board when their term expires.
- 12. Shall have the privilege to appoint two (2) members of the Board of Advisors provided that the appointed members will represent the best interest of the Company.

#### ***b. Vice-President***

1. Assists the President by managing all operations, administrative functions and services rendered by the Company and to the community.
2. Shall coordinate with the Executive Board to help them obtain sound business decisions.
3. Shall perform such other duties as may be prescribed by the Executive Board.
4. Shall oversee the promotional requirements of the Company.
5. Shall be the custodian of the Charter, the By-Laws, Conducts, Policies and Guidelines, and the Record of Minutes of the Company.
6. Shall conduct research, feasibility studies and business modeling as an aid the Executive Board in decision making process.
7. Gives recommendations for budgets to the Executive Board.
8. Oversees the execution of contracts and negotiates fees for performances.

**c. *Director of Finance***

1. Assists the President by managing all financial affairs of the Company and act as Treasurer of The Company.
2. Shall prepare the budget of the Company on an annual basis.
3. Shall ensure timely preparation of financial statements and other financial reports.
4. Shall conduct financial forecasting/modeling, probability studies to aid the Executive Board in decision making.
5. Shall maintain a list of liquid and fixed assets of the Company.
6. Shall have co-signing authority for disbursement of funds with the President.
7. Shall be in charge of retention and archiving of all Financial Records.

**d. *Marketing Communications Director***

1. Shall manage and direct the conception, development and production of marketing and promotional material of the Company.
2. Shall be in charge of maintaining the Company's website.
3. Shall make recommendations on any media that will represent the Company to the Executive Board.



4. Shall act as custodian of all photographs and videos of the Company.

***e. Artistic Director***

1. Assists the President by managing all artistic endeavours of the Company.
2. Has the authority to recommend the appointment of members of the Production Team and approved by the Executive Board.
3. Shall establish the artistic vision of the Organization by creating choreographies and working side by side with the members of the Production Team.
4. Shall delegate any necessary tasks to members of the Production Team to attain the Organization's production goals.
5. Will coordinate with the Production Team to recommend, plan and prepare detailed activities for the year and manage all areas of production.
6. Maintains records of performances offered to the Company in addition to those accepted.
7. Shall have the final authority to accept performance requests.
8. Shall have the final say in all matters relating to production: casting, costuming and design, music, props, etc.
9. Coordinates costumes, rehearsal space, music, etc. of performances.
10. Shall act as the primary resident choreographer and make any changes to formation or movements to be able to adapt to specific circumstances as may be necessary.
11. Shall establish the standard of acceptable form, technique, etc. where dance is concerned.
12. Shall research and be knowledgeable on the techniques and history of the dances.

***f. Associate Artistic Director***

1. Will assists the Associate Artistic Director in managing and coordinating all artistic endeavors and duties as mentioned in Section 5.3(f).

2. Shall have the final authority in the selection of dances, casting, production, etc in the absence of the Artistic Director.

***g. Parents' Representative***

1. Shall assist the President by representing the vested interests of parents and/or guardians of the members of the Company to the Executive Board, where applicable.
2. Shall act as the official liaison and ombudsman between the Executive Board and the Parents and/or Guardians of members.
3. Responds to all issues and concerns relating to parents and/or guardians.
4. Shall coordinate with parents and guardians where necessary.

***h. Secretary***

1. It shall be the ordinary duty of the Secretary to attend all official meetings of the Executive Board, Board of Advisors and General Assembly and record accurate minutes of the same. Minutes should be published within one week of the meeting.
2. Shall be in charge of all correspondence within the Company.
3. Acts as the Historian of the Company.
4. Shall be responsible for timely notification of various meetings.
5. Shall arrange for the venues for Executive Board and General Meetings.
6. Discharges other such duties of the office as may be prescribed by the Executive Board.
7. Maintains membership registration and contact lists.

**Section 5.5**

**Order of Precedence**

In the case where the President is absent and has not designated a clear proxy in their absence, the following order of precedence shall prevail:

1. Vice-President
2. Artistic Director
3. Director of Finance
4. Marketing Communications Director

5. Parent Representative
6. Secretary

If the situation should arise where all of the aforementioned positions are absent or incapable, the Board of Advisors shall appoint someone temporarily until such time the leadership can be properly restored or an election can be called.

**Section 5.6      Term of Office**

The members of the Executive board, Production Team and the Chairpersons of committees created by the Board have a term of two (2) years. Each one person can be re-elected or reappointed for unlimited terms.

## **Article VI: Production Team**

**Section 6.1      Purpose**

Management of The Company's artistic endeavors shall be vested in the Production Team led by the Artistic Director.

**Section 6.2      Composition & Structure**

The Production Team shall consist of the following positions:

- A. Artistic Director
- B. Associate Artistic Director
- C. Musical Director
- D. Wardrobe Manager
- E. Property Manager
- F. Technical Director
- G. Stage Manager
- H. Dance Masters
- I. Dance Leaders

All members of the Production Team are appointed by the Executive Board upon recommendation of the Artistic Director.

**Section 6.3      Powers & Duties**

***a. Artistic Director***

1. Assists the President by managing all artistic endeavours of the Company.
2. Has the authority to recommend the appointment of members of the Production Team and approved by the Executive Board.
3. Shall establish the artistic vision of the Organization by creating choreographies and working side by side with the members of the Production Team.
4. Shall delegate any necessary tasks to members of the Production Team to attain the Organization's production goals.
5. Will coordinate with the Production Team to recommend, plan and prepare detailed activities for the year and manage all areas of production.
6. Maintains records of performances offered to the Company in addition to those accepted.
7. Shall have the final authority to accept performance requests.
8. Shall have the final say in all matters relating to production: casting, costuming and design, music, props, etc.
9. Coordinates costumes, rehearsal space, music, etc. of performances.
10. Shall act as the primary resident choreographer and make any changes to formation or movements to be able to adapt to specific circumstances as may be necessary.
11. Shall establish the standard of acceptable form, technique, etc. where dance is concerned.
12. Shall, upon approval of the Executive Board, appoint assistant choreographers, costume designers, production assistants, and set designers as needed for special projects.
13. Shall research and be knowledgeable on the techniques and history of the dances.

***b. Associate Artistic Director***

1. Assists the Artistic Director in managing and coordinating all artistic endeavors and duties as mentioned in Section 5.3(f).
2. Shall have the final authority in the selection of dances, casting, production, etc in the absence of the Artistic Director.

***c. Music Director***

1. Shall manage and handle the training and development of the Regular Members in Philippine folk music and other disciplines in the Art of Music as delivered in artistic productions.
2. Shall act as the primary resident musician and make any changes to arrangements to be able to adapt to specific circumstances as may be necessary.
3. Shall establish the standard of acceptable repertoire, sound technique, etc. where music is concerned.
4. Shall research and be knowledgeable on the techniques and history of the music.
5. Makes recommendations for music selection to the Artistic Director.
6. Shall be in charge of all music, recordings, audio media, music scripts and musical instruments.

***d. Dance Masters***

1. Shall be responsible for assisting in the training and instructions of the prescribed dances.
2. Shall act as a role model to his/her fellow dancers.
3. Shall assist the Artistic Director with new choreographies.
4. Shall perform other duties as assigned to them by the Artistic Director and Associate Artistic Director.

***e. Dance Leaders***

1. Shall lead the dancers in part of the choreography as assigned to them by the Dance Masters.

***f. Wardrobe Manager***

1. Shall manage and handle the custody and care of all costumes and accessories.
2. Where necessary, shall be supported by Costume Custodians, who are appointed by the Wardrobe Manager and approved by the Artistic Director.
3. Maintains the accurate inventory of all costumes and accessories.
4. Makes recommendations for costumes to the Artistic Director.
5. Shall be knowledgeable in the styles, materials, and history of traditional costumes.

***g. Property Manager***

1. Shall manage and handle all art and property requirements of the Company.
2. Maintains the accurate inventory of all properties used in productions.
3. Where necessary, shall be supported by Property Custodians, who are appointed by the Property Manager and approved by the Artistic Director.
4. Makes recommendations for properties and art requirements to the Artistic Director.
5. Shall be knowledgeable in the styles, materials, and history of traditional props.

***h. Technical Director***

1. Shall direct and coordinate all technical requirements and considerations for productions.
2. Shall be accountable for the safety of the Company.
3. Shall be familiar with all equipment, their purposes and their limitations and makes recommendations for lighting, sound, space, scene changes and other such considerations to the Artistic Director.
4. Coordinates with other technicians to execute their duties as required.

***i. Stage Manager***

1. Shall execute and manage all practical aspects of production such as: schedules, dancer, venues, technical needs, procurement and all problems related to production
2. Assumes leadership in the absence of the AD, AAD and Assistant Choreographer.
3. Has full control of production once it starts and is familiar with all cues.
4. Should be present at all rehearsals.

## **Article VII: Committees**

### **Section 7.1**

The membership and Executive Board may appoint committees to further the Company's purposes and carry on its affairs.

**Section 7.2** The terms of reference of each committee will be specified by the membership or Executive Board at the time the committee is established, or by the committee at its first meeting, as the membership or Executive Board to decide.

**Section 7.3** Committees will report to the membership and Executive Board as required.

## **Article VIII: Board of Advisors**

**Section 8.1**

- a. There shall be a Board of Advisors which shall consist of no less than five (5) members.
- b. The purpose of this body is to provide continuity within the Company and guidance to the Executive Board.
- c. Their term shall be for two (2) years and may be renewed by the Executive Board as deemed necessary.
- d. Three (3) members are appointed by the Executive Board and two (2) appointed by the President. The previous President shall automatically be a member of the Board of Advisors.
- e. Once elected, the Executive Board has sixty (60) days to appoint a Board of Advisors.

## **Article IX: Elections & By-elections**

### **Section 9.1 Calling an Election**

- a. An election shall be called by the President every two fiscal years, or earlier. They must give at least three weeks notice by writing to the General Membership.
- b. A by-election must be called within twenty-one (21) days of the vacancy in writing to the General Membership.
- c. In cases where the Presidency is vacant, following the Order of Precedence (*see Article X, Section 5.5*), the Acting President will call the election within twenty-one (21) days of vacancy in writing to the General Membership.

### **Section 9.2 Executive Board Elections & Appointments**

- a. All reasonable efforts should be made to secure a third party to act as the Election Committee. However, an election may be conducted by a member of the Company.

- b. Due to the specialized nature of the Company, the Production team will be appointed by the Artistic Director once elected to be ratified by the Executive Board.

### **Section 9.3 Nominations**

- a. All nominations must be submitted a minimum of two (2) weeks before the scheduled elections, for review by the Board.
- b. Nominees for President and Vice-President must be an active Regular Member of The Company for at least two years and 21 years and older.

### **Section 9.3 Committee Elections**

- a. Standing Committee chairpersons and Ad Hoc Committees chairpersons created by the Executive Board shall be elected by the Executive Board.
- b. Standing Committees may elect other officers as needed.
- c. The candidate with the highest number of votes is elected. In case of a tie, another round of voting is required. If a tie still exists, the Executive Board may resolve the situation as it deems necessary.

### **Section 9.4 Voting & Appointment Procedures**

- a. Any voting required to elect a candidate or to approve the appointment of a nominated candidate shall be done by secret ballot.
- b. Proxy voting is not permitted, however advanced polling may be arranged.
- c. Oath-taking of the new members of the Board will take place immediately after the elections.

## **Article X: Removal of Members**

**Section 10.1** An Executive Board member may resign from office upon giving one month's notice of their intention to do so. All documentation and assets of the Company in their possession must be turned over to the Company prior to termination.

**Section 10.2** The Executive Board may by a three-quarters vote of its General Membership present and voting in favour of such resolution at a special meeting called for that purpose; remove any Executive Board member before expiration of their term upon the following grounds:



- a. Failure to attend three (3) consecutive meetings without justifiable reason to be decided by the Executive Board;
- b. Any grounds stated in *Article IV, Section 4.2(c)*.

**Section 10.3** In the event of death, resignation or removal of any Executive Board Member resulting in a vacancy on the Executive Board, Order of Precedence shall prevail. (*see Article V, Section 5.5*)

## **Article XI: Meetings**

### **Section 11.1 Executive Board Meetings**

- a. The Executive Board shall meet a minimum of six (6) times a fiscal year.
- c. Members must be given at least two (2) weeks notice of the Executive Board Meeting.
- d. Quorum is required at all times and is a simple majority (50%+1) of the total members
- e. Meetings of the Executive Board are open to the membership and the general public except where the Executive Board passes a resolution closing a particular meeting in whole or part, or restricts attendance for reasons deemed necessary by the Executive Board.

### **Section 11.2 General Meetings**

- a. The General Membership shall meet a minimum of two (2) times a fiscal year.
- b. Members must be given at least twenty-one (21) days notice of the General Meeting.
- c. Quorum is required for General Meetings and shall be determined by a simple majority (50%+1) of the members who have paid their membership dues in full.

### **Section 11.3 Special Meetings**

Specials meetings can be held under the twenty-one (21) days notice with the majority of the members that have paid their membership dues.

### **Section 11.4 Rules of Order**

All official meetings of the Company shall be held in accordance with “Robert’s Rules of Order”, except where by variance with this Constitution in which case this Constitution will prevail.

## **Article XII: Fiscal Year**

**Section 12.1** Unless otherwise provided or until such time when the Executive Board by resolution agrees otherwise, the fiscal year end of The Company shall be August 31 of each year.

## **Article XIII: Finances**

### **Section 13.1 Sources of Funds**

The finances of The Company shall be derived from fund-raising projects, individual contributions, donations, legacies, gifts, bequests, settlements, endowments, membership dues, fines, and grants, revenue generated from productions, performance fees, or rentals.

### **Section 13.2 Membership Dues**

- a. Dues shall be collected from each member to fulfill the financial obligations of The Company and shall be payable as provided by the Constitution & By-Laws.
- b. The amount of such dues shall be recommended to the membership by the Director of Finance and shall become binding upon approval of the active members.
- c. The privilege of holding office, introducing motions, debating, and voting shall be limited to members whose current dues are paid.
- d. Membership fees shall be collected every January 1<sup>st</sup> upon annual renewal.
- e. Members who join the group between January 1<sup>st</sup> and December 31<sup>st</sup> will be required to pay prorated membership fees for the remainder of that same year.

### **Section 13.3 Signing Authority**

- a. Primary signing officers shall be the President and the Director of Finance.
- b. Secondary signing officer in the absence of the President is the Vice-President.
- c. The incoming President shall arrange for the transfer of signing authority, to take effect as soon as it is expedient to do so, no later than six (6) months after assuming office.

### **Section 13.4 Expenditures**

- a. The Executive Board will approve all proposed expenditures beyond the current budget.

- b. The outgoing Executive Officers must leave a lump sum of no less than fifteen hundred dollars (\$1500.00) to cover all upcoming expenditures for the new fiscal year.

### **Section 13.5      Financial Reporting**

- a. An accurate balance sheet and an income statement must be presented at each Executive Board Meeting.
- b. A General Ledger must be maintained and kept on hand and may be referenced at each Executive Board and General Meeting.
- c. An annual budget shall be prepared and presented within one (1) month of the beginning of the fiscal year to the Executive Board and must be presented at the next General Meeting.
- d. Any other reports deemed necessary by the Executive Board shall be produced in a timely manner.
- e. All financial reports must comply with GAAP.
- f. Each completed financial report must bear the signature of the Director of Finance.
- g. Financial Reports must be approved by and bear the signature of the Auditor and published along with the minutes within one week of the Executive Board Meeting.
- h. Any member or authorized party has the right to review all financial reports provided two weeks (2) advanced notice is given.

### **Section 13.6      Business Development**

Business Development plans must be approved by the Executive Board prior to their execution.

## **Article XIV: Amendments & Ratifications**

### **Section 14.1      Constitutional Amendments**

- a. Notices of motion concerning amendments must be submitted to the Executive Board at least thirty calendar days prior to the

General Assembly. Such notice must be signed by at least three current members.

- b. The Executive Board must approve the amendment by a two-thirds majority vote. Any amendments by Executive Board are subject to the approval by the President.
- c. Approved amendments by the Executive Board and President are to be finally ratified by the General Assembly. Any motion regarding revision of the Constitution receiving an affirmative vote of two-thirds of the members present at the meeting shall be deemed to have passed.

## **Article XV: Dissolution**

**Section 15.1** Upon dissolution of winding up of the affairs of The Company and after the payment of all debts and liabilities, the remaining assets shall be distributed or disposed of to one or more non-profit organizations in Canada which have similar objectives and carry our similar activities.

## **Article XIV: Interpretations**

**Section 16.1** In case of doubts in the application and interpretation of the Constitution and By-Laws, it must be resolved with a view in mind that equity, law and justice will prevail.

Approved by the Membership on (date): September 26, 2010  
Number voting in favour : 30  
Number voting against: 0  
Number abstaining: 0  
Total members: 30  
ENACTMENT: Approved