

By-Law No. 1

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

Markham Arts Council

TABLE OF CONTENTS

1	INTERPRETATION.....	4
1.1	MEANING OF WORDS.....	4
1.2	CORPORATIONS ACT TERMS	5
1.3	LETTERS PATENT	5
2	HEAD OFFICE	5
3	SEAL.....	5
4	BOARD.....	6
4.1	NUMBER OF DIRECTORS AND POWERS	6
4.2	QUALIFICATIONS	6
4.3	ELECTION AND TERM	6
4.4	VACATION OF OFFICE	7
4.5	REMOVAL OF DIRECTORS.....	7
4.6	QUORUM.....	7
4.7	VACANCIES.....	7
4.8	EXECUTIVE COMMITTEE	7
4.9	NOMINATIONS	8
5	MEETINGS OF DIRECTORS	9
5.1	PLACE OF MEETINGS	9
5.2	NOTICE	9
5.3	OMISSION OF NOTICE.....	9
5.4	ADJOURNMENT.....	10
5.5	REGULAR MEETINGS.....	10
5.6	CHAIR	10
5.7	VOTING	10
5.8	REMUNERATION OF DIRECTORS	10
5.9	OTHERS PRESENT.....	10
5.10	TELEPHONE PARTICIPATION	11
5.11	RESOLUTION IN WRITING.....	11
6	FOR THE PROTECTION OF DIRECTORS AND OFFICERS.....	11
6.1	CONFLICT OF INTEREST.....	11
6.2	FOR THE PROTECTION OF DIRECTORS AND OFFICERS.....	11
7	INDEMNITIES TO DIRECTORS AND OFFICERS.....	12
7.1	INDEMNITIES	12
7.2	INSURANCE.....	12
8	OFFICERS	12
8.1	APPOINTMENT	12

8.2	REMUNERATION AND REMOVAL OF OFFICERS	13
8.3	POWERS AND DUTIES.....	13
8.4	DUTIES OF OFFICERS MAY BE DELEGATED	13
8.5	CHAIR OF THE BOARD.....	13
8.6	PRESIDENT.....	13
8.7	VICE-PRESIDENT	13
8.8	SECRETARY	14
8.9	TREASURER.....	14
8.10	ASSISTANT SECRETARY AND ASSISTANT TREASURER	14
8.11	EXECUTIVE DIRECTOR, GENERAL MANAGER OR MANAGER	14
8.12	VACANCIES.....	15
9	MEMBERSHIP	15
9.1	COMPOSITION	15
9.2	CLASSES OF MEMBERSHIP.....	15
9.3	RESIGNATION.....	15
9.4	TERMINATION OF MEMBERSHIP.....	15
9.5	FEES.....	16
10	MEMBERS' MEETINGS	17
10.1	ANNUAL MEETING	17
10.2	GENERAL MEETING.....	17
10.3	NOTICE	17
10.4	WAIVER OF NOTICE.....	17
10.5	OMISSION OF NOTICE.....	17
10.6	MAJORITY OF VOTES TO GOVERN	18
10.7	SHOW OF HANDS	18
10.8	POLLS.....	18
10.9	CHAIR OF THE MEETING	18
10.10	PROXIES.....	18
10.11	ADJOURNMENT.....	19
10.12	QUORUM.....	20
10.13	RESOLUTION IN WRITING.....	20
11	COMMITTEES.....	20
11.1	STANDING COMMITTEE	20
11.2	COMBINED AND INACTIVE COMMITTEES.....	20
11.3	AD HOC COMMITTEES.....	20
11.4	RULES GOVERNING COMMITTEES	21
11.5	NOMINATING COMMITTEE.....	21
12	VOTING SHARES AND SECURITIES	22
12.1	VOTING SHARES AND SECURITIES	22
13	NOTICES	23
13.1	METHOD OF GIVING NOTICES	23
13.2	SIGNATURE OF NOTICES	23
13.3	COMPUTATION OF TIME	23
13.4	OMISSIONS AND ERRORS	23

13.5	WAIVER OF NOTICE.....	23
14	EXECUTION OF DOCUMENTS.....	24
14.1	CHEQUES, DRAFTS, NOTES, ETC.	24
14.2	EXECUTION OF INSTRUMENTS.....	24
14.3	BOOKS AND RECORDS	24
15	BANKING ARRANGEMENTS.....	24
15.1	BOARD DESIGNATE BANKERS	24
15.2	DEPOSIT OF SECURITIES	25
16	BORROWING BY THE CORPORATION	25
16.1	BOARD MAY BORROW	25
16.2	BOARD AUTHORIZED SIGNATORIES	25
17	FINANCIAL YEAR.....	25
17.1	YEAR SELECTED	25
18	BY-LAWS AND AMENDMENTS.....	26
18.1	ENACTMENT	26
19	EFFECTIVE DATE.....	27
19.1	EFFECTIVE ON PASSING.....	27

By-Law No. 1

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

Markham Arts Council

BE IT ENACTED as a by-law of **MARKHAM ARTS COUNCIL** (the “Corporation”) of the **TOWN OF MARKHAM** as follows:

1 INTERPRETATION

1.1 Meaning of Words

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

1.1.1 the singular includes the plural;

1.1.2 the masculine gender includes the feminine and vice-versa, and the words “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any aggregate number of persons;

1.1.3 “Board” means the board of directors of the Corporation;

1.1.4 “by-law” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

1.1.5 “Corporation” means **MARKHAM ARTS COUNCIL**;

1.1.6 “Corporations Act” means the Corporations Act, R.S.O. 1990, chapter C.38, and any statute amending or enacted in substitution therefore from time to time;

1.1.7 “documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.1.8 “general meeting of members” includes a meeting of any class or classes of members as well as a general meeting of members;

1.1.9 “letters patent” means the letters patent incorporating the Corporation as from time to time amended and supplemented by supplementary letters patent;

- 1.1.10 “meeting of members” includes an annual meeting of any class or classes of members as well as a general meeting of members;
- 1.1.11 “Recorded Address” means the address of any member, director, officer, auditor or members of a committee of the Board as recorded on the books of the Corporation;
- 1.1.12 “Regulations” means the Regulations made under the Corporations Act as from time to time amended and every regulation that may be substituted therefore;
- 1.1.13 “signing officer” means, in relation to any instrument, any person authorized to sign same on behalf of the Corporation by article 14 or by a resolution passed pursuant thereto;
- 1.1.14 “special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting;
- 1.1.15 “Voting Member” shall have the meaning ascribed thereto in section 9.2.

1.2 Corporations Act Terms

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

1.3 Letters Patent

If any of the provisions contained in this by-law are inconsistent with those in the letters patent, the provisions contained in the letters patent, as the case may be, shall prevail.

2 HEAD OFFICE

The head office of the Corporation shall be in the, Town of Markham in the Province of Ontario (subject to change by special resolution), and at such place therein as the Board may from time to time determine by resolution.

3 SEAL

The seal which is impressed to the right hereof shall be the corporate seal of the Corporation.

4 BOARD

4.1 Number of Directors and Powers

The affairs of the Corporation shall be managed by a board of directors (minimum of 7 and a maximum of 21) , who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. Any increase or decrease of minimum (7) and maximum number (21) of directors shall be approved by special resolution of the directors and members of the Corporation.

4.2 Qualifications

Each director shall: **be an ordinary member or an appointed member:**

4.2.1 be at the date of, or become within ten (10) days after the election of the person as and thereafter remain throughout the term of office, a member of the Corporation who is qualified by the terms of section 9.2 to hold office;

4.2.2 be at least eighteen (18) years of age; and

4.2.3 not be an undischarged bankrupt nor a mentally incompetent person;

If a person ceases to be a member of the Corporation who is qualified by the terms of section 9.2 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.7.

4.3 Election and Term

The directors' term of office (subject to the provisions, if any, of the letters patent) shall be **2 years from the date of the meeting which they were elected** or appointed until the later of the annual meeting next following and until their successors shall have been duly elected or appointed and qualified.

Note: To ensure that the entire Board does not turn over all at one time ensure continuity, the Board will turn over by one- third per year.

Directors whose term has expired are eligible for re-election, but can serve no more than two (2) consecutive terms. However they are eligible for re-reflection after sitting out one year as a director.

Members may serve any number of terms in an officer capacity.

(Retiring directors shall be eligible for re-election to the Board if otherwise qualified and shall continue in office until their successors shall have been duly elected or appointed.)

4.4 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- 4.4.1 if a director is found to be a mentally incompetent person or becomes of unsound mind; or
- 4.4.2 if, by notice in writing to the Corporation, a director resigns from office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- 4.4.3 if a director dies; or
- 4.4.4 If a director is removed from office by the Voting Members in accordance with section 4.5.

4.5 Removal of Directors

The Voting Members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of a term of office and may, by majority of the votes cast at such meeting, elect any person in such director's stead for the remainder of the term.

4.6 Quorum

A majority (greater than 50%) of the directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies in the Board, the remaining directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

4.7 Vacancies

Subject to section 4.3 hereof, a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of directors then in office, be filled by the directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next general meeting of members at which directors for the ensuing year(s) are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of members to fill the vacancy or vacancies. If the number of directors is increased between the terms, subject to the Corporations Act, 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 prescribed.

4.8 Executive Committee

The directors may elect from among their number an Executive Committee consisting of not fewer than five (5) directors and, may delegate to such Executive Committee any of the powers of the Board. The Executive Committee shall be composed of, **(if so authorized by special resolution of the Corporation, the Chair of the Board Vice-**

Chair, Treasurer, Secretary and the Executive Director. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Three (3) of the five (5) members of the Executive Committee shall constitute a quorum. This section 4.8 shall not be effective unless and until this by-law has been confirmed by at least two thirds of the votes cast at a meeting of the Board duly called for that purpose. Subject to the provisions of the Corporations Act, members of the Executive Committee may participate in a meeting of the Executive Committee by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Executive Committee.

The meetings of the executive Committee will be minuted and a report given by the Chair at the next regularly scheduled meeting of the directors.

4.9 Nominations

Candidates for the office of director shall include the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee.

5. MEETINGS OF DIRECTORS

5.1 Place of Meetings

Meetings of the Board and of the Executive Committee, if any, may be held either at the head office of the Corporation or at any place within or outside Ontario.

5.2 Notice

A meeting of the Board may be convened at any time by:

5.2.1 the Chair of the Board (if so authorized by special resolution of the Corporation);

5.2.2 Vice Chair who is a director

5.2.3 the Treasurer or Secretary or

5.2.4 Any two directors.

The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting provided, however, that notice of any meeting where special business will be transacted shall contain sufficient information to permit a person to form a reasoned judgment on the decision to be taken. Notice of any such meeting shall be served in the manner specified in section 13.1 of this by-law not less than two (2) days before the meeting is to take place; provided always that a director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meetings.

If the first meeting of the Board following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

5.3 Omission of Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceeding taken at such meeting.

5.4 Adjournment

Any meeting of directors may be adjourned from time to time by the Chair of the meeting with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

5.5 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board, and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

5.6 Chair

The Chair of each meeting of the Board shall be the Chair of the Board, if any; otherwise the Chair of each meeting of the Board shall be the Vice Chair. The Chair or the Vice Chair (in the absence of the Chair) may designate the Executive Director to chair a meeting. Otherwise the directors present may choose a Chair for such meeting from among their number.

5.7 Voting

Questions arising at any meeting of directors (where the quorum is met per 4.6) shall be decided by a majority (greater than 50% of quorum) of votes of those present. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

5.8 Remuneration of Directors

The directors of the Corporation shall serve without remuneration.

5.9 Others Present

Such others shall, as the Board may from time to time by resolution determine, be entitled in the same manner and to the same extent as a director, to notice of, and personally or by delegate to attend to speak at, meetings of the Board, but shall not be entitled to vote thereat.

5.10 Telephone Participation

If all the directors of the Corporation present at or participating in a meeting of the directors consent, a meeting of the directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

5.11 Resolution in Writing

A resolution in writing signed by all of the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose. A written resolution may be made in counterpart.

6 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

6.1 Conflict of Interest

In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Corporations Act, it is declared that no director shall be disqualified from office or vacate an office by reason of holding any office under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which such director is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Corporations Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Corporations Act. Except as provided by the Corporations Act, no such director shall vote on any resolution to approve such contract.

6.2 For the Protection of Directors and Officers

Except as otherwise provided in the Corporations Act, 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 acquired by the Corporation or 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, including any person with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of office or trust or in relation thereto, provided that nothing herein shall relieve any director or officer of any liability imposed upon such director or officer by statute.

7 INDEMNITIES TO DIRECTORS AND OFFICERS

7.1 Indemnities

Every director and officer of the Corporation and such director's and officer's heirs, executors, administrators and personal representatives, 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:

7.1.1 all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director and officer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director or officer, in or about the execution of the duties of office; and/or

7.1.2 all other costs, charges and expenses such director or officer sustains or incurs in or about or in relation to the affairs of the Corporation;

Except such costs, charges and expenses as are occasioned by such director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

7.2 Insurance

Subject to applicable law, the Corporation shall purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

8 OFFICERS

8.1 Appointment

The Board shall annually and more often as may be required: (a) elect a **Chair** from among them, and (b) appoint a Secretary. **(The Secretary need not be a director of the Corporation.)** If deemed advisable, the Directors may appoint annually and more often as may be required one or more Vice **Chair**, a Treasurer **(and one or more Assistant Secretaries and one or more Assistant Treasurers.)** Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of: (i) resignation, (ii) the appointment of a successor, (iii) ceasing to be a director or

member of the Corporation if such is a necessary qualification of such officer's appointment, and (iv) the meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to section 291 of the Corporations Act, none of the said officers except the Chair of the Board, if applicable, need be a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer, such person may, but need not be, known as the Secretary-Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

8.2 Remuneration and Removal of Officers

Except for the Executive Director and staff, the officers elected or appointed by the Board shall serve without remuneration. 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.

8.3 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective office and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however to any special resolution of the Corporation.

8.4 Duties of Officers may be delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

8.5 Chair of the Board

The Corporation may, by special resolution, provide for the election by the directors from among themselves of a Chair of the Board and define the duties and may assign to the Chair of the Board any or all of the duties of the Corporation,

8j.6 Chair

The **Chair** shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board.

8.7 Vice Chair

The **Vice Chair** or, if more than one, the **Vice Chair** in order of seniority, 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 t; provided, however, that a **Vice Chair** who is

not a director shall not preside as Chair at any meeting of the Board or the Executive Committee, if any, and that a **Vice Chair** who is not a director and member shall not, subject to section 10.9 of this by-law, preside at any meeting of members.

8.8 Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board or the Executive Committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Corporations Act.

8.9 Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and accounting records referred to in section 302 of the Corporations Act; shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board or Executive Committee, if any; shall disburse the funds of the Corporation under the direction of the Board or Executive Committee, if any, taking proper vouchers therefore; shall render to the Board or Executive Committee, if any, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or Executive Committee, if any, or incident to the office.

8.10 (Assistant Secretary and Assistant Treasurer)

(The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer respectively in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.)

8.11 Executive Director

The Board may from time to time appoint one or more Executive Directors, and may delegate to them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the Board or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to them any lesser authority. An Executive Director, shall conform to all lawful orders given to such Executive Director, by the Board of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. **The Executive Director will be a voting member of the Board and all committees.**

8.12 Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President and the Chair of the Board, if any, elect from among themselves a person to fill such vacancy and, in the case of the Secretary, appoint a person to fill such vacancy and may, in the case of any other office, appoint a person to fill such vacancy.

9 MEMBERSHIP

9.1 Composition

Membership in the Corporation shall consist of such persons who are interested in furthering the objects of the Corporation and are admitted as members by the Board.

9.2 Classes of Membership

There shall be three (3) classes of membership in the Corporation: ordinary, honorary and appointed. They would have the right to vote at general meetings. The members of the Corporation shall be:

9.2.1 Ordinary Members: Each director of the Corporation (including each applicant for incorporation of the Corporation) shall also become an ordinary member of the Corporation by virtue of holding office as a director. Ordinary membership shall thereafter include all other persons interested in furthering the objects of the Corporation, who have paid the prescribed fee, if any, and are admitted as ordinary members by the directors of the Corporation.

9.2.2 Honorary Members appointed by the Board of Directors.

9.2.3 Appointed members as approved by the Board of Directors.

9.3 Resignation

A Director who resigns per 4.4.2 shall continue to be an ordinary voting member unless the letter of resignation explicitly states that resignation is for both director and ordinary voting membership.

9.4 Termination of Membership

The interest of a member in the Corporation is not transferable and lapses and, in the case of a director, ceases to exist upon death or dissolution or otherwise in accordance with the by-laws. Notwithstanding the foregoing, the Voting Members 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, terminate the membership of any director of the Corporation.

9.5 Fees

Fees payable by members shall, from time to time, be fixed by a majority (greater than 50%) vote of the Board of Directors.

The secretary shall notify the members of the fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid fees be reinstated by a majority (greater than 50%) vote of the Board.

10 MEMBERS' MEETINGS

10.1 Annual Meeting

Subject to compliance with section 293 of the Corporations Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located, for the purpose of:

10.1.1 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;

10.1.2 electing such directors as are to be elected at such annual meeting;

10.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefore; and

10.1.4 The transaction of any other business properly brought before the meeting.

10.2 General Meeting

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting for any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. A general meeting of members may also be called by the members as provided in the Corporations Act.

10.3 Notice

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting, to the auditor of the Corporation) in the manner specified in section 13.1 of this by-law.

10.4 Waiver of Notice

A member and any other person entitled to attend any meeting of members may, in any manner, waive notice of a meeting of members and, attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.5 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.6 Majority of Votes to Govern

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by Voting Members. In the case of an equality of votes, the question shall be deemed to have been lost. No Voting Member shall be entitled either in person or by proxy to vote at any meeting of members of the Corporation unless such member has paid all dues or fees, if any, then due and payable.

10.7 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person, shall have one vote. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.8 Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

10.9 Chair of the Meeting

In the event that:

10.9.1 the Chair of the Board, who is by special resolution of the Corporation entitled or required to act as Chair of the meeting, if any, is absent or unable or unwilling to act;

10.9.2 there is no Vice- Chair present who is a director and member;

Then the persons who are present and entitled to vote shall choose another director as Chair of the meeting. However, if no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of such persons to be Chair.

10.10 Proxies

Votes at meetings of the members may be given either by proxy or in person. At every meeting at which it is entitled to vote, every person appointed by proxy to

represent one or more Voting Members shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent of the Corporation, every Voting Member shall have one vote and every person appointed by proxy shall have one vote for each Voting Member who is represented by such proxy holder.

A proxy shall be executed on behalf of the Voting Member by an officer or attorney thereof duly authorized.

Subject to the provisions of the Act and Regulations, a proxy may be in the following form:

The undersigned Voting Member of [.....] hereby appoints Of Or, failing appoints of as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the meeting of the members of the said Corporation to be held on the day of, 20....., and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

DATED the day of, 20.....

[.....voting member name.....]

Signature of voting member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chair of any meeting of members may, subject to any regulations made as aforesaid, in the Chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the Chair of the meeting shall be valid and shall be counted.

10.11 Adjournment

The Chair of any meeting of members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place, and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.12 Quorum

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Corporations Act or by the Corporation's letters patent or any other by-law) shall be persons present being not less than 23 (twenty-three) in number. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business, and the provisions of section 13.1 with regard to notice shall apply to such adjournment.

10.13 Resolution in Writing

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of members. A written resolution may be made in counterpart.

11 COMMITTEES

11.1 Standing Committee

There shall be a Nominating Committee at any time there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the Board or the Executive Committee, if any, may determine from time to time by resolution.

11.2 Combined and Inactive Committees

From time to time by resolution, the Board may combine the work of two or more Standing Committees under such name as the Board shall select, and may permit any Standing Committee to be inactive.

11.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee, if any, may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be determined automatically upon:

11.3.1 the delivery of its report;

11.3.2 the completion of its assigned task;

11.3.3 a change in the membership of the Board or Executive Committee by which it was constituted;

11.3.4 a resolution to that effect of the Board or Executive Committee by which it was constituted;

Whichever occurs first; provided, however that, in the case of termination pursuant to section 11.3.3, the Board or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

11.4 Rules Governing Committees

Except as otherwise provided by by-law of the Corporation, all Committees other than the Executive Committee are subject to the following:

- 11.4.1 the Chair and members shall be appointed by the Executive Committee, if any, otherwise by the Board, from among the members of the Corporation who are qualified to hold office;
- 11.4.2 at least one member of the Executive Committee, if any, shall be appointed to serve on each Committee;
- 11.4.3 in addition to the members of a Committee appointed pursuant to section 11.4.1 the Executive Committee, if any, otherwise the Board, may appoint to any Committee, persons who are not members of the Corporation who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;
- 11.4.4 a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;
- 11.4.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the Board;
- 11.4.6 each Committee shall be responsible to and report after each meeting to the Executive Committee (if none, to the Board);
- 11.4.7 Subject to any rules established by the Executive Committee (if none, by the Board), each Committee may establish its own rules or procedure and may appoint subcommittees.

11.5 Nominating Committee

The Nominating Committee, when one exists, shall:

- 11.5.1 Prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting. The nominating committee will endeavour to develop a representative slate of nominations that reflect the geographic distribution and range of arts activities in e. The Town of Markham

11.5.2 Make recommendations to the Board with respect to names of persons to fill vacancies in office or on the board or on committees that occur throughout the year.

12 VOTING SHARES AND SECURITIES

12.1 Voting Shares and Securities

(All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies or arrange for the issuance of voting certificates or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.)

13 NOTICES

13.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Corporations Act, the Regulations, the letters patent, the by-laws or otherwise, to a member, director, officer, auditor or members of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the Recorded Address or if mailed to such person at the Recorded Address by prepaid ordinary mail, or if sent to the Recorded Address by any means of telex, facsimile transmission, electronic mail, or similar form of simultaneous electronic transmission. 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 received by the addressee on the fifth (5th) business day after mailing; and a notice so sent by means of telex, facsimile transmission, electronic mail, or similar form of simultaneous electronic transmission, shall be deemed to have been given when transmitted. The Secretary may change or cause to be changed the Recorded Address of any member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

13.2 Signature of Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed.

13.3 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

13.4 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor, or the non-receipt of any notice by any member, director, officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice if otherwise founded thereon.

13.5 Waiver of Notice

Any member or duly appointed proxy, director, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

14 EXECUTION OF DOCUMENTS

14.1 Cheques, drafts, notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons, whether or not officers of the Corporation, being not fewer than two (2) in number, and in such manner as the Board may from time to time designate by resolution.

14.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the directors or officers of the Corporation. 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 signing officer may affix the corporate seal to any instrument. 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.

14.3 Books and Records

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

15 BANKING ARRANGEMENTS

15.1 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

15.1.1 operate the Corporation's accounts with the banker;

15.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

15.1.3 issue receipts for and orders relating to any property of the Corporation;

15.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

15.1.5 Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

15.2 Deposit of Securities

All shares and securities owned by the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. 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, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the deposit or the proceeds thereof.

16 BORROWING BY THE CORPORATION

16.1 Board May Borrow

Subject to the limitations set out in the by-laws or in the letters patent of the Corporation, the Board may:

16.1.1 borrow money on the credit of the Corporation;

16.1.2 issue, sell or pledge securities of the Corporation; or

16.1.3 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;

Provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

16.2 Board Authorized Signatories

From time to time, the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

17 FINANCIAL YEAR

17.1 Year Selected

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

18 BY-LAWS AND AMENDMENTS

18.1 Enactment

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

19 EFFECTIVE DATE

19.1 Effective on Passing

This by-law shall come into force without further formality upon its enactment.

WITNESS the seal of the Corporation.

ENACTED by the Board as of this 23rd day of February, 2005.

Chair - Colleen Cugini

Secretary – Tessa Benn-Ireland

The foregoing by-law is hereby passed by all the directors of the Corporation pursuant to the provisions of the Corporation Act (Ontario) as of this 23rd day of February 2005.

Chair - Colleen Cugini

Vice-Chair - Julie Christian

Secretary - Tessa Benn-Ireland

The foregoing by-law is hereby confirmed by all the members of the Corporation entitled to vote thereon, pursuant to the provisions of the Corporations Act (Ontario) and in accordance with the by-laws of the Corporation, as of this 23rd day of February 2005.

Chair - Colleen Cugini

Vice-Chair - Julie Christian

Secretary - Tessa Benn-Ireland