

BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of

GRAND THEATRE (the “Corporation”)

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BE IT ENACTED that By-law Number 1 of the Corporation is hereby repealed and replaced as follows:

ARTICLE 1 – GENERAL

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"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;

"Articles" means the original or restated letters patent, supplementary letters patent, articles of incorporation or articles of amendment, restated articles of incorporation, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Associate(s)" means the parents, siblings, children, spouse and common-law partners of a Director, as well as any organization, agency, corporation or individual (such as a business partner or employer) with a formal relationship to a Director;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force, and **"By-law"** means this by-law;

"Chair" means the chair of the Board;

"Director" means an individual occupying the position of director of the Corporation;

"Document" includes cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange, deeds, mortgages, charges, conveyances, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation;

"Ex-Officio Director" means an individual who serves a Director by virtue of holding a specific position;

"Meeting of Members" includes an annual meeting of members or a special meeting of members;

"Member" means a member of the Corporation;

"Officer" means an officer of the Corporation;

"Ordinary Resolution" means a resolution passed by a majority (i.e. more than 50%) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 56 of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and,

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.3 Severability

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions.

1.4 Precedence

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE 2– BUSINESS OF THE CORPORATION

2.1 Head Office

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

2.2 Corporate Seal

The Corporation shall not have a corporate seal.

2.3 Financial Year End

Unless otherwise ordered by the Board, the financial year end of the Corporation shall terminate on the last day of June in each year.

2.4 Execution of Documents

All Documents may be signed on behalf of the Corporation by any two (2) of the following individuals: the Executive Director, the Chair and the Treasurer. In addition, the Board may authorize the individual or individuals by whom any particular Document or class of Documents may or shall be signed.

Contracts that are in the ordinary course of business of the Corporation may be signed by the Executive Director alone.

The signature for the execution of any Document may be written, stamped or electronic.

2.5 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.6 Borrowing Powers

The Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, reissue, sell or pledge debt obligations of the Corporation; or
- (c) charge, mortgage, hypothecate 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 money borrowed, or other debt, or any other obligation or liability of the Corporation.

The borrowing power provided herein shall be limited to borrowing money for current operating expenses, provided that this borrowing power shall not be limited in this way if the Corporation borrows on the security of real or personal property. From time to time, the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation

ARTICLE 3 - BOARD OF DIRECTORS

3.1 Number of Directors

The Board shall be comprised of twelve (12) to eighteen (18), as determined from time to time by the Members by Ordinary Resolution, or if so authorized by Ordinary Resolution of the Members, by resolution of the Board.

3.2 Qualifications

A Director shall be:

- (a) at the date of, or become within ten (10) days after, their election, and thereafter remain throughout their term, a Member in good standing of the Corporation;
- (b) eighteen (18) or more years of age;
- (c) not been declared incapable by any Court or incapable of managing property under Ontario law;
- (d) an individual; and,

- (e) without the status of a bankrupt.

Employees and former employees within a twenty-four (24) month period are ineligible from being a Director.

3.3 Election and Term

The Directors shall be elected by the Members at each annual meeting. The Members shall elect the Directors to hold office for a term no longer than three (3) years following the annual Meeting of Members at which they were elected. If a new Board is not elected, the Directors then serving shall continue in their position until their successors are duly elected.

Unless authorized by a Special Resolution of the Members, a Director shall not serve more than three (3) consecutive terms. A retired Director who has served the maximum number of terms becomes eligible for re-election after a three (3) year absence from the Board.

If any Director shall be the Chair or shall have been nominated to serve as the Chair in the second or third year of their third consecutive three (3) year term as a Director, they shall be eligible to serve a fourth consecutive three (3) year term as a Director.

3.4 Ex-Officio Directors

An Ex-Officio Director will attend, participate and vote at all meetings of the Board. An Ex-Officio Director will have all of the same personal liabilities and duties to the Corporation as an elected Director. The following individual(s) will serve as an ex officio Director:

- Chair of the Grand Theatre Foundation; and,
- Chair of the Friends of the Grand.

3.5 Vacancies

The office of a Director shall be vacated immediately upon the occurrence of any of the following events:

- (a) if the Director resigns by delivering a written resignation to the Chair, such resignation shall be effective on the date specified in the resignation, or the date the Chair receives the letter, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or,
- (d) if, at a Meeting of Members, the Members by Ordinary Resolution, remove the Director before the expiration of the Director's term of office.

If a Director has been absent, without the consent of the Chair from four (4) regular Board meetings, they will be recommended for removal by the Members.

3.6 Filling Vacancies

Subject to the Act, and provided there is quorum, vacancies in the Board may be filled for the remainder of a vacating Director's term of office through appointment, made by the remaining Directors.

No more than one-third (1/3) of the Directors may be appointed by the Board.

If there is not a quorum of Directors, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy, and if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

3.7 Removal from Office by Members

The Members of the Corporation by Ordinary Resolution at a special Meeting of Members may remove any Director from office and may elect another qualified Member to replace them for the remainder of the term of office. Members are not able to remove an Ex-Officio Director.

No such resolution shall be put before the Members until after the Director in question has been notified in writing of the cause for removal from office, and afforded an opportunity to provide a statement opposing their removal as a Director that will be circulated to the Members with the notice of a special Meeting of Members at which the Members will vote on the removal of the Director.

The Director shall receive at least two (2) weeks notice of the Meeting of Members at which their removal will be considered by the Members. The notice will provide the reason for which the Director in question may be removed from the Board, and the time and place of the meeting, or instructions on how to attend the meeting electronically.

3.8 Validity of Acts of Directors

The acts of a Director shall be valid even if a defect in their election or qualification is discovered afterwards.

3.9 Committees

The Board may from time to time appoint any committee or advisory body, as it deems necessary or appropriate for such purposes as the Board shall see fit. Any such committee may formulate its own terms of reference and rules of procedure, subject to approval of the Board. Any committee member may be removed by resolution of the Board. At least two (2) members of a committee or advisory body is to be a Director. Other than the executive committee, no committee shall have the power to act for, or on behalf of, the Corporation, or to commit or bind the Corporation to any course of action. Each committee shall submit an annual report to the Board, and any other report requested by the Board.

Executive Committee

The Board may appoint from their number an executive committee consisting of not fewer than three (3) Directors, including the Chair. Directors may delegate to the executive committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.

3.10 Remuneration of Directors

The Directors, including Ex-Officio Directors, and those Directors who also serve as Officers, shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity. Directors may be paid or reimbursed for reasonable expenses incurred by them in performance of their duties as Director.

3.11 Confidentiality

All Directors shall maintain confidential all information regarding the affairs of the Corporation. The information includes, but is not limited to, internal operations, pending contracts and personal information about Members.

3.12 Standard of Care of Directors

Every Director when exercising their powers and discharging their duties must:

- (a) act honestly, in good faith and in the best interests of the Corporation;
- (b) carry out their duties as a reasonable person would in the circumstances; and,
- (c) comply with the Act, its Regulations, any amendments to the Act or Regulations, all other applicable laws, the Articles, the By-laws and the policies of the Corporation.

ARTICLE 4 – BOARD OF DIRECTORS MEETINGS

4.1 Calling of Meetings

Meetings of the Board may be called by the Chair, Vice-Chair, or any two (2) Directors at any time and any place on notice as required by this By-law.

4.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 11 of this By-law to every Director not less than two (2) days before the date that the meeting is to be held. If the Directors are able to attend the meeting by telephonic or electronic means, the notice of the meeting must include applicable instructions to attend the meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify the purpose of, or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in subsection 36(2) of the Act, in which case the notice must specify that matter.

Notice of an adjourned meeting is not required if it is held within thirty (30) days of the original meeting, and the following information is provided at the time of the adjournment:

- (a) The time of the continued meeting;

- (b) If applicable, the place of the continued meeting; and,
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

4.3 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting. The Board shall hold at least five (5) regular meetings each fiscal year.

4.4 Adjourned Meetings

Any Board meeting may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place.

Such adjournment may be made notwithstanding that no quorum is present.

If there is not a quorum at the adjourned meeting, the original meeting shall be considered to have ended upon its adjournment.

4.5 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and Vice-Chair, the Directors present shall choose one of their number to act as the chair.

4.6 Voting

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director, including the Chair, shall have one (1) vote. In case of an equality of votes, the motion shall be brought forward and voted upon a second time at the next Board meeting. In case of an equality of votes at the second meeting, the chair of the meeting shall be entitled to a second or casting vote.

At all meetings of the Board, every question shall be decided by a show of hands unless a ballot is required by the Chair or requested by a Director. A declaration by the Chair 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.

A dissent vote by a Director may be recorded in the minutes of the meeting at the request of the Chair or the dissenting Director.

4.7 Quorum

Subject to the Act and the Articles, a quorum for the transaction of business at meetings of the Board shall be a majority of the Directors. Notwithstanding vacancies, the remaining Directors may act if they constitute a quorum.

4.8 Participation by Telephonic or Electronic Means

A Director may participate in a Board meeting or of a committee of Directors by telephonic or electronic means that permits all participants to communicate instantaneously and simultaneously with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

4.9 Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a Board meeting or of a committee of Directors, is as valid as if it had been passed at a Board meeting or of a committee of Directors. Voting on a resolution by electronic means is permitted.

4.10 Others Attending Board Meetings

The Board may invite persons who are not Directors to attend meetings of the Board. Such persons may be invited on a regular basis, may be given regular notice of Board meetings and may participate in Board meetings if the Board permits. Other persons attending a Board meeting by invitation shall not be entitled to vote or to exercise any other powers or duties of Directors.

4.11 Rules of Procedure

If a procedural matter arises that is not accounted for in this By-law, the most recent edition of the Robert's Rules of Order will govern.

ARTICLE 5 – OFFICERS

5.1 Election of Officers

The Board shall elect from among the Directors a Chair and a Vice-Chair.

5.2 Appointment of Officers

The Board shall also appoint the following Officers:

- (a) Secretary;
- (b) Treasurer;
- (c) Executive Director; and,
- (d) Artistic Director.

An individual may hold more than one (1) of the offices stated in this section.

5.3 Duties of the Chair

The Chair shall preside over all meetings of the Board and the Members, if present, and such other duties as may be required by law or as the Board may determine from time to time. The Chair shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the Board, be responsible for the general management and the general supervision of the affairs of the Corporation. The Chair shall perform such other duties as may be required by law or as the Board may determine from time to time.

5.4 Duties of the Vice-Chair

During the absence or inability to act of the Chair, their duties shall be carried out by the vice-chair. The vice-chair shall assist the Chair, as requested. A vice-chair shall also carry out such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the Secretary

The secretary shall maintain the register of the Members and ensure the proper recording and maintenance of the minutes of all meetings of the Corporation, the Board and Board committees, if any. The secretary is responsible for providing notice to Members, Directors and other persons, as required. The secretary is also the custodian of the Corporation's books and records, which they will deliver up only when authorized by a resolution of the Board to do so and only to such person or persons named in the resolution. The secretary shall also carry out such other duties as may be required by law or as the Board may determine from time to time. They will turn over to their successor all records promptly upon completion of their term.

5.6 Duties of the Treasurer

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. They shall be responsible for submitting income tax returns, at the end of the fiscal year. The treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time. They will turn over to their successor all records promptly upon completion of their term.

5.7 Executive Director

The Executive Director shall not be a Director of the Corporation. The Executive Director shall have all of the powers and shall perform all of the duties delegated by the Board, including but not limited to finances and general administration. The Executive Director shall implement the governance directions of the Board. The Board shall delegate to the Executive Director full power to manage and direct the business and affairs of the Corporation, except those matters and duties that, by law, must be performed by the Board and/or by the Members. The Executive Director shall carry out all lawful directions given by the Board. When requested by the Board, at all reasonable times, the Executive Director shall provide the Board with information about the affairs of the Corporation. The Board shall delegate to the Executive Director full power to employ and discharge agents and employees of the Corporation, and the Executive Director may delegate any lesser authority to these agents and employees.

5.8 Artistic Director

The Board may appoint an Artistic Director, who shall not be a Director of the Corporation. The Artistic Director shall have all of the powers and shall perform all of the duties delegated by the Board, including but not limited to the artistic direction of the Corporation. The Artistic Director shall carry out all lawful directions given by the Board. When requested by the Board, at all

reasonable times, the Artistic Director shall provide the Board with information about the affairs of the Corporation.

5.9 Immediate Past Chair

The most recent past Chair shall be eligible for appointment as Immediate Past Chair, provided that they are a Member in good standing and willing to serve in this office. They will act as an advisor to the Board.

5.10 Delegation of Officer's Duties

In the event of the absence or inability to act of any Officer of the Corporation, or for any reason that the Directors may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair directs otherwise.

5.11 Other Officers

The Board may appoint other Officers as it considers necessary, and such Officers shall have the authority and perform the duties as prescribed by the Board.

5.12 Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Corporation with such powers as may be prescribed by the Board.

5.13 Vacancy in Office

In the absence of a written agreement to the contrary, Officers shall be appointed by the board for a term of two (2) years. The Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation, having provided at least fourteen (14) days' written notice to the Chair;
- (c) the Officer acts in contravention of the Corporation's Articles, By-laws or policies, or carries out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (d) such Officer ceasing to be a Director, if required; or,
- (e) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

5.14 Validity of Actions

The acts of an Officer are valid even if a defect in their appointment or election is discovered afterwards.

ARTICLE 6 – INDEMNIFICATION

6.1 Limitation of Liability for Directors and Officers

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or trust, or in relation thereto unless same happens through or by their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

6.2 Responsibility for Corporation's Acts

No Director shall be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into by the Corporation, except as approved by the Board.

6.3 Indemnification of Directors and Officers

Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and,
- (b) all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation,

except those caused by or resulting from wilful or intentional dishonesty, deceit or fraud.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any other person entitled to indemnify or to claim indemnity apart from the provisions of the By-law to the extent permitted by the Act or law.

6.4 Directors and Officers Insurance

The Corporation may purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

ARTICLE 7 – CONFLICT OF INTEREST

7.1 Conflict of Interest

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests, and includes interests held personally by the Director and/or their Associates.

7.2 Interest of Directors in Contract or Transaction

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a Director or Officer of, or has a material interest in any organization or with any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act, and set out in this By-law.

7.3 Declaration of Conflict

A conflict of interest shall be declared or raised as follows:

- (a) Every Director who, either directly or through one of the Director's Associates, has or may potentially have a conflict of interest concerning a proposed or current contract or transaction, shall disclose the nature and extent of the interest at the Board meeting at which the contract or transaction is first raised.
- (b) If the Director, either directly or through one of the Director's Associates, becomes interested in a contract or transaction after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Director's realization of a conflict.
- (c) In the case of an existing contract or transaction, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- (d) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. The Board shall then vote on whether or not there is a conflict of interest position. If the Board finds a Director in conflict, the interested Director shall abide by the requirements of this section.

Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

7.4 Interested Director Not to Attend Meeting or Vote

After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract or transaction is discussed. The interested Director shall not attempt, in any other way, to influence the voting on such contract or transaction.

The interested Director shall not be counted in any required quorum with respect to this vote. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because an interested Director is not permitted to be present at the meeting by reason of a conflict, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

7.5 Failure to Declare a Conflict of Interest

If a Director fails to declare a conflict of interest, the Board may recommend their removal to the Members.

In the absence of a written agreement to the contrary, if an unelected Officer fails to declare a conflict of interest, the Board may remove the Officer by a Special Resolution of the Board.

ARTICLE 8 - MEMBERSHIP

8.1 Members

The Board may accept for and admit to membership any individual or corporation, partnership or other legal entity who subscribes to the objects, purposes, aims and objectives of the Corporation. A Member that is a corporation, partnership or other legal entity will appoint one (1) individual to act in its place and vote on its behalf at Meetings of Members.

8.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act or this By-law.

8.3 Limitation of Liability of Members

Members shall not 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.

8.4 Member Dues and Assessments

The Board shall determine annual dues and assessments to be paid by Members, if any, from time to time, and in its sole discretion.

Only if a Member has paid their dues and assessments within thirty (30) days of issue will they be a Member in good standing. Failure to pay dues or an assessment will result in expulsion from membership in the Corporation.

ARTICLE 9 – MEMBERSHIP TERMINATION AND DISCIPLINE

9.1 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member's period of membership expires;
- (b) the Member dies;

- (c) a Member fails to maintain any qualifications for membership described in Section 8.1 of these By-laws;
- (d) the Member resigns by delivering a written resignation to the secretary in which case, such resignation shall be effective on the date specified in the resignation;
- (e) the Member is expelled in accordance with Section 9.2, or is otherwise terminated in accordance with this By-law;
- (f) annual dues remain outstanding for more than thirty (30) days following notice to the Member that such dues are owing; or
- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

9.2 Discipline of Members

The Board shall have authority to discipline, including 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 or procedures of the Corporation;
- (b) failing to abide by the code of ethics of the Corporation, or for any other conduct which, in the sole discretion of the Board, falls below the standard expected of Members for integrity or for quality of workmanship, materials and service;
- (c) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or,
- (d) 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, the Chair, 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.

The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair 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. 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.

The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 10 – MEETINGS OF MEMBERS

10.1 Annual Meeting

The annual meeting shall be held on a day and at a place within London, Ontario fixed by the Board, which will not be more than fifteen (15) months from the last annual Meeting of Members. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the 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 minutes of the previous annual and subsequent special Meetings of Members;
- (b) consideration of the Corporation's annual financial statements;
- (c) report of the auditor or person who has been appointed to conduct a review engagement, if any;
- (d) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if any;
- (e) election of Directors; and,
- (f) 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 an 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 Act, so that such item of new business can be included in the notice of the annual meeting.

10.2 Special Meeting

The Board, Chair or Vice-Chair may call a special Meeting of Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten percent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition, unless the Act provides otherwise.

10.3 Adjourned Meeting

Any Meeting of Members may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place.

Such adjournment may be made notwithstanding that no quorum is present.

10.4 Place of Meeting of Members

Meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the Board shall so determine, at some other place in Ontario.

10.5 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to attend the meeting, each Director and to the auditor or person appointed to conduct a review engagement, if any, during a period of ten (10) to fifty (50) days before the Meeting of Members.

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 and state the text of any Special Resolution to be submitted to the Members.

Notice of an adjourned meeting is not required if it is held within thirty (30) days of the original meeting, and the following information is provided at the time of the adjournment:

- (a) The time of the continued meeting;
- (b) If applicable, the place of the continued meeting; and,
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

10.6 Chair, Secretary and Scrutineers

The Chair shall be the chair of the Meeting of Members. In the Chair's absence, the Vice-Chair will be the chair of the Meeting of Members. In their absence, a Director will be the chair of the Meeting of Members. If no such Director is present within fifteen (15) minutes from the time fixed for holding the meeting, or no Director agrees to be the chair, the Members shall choose one of their number to be chair.

If the secretary of the Corporation is absent, the chair of the meeting shall appoint some person, who need not be a Member, to act as secretary of the meeting.

If desired, one (1) or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair of the meeting with the consent of the Members.

10.7 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to attend at the meeting, the Directors and the auditor of the Corporation (or the person appointed to conduct the review engagement, if any), and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

10.8 Quorum

A quorum for the transaction of business at a Meeting of Members shall be six (6) Members. 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.

10.9 Votes to Govern

Business arising at any Meeting of Members shall be decided by Ordinary Resolution, voted upon by Members in good standing, unless otherwise required by the Act or the By-laws provided that:

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) proxy voting is not permitted;
- (c) votes shall be taken by a show of hands among all Members present and the chair of the meeting shall have a vote;
- (d) an abstention shall not be considered a vote cast;
- (e) if there is a tie vote, the chair of the meeting shall not a second or casting vote, and the motion will fail;
- (f) if there is a tie vote for the election of a Director, a second ballot shall be taken;
- (g) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct; and,
- (h) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

ARTICLE 11 - NOTICES

11.1 Method of Giving Notice

Any notice required to be sent to any Member or Director, or to the auditor or person who has been appointed to conduct an audit or a review engagement, shall be delivered as follows:

- (a) by personal service, mail or email to any such Member or Director at their latest address as shown in the records of the Corporation;
- (b) by personal service, mail or email to the auditor or the person who has been appointed to conduct a review engagement at their business address, or if no address be given then to the last address 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. Notice may also be waived by a Director or Member by their attendance at a meeting, unless they attended only to object to business being transacted at the meeting due to it not being properly called.

Notice that is given by mail is deemed to have been received by the intended recipient on the second (2nd) day after it was sent. Notice delivered by email is deemed to have been received twenty-four (24) hours after it was sent.

Pursuant to subsection 103(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-law to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

11.2 Omissions and Errors in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

ARTICLE 12 – DISPUTE RESOLUTION

12.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this Article.

12.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to, or in any other way derogating from the rights of the Members, Directors, Officers, committee members, or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one (1) party appoints one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so jointly appoint a third (3rd) mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any of the mediators referred to above, in accordance with the legislation governing arbitrations in force in Ontario. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne as determined by the arbitrator.

ARTICLE 13 – BY-LAWS AND AMENDMENTS

13.1 Amendments to By-laws

The Board may, by resolution, amend or repeal the By-laws in accordance with the Act. Any such amendment or repeal of a by-law shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution (unless a Special Resolution is required by the Act).

If the by-law, amendment or repeal of a by-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members, or if it is rejected by the Members at the meeting.

13.2 Repeal of Prior By-laws

The repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, resolution of other enactment.

13.3 Effective Date

This By-law shall come into force upon its enactment.

Enacted as By-law Number 1 by the Directors of the Corporation at a meeting duly called and held and at which quorum was present this _____ day of _____, 2025.

Matt Parr, President

Anne Toal, Secretary

The foregoing By-law Number 1 as enacted by the Directors of the Corporation is hereby approved without variation by the affirmative vote of all Members entitled to vote at a Meeting of Members duly called and held and at which quorum was present this _____ day of _____, 2025.

Matt Parr, President

Anne Toal, Secretary