

## **BY-LAW NO. 4**

A by-law relating generally to the transaction of the business and affairs of

### **MISSISSAUGA ARTS COUNCIL**

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of *MISSISSAUGA ARTS COUNCIL* as follows:

#### **1.0 INTERPRETATION**

1.01 In this By-law and all other by-laws and resolutions of the Mississauga Arts Council, unless the context otherwise requires, the following words and terms, which may be used in the singular or the plural, have the respective meanings given to them as follows:

- (a) "Act" means the *Corporations Act*, R.S.O. 1980, ch.95, as amended, and any statute enacted in substitution therefore from time to time;
- (b) "Board" means the board of Directors of the Corporation;
- (c) "Corporation" means the Mississauga Arts Council;
- (d) "Directors" means the Directors of the Corporation;
- (e) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, 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;
- (f) "Letters Patent" means the Letters Patent of the Corporation, as same may be amended from time to time by the issuance of Supplementary Letters Patent;
- (g) "Members" means all members of the Corporation;
- (h) "ordinary resolution" includes a resolution of the Members passed by a majority of the votes cast on that resolution;
- (i) "special resolution" includes a resolution of the Members passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (j) "President" means the president of the Corporation;
- (k) "Vice-President" means the vice-president of the Corporation;
- (l) "Secretary" means the secretary of the Corporation: and

(m) "Treasurer" means the treasurer of the Corporation.

1.02 All terms defined in the Act have the same meanings in this By-law and all other by-laws and resolutions of the Corporation.

1.03 In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender include the plural number or the neuter and feminine gender, as the case may be, and vice-versa, and references to persons include firms and corporations.

## **2.0 HEAD OFFICE**

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

## **3.0 SEAL**

3.01 The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

## **4.0 BOARD OF DIRECTORS**

4.01 Board: The affairs of the Corporation shall be managed by the Board, which shall consist of fifteen (15) Directors, until changed by a special resolution in accordance with the Act.

4.02 Term of Office: Each Director, subject to this By-Law and the Letters Patent, shall be elected to hold office until the second (2<sup>nd</sup>) annual meeting of Members after he/she/they shall have been elected or until his/her/their successor has been duly elected and qualified.

4.03 Rotation: Excluding the Directors appointed pursuant to section 4.04(b) and section 4.04(b)(i), at least seven (7) of the Directors shall be elected and retired annually, in rotation and otherwise in accordance with the provisions of this By-law.

4.04 Qualifications:

(a) Each Director shall:

(i) be, at the date of his/her/their election and throughout his/her/their term of office, a Member of the Corporation;

(ii) be at least eighteen (18) years of age;

(iii) not be an un-discharged bankrupt nor a mentally incompetent person;

(iv) at the date of his/her/their election, either lives or works in the City of Mississauga, provided that a Director of the Board who,

during his/her/their term in office, moves out of the boundaries of the City of Mississauga or ceases working in the City of Mississauga, shall be permitted to continue to serve as a Director of the Board until such time as his/her/their term of office expires; *provided* that there may only be a maximum of 2 Directors who do not live in the City of Mississauga; and

- (v) not be an officer or director of another arts organization in the City of Mississauga, except with the consent of the Board.
- (b) Prior to their respective elections and throughout their respective terms of office, two (2) of the Directors on the Board shall have the following additional qualifications:
  - (i) one (1) Director shall be appointed by the Mississauga Board of Trade once every four years subject to ratification of such appointment by the Members; and
  - (ii) one (1) Director shall be appointed by the City of Mississauga following each municipal election subject to ratification of such appointment by the Members.
- (c) The qualifications of the Directors proposed to be elected at an annual meeting of Members shall have the prior approval of the Directors elected or appointed at or before the immediately prior annual meeting of Members. Such approval may be based on criteria determined by the Board in its sole discretion from time to time.
- (d) If a Director ceases to be a Member of the Corporation, or becomes either bankrupt, mentally incompetent, or an officer or director of another arts organization in the City of Mississauga without the consent of the Board, or the approval referred to in section 4.04(a)(v) lapses in respect of a particular Director, such Director shall thereupon cease to be a Director, and the vacancy so created may be filled in the manner prescribed by section 4.04(d).

4.05 Vacancies on the Board: Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so, otherwise such vacancies shall be filled at the next annual meeting of Members at which the Directors for the ensuing year are elected. For greater certainty, if a Director qualified pursuant to section 4.04(a)(v) ceases to be a Director, such vacancy shall only be filled by a person with the same such qualification. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of Members to fill the vacancy. If the number of Directors is increased between annual meetings of Members, the vacancy or vacancies created by such increase may be filled in the manner set out above. The person elected to fill a vacancy must hold office until the completion of the unfulfilled term.

4.06 Removal of Directors

- (a) Upon an elected Director missing either (i) three (3) consecutive regular monthly meetings of the Board, or (ii) five (5) non-consecutive regular monthly meetings of the Board within a twelve (12) month period, in either case, not including absence by reason of vacation or illness, the President of the Corporation shall schedule a meeting with such Director to discuss such Director's absences. If such Director refuses to schedule or attend such meeting, then at the first meeting of the Board following the date of such scheduled meeting or the date that such Director refuses to schedule a meeting with the President, the President of the Corporation shall advise the Board of the reason for such Director's absences, or that the Director refused to schedule or attend a meeting to discuss his/her/their absences, as the case may be, and recommend to the Board whether or not such Director should be removed from the Board. The Director in question shall be entitled to make representations to the Board to explain the reasons for his/her/their absences. Upon hearing the recommendation of the President and the representations of the Director in question, if any, the Board shall determine whether to remove such Director from the Board. The Director in question shall not be entitled to vote on the question of his/her/their removal and shall absent himself/herself/themself from the meeting of the Board after making his/her/their representations, if any, to permit the Board to discuss the matter of his/her/their removal and to vote thereon; or
  - (b) The Members, may by special resolution, remove any Director before the expiration of his/her/their term of office, and may, by ordinary resolution, elect any qualified Member in his/her/their stead for the remainder of his/her/their term.
- 4.07 Quorum: A majority of the Directors shall be necessary to form a quorum for the transaction of business. No business, other than the election of a chair and the adjournment of the meeting, may be transacted at any meeting of the Board unless a quorum is present at the meeting and, unless adjourned, a meeting at which a quorum is not present must be dissolved.
- 4.08 Meetings: Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- 4.09 Notice: No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called by the President or the Vice-President, or by the Secretary on direction of the President or the Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meeting shall be delivered, telephoned or telecopied to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than five (5) days before the meeting is to take place. The statement of the Secretary or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 4.10 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and if such is a regular meeting no

notice need be sent. The Board shall hold a meeting within seven (7) days following the annual meeting of Members of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business. The Directors may consider or transact any business either special or general at any meeting of the Board.

- 4.11 Conduct of Meetings: If all of the Directors present at or participating in the meeting consent, any Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed for the purposes of the Act and this By-law to be present at that meeting.
- 4.12 Voting: Subject to the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting, in addition to his/her/their original vote, shall have a second or casting vote. All votes at such meetings shall be taken by a show of hands unless a poll on the question is required by the chairman of the meeting or requested by any Director present. A declaration by the chairman of the meeting that a resolution has been carried and an entry so that effect in the minutes shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 4.13 Powers: The Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and carry out all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to:

- (a) purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable;
- (b) appoint and define the duties and remuneration of such agents or employees of the Corporation as the Board thinks necessary to further the objects of the Corporation;
- (c) constitute such committees of the Corporation as the Board, from time to time, considers necessary to assist in carrying out the objects of the Corporation, and to appoint the chairman and Members of such committees; and
- (d) arrange for the raising and distribution of funds of the Corporation.

- 4.14 Remuneration of Directors: The Directors of the Corporation shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his/her/their position as such; *provided* that a Director or officer may be paid reasonable expenses incurred by such person in the performance of his/her/their duties.
- 4.15 Indemnities to Directors and Officers: Every Director and officer of the Corporation and his/her/their 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 such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her/them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her/them in or about the execution of the duties of his/her/their office; and
  - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her/their own willful neglect or default.
- 4.16 Protection of Directors and Officers: No Directors or officers 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 receipts or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for 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 for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her/their respective office or trust or in relation thereto unless the same shall happen by or through his/her/their own wrongful and willful act or through his/her/their own wrongful or willful neglect or default.
- 4.17 Responsibilities for Acts: The Directors 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 those that have been submitted to and authorized and approved by the Board.
- 4.18 Resolution in Lieu of Meeting: A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of Directors or a committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

## **5.0 ELECTION OF BOARD**

- 5.01 Elections: At each annual meeting of Members, that number of Directors equal to the number of Directors retiring shall be elected by the Members of the Corporation.
- 5.02 Appointed Directors: Notwithstanding the appointment of Directors pursuant to section 4.04(b) (the "Appointed Directors"), the appointment of each such Appointed Director shall be subject to ratification by Members of the Corporation, by not less than a majority vote of the Members in each case.
- 5.03 Re-election: Subject to the provisions of the Letters Patent, a Director, if otherwise qualified, is eligible for re-election for five (5) consecutive terms in office, *provided that* such Director is only eligible for re-election upon notice of his/her/their intention to seek re-election to the Membership of the Corporation prior to the annual meeting of Members at which such Director is seeking re-election. Notwithstanding the foregoing, if a person is appointed to fill a vacancy, such appointment shall not be considered a part of the five (5) consecutive terms of office.
- 5.04 Exception: Notwithstanding section 5.03:
- (a) a Director who is appointed as an officer of the Corporation in accordance with section 6.01 during his/her/their final term as a Director will have his/her/their final term as a Director extended by the number of years that he/she/they hold such officer position; and
  - (b) unless a Director's final term in office is extended pursuant to section 5.04(a) above, no Director shall be in office for more than ten (10) consecutive years. At the expiration of such Director's tenth (10<sup>th</sup>) year in office (or such greater year if such Director's final term is extended as aforesaid), he/she/they cannot be re-elected again to the Board for a period of one (1) year.
- 5.05 Nominations: Candidates for the office of Director shall consist of those Members whose names are put in nomination prior to the date established by the Board each year for the close of nominations prior to the annual meeting of Members. Such form of nomination shall be in writing and signed by a Member of the Corporation. The Board may prescribe the form of nomination from time to time.
- 5.06 Election Method: Where:
- (a) the number of candidates nominated is equal to the number of offices to be filled, the secretary of the meeting shall cast a single ballot selecting that number of candidates for the offices; and
  - (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.
- 5.07 Consent of Director: A person who is elected or appointed a Director is not a Director unless:

- (a) such person was present at the meeting where he/she/they were elected or appointed and did not refuse to act as a Director; or
- (b) if such person was not present at the meeting where he/she/they were elected or appointed, he/she/they consent in writing to act as a Director in writing before his/her/their election or appointment or within 10 days following his/her/their election or appointment.
- (c) If neither section 5.07(a) or 5.07(b) apply in respect of a person purported to have been elected or appointed a Director, then such person shall be deemed not to have been elected or appointed as a Director.

## **6.0 OFFICERS OF THE CORPORATION**

- 6.01 Officers: There shall be a President, a Vice-President, an Executive Director, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other officers as the Board may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The officers, if any, shall be elected by the Board from amongst their number at the first meeting of the Board after the annual meeting of Members electing the Board, failing which the then incumbents, being Directors, shall hold office until their successors are elected. Each officer shall hold office for two (2) years and shall be eligible for re-appointment *provided that* he/she/they continues to be a Director. An officer shall give 3 months' notice to the Board prior to an annual meeting of Members if he/she/they do not wish to be re-appointed as an officer.
- 6.02 President: The President shall, when present, preside at all meetings of the Board, the Executive Committee (if any) and Members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his/her/their signature and have such other powers and duties from time to time prescribed by the Board or the Executive Committee (if any) or incident to his/her/their office.
- 6.03 Vice-President: During the absence or inability to act of the President, his/her/their duties and powers may be exercised by the Vice- President. In the event of a vacancy in the office of President, the Vice-President shall be appointed by the Board to succeed to that office. The Vice-President shall also perform the other duties from time to time prescribed by the Board or the Executive Committee (if any) or incident to the office.
- 6.04 Executive Director: The Executive Director shall be responsible for the general management of the affairs and operations of the Corporation and shall be subject to the direction of the Board and the Executive Committee (if any). The Executive Director shall be an *ex officio* Member of all committees of the Corporation, save and except for the Personnel Committee (if any) unless the Board otherwise determines. The Executive Director shall be a voting *ex officio* Member of the Board.
- 6.05 Secretary: The Secretary shall be *ex officio* clerk of the Board and the Executive Committee (if any) and shall attend all meetings of the Board and the Executive

Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He/she/they shall give all notices require to be given to Members and to Directors. He/she/they shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall deliver up same when authorized by the Board and to such person or persons as the Board may direct. The Secretary shall perform the other duties from time to time prescribed by the Board or the Executive Committee (if any) or incident to the office.

- 6.06 Treasurer: The Treasurer shall be responsible for reporting to the Board on the financial status of the Corporation and shall be instrumental in developing fiscal policies that ensure maximum protection for the funds received by the Corporation. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in a proper book of accounts and shall deposit all monies 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 or the Executive Committee (if any). He/she/they shall disburse the funds of the Corporation under the direction of the Board or the Executive Committee (if any), taking proper vouchers therefore and shall render to the Board or the Executive Committee (if any), whenever required of him/her/they, an account of all such transactions as Treasurer and of the financial position of the Corporation in a timely manner. He/she/they shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or the Executive Committee (if any) or incident to the office.
- 6.07 Other Officers: The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Executive Committee (if any) requires of them.

## **7.0 EXECUTIVE COMMITTEE**

- 7.01 Constitution: The Board, whenever it consists of more than six (6) Directors, may from time to time elect from among its number an Executive Committee consisting of such number of Members, not less than three (3), as the Board may by resolution determine. Each Member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he/she/they shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.
- 7.02 Powers: During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the power of the Board in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interests of the Corporation in all cases in which specific direction shall not have been given by the Board.
- 7.03 Procedures: Subject to the Letters Patent, sections 7.03, 7.04, and 7.05, and any

regulations imposed from time to time by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its Members, and may fix its own rules of procedure from time to time and until the Executive Committee does fix its own rules of procedure, the meetings of the Executive Committee shall (except as otherwise provided for herein) be governed by the provisions of this By-law for regulating the meetings of the Board insofar as they are applicable thereto and not superseded by any rules of procedure fixed by the Executive Committee. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it and such minutes shall be inserted in the minute book of the Corporation in accordance with the Act.

- 7.04 Quorum: A majority of the Executive Committee shall be necessary to form a quorum for the transaction of business.
- 7.05 Place of Business: The meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting.
- 7.06 Other Directors Present: Each Director shall be entitled to speak (but not to vote, unless he/she/they has been elected to the Executive Committee) at any meeting of the Executive Committee, and his/her/their presence shall not be included for the purpose of calculating a quorum.

## **8.0 ADVISORY BODY**

- 8.01 The Board may from time to time designate and appoint an advisory body, members of which do not need to be Directors. Members of such advisory body may attend and participate in meetings of the Board upon invitation but shall not have the right to vote at any such meetings.

## **9.0 MEMBERSHIP**

- 9.01 Membership: The number of Members is unlimited.
- 9.02 Qualification: Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.
- 9.03 Applications: Applications for Membership shall be submitted to the Board in writing together with the prescribed Membership fee.
- 9.04 Term of Membership: Upon being admitted as a Member of the Corporation, a person's Membership in the Corporation shall continue until it is revoked or terminated pursuant to section 9.06 or 9.07.
- 9.05 Transfer of Membership: A Membership in the Corporation is not transferable.
- 9.06 Revocation of Membership: Any Member may be expelled from the Corporation by special resolution of the Members present at an annual or general meeting of Members.

9.07 Termination of Membership: A Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if a Member dies; or
- (c) if a Member is expelled from the Corporation pursuant to sections 9.05, 9.06 or 9.08.

9.08 Membership Dues: Membership dues, assessments and similar obligations (“assesments”) may only be levied if authorized by:

- (a) a majority of the Board; and
- (b) a majority of the Members at an annual or general meeting of Members, notice of which shall include notice of the intention to seek such authority.

Notice of any assessment shall be mailed to each Member. Any Member failing to pay any assessment within ninety (90) days following the date that the Corporation mails the said assessment shall cease to be a currently registered Member of the Corporation.

9.09 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.

9.10 Annual Meeting: The annual meeting of Members shall be held each year within the City of Mississauga, at a time, place and date determined by the Board, for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
- (b) electing such Directors as are to be elected at such annual meeting, if any;
- (c) appointing the auditor and fixing or authorizing the Board to fix its remuneration; and
- (d) the transaction of any other business properly brought before the meeting.

9.11 General Meeting: The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Act.

9.12 Notice of Meetings: Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least

ten (10) days before the date of the meeting to each Member (and in the case of an annual meeting to the auditor or the Corporation) by prepaid mail sent to the last address of the addresses shown on the Corporation's records or by email to the last email address provided by the Member as recorded in the corporation's records. The notice shall be deemed to have been given three (3) days after it was mailed or one day after it was emailed.

- 9.13 Conduct of Meetings: If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 9.13 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- 9.14 Quorum: Twenty (20) Members present in person or represented by proxy shall be necessary to form a quorum for the transaction of business.
- 9.15 Voting by Members: Unless otherwise required by the provisions of the 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 Members. Each Member shall be entitled to one (1) vote. In the case of an equality of votes, the chairperson of the meeting, in addition to his/her/their original vote shall have a second or casting vote.
- 9.16 Proxies: Every Member may, by means of a proxy, appoint another Member or the President as his/her/their nominee, to attend and act at a meeting of Members in the manner, to the extent and with the power conferred by the proxy. For clarity, staff members of the Corporation cannot be designated as a proxyholder. A proxy shall be in writing, shall be executed by the Member or his/her/their attorney authorized in writing, or, 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 (1) year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or 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.
- 9.17 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 of the meeting or requested by any Member. Upon a show of hands, every Member or proxyholder for a Member present in person shall have one (1) vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairperson of the meeting 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 that fact without proof of the number or proportion of votes

recorded in favor of or against the motion.

- 9.18 Chairperson: In the absence of the President or the Vice-President, the Members present at any meeting of Members shall choose another Director as chairperson of the meeting and if no Director is present or if all Directors present decline to act as chairperson of the meeting, the Members present shall choose one of their number to be chairperson.
- 9.19 Polls: If at any meeting a poll is requested on the election of the chairman of the meeting or on the question of an 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 chairperson of the meeting 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 taking of the poll.
- 9.20 Adjournments: Any meeting of Members may be adjourned to any time, 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.

## **10.0 FINANCIAL YEAR**

- 10.01 The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

## **11.0 EXECUTION OF DOCUMENTS**

- 11.01 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 any officer of the Corporation or such individual or individuals as determined by the Board from time to time.
- 11.02 Execution of Documents: Documents requiring execution by the Corporation shall be signed by the President together with the Vice- President or by either of them together with another Director, or by such person or persons as the Board may otherwise direct, and all Documents so signed are binding upon the Corporation without any further authorization or formality. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.
- 11.03 Securities: The President together with the Vice-President, or either of them together with another Director, or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept, in the name and on behalf of the Corporation, transfers of shares, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing

necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

11.04 Power of Board: Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular document, instrument, contract or obligations of the Corporation may or shall be executed.

11.05 Distribution of Property: Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations or to organizations whose objects are beneficial to the community, such organizations to be in the City of Mississauga and selected by the Board prior to the Corporation's dissolution.

## **12.0 BOOKS AND RECORDS**

12.01 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.

## **13.0 BANKING ARRANGEMENTS**

13.01 Banking: 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 a 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 its cheques, promissory notes, drafts, acceptances, bills of exchange or 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.

13.02 Deposit of Securities: The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities deposited may be withdrawn, from time to time, upon the written order of the Corporation signed by such officer or officers, or 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.

#### **14.0 BORROWING BY THE CORPORATION**

- 14.01 Borrowing: Subject to the limitations set out in the by-laws of the Corporation, the Board may from time to time;
- (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge securities of the Corporation;
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, present and future, including book debts and unpaid bills, 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.

The word “securities” as used in this paragraph means bonds, debentures, or other liabilities of Corporation whether constituting a charge on the property of the Corporation or not.

- 14.02 Authorization: From time to time, the Board may authorize any Director, officer or employee of the Corporation or other person to make arrangements with reference to the money borrowed or to be borrowed pursuant to section 14.01 and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- 14.03 Deeming Provision: The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of a borrowing by-law.

#### **15.0 NOTICE**

- 15.01 Computation of Time: In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
- 15.02 Giving of Notices: Notices to a Director or Member may be sent by prepaid mail, fax or email to the last address (including email address) or fax number of the addressee shown on the Corporation’s records.

15.03 Omissions and Errors: The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**16.0 BY-LAWS AND AMENDMENTS ETC.**

16.01 By-laws of the Corporation may be enacted, repealed and amended, altered, added to or re-enacted in the manner contemplated in and subject to the provisions of the Act.

**17.0 REPEAL OF PRIOR BY-LAWS**

17.01 All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. The repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such by-law, prior to its repeal.

Enacted as By-law No. 4 by the Directors of the Corporation pursuant to a resolution signed by all of the Directors of the Corporation dated [date].

Authorized: \_\_\_\_\_  
Ron Duquette, President

\_\_\_\_\_  
Mike Douglas, Executive Director

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