

BY-LAWS

A by-law relating generally to the transaction of affairs of Scarborough Music Theatre Inc.

Be it enacted as a by-law of Scarborough Music Theatre Inc (hereinafter referred to as "the Corporation") as follows:

1 CORPORATE INFORMATION

1.1 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Toronto, in the Judicial District of Toronto and Province of Ontario, and as such place therein as the directors may from time to time determine.

2 MEMBERSHIP

2.1 MEMBERS

The Members of the Corporation shall be the members in good standing of the Corporation.

2.2 CONDITIONS OF MEMBERSHIP

- a. Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation, and shall consist of anyone who applies for admission as a member.
- b. Any members may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
- c. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

2.3 TYPES OF MEMBERSHIP

That there shall be four classes of membership in the Corporation, namely Members, Life Members, Associate Members, and Honorary Members:

- (i) **Members (Annual):** Membership may be conferred on those individuals 18 years of age and above. They shall pay annual membership dues in accordance with the provisions of the by-laws of the Corporation in that behalf from time to time be in force. A Member is entitled to one vote at any general meeting of the members.

(ii) **Life Members:** Life Membership is conferred on those individuals who have been ordinary members in good standing for 12 consecutive years. Once an individual becomes a Life Member, they shall not be required to pay any further membership fees or dues. A Life Member is entitled to one vote at any general meeting of the members.

Under extraordinary circumstances, the Board of Directors may elect to confer Life Membership to an individual who has not been a Member in good standing for 12 consecutive years.

(iii) **Associate Members:** Associate Membership is for those persons, under 18 years of age, who participate in a show, youth group or youth camp or group related activity. There are no fees for Associate Membership. Under extraordinary circumstances, Associate Membership may be extended beyond 18 years of age at the discretion of the Board of Directors. Associate Members may choose to pay Members dues in order to qualify for number of years toward Lifetime Member status. Associate Members are not entitled to vote at any general meeting of the Members.

(iv) **Honorary Members:** Honorary Membership may be granted by the Board of Directors for one year, to be reviewed on an annual basis if necessary. Honorary Members are not required to pay membership fees or dues. Honorary Members are not entitled to vote at any general meeting of the members.

2.4 DUES

Dues shall be fixed by majority vote of the Board of Directors, which vote becomes effective only when confirmed by a vote of the Members at an annual or other general meeting. Members shall receive notification through the Corporation of the dues or fees at any time payable by them.

3 BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board Directors including 4 Officers and 9 Directors, each of whom at the time of the election and throughout the term of office shall be a voting Member of the Corporation. The election may be by a show of hands unless a ballot is requested by any member. In the case where the Annual General Meeting is held virtually, a digital poll may be conducted by the Nomination Chair.

The Board of Directors shall be elected by the Members. The term of office of the Directors and Officers shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

Officers (President, Vice-President, Secretary, Treasurer) shall serve maximum 3 consecutive one year terms on the Executive in the same role. If no Member with the appropriate skill set seeks or accepts nomination for the role up to or at the election, the Officer may extend the term for another year.

Officers shall have staggered terms to enable continuity and consistency. Commencing on the approval of these By-laws by the Membership at an Annual General Meeting, the

President and Vice President shall serve maximum three consecutive terms and the Treasurer and Secretary shall serve maximum two consecutive terms to allow for staggering. After these initial maximum terms all positions will revert to three consecutive terms.

Directors are not limited to number of consecutive terms.

The role of Past President is a non-elected position invited to serve in a mentorship role to the Board. If the immediate past President is not available to serve in the role, the Board may invite another past President to fill the role. The Past President is entitled to one vote at Board meetings. The Past President may serve for a one year term that can be renewed by motion of the Board for up to two consecutive years.

3.2 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board, 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 general meeting of the Members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall call a meeting of the Members to fill the vacancy or vacancies within 30 days.

3.3 INDEMNITIES TO DIRECTORS AND OFFICERS

Every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effect, 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 or other person sustains or incurs in about any action, suit or proceedings which is brought, commenced or prosecuted against the Director or Officer, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted, in or about the execution of the duties of the office or in respect of any such liability;
- b. All other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by wilful neglect or default.

3.4 POWERS

The majority of the Directors and Officers of the Corporation, which must include at least one of the following: President, Vice-President, Treasurer or Secretary, 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 or do.

Without in any way derogating or detracting from the foregoing and except as hereinafter provided, the Directors and Officers 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, building, 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.

Notwithstanding the provisions of the preceding paragraph, the Directors and Officers may not acquire, alienate, sell, exchange or otherwise dispose of lands, building and real property of the Corporation unless a majority of the members at an annual or other general meeting have voted in favour of such action.

The Board may from time to time in accordance with legislation recommend amendments to the by-laws to be approved by the Members at an Annual General Meeting or Special meeting. Unless required by law, such amendments are not enforceable until they have been approved by the Members as specified.

3.5 BOOKS AND RECORDS

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

Access to books and records shall be available to all Directors and Officers. No books and records shall be held exclusively by one Director or Officer.

3.6 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such. However, Directors may be reimbursed for Board approved expenses incurred in the performance of their Directors' duties.

4 OFFICERS & DIRECTORS

4.1 OFFICERS OF THE CORPORATION

The Board of Directors shall be comprised of Directors and Officers. The Officers shall be President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, Treasurer, and Directors shall be elected by the members present at the Annual General Meeting. An Officer can be removed for cause from the Board by a 2/3 majority vote of the Board present at a special meeting of the Board.

4.2 DUTIES OF THE PRESIDENT

The President, when present, may choose to Chair all meetings of the Members of the Corporation and of the Board of Directors or to appoint a non-voting Member to Chair. 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 and Treasurer or other Officer appointed by the Board for the purpose shall sign all by-laws. The President, or

designate, shall act as spokesperson for the Corporation. During the absence or inability of the President, the duties and powers may be exercised by the Vice President, or in the absence of the Vice President, by such Director as the Board may from time to time appoint for the purpose, to exercise any such duty or power, and the absence or inability of the President shall be presumed with reference thereto.

4.3 DUTIES OF THE VICE-PRESIDENT

The Vice-President shall assume the responsibilities and duties of the President in the absence of the President or in the President's inability to fulfill those duties. The Vice-President shall also perform such other duties as may from time to time be determined by the Board of Directors.

4.4 DUTIES OF SECRETARY

The Secretary shall be clerk of the Board of Directors. 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. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. Minutes are to be kept in hardcopy at the head office of the Corporation. Other contracts and documents shall be delivered up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

4.5 DUTIES OF TREASURER

The Treasurer or Board designate shall be accountable for the keeping of full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. The Treasurer shall deposit all monies 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. The Treasurer 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 their 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.

4.6 DUTIES OF DIRECTORS

The duties of all Directors of the Corporation, shall be such as the terms of their engagement call for and other duties as assigned. A Director may be removed from the Board by 2/3 majority vote of Members at a special or annual meeting.

4.7 DUTIES OF THE PAST PRESIDENT

The duties of the Past President is to mentor and advise the President and the Board. The Past President may be removed from the Board with cause by an enriched majority of 2/3 of the Board.

5 DIRECTORS' AND OFFICERS' OBLIGATIONS

5.1 DUTY OF GOOD FAITH

Every Director and Officer of the Corporation shall exercise the powers and discharge the duties of the position honestly, in good faith and in the best interest of the Corporation. In connection therewith, the Directors and Officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

5.2 CONFLICT OF INTEREST

A Director or Officer of the Corporation who:

- (a) Is a party to a material contract or proposed material contract with the Corporation, or
- (b) Is a Director or an Officer of an organization, or has material interest in any person, who is a party to a material contract or proposed material contract with the Corporation, shall first, disclose such interests at the meeting in which the contract is first considered and second, absent themselves from debate and refrain from voting on any resolution to approve such contract.

6 MEETINGS & VOTING

6.1 QUORUM AND MEETINGS

A simple majority of the Board members present, which must include at least one of the following: President, Vice-President, Treasurer or Secretary, shall form a quorum for the transaction of the business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places or virtually 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, Vice President, Secretary, or Treasurer on direction in writing of two Directors. Notice of such meeting shall be delivered to each Director not less than 48 hours before the meeting is to take place. The statutory declaration of the President, Vice President, Secretary, or Treasurer 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 meetings notice must be sent. A Board meeting shall also be held, without notice, immediately following the annual meeting of the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

6.2 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding 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.

6.3 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of the Board shall be decided by a simple majority of votes of the Board members present. The Chair of the meeting, if a voting member, shall not vote, except to break a tie. All votes at any 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 Chair that a resolution has been carried or lost, and an entry to that effect in the Minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

A recorded vote may be requested by any Director or Officer present.

6.4 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the Members shall be held at the head office of the Corporation, virtually or elsewhere in Ontario as the Board of Directors may determine. The annual general meeting shall be held within 60 days of the end of the fiscal year. Any other general meeting shall be held on such day as the Board of Directors may determine.

At every annual meeting, in addition to any other business that may be transacted, the reports of the Board members shall be presented, and a Board of Directors elected and auditors appointed 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.

The notice of the time and place of the annual meeting or any other general meeting shall be given no less than 15 days in advance to each member via email.

6.5 ERRORS IN NOTICE, GENERAL MEETINGS

No error or omission in giving such notice for a meeting of the Members shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting, and any Member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.6 ACCOUNTANTS

The Members shall at each annual meeting appoint an accounting firm to review the accounts of the Corporation.

6.7 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of Members shall be 50% plus one of the voting Members present within 30 minutes of the start of the meeting.

6.8 VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Member and Life Member of the Corporation shall at all meetings of Members be entitled to one vote.

At all meetings of Members, every question shall be decided in accordance with the rules of order for meetings of the by-laws of Scarborough Music Theatre Inc.

6.9 ADJOURNMENTS

Any meeting 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 meetings 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 an adjournment may be made notwithstanding that no quorum is present.

7 CONTRACTS & FUNDS

7.1 EXECUTION OF DOCUMENTS

Deeds and transfers of real property on behalf of the Corporation shall be signed by the President and by the Secretary and Treasurer.

Contracts, licences and engagements in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and one of the Vice President, Secretary or Treasurer with the approval of the Board.

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(s), contract(s) or obligation(s), or class(es) thereof of the Corporation may or shall be executed.

7.2 SIGNING AUTHORITY

All Electronic Fund Transfer, cheques, drafts, and orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed or approved digitally 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.

7.3 FINANCIAL YEAR & AUDITING

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall begin on the first day of August and end on the last day of July.

If the corporation has not engaged a Certified Public Accounting Firm to complete an external Audit or Review Engagement per regulatory requirement, the Board must consider

the need every third year. A 2/3 majority of the Board is required to undertake an external Audit or Review Engagement at any time outside of a regulatory requirement.

Notwithstanding the prior clause, any Member, may at any annual meeting, put forward a motion requesting such an Audit or Review. The motion requires a simple majority to pass.

8 DISSOLUTION OF THE CORPORATION

8.1 It is specifically provided that in the event of dissolution or winding up of the Corporation all its remaining assets, after payment of its debts and liabilities, shall be distributed to one or more charities registered under the Income Tax Act (Canada) and operating solely in the Province of Ontario whose mandate and/or related activities is similar to that of Scarborough Music Theatre.

9 POLICY & PROCEDURES

9.1 The Board may prescribe such policies and procedures not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

IN WITNESS WHEREOF we have thereunto set our hands at the City of Toronto, in the Province of Ontario on the _____ day of _____, 20_____.

WITNESS FOR THE CORPORATION:

President Name: _____

President Signature: _____

Vice President Name: _____

Vice President Signature: _____

Treasurer Name: _____

Treasurer Signature: _____

Secretary Name: _____

Secretary Signature: _____