

ORCHESTRAS CANADA / ORCHESTRES CANADA

GENERAL MANAGEMENT BYLAW NO. 3

Approved by the Directors March 16, 2006

Confirmed by the Members at the
Annual General Meeting June 9, 2006

Amended by the Directors March 15, 2007

Confirmed by the Members at the
Annual General Meeting June 14, 2007

**Amended by the Members at the
Annual General Meeting June 22, 2010**

BY-LAW NO. 3

ORCHESTRAS CANADA / ORCHESTRES CANADA

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BY-LAW NO. 3

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

ORCHESTRAS CANADA / ORCHESTRES CANADA

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Orchestras Canada / Orchestres Canada (hereinafter called the "Corporation") as follows:

ARTICLE 1 **INTERPRETATION**

- 1.01 In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
- (a) **"Act"** means the Ontario Corporations Act, Revised Statutes of Ontario 1990, c.C.38, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
 - (b) **"Board"** means the Board of Directors of the Corporation;
 - (c) **"Director"** means a member of the Board of Directors;
 - (d) **"By-laws"** means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;
 - (e) **"Corporation"** means the non-share capital corporation incorporated by Letters Patent under the Act with the name of Orchestras Canada / Orchestres Canada;
 - (f) **"Letters Patent"** means the Letters Patent of the Corporation dated March 7, 1977, amended November 17, 1997 and as supplemented from time to time;
- 1.01 Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- 1.02 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, ratify or explain the effect of any such terms or provisions.
- 1.03 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.
- 1.04. All prior by-laws of the Corporation heretofore enacted or made are hereby repealed, provided that such repeal shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 2
BUSINESS OF THE CORPORATION

- 2.01 **Head office** Until changed in accordance with the Act, the head office of the Corporation shall be in the municipality of Metropolitan Toronto in the Province of Ontario.
- 2.02 **Corporate seal** Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.
- 2.03 **Financial year** Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of March in each year.
- 2.04 **Execution of instruments** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the Chair or a Vice-Chair or a director and by the Secretary. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.
- 2.05 **Banking arrangements** The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.
- 2.06 **Voting rights in other companies** The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging therefore. In addition, the board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07 **Recognition of Official Languages** As a national corporation, the Corporation recognizes the equal status of the two official languages and the full participation of the French- and English-language communities. In addition to its recognition of the two official language communities, the Corporation recognizes the broad ethnic spectrum of the population of Canada, which includes the People of the First Nations.

ARTICLE 3
MEMBERSHIP

- 3.01 **Qualification** Membership in the Corporation shall be open to persons, corporations, organizations, and others who are interested in fostering the development of orchestral life in Canada as well as other groups or organizations who share the Corporation's belief in the vital role that orchestras play in the Canadian cultural milieu. Members shall be admitted to membership by resolution of the Board. Pending Board approval, the Executive Director may admit members. Each member shall promptly be informed by the Secretary of his admission as a member.
- 3.02 **Classes of Members**

Full membership is provided to:

- Professional and semi-professional orchestras, which are organizations based in Canada who engage a significant number of professional musicians to form the core of their orchestra, who engage a professional manager or management team to execute an annual season of public concerts, whose principal business is the presentation of public concerts.
- Members of the Board of Directors of the Corporation.

Associate membership is available to smaller orchestras, ensembles, youth orchestras, training orchestras and music schools, consultants, artist managers, suppliers to the music industry and other organizations supportive of the mandate of Orchestras Canada.

Individual membership is available to supporters of the mandate of Orchestras Canada, musicians, volunteers, managers and friends of Orchestras Canada.

Full members shall be voting members; Associate members and Individual members shall not be voting members.

- 3.03 **Membership Dues** Annual membership dues shall be established by the Board no fewer than sixty (60) days in advance of the year in which they are to become effective.
- 3.04 **Term of membership** The interest of a member in the Corporation is not transferable and lapses and ceases to exist when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation, or, in the case of an individual member, upon his death. The term of membership of each member shall continue at the pleasure of the Board.
- 3.05 **Termination of Membership** Any member may cease to be a member of the Corporation by delivering a written resignation to the Chair and/or the Executive Director of the Corporation or by resolution of the Board. At the discretion of the Board, if any member fails to pay the levied dues within ninety (90) days of the invoice being sent, membership may be terminated. However, the Executive Director shall have full authority to negotiate with the member concerned in an attempt to find an acceptable payment schedule. In the event that the Executive Director is unable to negotiate an acceptable payment schedule, or resolve any other issue(s) that could in his opinion result in termination of membership, the matter will be referred to the Board of Directors who may, by resolution, terminate the membership.
- 3.06 **Removal** Upon thirty (30) days' notice in writing to a member of the Corporation, the Board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such person shall cease to be a member of the Corporation. Any such member may reapply for membership in the Corporation.

ARTICLE 4 **MEETINGS OF MEMBERS**

- 4.01 **Annual Meetings** The annual meeting of the members shall be held at any place within Canada, on such day in each year and at such time as the Directors may by resolution determine; provided that the Corporation shall hold an annual meeting of members within nine months of the end of each fiscal year of the Corporation. At annual meetings there shall be presented a report of the Directors on the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon

as required by the Act, and such other information or reports relating to the Corporation's affairs as the Directors may determine.

- 4.02 **Special general meetings** Other meetings of the members (to be known as "special general meetings") may be convened by order of the Chair or by request of the majority of the Board or any two Officers, or, by written request of five (5) voting members. Such meeting will be held as soon as it is convenient after such request and upon at least fifteen (15) days' written notice to the membership. The notice of such meeting shall state the purpose for which it is being called and upon whose authority, and may be held at any date and time and at any place within Canada.
- 4.03 **Notice** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each member and to the auditor of the Corporation at least twenty days before the date of every meeting, provided always that a meeting of members may be held for any purpose at any date and time and at any place within Canada without notice if all the members are present in person or represented by proxy at the meeting or if all the absent members entitled to notice of such meeting and the auditor shall have waived notice of such meeting and such waiver may be validly given either before or after the meeting to which such waiver relates.
- 4.04 **Chair, secretary and scrutineers** The Chair or, in his absence, a Vice-Chair who is a director of the Corporation, shall be chair of any meeting of members. If no such officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the Secretary of the Corporation be absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.
- 4.05 **Persons entitled to be present** The only persons entitled to attend a meeting of members shall be the members, the auditors of the Corporation and others who are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. Only Full members shall be entitled to vote at meetings of members.
- 4.06 **Proxies** Votes at meetings of members may be given either in person or by proxy. Every voting member may by means of a proxy appoint a person, who need not be a member, as his nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. An instrument appointing a proxy shall be in writing and executed by the member, and prior to the commencement of the relevant meeting must be deposited with the Secretary of the Corporation or the secretary of the meeting to be effective.

An instrument appointing a proxy may be in the following form or in any other form which complies with the requirements of the Act:

The undersigned voting member of Orchestras Canada / Orchestres Canada hereby appoints _____ of _____, whom failing, _____ of _____ as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the members of the said Corporation to be held on _____, 20____, and at any adjournment thereof in the same manner, to the same extent and

with the same power as if the undersigned were personally present at the said meeting or such adjournment thereof.

DATED _____, 20____

(signature of voting member)

4.07 **Voting**

(a) Each Voting member being a representative of an organization maintaining a symphony or chamber orchestra shall have two votes. Each Voting member being a member of the Board of Directors shall have one vote.

(b) At every meeting of members every person or organization shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a voting member. Every question submitted to any meeting of Voting Members shall be decided in the first instance by a majority of votes given, unless otherwise required by the Letters Patent, these By-laws, or by-law, on a show of hands and in case of an equality of votes the chair shall have a second or casting vote in addition to the vote to which he is entitled as a Member. On the request of at least two (2) Members, a secret ballot may be taken on any question. At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.08 **Polls** If a poll is demanded it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

4.09 **Adjournments** The Chair may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.10 **Quorum** At any meeting of members, fifteen Full members present in person shall form a quorum for the transaction of any business.

4.11 **Reports to Members** A copy of the Corporation's Financial Statements and/or Audited Statements shall be made available to any Member on request.

4.12 **Errors or Omissions** No error or omission on the notice given of any Annual General Meeting or Special Meeting of Members shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time, waive notice of such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat.

ARTICLE 5
DIRECTORS

5.01 **Number and powers** The affairs of the Corporation shall be managed by a Board of up to seventeen (17) Directors. Each Director shall have one vote on all issues which come before the Board of Directors to be voted upon.

5.02 **Composition of Directors** There shall be up to twelve (12) Directors elected by the members at an annual meeting. There shall be up to five (5) ex-officio Directors, which shall include the following:

- representative from American Federation of Musicians
- representative from Organization of Canada Symphony Musicians
- past Chair of the Corporation
- any individual or representative from an organization approved by resolution of the Board of Directors

The list of organizations represented may be amended from time-to-time by resolution, duly approved, of the Board of Directors. The representative from each organization shall be chosen in consultation with the organization concerned and approved by the Board of Directors.

5.03 **Qualifications of directors**

- (a) Every Director shall be eighteen or more years of age and shall be an individual member of the Corporation prior to his election as a Director; provided that a person may be a Director of the Corporation only if he becomes an individual member of the Corporation within ten days after his election or appointment as a Director, but, if he fails to become an individual member within such ten days, he thereupon ceases to be a Director and shall not be re-elected or reappointed unless he is an individual member of the Corporation. Upon election as Director, he shall be deemed to be a Full member and a Voting member of the Corporation.
- (b) Each Director or potential Director shall demonstrate a commitment to serve the Canadian orchestral, ensemble and arts community, a commitment to the aims and objectives of the Corporation and an ability to act as an effective Director.

5.04 **Responsibilities of the Directors**

- (a) The Board may exercise all such powers of the Corporation as are allowed by the governing law in the Province of Ontario and by these By-laws.
- (b) The Board shall always act in the best interests of the Corporation.
- (c) Directors shall disclose any real or potential conflict of interest in a timely manner.
- (d) Directors shall maintain confidentiality.
- (e) Directors shall speak on behalf of the Corporation only when authorized to do so by the Chair or the Executive Director.

- (f) The Board shall have the power to authorize expenditures on behalf of the Corporation and may delegate by resolution, duly approved, the right to employ and pay salaries to employees.
- (g) The Board shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a fund in which the capital and interest may be made available to the Corporation, with such terms and conditions as the Board of Directors may prescribe.
- (h) The Board may take such action as it deems requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the Objects of the Corporation.
- (i) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors or its Delegate at the time of such appointment.
- (j) The remuneration of all officers, agents and employees shall be according to the policy of the Board established from time to time.
- (k) The Board shall establish the Nominating and Executive Committees, which shall be the only standing committees of the Board, and such other committees as may be required from time to time.
- (l) Directors shall attend the Annual General Meeting, Special Meetings and regular meetings of the Board.
- (m) Directors shall become voting members of the Corporation upon election.
- (n) Directors shall assist in the development and funding of the Corporation.
- (o) Directors shall make an annual leadership gift to the Corporation.
- (p) Directors shall be active ambassadors of the Corporation and promote its programmes and services.
- (q) Directors shall fulfil their responsibilities as Directors through a commitment of time, resources, expertise and a financial contribution.

5.05 **Election** Directors shall be elected for a fixed term by the Voting members in general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled for the remainder of the term by the Directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of Members, and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director.

5.06 **Vacation of office** The office of a Director of the Corporation shall be vacated:

- (a) If he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy and Insolvency Act (Canada);
- (b) If an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;
- (c) If he is convicted of any criminal offence;
- (d) If by notice in writing to the Secretary of the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (e) If he ceases to be a member.

No Director shall vacate his office because he is concerned with or participates in the profits of any contract or work with the Corporation, but he shall not vote in respect to such contract or work, and shall indicate possible conflicts of interest at all times.

- 5.07 **Term of Office** Directors elected at an annual general meeting shall serve a term of up to three years. On the recommendation of the Board, the term of the Chair may be extended to a maximum of five years. A Director whose term has expired shall be eligible to serve a second consecutive term of up to three years.
- 5.08 **Removal of Directors** A Director may be asked by the Chair to resign from the Board should he be unable to attend more than two (2) consecutive meetings. The Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.
- 5.09 **Remuneration of Directors** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may, at the discretion of the Board, be paid reasonable expenses incurred by him in the performance of his duties.

ARTICLE 6

MEETINGS OF DIRECTORS

- 6.01 **Place of Meetings** Meetings of the Board may be held either at the head office of the Corporation or at any other place within Canada.
- 6.02 **Notice**
- (a) A meeting of Directors may be convened at any time by the Chair, or any three Directors. The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates, times and place of such regular meetings; so long as any such resolution is in effect the Secretary of the Corporation shall call such regular meetings by notice given in the manner hereinafter referred to.
 - (b) Notice of any meeting of Directors stating the day, hour and place of meeting shall be given to each Director at least ten (10) business days before the meeting

is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.

- (c) For the first meeting of the Board to be held immediately following the election of Directors at an annual or special general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

6.03 **Telephone and Electronic Participation**

- (a) If a majority of the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. The Directors shall be required to provide to the Secretary of the Corporation a phone number or e-mail address that are personal to such Directors and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Director.
- (b) Further if a majority of the Directors consent thereto, votes on any issue may be conducted electronically under the direction of the Secretary of the Corporation in such a manner as to permit the Directors to communicate adequately. Each Director shall be issued an identifier code by the Secretary of the Corporation and shall receive the same information and motions electronically. If any Director objects to the specific means of communication to be used for voting on a specific matter, then the electronic voting process shall not be followed. A majority of the number of Directors in office shall respond electronically to the Secretary in order to constitute a quorum within seven (7) days from the date of transmission of the motion from the Secretary to that Director. Each Director will be requested to indicate whether such Director votes for or against the matter to be voted on. Lack of a response within the seven (7) day limit will be counted as an abstention. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Secretary shall inform each Director electronically, by fax and by ordinary mail of the outcome of all votes including the identity of the Directors voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes.

- 6.04 **Quorum** Two fifths (2/5) of the numbers of the elected Directors shall be required to form a quorum for the transaction of business by the Board.

ARTICLE 7

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

- 7.01 The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any contract, act or

transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) shall be valid and as binding upon the Corporation and upon all the members as if it had been approved or ratified by every member of the Corporation.

ARTICLE 8 **INDEMNITIES TO DIRECTORS AND OTHERS**

- 8.01 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 him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE 9 **OFFICERS**

- 9.01 **Election and appointment** The Board shall annually or more often as may be required elect a Chair, a Vice-Chair, and shall appoint a Secretary and a Treasurer. None of the said officers except the Chair and the Vice-Chair need be members of the Board. The offices of Secretary and Treasurer may be held by the same person who may but need not be known as the Secretary-Treasurer. The Directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 9.02 **Removal of officers** All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.
- 9.03 **Delegation of duties of officers** In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.
- 9.04 **Chair** The Chair shall, when present, preside at all meetings of the Board, the Executive Committee and of members of the Corporation. He shall have the general management and direction, subject to the authority of the Board, of all the business and affairs of the Corporation and power to employ and discharge agents and employees of the Corporation as the Board considers desirable.
- 9.05 **Vice-Chair** The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall possess and may exercise such other powers and duties as may from time to time be assigned to him by the Board.

- 9.06 **Secretary** The Directors shall appoint a Secretary of the Corporation who shall be responsible to the Board and who shall when present, act as secretary of all meetings of the Board and members, and shall have charge of the minute books of the Corporation and the documents and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the Board.
- 9.07 **Treasurer** The Treasurer shall be responsible to the Board and shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. He shall keep or cause to be kept the books of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the Board. He may be required to give such bonds for the faithful performance of his duties as the Board in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
- 9.08 **Executive Director**
- (a) The Board shall appoint a duly qualified person for the position of Executive Director and shall delegate any authority to that individual as it deems fit, except those responsibilities which are required to be the responsibility of the Directors by law . Generally, the Executive Director, as the Chief Operating Officer of the Corporation shall have full authority for the day-to-day activities of the Corporation and to report any actions to the Executive Committee and/or Board on a regular basis. Under policy direction from the Board, the Executive Director administers the affairs of the Corporation. The Executive Director is the central contact for the members of the Corporation and, as such, represents the Corporation to the members and the community at large.
 - (b) The Executive Director shall have the authority to appoint and terminate administrative staff if necessary. Such appointments and/ or terminations will be made according to the policy guidelines of the Board of Directors and according to law and will be reported to the Executive committee on a timely basis.
 - (c) The Executive Director is accountable to the Board through the Chair. No individual Director, member or Committee shall have authority over the Executive Director and all authority delegated to the administrative staff shall be delegated through the Executive Director.
- 9.09 **Vacancies** If the office of any officer of the Corporation shall be or become vacant for any reason the Directors may fill such vacancy.

ARTICLE 10 **COMMITTEES**

- 10.01 The Board may from time to time constitute and dissolve such committees as it deems advisable.
- 10.02 **Nominating Committee**
- (a) The Nominating Committee shall recruit Director candidates of the highest possible calibre and qualifications and recommend those nominees who it

believes would enhance board effectiveness. The Nominating Committee will consider Director nominees who are identified either by the Directors, by the Members, or through some other source.

- (b) Members wishing to submit the names of qualified candidates for possible nomination to the Board of Directors may make such a submission by sending to the chair of the Nominating Committee, the following information not less than 30 days prior to the first anniversary of the preceding year's annual meeting:
- the name, business address and residence address of the candidate;
 - the principal occupation or employment of the candidate;
 - all information relating to the candidate which is required in order to make an assessment with respect to his qualifications,
 - the candidate's written consent to being named as a nominee and to serving as a director if elected;
 - the name and address of the Member submitting the candidate for nomination;
- (c) The Nominating Committee will make a preliminary assessment of each proposed nominee based upon his or her resume and biographical information, the individual's willingness to serve as a Director, and other background information. This information is evaluated against the criteria described above and the specific needs of the Corporation at the time. Based upon a preliminary assessment of the candidate(s), those who appear best suited to meet the needs of the Corporation may be invited to participate in a series of interviews, which are used as a further means of evaluating potential candidates. On the basis of information learned during this process, the members of the Nominating Committee will determine which nominee(s) they will recommend for election to the Board of Directors. The Nominating Committee will use the same process for evaluating all nominees, regardless of the original source of the nomination.
- (d) Prior to the Annual General Meeting, the Nominating Committee shall present a slate of nominees for election to the Board. Upon approval of the Board, the nominees shall be presented to the Membership at the Annual General Meeting in accordance with this By-law. The Nominating Committee will also recommend to the Board candidates from amongst the Directors to serve as Chair and Vice-Chair of the Corporation. The Committee shall also recommend a Secretary and Treasurer, if one is to be appointed, and any other Officers for appointment by the Board.
- (e) The membership of the Nominating Committee shall consist of the Vice-Chair of the Corporation, who shall act as the Chair of the Committee, the Executive Director of the Corporation, and at least three additional persons to be selected by the Vice-Chair and the Executive Director, after consultation with the Chair of the Corporation .

10.03 **Executive Committee**

- (a) The Directors will appoint an Executive Committee consisting of the Chair, the Vice-Chair, the Secretary and the Treasurer, and any other members as may be deemed necessary. The Executive Director shall attend all meetings of the Executive Committee as a non voting member. The Executive Committee shall

have the authority to act on behalf of the Board and shall report on those actions, if any, at the next meeting of Directors.

- (b) Meetings of the Executive Committee shall be held at any time or place to be determined by the Chair, provided that at least forty-eight (48) hours' notice of such meeting shall be given in writing, by facsimile, by telephone or by electronic mail. No error or omission in giving notice of any meeting, or adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceeding taken thereat. Any member of the Executive Committee may, at any time, waive notice of any meeting and may ratify, approve or confirm any or all proceedings taken or had thereat.

ARTICLE 11 **NOTICES**

11.01 **Service**

- (a) Any notice to be given to any member, Director or auditor shall be served either personally or by sending it through the post in a prepaid envelope to such member, Director or auditor addressed to him at his address as the same appears in the books of the Corporation or, if no address be given therein, then addressed to the last address of such member, Director or auditor known to the Secretary of the Corporation.
- (b) A notice or other document sent by regular mail shall be deemed to have been served when it is deposited in a post office or public letterbox. With respect to every notice sent by post it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into a post office or into a post office box.
- (c) A notice of a document that is required to be given to a Director, officer or member may also be sent by telephone transmission of a facsimile of the notice or other document or by another form of electronic transmission where there is a record that the notice or other document has been sent, and is deemed to have been received by the intended recipient on the earlier of the day that the intended recipient actually receives it or the first business day after the day the transmission is sent.
- (d) Any member, officer or Director may, at any time, waive any notice required to be given under the by-laws of the Corporation.

11.02 **Member Not Found** If the Corporation sends a notice or document to a member and the notice or document is returned on three consecutive occasions because the member cannot be found, the Corporation is not required to send further notices or documents to the member until the member informs the Corporation of his new address in writing.

11.03 **Signature to notices** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.04 **Computation of time** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "business days" is used in this by-law it shall mean

Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

- 11.05 **Proof of Service** A certificate of the Chair or the Secretary of the Corporation or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.
- 11.06 **Repeal** Upon this by-law coming into force, By-law Number 1 of the Corporation enacted by the Directors and confirmed by the Members on the 27th day of September, 1997 and By-law Number 2 of the Corporation enacted by the Directors and confirmed by the Members on the 14th day of June, 2004 are repealed, provided that such 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 the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

PASSED by the Directors this 13th day of January, 2010.

Chair

Secretary

CONFIRMED AND SANCTIONED by the members by the affirmative vote of a majority of the members at a meeting duly called for the purposes of considering the above by-law this 22th day of June, 2010.

Secretary