

## **BY LAW NO. 2**

A By-Law relating generally to the transaction of the affairs of

### **GODERICH LITTLE THEATRE**

BE IT ENACTED and it is hereby enacted as a By-Law of GODERICH LITTLE THEATRE (hereinafter called the Corporation) as follows:

#### **HEAD OFFICE**

1. The Head Office of the Corporation shall be at 35 South Street, in the Municipality of the Town of Goderich in the Province of Ontario (subject to resolution) and at such place within the Municipality in Ontario where the head office is from time to time situated as the directors of the Corporation may from time to time by resolution fix.

#### **SEAL**

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

#### **MEMBERSHIP**

3. (a) Individuals over the age of eighteen (18) years, corporations, churches, and unincorporated associations may be admitted or re-admitted to membership in the Corporation from time to time by the Corporation.  
  
(b) The interest of a member in the Corporation is not transferrable and lapses and ceases to exist upon their death or when they cease to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation.

#### **BOARD OF DIRECTORS**

4. The affairs of the Corporation shall be managed by a board of ten (10) directors, each of whom 30 days prior to their election and throughout their term of office shall be a member of the Corporation and each of whom may exercise all such powers and do acts and things as may be exercised or done by the Corporation and are not by the By-Laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members. The election shall be by ballot. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a

general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

5. A director shall be eighteen or more years of age, and subject to the provisions of Section 316 of The Corporations Act (Ontario) shall be a member of the Corporation.
6. Directors shall be elected to the Board for two-year rotating terms as follows:
  - (a) At the Annual General Meeting of Members at which this by-law is adopted, all directors shall be elected for an interim term. One-half of the new directors shall be elected or appointed for a one (1) year term, and the other half shall be elected for a two (2) year term.
  - (b) At subsequent Annual Meetings, Directors shall be elected annually by the Voting Members according to sections 5, 6, and 7 of the By-law. Directors' terms shall be from the date of the Annual Meeting at which they are elected until the second following Annual Meeting, or until their successors are elected.
  - (c) Voting members may re-elect any Director for a maximum of three (3) consecutive terms. If any Director has served three (3) consecutive terms, the Director may not stand for election until one (1) year following the end of the Director's term.
  - (d) Any Director elected to fill a vacancy on the Board according to section 7 of this By-law shall hold office for the remainder of the term of the vacancy.
7. The office of a director of the Corporation shall be vacated
  - (a) if they become bankrupt or suspend payment or compounds with their creditors or make an authorized assignment or are declared insolvent;
  - (b) if they are found to be of unsound mind;
  - (c) if they are convicted of any criminal offence;
  - (d) if by notice in writing to the Corporation they resign their office.
8. The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred in the performance of their duties.

## **MEETINGS OF DIRECTORS**

9. Meetings of the Board of Directors may be held either at the head office or at any other place within or outside of Ontario A meeting of directors may be convened by the President of the Board of Directors or any two directors at any time and the Secretary by direction of any such officer or any two directors shall convene a meeting of directors. Six members of the board present shall constitute a quorum. Notice of any such meeting shall be delivered, delivered electronically, or mailed to each director not less than two (2) days (exclusive of the day on which the notice is delivered or is given) before the meeting is to take place; provided always that meetings of the Board of Directors may be held at any time without

formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

10. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting, in addition to their original vote shall have a second or casting vote.

### **CONFLICT OF INTEREST**

11. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

### **PROTECTION OF DIRECTORS**

12. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and 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 director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any such liability;
  - (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
  - (c) except that indemnification shall be provided only to the extent permitted by law, and no indemnification shall be provided with respect to any director who is adjudged to be in breach of any statutory duty imposed upon them, or otherwise, when to do so would be prohibited by the operation of any law or statute.

No director or officer for the time being 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 act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property properly acquired by order of the Board of Directors 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 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 or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through their own wilful act or their own wilful default.

### **ELECTION OF DIRECTORS**

13. At the annual meeting the Chairperson of the Nominations Committee shall place before the members the names of those members it is nominating to fill the vacancies on the Board. and shall call for nominations from the floor three times and may receive in nomination the name of any members who have been in good standing for a period of 30 days. Individuals wishing to stand for election to the Board must have been Members in good standing for a period of 30 days and shall have notified the Secretary via the General Manager their intention to stand for election at least 60 days in advance of the Annual General Meeting. The members shall vote for such directors by secret ballot and those members receiving the highest number of votes on the ballot shall be declared elected to the Board of Directors for the term of office.

### **VACANCIES, BOARD OF DIRECTORS**

14. Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain 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 vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **QUORUM AND MEETINGS, BOARD OF DIRECTORS '**

15. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required bylaw, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. 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. Directors' meetings may be formally called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, or emailed to each director not less than one day before the meeting is to take place or shall be mailed 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. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held,

without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

### **ERRORS IN NOTICE, BOARD OF DIRECTORS**

16. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **VOTING, BOARD OF DIRECTORS**

17. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to their original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his/her duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

### **POWERS**

18. The directors of the Corporation 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 do 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 purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable 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.

### **REMUNERATION OF DIRECTORS**

19. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred in the performance of their duties.

## **OFFICERS OF THE CORPORATION**

20. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Vice-President, a Secretary and Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office, except the office of President. The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from among their number, or in the case of the Treasurer only, from among the General Members, at the first meeting after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, except in the case of the Treasurer, a General Member, shall hold office until their successors are elected, The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## **DUTIES OF THE PRESIDENT**

21. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, or such other director as the board may from time to time appoint for the purpose of exercising any such duty or power, in the absence or inability of the President which shall be presumed with reference thereto.

## **DUTIES OF THE SECRETARY**

22. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors.

## **DUTIES OF THE TREASURER**

23. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **DUTIES OF OTHER OFFICERS**

24. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **COMMITTEES**

25. The Board may establish a Standing Committee to be responsible to it for each major program or activity of the Corporation. Each standing committee shall include a member who is a Director.

The Board may, from time to time, strike an ad hoc committee as required.

## **EXECUTION OF DOCUMENTS**

26. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board. The President, Vice-President, the directors, Secretary or Treasurer, or anyone of them, or any person or persons from time to time designated by the Board of Directors 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 of shares, bonds or other securities on the books of any company or corporation.

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

## **BOOKS AND RECORDS**

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

## MEMBERSHIP

28. The membership shall consist of such individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors. Members will remain in good standing by payment of whatever annual dues may be set by resolution of the Board of Directors. The Corporation shall have the following classes of membership:
- a. General Member – This class of member shall consist of individuals who are over eighteen years of age who have paid their annual dues. Each member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
  - b. ~~Honorary Life Legacy~~ Member – This class of membership may be conferred by the Board on any individual who has made an outstanding contribution to the Goderich Little Theatre. ~~An Honorary Life A Legacy~~ Member is not precluded from being a General Member if otherwise eligible. ~~Honorary Life Legacy~~ Members shall not be entitled to vote at Meetings of Members. A Legacy Member will be publicly acknowledged as directed by the Board and may be appointed at any time in the individual's life or posthumously.

## ANNUAL AND OTHER MEETINGS OF MEMBERS

29. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the person who has completed a financial review shall be presented and the Board of Directors elected for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

The Board of Directors or the President shall have the power to call at any time a general meeting of the members of the Corporation. In lieu of individual notice to members, public notice or advertisement shall be published.

Members shall be able to generate a general members meeting by submitting a written request for such a meeting signed by ten percent of the membership. Upon receipt of such a request, the President shall be required to call a general members meeting within 30 days of the tabling of this request to the Board of Directors. The written request must articulate the issue to be discussed at such a meeting; that issue will be the only business transacted at this special meeting.

A quorum at any Meeting of Members shall be ten (10) voting Members. No business shall be transacted at any meeting unless the quorum is present at the time of the transaction of the business.

## **ERROR OR OMISSION IN NOTICE**

30. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation

## **ADJOURNMENTS**

31. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
32. A quorum for the transaction of business at any meeting of members shall consist of not less than six members present; provided that in no case can any meeting be held unless there are five members present.

## **VOTING OF MEMBERS**

33. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each General or Life member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled either to vote at meetings of the Corporation unless all dues or fees, if any, then payable have been paid 14 days prior to the vote.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll maybe withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such' manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equity of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

## **FINANCIAL YEAR**

34. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of August, in each year.

## **CHEQUES, ETC.**

35. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be 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 of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

36. 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 of Directors, 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 of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **NOTICE**

37. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or' otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication; a notice so delivered shall be deemed' to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed to be reliable.

## **BORROWING**

38. The directors may from time to time
- (a) borrow money on the credit of the Corporation; or
  - (b) issue, sell or pledge securities 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 securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation. 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 therefor, 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. .

## **AMENDMENTS TO THE BY-LAW**

39. The By-Laws of the Corporation may be amended at a Meeting of the Members called for the purpose of such amendments by a two-thirds (2/3) majority of votes of voting Members present at such meetings provided that such members constitute a quorum. Notice to amend including details of proposed amendments must be received by the Secretary not later than thirty (30) days prior to the Meeting of Members. Copies of such notice shall be sent by the Secretary to all members in good standing at least seven (7) days before the Meeting of Members.

## **DISSOLUTION**

40. Upon the dissolution of the Corporation and after the payment of all debts and property of the Corporation, the remaining assets and property of the Corporation shall be distributed to recognized charitable organizations which carry on their work solely in Canada as determined by resolution enacted by the Board of Directors of the Corporation and confirmed at a meeting of the members of the Corporation.

## **INTERPRETATION**

41. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, and references to persons shall include firms and corporations.

## **RULES OF ORDER**

42. All Board meetings and Meetings of Members of the Corporation shall be conducted in accordance with Robert's Rules of Order.

Approved by the members at the Annual General Meeting held on October 23, 2017, and sealed with the corporate seal this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Jenna Ujiye, President

\_\_\_\_\_  
Nina Reynolds, Secretary

(Corporate Seal)