



BY-LAWS

Draft for review and vote by the membership at the Annual General Meeting on May 27, 2017.

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The BY-LAWS of K-W MUSICAL PRODUCTIONS are as follows:

1 – HEAD OFFICE

The Head Office of the Corporation shall be in the City of Kitchener, in the Province of Ontario.

2 – SEAL

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

(SEAL)

3 - INTERPRETATION

In all by-laws of the Corporation, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural or the feminine gender, as the case may be, and vice versa..

4 – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of no fewer than nine (9) and no greater than twelve (12) ~~fifteen (15)~~ Directors, each of whom at the time of election and throughout the term of office shall be a Member of the Corporation.

5 – VACANCIES, BOARD OF DIRECTORS

Vacancies of the Board shall be filled by a majority vote of existing Board Members; however, should the number of vacancies on the Board result in a lack of quorum, those vacancies shall be filled calling a Special Meeting of Members

6 – TERMS OF OFFICE, BOARD OF DIRECTORS

Members who are nominated or submit their candidacy for a position on the Board of Directors may choose to fulfill a one (1) year or two (2) year term.

Board Members elected for a two (2) year term do not stand for election at the Annual General Meeting the year immediately following their election year.

Officers are inducted for a one (1) year term; however, can be elected by the Board of Directors to continue serving as an Officer for as long as they are allowed to serve on the Board under Sections 6 and 14.

Directors and/or Officers may serve on the Board for up to but not exceeding eight (8) years unless the Board of Directors permits a Board Member to serve more than eight (8) years by a simple majority vote.

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7 – QUORUM AND MEETINGS, BOARD OF DIRECTORS

~~A quorum of nine (9) Board Members is necessary for the continued operation of the Corporation.~~ A majority of Directors plus one (1) shall constitute a quorum at any meeting of the Board of Directors. For example, when the board is operating with 9 Directors, quorum shall be 6 (5+1), and with 10 Directors, quorum shall be 7 (6+1).

8 – NOTICE OF MEETING, BOARD OF DIRECTORS

A minimum of forty-eight (48) hours' advance notice is required for meetings, and notice will be given at the previous meeting, or be communicated directly, by telephone, letter mail or electronic mail (e-mail).

A meeting may be called by the President, Vice President, Assistant Vice President, Secretary, or at the written request of any two (2) Board Members.

A Board Meeting may be held, without notice, immediately following the Annual General Meeting of the Corporation.

9 – ERRORS IN NOTICE, BOARD OF DIRECTORS

No business transacted at a meeting shall be invalidated by errors and omissions in the notice of the meeting.

10 – VOTING, BOARD OF DIRECTORS

If all Board Members are present, no formal advance notice is required for unscheduled meetings.

Decisions by the Board of Directors shall be decided by a simple majority vote. Votes resulting in a tie shall be decided by the President of the Board who otherwise has no vote.

Votes will be decided by a show of hands or other indication of assent unless a poll of votes is requested by a Board Member present at the meeting. If such poll is requested, then the vote will be taken by ballot.

The President or designate shall declare the vote passed or defeated.

Notations regarding any vote and the manner in which it was decided shall be entered into the minutes, which will then serve as *prima facie* evidence of the result of the vote.

In the absence of the President, his/her duties may be performed by the Vice-President or designate.

11 – POWERS AND AUTHORIZATION

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The Directors of the Corporation shall administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, any kind of contract into which the Corporation may lawfully enter. The Directors shall exercise all such other powers and all other acts as the Corporation is authorized to exercise and do.

12 – CONFLICT OF INTEREST GUIDELINE

The Board of Directors shall receive no remuneration for acting as such.

Directors of the Corporation may be retained for reasonable, customary, and specific services associated with the production of a show. Any Director of the Corporation retained to provide such services shall not participate in any deliberations or decisions by the Board regarding the provision or remuneration for that service.

13 – FIDUCIARY RESPONSIBILITY, BOARD OF DIRECTORS

The Duty of Care:

Members of the Board:

- Are expected to complete their duties with as much caution and diligence as they would exercise on their own behalf, and to the best of their abilities, knowledge and experience;
- Should make decisions affecting the Corporation based on full consideration of all appropriate material and on the advice of professionals where required; and
- May delegate certain functions to committees. However, overall responsibility and accountability remains with the Members of the Board.

The Duty of Diligence:

Members of the Board must:

- Ensure that the Board of Directors meets regularly;
- Attend Meetings of the Board whenever reasonably possible;
- To the best of their ability, Board Members should be informed about any decisions the Board has to make. In order to facilitate this, all relevant documents including agreements, financial reports, legal opinions and other information necessary to make knowledgeable and informed decisions at the Board Meeting should be provided to Board Members at least forty-eight (48) hours in advance of the meeting;
- Exercise independent judgment when voting in all corporate decision;
- **Ensure that minutes of meetings of the Corporation accurately reflect all business conducted at the meetings and an accurate reflection of the votes for and against a motion;**
- Carefully review all reports relating to the Corporation's financial affairs, including interim and year-end financial statements;

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- Carefully review and participate in formulating the annual budget and strategic plan;
- Understand and comply with the stated purposes of the Corporation as provided for in the Letters Patent of the Corporation, to the best of their ability;
- Understand and carry out corporate obligations under the Corporation's by-laws, including the requirement to call an Annual General Meeting and to provide information to the Members at that meeting;
- Require Board Members/Committee Chairs to provide the Board with any ongoing operational and program information; and
- Be aware of the laws affecting the Corporation and obtain appropriate legal and financial advice when necessary.

Duty of Loyalty:

Members of the Board must:

- Be honest and truthful in all dealings with the Corporation and avoid any real or perceived conflicts of interest or impropriety;
- Fulfill all of the Corporation's reporting obligations with honesty and good faith, and accurately represent the Corporation's financial or other positions;
- Maintain adequate and accurate books of account, records and minutes of the Corporation;
- Ensure that all corporate decisions are implemented in accordance with the applicable Board resolution;
- Accurately portray the Corporation's programs and objectives to the general public and to any requesting government authority;
- Not disclose any information acquired in connection with their position as Board Members that might be harmful to the interests of the Corporation and that is not already available to the public; and
- Fulfill the terms and restrictions of any special purpose trust fund maintained by the Corporation, honestly and in good faith.

14 – OFFICERS OF THE CORPORATION

There shall be a President, Vice President, ~~Assistant Vice President, Secretary and a Treasurer~~ or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other Officers as the Board of Directors may determine by resolution from time to time.

One person may hold more than one office except the offices of President, Vice President and Assistant Vice President (if the board chooses to fill this position).

The President, Vice President and Assistant Vice President (if the board chooses to fill this position) shall be elected by the Board of Directors from amongst their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such an election the incumbents, being Members of the Board shall hold office until their successors are elected.

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Other officers of the Corporation are appointed by the Board and need not be elected members of the Board, including but not limited to the Secretary and Treasurer.

The Secretary and Treasurer may be *ex officio* if not appointed from within the Board of Directors.

The Past President shall be *ex officio*.

15- DUTIES OF THE PRESIDENT

The President shall:

- Preside at all meetings of the Board of Directors and all membership meetings as Chairperson, unless a designate is appointed from time to time;
- Be responsible for conducting the Corporation's affairs, subject, however, to the approval of the Board of Directors and the by-laws of the Corporation;
- Assign duties and responsibilities to the Officers and appoint the committees set forth in these by-laws or that the President may from time to time consider necessary, designating the chairperson of each committee subject to ratification by the Board of Directors; and
- Make an annual report to the Members and the Board at the Annual General Meeting regarding the status of the Corporation, containing such suggestions and recommendations as are deemed proper.

16 – DUTIES OF THE VICE PRESIDENT

The Vice President shall assist the President in the performance of the Corporation, consult on any business before the Board and carry on such activities as assigned by the President or Board of Directors.

17 – DUTIES OF THE ASSISTANT VICE PRESIDENT

The Assistant Vice President shall assist the President and Vice President in the performance of the Corporation, consult on issues regarding the Corporation's property, and carry on such activities as assigned by the President, Vice President or Board of Directors.

18 – DUTIES OF THE PAST PRESIDENT

The Past President shall:

- Act as a resource to the President;
- Support the President with working towards organizational goals; and
- Perform any other duties as requested by the Board of Directors.

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19 – DUTIES OF THE SECRETARY

The Secretary shall:

- Be the custodian of all records, excluding financial records, of the Corporation;
- Keep minutes of the meetings of the Membership and of the Board of Directors;
- Prepare and serve all notices of meetings of the Board of Directors and of the Corporation; and
- Perform such other duties as the Board of Directors may assign.

20 – DUTIES OF THE TREASURER

The Treasurer shall:

- Keep a complete and accurate account of all receipts and disbursements of the Corporation;
- Deposit monies belonging to the Corporation's bank account(s);
- Direct the preparation of the Corporation's annual budget, alone or with any person designated by the Board;
- Disburse the funds of the Corporation upon order of the Board;
- At each Annual General meeting and at such other times as the Board may instruct, the Treasurer shall render the financial statement of the Corporation; and
- All duties must be performed according to Generally Accepted Accounting Principles in Canada.

21 – DUTIES OF OTHER OFFICERS

Other Officers of the Board shall fulfill duties as required or assigned by the Board of the Corporation.

22 – MEMBERSHIP

The Membership shall consist of the applicants for the incorporation of the Corporation and of all such other individuals and of such corporations, partnerships and other legal entities as are admitted as Members by the Board of Directors.

The Corporation shall have the following membership schedule:

REGULAR MEMBERSHIP

- Available to any individual with an interest in the Corporation;
- Permitted one (1) vote on Business at the Annual General Meeting, provided the Member is eighteen (18) years of age or older, either in person or by proxy
- May stand for election to the Board of Directors

~~FAMILY MEMBERSHIP~~

- ~~▪ Available to any household containing two (2) or more immediate family members;~~
- ~~▪ Permitted two (2) votes at any General or Annual Meeting of the Members, either in person or by~~

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~~proxy, provided the Member is sixteen (16) years of age or older.~~

LIFETIME MEMBERSHIP

- Appointed from time-to-time by the Board of Directors based upon extraordinary contributions to the Corporation
- Permitted one (1) vote on Business at the Annual General Meeting, either in person or by proxy
- May stand for election to the Board of Directors

23 – RESIGNATION OF MEMBERSHIP

Members may resign in writing (letter or e-mail) which will be effective upon acceptance thereof by the Board of Directors.

24 – DUES

Dues payable by Members shall be fixed by unanimous vote of the Board of Directors.

The Secretary shall notify Members of any dues payable to them at the time of membership application, renewal or any circumstances as may be established by the Board and ratified by the Membership.

Members must be in good standing and current with any dues payable or outstanding at least thirty (30) days prior to the Annual General Meeting in order to vote.

The Membership period is July 1st to June 30th of each year.

Lifetime Members shall be exempt from annual membership dues.

25 – ANNUAL AND SPECIAL MEETINGS OF MEMBERS

The Annual or any Special Meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board appoints.

Business that the Board must address at the Annual General meeting is as listed:

- President's address;
- Appointment of an auditor;
- Auditor's report;
- Financial Statement, including a general statement of income and expenditure for the financial period ending upon the date of such balance sheet; and
- Election of Board of Directors

26 – ERROR IN NOTICE, MEETINGS OF MEMBERS

No business transacted at a meeting shall be invalidated by errors and omissions in the notice of the

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meeting. The Secretary shall provide notice to Members. Such notice will be provided to the contact information provided by Members on their membership application or any such contact information as may be provided by Members.

No public notice of Members meetings, Annual or Special, shall be required but notice of the time and place of every such meeting shall be communicated directly, in person or by telephone, sent to each Member either through Canada Post or electronically at least fifteen (15) days before the time fixed for the holding of such meeting.

27 – QUORUM OF MEMBERS

A quorum for the transaction of business at any Meeting of Members shall consist of not less than twenty-five (25) Members present in person.

28 – VOTING OF MEMBERS

Members of the Corporation are entitled to vote or not to vote according to Section 22.

Members who are eligible to vote according to Section 22 may do so either in person or by proxy. Such proxy must him/herself be a voting Member and before voting, must produce and deposit with the Secretary a sufficient appointment in writing appointing a Member who is in good standing and who will be present at the Annual or Special Meeting.

At all Meetings of Members, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy.

All issues shall be decided in the first instance by a show of hands or by ballot should a poll be demanded by a Member. The President shall declare whether or not the resolution or motion was carried and a notation shall be made in the meeting minutes to clearly establish the outcome of the vote.

The demand for a poll may be withdrawn.

In case of equality of votes at any Meeting of Members, whether upon a show of hands or at a poll, the President shall be entitled to one (1) deciding vote.

29 – POLL SCRUTINEERS

Should there be any instance that a poll be taken at any General Meeting, the President shall appoint three Scrutineers, and shall name one of them as Chief Scrutineer.

The Scrutineers shall be responsible for the collection and counting of all ballots cast, including any lodged by proxy beforehand in the prescribed manner. The Scrutineers are to then retire to a discreet location and count all ballots cast. The Chief Scrutineer shall then examine the final count obtained to ensure that it is

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true to the count obtained by the Scrutineers.

The final count shall then be turned over, along with the ballots cast, to the President, who shall then announce the results of the poll to the Membership present. The President shall retain the cast ballots for a period of twenty-four (24) hours, in order to satisfy a recount called for by any of the Members so present at the General Meeting.

After the expiration of twenty-four (24) hours, the President shall then destroy/shred the ballots. Any recount shall be done by the Vice President, and the results of the recount shall stand as the final results of the original ballot.

A detailed accounting of the vote and the results must be included in the minutes of the meeting at which the vote took place, including details of the number of the votes cast, the outcome, and any spoiled ballots or objections which may have occurred.

30 – EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or the Vice President or appointed designate, following authorization by the Board of Directors.

31 – BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation, required by the by-laws of the Corporation or by an applicable Federal, Provincial or Municipal law, are regularly and properly kept. The Board has a fiduciary responsibility to ensure that the accounting and administration of the Corporation is performed according to Generally Accepted Accounting and Legal Practices.

32 – AUDITOR

An auditor shall be appointed or employed at each Annual General Meeting or shortly thereafter. The auditor of the Corporation, when appointed or employed, shall hold office until the next AGM after their being appointed, or until their successors are appointed, unless previously removed by resolution of the Members in a Special Meeting or by the Board of Directors.

The remuneration of the auditor shall be fixed by the Board of Directors of the Corporation.

33 – FINANCIAL YEAR

The fiscal year of the Corporation shall be based on the calendar year.

34 – CHEQUES AND OTHER FINANCIAL DOCUMENTATION

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All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any two of such Officers may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation.

Any two Officers, so appointed, may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

35 – BORROWING

The Board of Directors may from time to time:

- Borrow money;
- Issue bonds, debentures, debenture stock, both perpetual and terminable, or other securities;
- Pledge or sell such bonds, debentures or debenture stock or other securities for such sums and at such prices as may be deemed expedient if necessary; and
- Charge, hypothecate, mortgage or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertaking and franchises of the Corporation to secure any bonds, debentures, debenture stock and other securities, or any liability of the Corporation.

From time to time the Board of Directors may authorize any Board member, Officer or Employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

36 – APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

An application for Supplementary Letters Patent may be approved at any General Meeting of the Corporation by simple majority vote of the General Membership present under the following conditions:

- The proposed application, or summary thereof, shall be sent to the General Membership not less than thirty (30) days before the meeting.

37 – AMENDMENT OF BY-LAWS

The by-laws may be enacted or amended by a simple majority of the Members present under the following

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conditions:

- No by-law of the Corporation shall be incompatible with any provision of the Letters Patent;
- No by-law of the Corporation shall be incompatible with any Federal, Provincial or Municipal law;
- The proposed by-laws or by-law amendments, or a summary thereof, shall be sent and/or communicated to the Membership not less than fifteen (15) days before the Annual General Meeting.

When a by-law amendment is passed by vote of the Membership, the existing by-law is revoked and replaced with the new amended by-law.

38 – DISSOLUTION CLAUSE

In the event of the winding up and dissolution of K-W Musical Productions, no assets will be distributed among the members. All assets shall be transferred to KW Community Foundation in Waterloo, Ontario or, in case such transfer is not possible, to Women's Crisis Services of Waterloo Region (10671 6525 RR0001), after all debts have been paid or provision for payment has been made. Any remaining assets will be paid, transferred or delivered to the Minister of Finance.

39 – Online Voting

Motions of the Board of Directors of K-W Musical Productions can be submitted and approved online using specific administrative procedures as approved by the Board of Directors at a regularly scheduled meeting from time-to-time.

The undersigned assert that the above is a Certified copy of the governing documents for K-W Musical Productions effective as of ?? ?, 2017.

Dale Brubacher-Cressman, President:

Lynne Barna, Secretary:

Signed the ??th day of ??, 2017, in the City of Kitchener, Ontario.