

OAKVILLE SYMPHONY YOUTH ORCHESTRA

BY-LAW 2019-1

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TABLE OF CONTENTS

	Page
Part I - INTERPRETATION	1
1.1 Interpretation	1
1.2 Letters Patent	2
Part II - TRANSACTION OF THE AFFAIRS OF THE CORPORATION	2
2.1 Head Office	2
2.2 Corporate Seal	2
2.3 Financial Year	2
2.4 Execution of Instruments	2
2.5 Banking Arrangements	2
2.6 Borrowing Powers	2
Part III - DIRECTORS	3
3.1 Powers of the board	3
3.2 Number of Directors	3
3.3 Qualifications	3
3.4 Election and Term	3
3.5 Vacation of Office	3
3.6 Removal of Directors	4
3.7 Vacancies	4
3.8 Nominating Committee	4
3.9 Committees	5
3.10 Remuneration of Directors	5
Part IV - MEETINGS OF DIRECTORS	5
4.1 Place of Meeting	5
4.2 Quorum	5
4.3 Notice	5
4.4 Omission of Notice	6
4.5 Adjournment	6
4.6 Regular Meetings	6
4.7 Chair	6
4.8 Voting	6
4.9 Participation in Meetings	6
4.10 Resolutions of the Directors	7
4.11 Attendance by Officers	7

Part V - FOR THE PROTECTION OF THE DIRECTORS AND OFFICERS.....	7
5.1 Conflict of interest	7
5.2 Limitation	7
Part VI - INDEMNITIES TO DIRECTORS AND OTHERS.....	8
6.1 Indemnities to Directors	8
6.2 Insurance.	8
Part VII - OFFICERS	8
7.1 Appointments	8
7.2 Remuneration and Removal of Officers	9
7.3 Powers and Duties	9
7.4 Duties of Officers May be Delegated	9
7.5 Chair of the Board	9
7.6 President	10
7.7 Vice-President	10
7.8 Secretary	10
7.9 Treasurer	10
7.10 Assistant Secretary and Assistant Treasurer	10
7.11 Artistic Director and General Manager	10
7.12 Vacancies	10
Part VIII - MEMBERS	11
8.1 Entitlement	11
8.2 Resignation	11
8.3 Termination of Membership	11
8.4 Membership Fees	11
Part IX - MEMBERS' MEETINGS	12
9.1 Annual Meeting	12
9.2 General Meetings	12
9.3 Notice	12
9.4 Waiver of Notice	12
9.5 Omission of Notice	12
9.6 Votes	12
9.7 Chair of the Meeting	13
9.8 Proxies	13
9.9 Adjournment	14
9.10 Quorum	14
Part X - VOTING SHARES AND SECURITIES.....	15
10.1 Voting Shares and Securities	15

Part XI - NOTICES.....	15
11.1 Method of Giving Notices	15
11.2 Signature of Notices	15
11.3 Computation of Time	15
11.4 Omissions and Errors	15
11.5 Waiver of Notice	15
Part XII - CHEQUES, DRAFTS, NOTES, ETC.....	16
12.1 Cheques, Drafts, Notes, etc.	16
Part XIII - EFFECTIVE DATE	16
13.1 Effective Date	16
Part XIV - REPEAL.....	16
14.1 Repeal	16

OAKVILLE SYMPHONY YOUTH ORCHESTRA

BY-LAW NO. 2019-1

A by-law relating generally to the transaction of the business and affairs of the Corporation.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Oakville Symphony Youth Orchestra (hereinafter called the “**Corporation**”), a corporation without share capital incorporated under the *Corporations Act* (Ontario), as follows:

PART I - INTERPRETATION

1.1 **Interpretation.** In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

“**Act**” means the *Corporations Act* (Ontario), including the regulations made pursuant to the Act from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the *Act* shall be read as references to the substituted provisions therefor in the new statute or statutes;

“**board**” means the board of directors of the Corporation;

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

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

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

“**members**” means the persons admitted as members of the Corporation pursuant to Section 8.1 and who have not ceased to be members pursuant to Sections 8.2 or 8.3;

“**meeting of members**” includes an annual meeting of members and a general meeting of members;

“**signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by section 2.4 or by a resolution passed pursuant thereto;

“**special resolution**” means a resolution passed by the board and confirmed by at least two-thirds (2/3rds) of the members; and

“**Tax Act**” means the *Income Tax Act* (Canada), including the regulations made pursuant to the Tax Act, and any statute or regulations that may be substituted, as amended from time to time.

Save as aforesaid, words and expressions defined in the *Act* have the same meanings when used herein.

Words in the singular include the plural and vice-versa; words in one gender include all genders and “persons” include individuals, corporations, partnerships, trusts, joint ventures or unincorporated organizations; and 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 and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.2 **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.

PART II - TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 **Head Office.** The head office of the Corporation shall be in the Town of Oakville in the Region of Halton, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

2.2 **Corporate Seal.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 **Financial Year.** Until changed by the board, the financial year of the Corporation shall end on the 31st day of July in each year.

2.4 **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two of the officers of the Corporation or by a director and an officer 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.

2.5 **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.

2.6 **Borrowing Powers.** The board may, without authorization of the members:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation:
- (c) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

PART III - DIRECTORS

3.1 **Powers of the board.** The board shall manage or supervise the management of the affairs of the Corporation and the board may exercise all such powers and do all such acts and things as may the Corporation except such matters as are by statute or by the by laws or any special resolution of the Corporation directed or required to be done in some other manner.

3.2 **Number of Directors.** The board shall consist of a fixed number of directors not fewer than three. The number of directors shall be fixed from time to time by special resolution.

3.3 **Qualifications.** Every director shall:

- (a) be 18 or more years of age;
- (b) be a member of the Corporation or shall become a member of the Corporation within 10 days after the director's election or appointment
- (c) not be an undischarged bankrupt nor a mentally incompetent person; and
- (d) not be an "ineligible individual" as defined in subsection 149.1(1) of the Tax Act.

3.4 **Election and Term.** The directors' term of office (subject to the provisions, if any, of the letters patent) shall be from the date of the meeting of members at which they are elected until the third annual meeting after that in which such director was elected or until their successors shall have been duly elected or appointed whichever comes first. In the event that a vacancy occurs in the board, any director that is appointed or elected to fill a vacancy shall be appointed or elected for the remainder of the term of the director whose departure from the board has created the vacancy.

Subject to Section 3.7, directors shall be elected by the 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.

If otherwise qualified, retiring directors shall be eligible for re-election to the board, provided, however, that no director is eligible to serve more than two consecutive three year terms and retiring directors shall continue in office until their successors shall have been duly elected or appointed. Notwithstanding the foregoing the immediate past president of the Corporation may serve an additional term commencing on the date on which such individual ceases to be president for a term of three years.

3.5 **Vacation of Office.** The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) if the director does not become a member within 10 days of election or appointment as a director; or
- (b) if the director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or

- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind; or
- (d) if by notice in writing to the President or the Secretary of the Corporation the director resigns from the Corporation's 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
- (e) if the director dies; or
- (f) if the director is removed from office by the members, in accordance with section 3.6;
- (g) if the director fails to attend at least 60% of all Board meetings in a calendar year; or
- (h) if the director becomes an "ineligible individual" as defined in subsection 149.1(1) of the Tax Act.

3.6 Removal of Directors. The members may, by resolution passed by at least 2/3 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 the director's term of office and may, by majority of the votes cast at such meeting, elect any person in the director's stead for the remainder of the director's term. The board may require any director who fails to make disclosure required by Section 5.1 or who contravenes Section 3.10 to resign as a director.

3.7 Vacancies. 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 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 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 *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 provided.

3.8 Nominating Committee.

- (a) There shall be a Nominating Committee consisting of three persons who shall be directors or members or such other number of directors or members as the board may decide.
- (b) The Nominating Committee shall make recommendations and reports to the board as to candidates for election as directors of the Corporation, shall submit a list setting out a nominee for each position as a director open for election at each annual meeting of members and shall recommend persons to fill any vacancy on the board.
- (c) The Chair of the Nominating Committee shall be the immediate past president of the Corporation or such other director as the board may designate if such past

president is unable or unwilling to serve or has ceased to be a director of the Corporation.

- (d) In selecting nominees for directors the Nominating Committee shall ensure that no more than 20% of the directors shall be connected to a person receiving payment from, the Corporation and the Nominating Committee shall ensure that the requirements under section 2.1 of Ontario Regulation 4/01 “Approved Acts of Executors and Trustees” under the *Charities Accounting Act* are complied with in selecting candidates for possible election to the board. As well, the Nominating Committee shall take into account such other guidelines and policies as the board may from time to time adopt by resolution.

3.9 **Committees.** The board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes and with such other powers as it shall see fit. At least one committee member must be a director. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The board may remove any member of any such committee. Each committee shall report regularly to the board.

3.10 **Remuneration of Directors.** Subject to subsection 3.8(d), the directors shall serve as directors without remuneration for acting as such and no director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from holding the position of director, provided that a director may be paid reasonable expenses incurred by a person in the performance of duties.

PART IV - MEETINGS OF DIRECTORS

4.1 **Place of Meeting.** Meetings of the board may be held either at the head office of the Corporation or at any place within the Region of Halton, Ontario.

4.2 **Quorum.** A majority of the board 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.

4.3 **Notice.** A meeting of the board may be convened at any time by:

- (a) the Chair of the Board, if any; or
- (b) the President; or
- (c) any three directors.

The Secretary, when directed or authorized by either of such officers or any three 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. Notice of any such meeting shall be served in the manner specified in section 11.1 of this by-law not less than 3 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 board 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 the board 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.

4.4 **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.

4.5 **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 the board 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.

4.6 **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 notice 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.

4.7 **Chair.** The Chair of each meeting of the board shall be the Chair of the Board, if any, or in the absence of the Chair, the President or such other director as the board may select.

4.8 **Voting.** Questions arising at any meeting of the board shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting in addition to an original vote shall not have a second or casting vote.

4.9 **Participation in Meetings.** If all the directors of the Corporation present at or participating in the meeting consent, a meeting of the board, or any committee thereof, may be held by means of 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 such a meeting by such means is deemed for purposes of the *Act* to be present at that meeting.

4.10 **Resolutions of the Directors.** A resolution signed by all of the directors is valid and effective as if passed at a meeting of the directors.

4.11 **Attendance by Officers.** Unless otherwise directed by the board for confidentiality or other reasons, the General Manager, Artistic Music Director, Secretary and Treasurer may attend all meetings of the board and shall receive notice thereof in accordance with this Part IV.

PART V - FOR THE PROTECTION OF THE DIRECTORS AND OFFICERS

5.1 **Conflict of interest.** A director shall declare a direct or indirect interest in a contract or proposed contract with the Corporation, or any subsidiary, in accordance with section 71 of the Act. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the *Act*, it is declared that no director shall be disqualified from office, or vacate the 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 the 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 *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. Except as provided by the *Act*, no such director shall vote on any resolution to approve such contract. The foregoing is however subject to the requirement at common law that a director of a charity is not to benefit directly or indirectly from his or her position as a director.

5.2 **Limitation.** Except as otherwise provided in the *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 moneys 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 moneys, 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 moneys, 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 the person's respective office or trust or in relation thereto unless the same shall happen by or through the person'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, provided that nothing herein shall relieve any director or officer of any liability imposed by statute.

PART VI - INDEMNITIES TO DIRECTORS AND OTHERS

6.1 **Indemnities to Directors.** Every director and officer of the Corporation, and their heirs, executors, administrators, legal representatives, estates 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 such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and/or
- (b) all other costs, charges and expenses he or she 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 his or her own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

6.2 **Insurance.**

- (a) Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine.
- (b) In accordance with the regulations under the *Charities Accounting Act* (Ontario), the board shall consider the following factors before giving an indemnity or purchasing insurance:
 - (i) the degree of risk to which the executor, trustee, director or officer is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) whether the cost of the insurance is reasonable in relation to the revenue available to the executor or trustee;
 - (v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

PART VII - OFFICERS

7.1 **Appointments.** The board shall annually and more often as may be required:

- (a) elect a President from among themselves,
- (b) appoint a Artistic Director, a General Manager, a Treasurer and a Secretary; and

if deemed advisable appoint annually and more often as may be required one or more Vice Presidents 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) the officer's resignation,
- (ii) the appointment of the officer's successor,
- (iii) the officer ceasing to be a director or member of the Corporation if such is a necessary qualification of 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 *Act*, none of the said officers except the President and 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 the officer 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.

7.2 Remuneration and Removal of Officers. The remuneration of all officers elected or appointed by the board shall be determined from time to time by resolution of the board. The fact that any officer or employee is a member of the Corporation shall not disqualify the person from receiving such remuneration as an officer or employee as may be determined. 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.

7.3 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.

7.4 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 may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

7.5 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 Chair's duties, and may assign to the Chair of the Board any or all of the duties of the President or other officer of the Corporation, and in that case the special resolution shall fix and prescribe the duties of the

President. The Chair of the Board shall, when present, preside at all meetings of the board of directors and members of the Corporation. In the absence of a Chair of the Board, the members present shall choose another member as the Chair of the Board.

7.6 **President.** The President must be a director of the Corporation. In the absence of the Chair of the Board, if any, or if the Chair declines to act, the President shall, when present, preside at all meetings of the board and members of the Corporation.

7.7 **Vice-President.** Any Vice-President or, if more than one, Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice President who is not a director shall not preside as Chair at any meeting of the board and that a Vice-President who is not a director and member shall not, subject to section 9.7 of this by-law, preside at any meeting of members.

7.8 **Secretary.** The Secretary shall give or cause to be given notices for all meetings of the board 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 *Act*. Unless otherwise directed by the board, the Secretary shall attend all meetings of the board and the members. Subject to the provisions of any resolution of the board, the Treasurer 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. The Treasurer shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the *Act*.

7.10 **Assistant Secretary and Assistant Treasurer.** Any 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.

Artistic Director and General Manager (Executive Director). The board shall from time to time appoint an Artistic Director and a General Manager (Executive Director) and may delegate to them such power to direct the orchestra and 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) respectively as the board may from time to time decide. The Artistic Director and the General Manager (Executive Director) shall conform to all lawful orders of the board 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.

7.11 **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 Music Director, General Manager, Secretary or Treasurer appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

PART VIII - MEMBERS

8.1 **Entitlement.** There shall be one class of members of the Corporation and each member shall be entitled to one vote at meetings of the members of the Corporation. The Artistic Director and Executive Director are considered Officers of the Corporation but shall not be entitled to a vote at the meetings of the members of the Corporation. The members of the Corporation shall be the applicants for the incorporation of the Corporation, those persons who from time to time have been admitted as players in the orchestra until such time as they cease to be players, those persons who are directors of the Corporation until such time as they cease to be directors and such other persons as may be admitted as members by the board. More specifically, a member shall consist of:

- (a) Registered active players in the orchestra 18 years of age and over;
- (b) Parents and/or legal guardians of registered active players; and,
- (c) Elected members of the Board of the Directors (if 2 parents from one member family serve on the board, the family member receives only one vote)

8.2 **Resignation.** Members may resign by resignation in writing which shall be effective from acceptance thereof by the board. In the case of resignation, a member shall remain liable for payment of any membership fee which became payable by the member to the Corporation prior to such resignation.

8.3 **Termination of Membership.** The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution, when the person's period of membership (if any) expires, when the person ceases to be a member by resignation or if a member fails to pay any membership fee established by the directors within two months of such fee becoming due.

8.4 **Membership Fees.** The board may require the payment of annual fees or donations as a condition of membership and may from time to time fix the amount thereof, The board may fix different membership fees for playing members and other members. The Secretary shall notify the members of the membership fees or donations at any time payable by them in order to retain their membership and, if any are not paid within 60 days of the due date set out in 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 or donations be reinstated by the board. As directors are required to be members under the Act, each director must pay a membership fee to the Corporation in the amount set by the board. If a director chooses to make a donation that exceeds such membership fee, then a portion of such donation shall be allocated to the membership fee and only the excess amount shall be considered a donation.

PART IX - MEMBERS' MEETINGS

9.1 **Annual Meeting.** Subject to compliance with section 293 of the *Act*, the annual meeting of the members shall be held at any place within Ontario within four months of the financial year end of the Corporation on such day in each year and at such time as the board may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.

9.2 **General Meetings.** Special meetings of the members may be convened by:

- (a) the Chair of the Board, if any;
- (b) the President;
- (c) by the board, or
- (d) by the Secretary on receipt of a requisition in writing signed by 7 members of the Corporation.

at 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.

9.3 **Notice.** A printed, emailed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in section 11.1 of this by-law not less than 15 days before the date of the meeting.

9.4 **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.

9.5 **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.

9.6 **Votes.** Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the member may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at any meeting of members of the Corporation unless the person has paid all dues or fees, if any, then payable by the person.

At any meeting of members unless a poll is demanded, a declaration by the Chair of the meeting 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.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting 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.

9.7 **Chair of the Meeting.** In the event that:

- (a) the Chair of the Board, if any, is absent;
- (b) the President is absent; and
- (c) there is no director present,

then the persons who are present and entitled to vote shall choose another member 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.

9.8 **Proxies.** Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which the member is entitled to vote, every member and person appointed by proxy to represent one or more members and any individual so authorized to represent a member who is present in person 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 member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy need not be a member.

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

The undersigned member of [*] hereby appoints [*] of [*] or failing him or her, [*] 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 Oakville Symphony Youth Orchestra to be held on the [*] day of

[*] , 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 [*].

Signature of 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.

9.9 **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 any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.10 **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 *Act* or by the Corporation's letters patent or any other by-law) shall be persons present being not less than 4 in number and being or representing by proxy not less than 15 members. No business shall be transacted at any meeting unless the requisite quorum be 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 9.3 with regard to notice shall apply to such adjournment.

PART X- VOTING SHARES AND SECURITIES

10.1 **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.

PART XI - NOTICES

11.1 **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 *Act*, the Regulations the letters patent, articles, the by-laws or otherwise to a member, director, officer, auditor or member 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 his or her recorded address or if mailed to the person at the person's recorded address by prepaid ordinary or air mail, or if sent to the person at the person's recorded e mail address or fax number. 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 third day after mailing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched. 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. Notwithstanding the foregoing provisions of this Section 11.1, it is sufficient notice of any meeting of the members of the Corporation if notice is given by publication at least once a week for two consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members of the Corporation reside (as shown by their addresses on the books of the Corporation).

11.2 **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 or stamped.

11.3 **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.

11.4 **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.

11.5 **Waiver of Notice.** Any member or member's duly appointed proxy, any director, officer or auditor may waive any notice required to be given and such waiver, whether given before or

