

BY-LAW N0.1

A by-law relating generally to the conduct of the business and affairs of KINCARDINE THEATRE GUILD INC. (the "Corporation")

WHEREAS the Corporation was incorporated by Letters Patent issued under the Corporations Act (Ontario) on the 11th day of June, 2009, for the following objects:

- To promote interest in and the practice of drama and the related arts.
- To establish and operate a theatre and repertory group.
- To provide facilities for education and instruction in theatrical arts.
- To advance knowledge and appreciation of dramatic culture and tradition by theatrical performances.

NOW THEREFORE BE IT ENACTED as a by-law of (the "Corporation") as follows:

1. INTERPRETATION

1.1 In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- a. "Board" means the board of directors of the Corporation;
- b. "Corporation" means Kincardine Theatre Guild Inc.;
- c. **"Corporations Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;**
- d. "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- e. "Officers" means the persons who hold the offices enumerated in section 5.1;

1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Corporations Act* shall have the meanings given to such terms in the *Corporations Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severance and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Corporations Act*, the provisions contained in the Articles or the *Corporations Act*, as the case may be, shall prevail.

2. HEAD OFFICE

The head office of the Corporation shall be in the Municipality of Kincardine, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. SEAL

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4. BOARD

4.1 The affairs of the Corporation shall be managed by a Board composed of nine elected directors.

4.2 Election of the board

Directors, subject to the provisions of section 4.4, shall be elected in the manner set out in Article 6 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the third annual meeting after election to office and until his successor has been elected and qualified.

4.3 Director responsibilities

Each director shall

- a. **be at the date of, and thereafter remain throughout his term**, a member of the Corporation who is qualified by the terms of section 7.3 to hold office;
- b. be at least eighteen (18) years of age; and
- c. not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation who is qualified by the terms of section 7.3 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.4.

4.4 Filling Vacancies

So long as a quorum of the directors remains in office, a vacancy on the Board may be filled for the remainder of the term by a vote of the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

4.5 Director Removal

The directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a board meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his term.

4.6 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the number of members of the Board (5).

4.7 Calling of meetings

Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, or the Secretary or any two (2) directors.

If all the directors of a corporation present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

4.8 Notice of meetings

Subject to the provisions of section 4.9, notice of Board meetings shall be emailed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No

formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.9 Regular Meetings

The Board shall meet the second Monday of each month unless decided otherwise at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

4.10 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his original vote has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.11 Remuneration

The directors of the Corporation shall serve without remuneration.

4.12 Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

- a. all costs, charges and expenses whatsoever which the director/officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

4.13 Indemnities to Directors.

No directors or officers of the Corporation shall be liable for:

- a. the acts, receipts, neglects or defaults of any other director or officer or employee;
- b. joining in through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation; or
- c. the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested; or
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
- e. for any other loss, damage or misfortune thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.14 Protection of Directors and Officers

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

4.15 Others Present

Members of the corporation may attend all board meetings. Only board members will be permitted to vote. The board may hold in-camera sessions as necessary.

5. OFFICERS

5.1 Officers

There shall be a President, Secretary, Treasurer and Artistic Director elected by the Board from among their number. These are the company's signing officers

5.2 President

The President shall:

- a. When present, preside as chairman of all meetings of the Board and members;
- b. Supervise the affairs and operations of the Corporation;
- c. Sign all documents requiring his signature;
- d. Set and approve the board meeting agendas;
- e. Act as the official representative of the corporation; and

- f. Have the other powers and duties from time to time prescribed by the Board or incident to his office.

The president shall serve no more than one three-year term as president in a row, but may serve as another director if elected back to the board after his first term. A board member may be president more than once with at least one year off between presidential terms.

5.3 Secretary

The Secretary shall:

- a. Be ex officio clerk of the Board;
- b. Shall attend all meetings of the Board to record all facts and minutes of those proceedings in the non-financial books kept for that purpose;
- c. Give all notices required to be given to members and to directors;
- d. Be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- e. Perform the other duties from time to time prescribed by the Board or incident to his office.

5.4 Treasurer

The Treasurer shall:

- a. Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- b. Deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- c. Disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor;
- d. Render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation;
- e. Cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation; and
- f. Perform the other duties from time to time prescribed by the Board or incident to his office.

5.5 Artistic Director

The Artistic Director shall:

- a. Decide on the upcoming shows and season programs of the corporation;
- b. Bring his recommendations to the board for a resolution by the board to finalize the season;
- c. Obtain all rights once shows are approved by the Board; and**
- d. Perform the other duties from time to time prescribed by the Board or incident to his office.

6. ELECTION OF BOARD

The Directors shall be elected by the Members. The term of office of the Directors is three years from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

Retiring directors shall be eligible for re-election. Nominations of directors must be received to the Secretary via email at least 14 days before the annual meeting, with the seconder of the nomination cc'd. The President or delegate shall appoint a returning officer who will be responsible for presiding over the vote. Those eligible for election are members in good standing of the corporation. Directors shall serve no more than two consecutive terms before taking at least one year off from the board.

7. MEMBERSHIP

7.1 To be considered a member of the corporation, one shall pay all membership dues annually.

7.2. Voting Rights

Each member shall be entitled to one vote in any proceedings of the Corporation. In terms of the election of the board, each member shall not vote for the same person more than once.

7.3 Transfer of Membership

A membership in the Corporation is not transferable.

7.4 Revocation of Membership

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. Violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; and
- c. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation:

- a. The president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- b. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.
- c. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.
- d. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- e. The board's decision shall be final and binding on the member, without any further right of appeal.

7.5 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- a. If the person, in writing, resigns as a member of the Corporation;
- b. If the member dies;
- c. If a person is expelled from the Corporation pursuant to section 7.4; or
- d. If a fee under the authority of section 7.6 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority in section 7.6 prior to termination of his membership.

7.7 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by:

- a. Three-quarters (3/4) of the members of the Board; and
- b. two-thirds (2/3) of the votes of members eligible to vote at an annual or other meeting, notice of which shall include notice of intention to seek such authority.

Membership dues are due each September or when a new member joins a production.

7.7 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.8 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Corporations Act*, so that such item of new business can be included in the notice of annual meeting.

7.9 Special Meeting

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Corporations Act* or is otherwise inconsistent with the *Corporations Act*, within 21 days from the date of the deposit of the requisition.

7.10 Notice of Meeting

Subject to the *Corporations Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

7.11 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.12 Voting by Members

Unless otherwise required by the provisions of the *Corporations Act* or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by the quorum of present members at the meeting. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.

7.13 Proxies

Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person who need not be a member as his nominee,

to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy

A proxy shall be:

- a. in writing;
- b. executed by the member entitled to vote or his attorney authorized in writing; or
- c. if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.

Subject to the requirements of the *Corporations Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority or at such earlier time and in such manner as the Board may prescribe.

A proxy vote at a board meeting shall be brought by a current board member, in the manner described above.

7.14 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or by proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.15 Chairman

In the absence of the President, the members entitled to vote present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

7.16 Polls

If at any meeting a poll is requested on the election of a Chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.17 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8. COMMITTEES

8.1 There may be ad hoc committees for such purposes as the Board may determine from time to time by resolution. Future and current productions will be considered committees for this purpose.

8.2. Committee durations

Ad hoc committees shall continue until the committee's purpose has been completed. In the event of productions, the committee will be considered complete when the show is finished.

8.3 Committee members

Any member in good standing is welcome to join an ad hoc committee or form an ad hoc committee, pending approval by the board.

8.4 Reporting to the board

The board member on a committee shall provide monthly updates and reports to the board. If no board member is on a committee, then the committee shall name a representative who will report to the board on the committee's behalf. This member will not have voting rights at the board level.

In terms of productions, the producer shall be this representative if a current board member is not producing the show. If not a board member, the producer will not have

voting rights. If a show has multiple producers, just one will be chosen to represent the production at the board level.

9. EXECUTION OF DOCUMENTS

9.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

9.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of its officers, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

9.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

10. BANKING ARRANGEMENTS

10.1 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to

- a. operate the Corporation's accounts with the banker;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c. issue receipts for and orders relating to any property of the Corporation;
- d. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

- e. authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

10.2 Deposit of Securities

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board.

Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.

The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11. BORROWING BY THE CORPORATION

11.1 Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may,

- a. borrow money on the credit of the Corporation;
- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecation or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities. or any money borrowed, or other debt, or any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

11.2 From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

12. FINANCIAL YEAR

12.1 The financial year of the Corporation shall terminate on the 30th day of September of each year or on such other date as the Board may from time to time by resolution determine.

13. NOTICE

13.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

13.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

13.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

14. BY-LAWS AND AMENDMENTS, ETC.

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Corporations Act* pass or amend this by-law other than a provision to change the method of voting by members not in attendance at a meeting of members.

Enacted this ____ day of _____, 2019.

Matt Harvey, President

Jennifer Neil, Secretary