

By-laws for the Transaction of Business and Affairs of

The ARTS Project London

Section 1 - General

1.01 Definitions In this By-law, unless the context otherwise requires:

"*Act*" means the *Corporations Act, R.S.O. 1990, c. C.38 (Ontario)* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"*Board*" means the board of Directors of the Corporation;

"*By-laws*" means this By-law (including the schedules to this By-law) and all other By-laws of the

Corporation as amended, and which are, from time to time, in force; "*TAP*" means The Arts Project and is the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*; "*Corporation*" means the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;

"*Director*" means an individual occupying the position of Director of the Corporation by whatever name he or she is called; "*Member*" means a Member of the Corporation; "*Members*" means the collective Membership of the Corporation; and "*Officer*" means an officer of the Corporation.

1.02 Interpretation Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the Articles or the *Act* shall prevail.

1.04 Seal The seal of the Corporation shall be the corporate seal of TAP as determined by the Board.

1.05 Execution of Contracts Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its

Officers or Directors with granted authority by the Board. In addition, the Board may from time to time direct the manner in which and the person by whom a document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term The Directors shall be elected by the voting Members at the annual meeting. Thereafter, except where an election is held to fill a vacancy, newly elected Directors may be elected for three (3) year terms. Subject to the provisions of this By-law, Directors shall be elected yearly by the Members at an annual meeting. A Director may serve more than two (2) consecutive three (3) year terms, but any Director that serves two (2) consecutive terms is eligible for re-election upon the completion of their second term.

2.02 Number of Directors and Quorum The number of Directors comprising the Board shall be nine (9) of whom five (5) shall constitute a quorum at any meeting of the Board.

Notwithstanding vacancies in the Board, the remaining Directors exercise all powers of the Board so long as a quorum of the Board remains in office.

2.03 Term of Office Directors shall hold office throughout their respective terms in the offices set out in Section 2.01.

2.04 Vacancies The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies, resigns or is terminated by the Board, or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law;
4. if the Director is absent from three (3) consecutive meetings of the Board without just cause; or
5. if, at a meeting of the Board Members, a resolution is passed by a majority of the Board Membership at the meeting to remove the Director.

2.05 Filling Vacancies If any vacancy shall occur for any reason and a quorum of Directors remains in office, the remaining Directors may by majority vote appoint a qualified Member to fill the vacancy until the term being filled is completed.

If there is not a quorum of Directors, the Directors in office shall, without delay call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.

The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

2.06 Role of the Directors A Director is an elected or appointed Member of the board of Directors. Directors manage or supervise the management of the corporation. Refer to section 21 of the *Act*. In general terms, this means:

1. Ensuring the purposes of the corporation are properly carried out
2. Setting the corporation's long-range objectives and strategic plans
3. Being responsible for the oversight of the corporation's operations
4. Ensuring the corporation's financial stability
5. Oversight of the corporation's management and staff

Directors and officers must comply with the *Act* and its regulations, the corporation's articles and by-laws. Refer to section 43 of the *Act*.

The *Act* requires that, in exercising their duties, Directors and officers must:

1. act honestly and in good faith to serve the best interests of the corporation
2. exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances

2.07 Committees Committees may be established by the Board as follows:

1. subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

The Chair or assignee Member of the Board shall be an *ex officio* Member of all committees.

2.08 Remuneration of Directors The Directors shall serve as such without remuneration or compensation of any kind, and no Director shall directly or indirectly receive any profit by way of the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the *Act*; and

3. notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including *Ontario Regulation 4/01* made under the *Charities Accounting Act*.

Section 3 - Board Meetings

3.01 Calling of Meetings Meetings of the Directors may be called by the Chair, Vice- Chair or any two Directors at any time and any place designated by the Board on notice as required by this By-law.

3.02 Regular Meetings The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director. Notice shall be delivered by telephone or other electronic means not less than 24 hours prior to the meeting. Notice of a meeting is not necessary if all Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair The Chair shall preside at Board meetings. In the absence of the Chair, Co-Chair or designate, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting Each Director has one vote including the Chair. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote. Votes at any such meeting shall be taken by ballot if demanded by any Director present, but, if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried or an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.06 Participation by Telephone or Other Communications Facilities A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking The Corporation's accounts shall be kept in such chartered bank, trust company, or other firm or corporation carrying on a banking business as the Board by resolution from time to time may determine.

Cheques on accounts, drafts drawn, or accepted by the Corporation, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such Officer or Officers, person or persons as the Board may by resolution from time to time name for that purpose.

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Corporation's bank account or such Officer or Officers, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the TAP name.

4.02 Financial Year The fiscal year of the Corporation shall terminate on the 31st day of March each year or on such other date as the Board may from time to time by resolution determine.

4.03 Appointment of Auditor An auditor or auditors shall be appointed at the annual Members' meeting and if not so appointed shall be appointed by the Board to hold office until the next annual meeting or until a successor or successors are appointed. The auditors shall make an annual audit and report to the Members on the accounts and balance sheet of the Corporation.

Section 5 - Officers

5.01 Officers The Officers shall be a Chair, one or more Co-Chairs, a Secretary and a Treasurer, and such Officers as the Board may from time to time determine.

5.02 Election of Officers The Chair, Co-Chairs(s), Secretary and Treasurer shall be elected by the Members from among their number at the annual meeting of Members. In default of such election, the incumbents, if they are Members of the Board, shall hold office until successors are elected. A vacancy occurring in these offices may be filled by the Board from among its number. One person may hold more than one office except that of Chair and Secretary, so long as there and any person who holds both the office of secretary and treasurer may be known as the Secretary-Treasurer.

5.03 Appointed Officers The Board may appoint such other Officers and agents as it deems necessary, on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

5.04 Office Held at Board's Discretion Any Officer shall cease to hold office upon resolution of the Board.

5.05 Duties Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

5.06 Duties of the Chair The Chair shall, when present, chair all the meetings of the Members and of the Board. The Chair's duties include the general management and supervision of the affairs and operations of the Corporation. The Chair, with the Secretary or other Officers appointed for this purpose by the Board, shall sign all By-laws and Membership certificates. The Chair shall perform all duties incidental to the office and shall have such other powers and duties as may be assigned by the Board.

5.07 Duties of the Co-Chair(s) During the absence or disability of the Chair, the duties and powers of the Chair may be exercised by the Co-Chair. If more than one Co-Chair exists then authority is granted in order of seniority.

5.08 Duties of the Treasurer The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

The Treasurer shall present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement.

5.09 Duties of the Secretary The Secretary shall give or cause to be given all notices required to be given to Members, Directors and auditors, shall attend all meeting of the Board and of the Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings, shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal and of all books papers, records, documents and other instruments belonging to the Corporation and shall perform such other duties as may from time to time be prescribed by the Board.

5.10 Other Officers The duties of all other Officers shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

5.11 Variation of Duties The Board may vary, add, or limit the powers and duties of any Officer at their discretion.

5.12 Agents and Attorneys The Board may appoint agents or attorneys for the Corporation, inside or outside of Ontario, with such powers of management or otherwise (including the authority to subdelegate) as may be thought fit.

5.13 Terms of Office All Officers, elected and appointed, retire immediately after the annual meeting following the annual meeting after which they were elected or appointed, but:

1. in the case of the Chair, the Co-Chair, the Secretary, and the Treasurer, provided they are still Directors, they are eligible for re-election, or
2. in the case of all other Officers, they are eligible for re-appointment.

The Board may, by resolution passed at a meeting at which at least five Members of the Board are present, remove any Officer and elect or appoint a successor to serve for the remainder of the term.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member, or employee of the Corporation or for joining in any receipt or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and 2. exercised their powers and discharged their duties in accordance with the *Act*.

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any damage resulting from any actions based upon good-faith reliance on these statements or reports.

6.02 Indemnity of Directors and Officers All Directors and Officers shall be indemnified and saved harmless out of the funds of the Corporation from and against:

1. All costs, charges, and expenses which such Director or Officer may sustain or incur in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against such person, for or in respect of any act, deed, matter, or thing whatsoever,

- made, done, or permitted by such person, in or about the execution of the duties of office;
2. All other costs, charges, and expenses which such person may sustain or incur in relation to affairs thereof, except such costs, charges, or expenses as are occasioned by such person's own willful neglect or default.

The Board may authorize to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any action taken by the Board under this paragraph shall not require approval or confirmation by the Members.

Section 7 - Conflict of Interest

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

7.02 Charitable Corporations No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members The Membership shall consist of voting Members.

8.02 Membership Membership is open to corporations, and other legal entities who have been admitted as Members and continue to satisfy the admission requirements in section 8.03. A Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Member shall be entitled to one (1) vote at such meetings. A Member shall be entitled to one (1) vote at such meetings.

8.03 Admission All applications for Membership shall be considered by the Board and Members in good standing which may approve or deny admission upon such terms and conditions as they see fit and the decision shall be final.

Section 9 - Members' Meetings

9.01 Annual Meeting The annual meeting shall be held on a day and at a place within Ontario fixed by the Board or at a place outside Ontario selected by the Board if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place, which could include one that is virtually conducted.

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year and fixing of auditor remuneration;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

Other business may be included in the agenda for annual meetings if a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

A Director may advance business at an annual meeting and, with the consent of Members, such new business will be added to the agenda.

9.02 Special Meetings A special meeting of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, may be called by either the Directors or by written requisition by a minimum of two Members to the Board. The Board shall convene a special meeting within 21 days from the date of the deposit of the requisition.

9.03 Notice Subject to the *Act*, not less than 10 and not more than 50 days written or electronic notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy and the mechanism by which to do so as set out in 9.11.

9.04 Error or Omission in Notice No error or omission in giving notice of any annual, special, or general meeting or any adjourned meeting, whether annual, special, or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address shall be such person's last address recorded on the books of TAP.

9.05 Quorum A quorum for the transaction of business at a Members' meeting shall consist of not fewer than 50% plus one of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 Chair of the Meeting The Chair shall be the chair of the Members' meeting; in the absence of the Chair, Co-Chair or designate, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.07 Voting of Members Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the Chair of the meeting shall require a written ballot, and the Chair shall not have a second or casting vote. If there is a tie vote upon written ballot, the chair shall be entitled to a second or casting vote; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 Participation by Telephone or Other Communications Facilities A meeting of the Members of the corporation may be held by telephonic or electronic means and a Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this Act to be present at the meeting.

9.09 Adjournments The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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 Persons Entitled to be Present The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.11 Proxy voting Every voting Member may by means of a proxy appoint another Member, as nominee to attend and act at the meeting to the extent and with the power conferred by the proxy. A proxy shall be executed by the voting Member or the voting Member's attorney in writing and is only valid at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting. A proxy may be in any form prescribed by the Board or which the Chair of the meeting may accept as sufficient provided that such form complies with the provisions of the Act. The following shall be a sufficient form of proxy:

I * of the City/Town of **, a Member of TAP hereby appoint ** as my agent to vote for me on my behalf at the meeting of the Members of TAP to be held on the * day, 20**, and at any adjournment thereof.

I hereby direct my said agent to vote as indicated with respect to the following questions: (here set out any specific instructions)

Proxies shall be deposited with the Secretary of the meeting before any vote is cast under the authority thereof or at such earlier time and in such manner as the Board may prescribe in accordance with the Act.

Section 10 - Notices

10.01 Service Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or in a public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws The By-laws of the Corporation may be repealed or amended by a majority of the Directors at a meeting of the Board and ratified by an affirmative vote of at least two-thirds (2/3) of the Membership duly called for the purpose of considering such By-law. Thirty days' prior notice must be given to the Membership when amending the By-laws.

Enacted the 28th day of February, 2024.

Signed,



Patricia Maria Gergich, Co Chair



Paul Herbert Cocker, Co Chair



Sandra Joan Shaw, Secretary