

**BY-LAW# 01-2011**

**Being a By-law that affects our day-to-day business.**

**NAME**

**The name of this corporation shall be the “South Simcoe Arts Council” (hereinafter referred to as “the Corporation” or the “Arts Council”).**

**August 08, 2007 Ontario Corporation Number 1742630**

**Charitable Registration Number: 839954559RR0001**

That By-Law # 01-2007 of the Corporation of the South Simcoe Arts Council is hereby repealed.

THAT By-Law # 01-2011, as amended, be read a second and third time, be passed and be properly sealed at the Town of New Tecumseth this 21<sup>st</sup> day of January, 2012.

## **BY-LAWS**

### **PART 1 GENERAL BUSINESS**

By-laws that affect our day-to-day business:

#### **1. HEAD OFFICE**

The Head Office of the Corporation shall be in the Town of New Tecumseth, in the County of Simcoe, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

#### **2. SEAL**

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

#### **3. FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirtieth (30) day of September.

#### **4. AUDIT**

The Board of Directors may determine the most appropriate method and process, such as a review, audit or GAAP recommended accounting process, in which the finances of the Corporation are examined and evaluated yearly by an independent and qualified third party.

The report of financial review to the members of the Corporation shall be presented at the annual meeting and shall be open to inspection by any member.

#### **5. BANKING ARRANGEMENTS**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business covered under Canadian banking rules, and that delivers a better rate of return, as the Board of Directors may designate, appoint, or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the

Corporation's behalf by such one or more officers and/or other persons as the Board of Directors may designate, direct or authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payments of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act of thing on the Corporation's behalf to facilitate such banking business.

## **6. SIGNING AUTHORITY FOR CONTRACTS**

Licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the following officers: President, Vice-President, Secretary or Treasurer or by any person authorized by the Board.

The President or the Vice-President, as well as the Secretary or the Treasurer or by any persons authorized by the Board of Directors, may enter into contracts in the ordinary course of the Corporation's operations on behalf of the Corporation.

Any two (2) of the President, the Vice-President, the Secretary or the Treasurer, or any persons from time to time designated by resolution of the Board of Directors may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual capacity or otherwise, and may accept on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may make, execute and deliver all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any corporation.

In spite of any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

## **7. BOOKS, RECORDS AND REPORTS**

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

## **8. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions that are covered under Canadian banking rules and which delivers a better rate of return, to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon 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 of Directors and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board of Directors, shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due applications of the securities so withdrawn from deposit or the proceeds thereof. The Board of Directors has the right to refuse a donation in cash, in securities or in kind.

## **9. NOT FOR PROFIT CORPORATION**

The activities of the Corporation shall be carried on without a view to profit.

## **PART II BOARD of DIRECTORS**

### **10. POWERS OF DIRECTORS**

The Board of Directors shall have full power with respect to the management of all the affairs of the Corporation.

Without limiting the generality of the foregoing, the Board of Directors shall be responsible for:

- a) The selection of the senior management of the Corporation;

- b) The setting of goals and standards for management, monitoring its performance and taking corrective action where required;
- c) The overseeing and approving of a strategy for the Corporation;
- d) The adoption of policies and action plans for implementing the strategy;
- e) Reporting to the membership on the performance of the Corporation;
- f) Overseeing other functions of management as the Board of Directors may, from time to time, decide.

## **11. NUMBER OF DIRECTORS**

The Board of Directors shall be composed of not more than twelve (12) Directors.

## **12. QUALIFICATIONS OF DIRECTORS**

Every Director shall be at least eighteen (18) years of age and at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office, shall be a member of the Corporation. Directors shall be representative and /or supportive of the Arts and interested in furthering the Corporation's mission, objects and vision.

## **13. NOMINATIONS OF DIRECTORS**

Nominations for election as Director at the AGM of the Corporation may be made only in accordance with the following process:

a) The Board of Directors shall request written nominations for positions on the Board from the Members at least sixty (60) days in advance of the AGM, and such nominations must be signed by at least ten (10) Members in good standing and accompanied by a written declaration by the nominee that s/he (i) meets the criteria to be a director and (ii) will serve as a Director in accordance with the By-laws and Board Governance Policies, if elected.

b) The Board of Directors shall, throughout the year, identify potential candidates and determine the willingness of such candidates to serve as Directors.

c) The Board of Directors shall receive and review all nominations duly made by the Members in accordance with the By-law and candidates identified by the Board of Directors and will prepare a list of recommended nominees for consideration at the AGM.

d) The Board of Directors will ensure that the Board's recommended nominees, together with their qualifications, as well as any additional nominees nominated by the Members as aforesaid (if any) are made available to the Members of the Corporation at least fourteen (14) days prior to the AGM.

e) No nominations for Directors shall be permitted from the floor at any meeting of the Members.

#### **14. ELECTION AND TERM**

The term of office for a Director shall be for three (3) years or until a successor shall have been duly elected. In order to maintain a rotation system, one-third of the number of Directors on the Board shall be elected annually to fill the positions of the Directors or their successors who have completed their term of office.

#### **15. ELIGIBILITY FOR RE-ELECTION**

A Director is eligible for re-election for one further consecutive three (3) year term office but is not normally thereafter eligible unless he/she has ceased to be a Director for one year.

#### **16. STANDARD OF CARE**

Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Corporations Act (Ontario), the regulations, articles, by-laws and any unanimous membership agreement.

## **17. REMOVAL OF DIRECTORS**

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at annual or special meetings of the members, remove any Director from office. Notice of intention to pass such a resolution shall be given in the notice calling the meeting. The members may, by a majority of votes cast at that meeting, elect any other qualified person to fill the vacancy created by the removal of such Director.

The President, by authority of the Board, may request the resignation of a Director prior to the completion of term of office for any or all of the following circumstances:

- a) Membership fees in arrears for more than ninety (90) days;
- b) Absence without sufficient reason from three (3) consecutively scheduled Board meetings;
- c) Inability to effectively discharge duties;
- d) Undisclosed conflict of interest;
- e) Engaging in activity undermining the goals and objectives of the Corporation;
- f) Failing to complete responsibilities.

A Director may resign by delivering a written resignation to the President or Secretary of the Board.

## **18. VACANCIES**

When vacancies occur on the Board of Directors, the remaining Directors, by resolution, shall appoint a member to fill the vacancy until the next annual general meeting (AGM) is held.

## **19. QUORUM**

One-half (1/2) plus one (1) of the Board of Directors shall form a quorum, such quorum to be maintained for the transaction of business at any meeting of the Board of Director. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

## **20. CALLING OF MEETINGS**

The Board may appoint a day or days in any month or months for regular meetings, with no less than six (6) meetings a year, at an hour to be named.

Agendas for regular Board meetings shall be prepared in advance of each meeting.

The notices shall be evidenced by a transmission receipt, e-mail delivery confirmation, receipt acknowledgement, by participation, the parties are deemed to have received the notice.

The President, Vice-President or Secretary may also call Board meetings on request in writing of two (2) Directors. Notice of such meetings specifying the time, date and place of the meeting and the nature of the business to be transacted at such meeting shall be delivered, emailed, mailed, faxed or telephoned to each Director not less than two (2) days prior to the meeting.

If a Board of Directors' meeting is adjourned for any reason, the business to have been transacted at such adjourned meeting may be held over to the next regular Board meeting or the President may call a special meeting of the Board.

## **21. FIRST DIRECTORS MEETING**

For the first meeting of the Board of Directors held immediately following the election of Directors at an AGM of the members, no notice shall be necessary in order to legally constitute the meeting, provided that a quorum of Directors is present.

## **22. VOTING AT BOARD MEETINGS**

Questions arising at any meeting of Directors shall be decided by a majority of votes by the Directors. The President will not vote at this time. In the case of an equality of votes, the President will cast the deciding vote. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of



the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the Vice-President may perform his/her duties or such other Director as the Board may from time to time appoint for that purpose.

### **23. REMUNERATION OF DIRECTORS**

The Directors shall serve without remuneration, but will be allowed approved expenses incurred on behalf of the Corporation.

### **24. DIRECTOR (S) CONTRACTING WITH CORPORATION (CONFLICT OF INTEREST)**

Inasmuch as the Directors of the Corporation be connected with other Corporations, joint stock companies, or unincorporated associations with which, from time to time, the Corporation must or may have dealings, no contract or other transaction between the Corporation and any other corporation, joint stock company, or unincorporated association shall be affected by the fact that Directors of the Corporation are Directors or officers of members of such other Corporation, joint stock company or unincorporated association.

It shall be the duty of a Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare his/her interest at a meeting of Board of Directors of the Corporation. In the case of a proposed contract, the declaration shall be made at the meeting of Directors at which the question of entering into the contract is first taken into consideration or, if the Director is not, at the date of that meeting, interested in the proposed contract, at the meeting of the Directors held after he/she becomes so interested and, in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of Directors held after the Director becomes so interested.

A general notice given to the Directors of the Corporation by a Director to the effect that he/she is a shareholder or member of, or otherwise interested in, any other corporation, joint stock company or unincorporated association or is a member of a specified firm and is to be regarded as interested in any contract made with such other Corporation, joint stock company, unincorporated association or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made, provided such notice is given at a meeting of the

Directors, or the Director takes reasonable steps to ensure that such notice is brought up and read at the next meeting of the Directors after such notice is given.

If a Director has made a declaration of his/her interest in a contract or proposed contract as above set out and has not voted in respect of such contract, such Director shall not be accountable to the Corporation or any of its members or creditors for any profit realized from such contract and such contract shall not be voidable by reason only of such Director holding that office or of the fiduciary relationship thereby established.

A Director, having declared an interest as described above, shall abstain from voting on such items that are related to the said interest.

Notwithstanding anything in this section, a Director shall not be accountable to the Corporation or to any of its members or its creditors for any profit realized from such a contract and such contract shall not, by reason only of the interest of the Director therein, be voidable if such contract is confirmed by a majority of the votes cast a general meeting of the members called for that purpose and if the interest of such Director in such contract is declared in the notice calling such meetings.

## **25. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

All Directors or officers and their heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified out of the funds of the Corporation from,

- a) All costs whatsoever that the person incurs in any proceeding that is brought against the person for anything whatsoever made, done or permitted by the person in the execution of the duties of the office; and
- b) All other costs that the person incurs in or in relation to the affairs of the Corporation, except the costs occasioned by the person's own willful neglect.

The Board of Directors shall cause to be purchased such insurance, as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-law. The premiums for such insurance shall be paid from the funds of the Corporation.

## **26. COMMITTEES**

The Board may from time to time establish additional Standing/Ad Hoc Committees, as it deems necessary.

## **27. POWER OF COMMITTEES**

No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board of Directors, or to the members as the Board may, from time to time, direct.

Any committee so appointed may regulate its meetings as it sees fit. Unless otherwise determined by the Board of Directors, a majority of the membership of the Committee shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson of the meetings shall have a second or casting vote.

Any proposed activity by a Director, which comes within the mandate of a Standing Committee of the Board, shall be referred for approval to that Committee either at the next meeting or, in urgent circumstances, to the Chairperson of that Committee.

## **PART III OFFICERS**

### **28. OFFICERS OF THE CORPORATION**

There shall be a President, one Vice-President, a Secretary, a Treasurer and such other officers as the Board may determine from time to time.

All the officers shall be elected, or appointed, by the Board after each election of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

In the absence of written agreement to the contrary, the Board shall settle the employment of all officers from time to time.

## **29. HONORARY OFFICERS**

The Board may from time to time appoint such honorary officers, as they may consider appropriate.

## **30. ELECTIONS AND TERM OF OFFICERS**

The President, Vice-President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time appoint shall be elected from their number at the first meeting of the Board after the annual election of such Board of Directors, provided that, in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected.

The term of office of Vice-President is at the same time designated as President-elect.

## **31. DUTIES OF THE PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and the Board. The President, subject to the authority of the Board, shall have general supervision of the affairs and business of the Corporation.

The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws. The President shall be, ex officio, a member of all committees.

The President shall perform such other duties as may from time to time be determined by the Board.

## **32. DUTIES OF THE VICE-PRESIDENT**

During the absence or inability of the President, the Vice-President may exercise the President's duties and powers.

### **33. DUTIES OF THE TREASURER**

The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of accounts. The Treasurer shall ensure that all moneys or other valuable effects are deposited in the name and to the credit of the Corporation in such bank or the Board of Directors may from time to time designate banks as.

The Treasurer shall ensure that the funds of the Corporation are disbursed under the direction of the Board of Directors, taking proper vouchers thereof. The Treasurer shall render to the Board of Directors at the regular meetings thereof, or whenever required of him/her, an account of all transactions taken by the Treasurer and of the financial position of the Corporation. The Treasurer shall perform such other duties as may from time to time be determined by the Board of Directors.

### **34. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purposes;
- b) Give notices required to be given to members and to Directors;
- c) Be the custodian of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution;
- d) Be the keeper of the Corporate Seal; and
- e) Perform such other duties as may from time to time be determined by the Board.

### **35. DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **36. RESPONSIBILITIES OF STAFF OF THE CORPORATION**

### **1. Executive Director**

The Board of Directors shall appoint an Executive Director who will be responsible for the general management of the Corporation's day-to-day affairs subject to the direction of the Board of Directors. Such Executive Director may receive remuneration for such services and shall attend all meetings of the Board of Directors and the Executive Committee. The Executive Director shall not vote at any meeting. The Executive Director shall support and facilitate the aims and objectives of the South Simcoe Arts Council by:

- Administering the approved program activities of the South Simcoe Arts Council
- Contributing to the growth and development of the South Simcoe Arts Council through evaluating activities, initiating program ideas and working with volunteers ensuring services are provided
- By counselling and assisting member groups of the South Simcoe Arts Council in their various activities
- Job descriptions for each position will be reviewed by the Executive Director annually on or about the anniversary date of hiring date.
- Other duties as assigned in the job description.

\*\*The Executive Director shall be an ex-officio member of all Standing Sub-Committees.

### **2. All Staff Members**

#### **a) Purpose**

To support the aims and objectives of the South Simcoe Arts Council by providing administrative and clerical support to the program activities of the Arts Council.

#### **b) Duties and Responsibilities**

Specific administrative duties and responsibilities are outlined in the job descriptions.

## **PART IV MEMBERSHIP**

### **37. MEMBERS**

The membership shall consist of individuals and organizations as are admitted to membership in accordance with the by-laws of the Corporation. Applications for membership shall be submitted to the **Executive Director** and she/he shall determine the membership category of new members.

The Board may constitute such classes of members and their qualifications and make such rules and regulations as to membership, as it, from time to time, considers advisable, with the following as a guideline:

a) Individual, Family, Arts-related business:

-Those interested in supporting the work of the Arts Council in addition to or apart from membership in an organization and who pay dues. Each Arts-related business shall appoint its delegate to represent the organization as a member of the Arts Council and shall notify the Arts Council of the name of its delegate in writing upon membership application and renewal of it.

b) Non-profit Organization:

-Those organizations or legal entities that are committed to the aims of the Arts Council and are willing to accept responsibility for furthering those aims. Each organization shall appoint its delegate to represent the organization as a member of the Arts Council and shall notify the Arts Council of the name of its delegate in writing upon membership application and renewal of it.

c) Corporate Sponsors:

-Shall have non-voting membership privileges.

d) Friend:

-Shall be an individual or other legal entity (business, association) admitted as such by the Arts Council, desirous of giving financial support to the Arts Council. Friends of the Arts Council do not pay dues and shall be given non-voting membership privileges.

e) Honorary:

-Shall be an individual chosen by the Board of Directors for recognition of his/her contribution to the arts;

f) Employees:

-Of the Corporation may be members, but have non-voting privileges.

### **38. RULES AS TO MEMBERS**

Members shall be entitled to one vote at the AGM.

Members shall be eligible to place their name in nomination to the Board of Directors.

Members may resign by written notice. A resignation shall be effective at the time it is received by the Secretary of the Corporation, or the date specified by the notice, whichever is later.

Members shall not be liable or responsible for any act, debt, or obligation of the Corporation, nor for any claim, injury, loss, transaction or other thing relating to the Corporation.

The right to reject any application for membership or the renewal of any membership is hereby reserved by the Board of Directors.

Membership is not transferable and shall lapse automatically:

- a) Upon the wind-up, liquidation or surrender of the Letters of Patent of the Corporation;
- b) Upon non-payment of membership dues or fees for more than ninety (90) days during any fiscal year.

### **39. MEMBERSHIP FEES**

Fees shall be payable in accordance with a schedule of fees that shall, from time to time, be fixed on the recommendation of the Board of Directors. Fees are due upon receipt of the membership application/notification.



The Arts Council shall notify members of the dues or fees at any time payable by them and if any are not paid within ninety (90) days of the date of such notice, the members in default shall thereupon automatically cease to be a member of the Corporation, but any such member may, on payment of all unpaid dues or fees, be reinstated.

Membership dues are not refundable.

#### **40. MEETINGS OF MEMBERS**

The Annual General Meeting (AGM) or any other general meeting of ten (10) members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The AGM shall be held within six (6) months of the fiscal year-end.

At every annual meeting, in addition to any other business that may be transacted, there will be a report of the Board of Directors as to the activities of the Corporation for the previous year, including the financial statement and the report of the auditor.

At every annual meeting an election of a Board of Directors and the appointment of an auditor will take place.

The members may not transact any other substantive business at such meeting, unless notice of such business has been given to the Secretary of the Corporation at least thirty (30) days in advance of the meeting and such business appears on the agenda for the meeting. Any resolution to be considered by the membership must be moved and seconded by a member in good standing. Any new substantive business may be dealt with at such meeting, if the meeting by two-thirds (2/3) majority vote of the members present agrees to dispense with the notice for new substantive business.

The Board of Directors or the President or, in his/her absence, the Vice-President shall have the power to call at any time a general meeting of the members of the Corporation.

No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member ~~by sending the notice by prepaid mail~~ thirty (30) days before the time fixed for the holding of such meeting.

#### **41. RIGHT TO VOTE AT MEMBERSHIP MEETINGS**

Each member shall be entitled to one vote at any duly called meeting of the membership provided they are members in good standing and have paid their dues or fees.

No lapsed member shall be entitled to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her.

At all meetings of members, every question shall be decided by a majority of votes of the members present unless otherwise required by the by-laws of the Corporation, or by law.

Every question shall be decided in the first instance by a show of hands unless any member demands a poll.

Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried, an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes accorded in favour or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by members as the President shall direct and the result of such poll shall be deemed the decision to the Corporation in general meeting on the matter of question.

During the first recording of a vote, the President will not have a vote, however in the case of an equality of votes at any general meeting, whether upon show of hands or at a poll, the President shall be entitled to cast the deciding vote.

#### **42. SCRUTINEERS**

At each meeting of the membership, one or more scrutineers may be appointed by a resolution of the meeting or by the President with the

consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Corporation.

#### **43. ERRORS OR OMISSION IN NOTICE**

No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether annual or general, of the members of the Corporation 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 at such meeting.

For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his last address recorded on the books of the Corporation.

#### **44. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of members shall not take place unless there is a minimum of ten (10) members of good standing present in person.

#### **45. ADJOURNMENTS**

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time as such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **PART V AMENDMENTS**

These by-laws may be amended or moved thereto at any Annual Meeting by a favourable vote of two-thirds (2/3) of members present. **Notice of impending changes shall be inserted in the notice calling the said Annual Meeting. (to be clarified)** Amendments may be proposed by the Board of Directors or upon petition to the Board of Directors by at least two (2) members in good standing. Such amendment shall be presented to the membership with or without recommendation.

## **PART VI DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation for any reason, but after the payment of all its debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to one or more charitable organizations or to one or more organizations, the objects of which are beneficial to the community and are altogether or in part similar to those of the Corporation and the work of which is carried on solely in Ontario.

## **PART VII PROCEDURE**

In all matters of procedure arising at any meeting not provided for by these by-laws, the question shall be decided by the President and, in making such a ruling, shall base the decision on Robert's Rules of Order.

### **(Excerpt from the Minutes of the Annual General Meeting held Saturday, January 29, 2011**

Nancy Williams pointed out several issues in the SSAC constitution, which are outdated, do not address our staff, or Executive Director, and do not address the fact that SSAC is now a charity. She presented a draft constitution and asked for permission to use this draft during ~~2010~~ (2011) until it can be presented at the 2011 AGM for adoption.)

WHEREAS, By-law # 1-2011 By-Laws, having been introduced and read a first time January 29, 2011, for the purpose of setting the matter before the Membership for consideration;

### **Resolution 11:01:29:09**

Moved by: Sandi Nemenyi

Seconded by: Ruth Draper

To accept the draft as presented.

Carried

NOW THEREFORE BE IT ENACTED as a by-law of the Corporation of the South Simcoe Arts Council as follows:

1. That should any clause or sub-clause of the by-law be held to be invalid, illegal, or unenforceable, the validity, legality and enforceability

of the remaining clauses or sub-clauses of this by-law shall not in any way be affected or impaired thereby;

2. That By-Law # 01-2007 of the Corporation of the South Simcoe Arts Council is hereby repealed.

Committee to Introduce and explain any Amendments, if required.

THAT By-Law # 01-2011, as amended, be read a second and third time, be passed and be properly sealed at the Town of New Tecumseth this 21<sup>st</sup> day of January, 2012.

---

President