

A By-law relating generally to the conduct of the affairs of the Ingersoll Creative Arts Centre.

Be it Enacted as a by-law of the Corporation as follows:

1. Definition

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 articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“Board” means the board of directors of the Corporation and “director” means a member of the board;

“By-Laws” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“Chair” means the chair of the Board;

“Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

“Director” means an individual occupying the position of the Corporation by whatever name she/he is called;

“Member” means a member of the Corporation;

“Members” means the collective membership of the Corporation;

“Officer” means an officer of the Corporation.

2. Interpretation

In the interpretation of this by-law, words in the singular include 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Severability and Precedence

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

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year of the Corporation shall be May 31 in each year.

6. Banking Arrangements

The Banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

1. borrow money on the credit of the Corporation;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
3. give a guarantee on behalf and
4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals furthering the Corporation's purposes and who have applied for been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1), (e), (h), (l), or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall take be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice shall be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of the members.

12. Members Calling a Member's Meeting

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying no less than 5% of voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid with three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

14. Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members sections or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or,
6. the Corporation is liquidated or dissolved under the Act.

15. Effect of Termination of Membership

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.

16. Discipline of Members

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

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. 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 president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such 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 CEO/Administrator, 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.

17. Election of the Board of Directors

The Board of Directors shall within one month of their first meeting form three standing committees.

One standing committee shall be a Nomination Committee. The duties of the Nomination Committee will be to oversee the process of board recruitment and to deal with the removal or replacement of directors. This committee shall be concerned with the long term interests of the corporation. This committee must act independently of the Board of Directors and must be removed from close ties to staff or particular factions on the board.

The Chairperson of the Nomination Committee will take over at the Annual General Meeting to list members in good standing who are funning for vacant positions on the board and to conduct the voting therein.

All voting shall comply with the by-laws of the corporation in that all voting will be done in person not by mail, proxy, electronic or telephone voting.

17. Election of the Board of Directors continued...

The second standing committee shall be an Audit Committee. At the Annual General Meeting two (2) volunteers shall be asked to sit on this committee for the financial year as presented to the members at large. If only one volunteer or no volunteers are noted then the board may appoint two members of the board along with the treasurer of the board to form this committee.

The third standing committee shall be the Newell Award Committee. The Chair of the Board of Directors shall or her/his designate shall chair this committee. The previous year's Newell Award winner shall sit on this committee with one other member at large.

18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Place of Members' Meeting

Meetings of the members will be held at the registered office of the Corporation.

20. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting and to speak at the members' meetings.

21. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

22. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Votes to Govern at Members' Meetings

At any meeting of members every questions shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of votes cast on the questions. In case of an equality of

votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

25. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

26. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and a maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

27. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

28. Protection of Directors and Officers and Others

No director, officer or committee member of the Corporation is liable for the acts, neglects or defaults of other director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the money belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of his or her respective office or trust provided that they have:

Complied with the Act and the Corporation's articles and By-laws; and Exercised their powers and discharged their duties in accordance with the Act.

29. Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transactions.

30. Charitable Corporations

No Director, shall directly or through an associate, receive a financial benefit, through a contract

or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

31. Calling of Meetings of Board of Directors

Meetings of the board may be called by the Chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

32. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose of or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to subsection 138(2) (Limits of Authority) of the Act that is to be dealt with at the meeting.

33. Regular Meeting of the Board of Directors

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, but no other notice shall be required for any such regular meeting except if subsection 136 (3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

34. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting one.

35. Committees of the Board of Directors

The board shall form two standing committees. The first shall be the Audit Committee and the second shall be the Nomination Committee.

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

36. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

37. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions.

1. Chair of the Board - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

2. Vice-Chair of the Board - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.

3. Secretary - If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board as instructed by the Chair of the board. The secretary shall enter or cause to be entered in the Corporation's Minute Book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

4. Treasurer - If appointed, the treasurer shall have such powers and duties as the Board may specify.

5. Administrator - of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation. The Administrator shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

6. Other - The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or Chair requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

38. Vacancy in Office

In the absence of a written agreement to the contrary, 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:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment) or,

4. 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.

39. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of directors);
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to 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 so 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, public accountant or member of a committee or the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

40. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

41. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws 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.

42. 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 the section on dispute resolution mechanism of this by-law.

43. 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, employees 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 law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 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 one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. 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.

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 arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

44. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal 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. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form 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.

