

**Note to the Manitoba Theatre for Young People Inc.
By-Laws provided herein, in support of the
motion pending to adopt the Board approved amendments.**

The following document represents the MTYP By-Laws as approved by the Board of Directors at their meeting of June 28, 2022. All amendments are visible and tracked for reference purposes only.

A final version of this document, with appropriate signatures and adjustments for page breaks and formatting, will be produced pending resolution of these by-laws by the MTYP membership at the Annual General Meeting of November 7, 2022.

BY-LAW No. 2018 – 1
A by-law relating generally to the conduct of the affairs of
MANITOBA THEATRE FOR YOUNG PEOPLE INC.

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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Manitoba Theatre for Young People Inc. (hereinafter referred to as the "Company")

ARTICLE 1 - INTERPRETATION

1.01 Amended and Restated By-Law.

By-Law No ~~2014~~2018-1 of the Company is hereby amended and restated by the replacement of all provisions thereof with all the provisions of this by-law.

1.02 Definitions.

In this By-law, and all other by-laws and special resolutions of the Company unless the context otherwise specifies or requires:

- (a) "Act" mean *The Corporations Act* of Manitoba and any Act that may be substituted therefore, as amended from time to time ~~amended~~. Words and expressions defined in the Act have the same meanings when used herein.
- (b) "Articles" means the Articles of Incorporation as from time to time amended, supplemented or restated.
- (c) "Artistic Director" means the Artistic Director of the Company appointed by the Board in accordance with the By-Laws.
- (d) "Board" means the board of directors of the Company and includes a single director.
- (e) "By-laws" means this By-law and all other By-laws of the Company from time to time in force and effect.
- (f) "Contracts, documents or other instruments in writing" as used in the By-laws includes specifically, but without limitation, deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, ~~immovable or movable~~, agreements, releases, receipts and discharges for the payment of money or other obligations.
- (g) "Director" means a person elected or appointed pursuant to the By-Laws to occupy the position and perform the role of a Director of the Company as governed by the Act.
- (h) "General Manager" means the General Manager of the Company appointed by the Board in accordance with the By-Laws.

- (i) "Member" means a member of the Company having rights through a membership interest in accordance with the By-laws.
- (j) "Regulations" means the regulations made under the Act as amended from time to time ~~—amended~~ and every regulation or regulations that may be substituted therefore.
- (k) "Signing Officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Company pursuant to the provisions of the By-Laws or as the Board may from time to time designate by resolution.

1.03 General Interpretation of the By-Laws

In all the By-Laws of the Company, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include an individual, partnership, corporation, company, trust, executor, administrative and legal representative.

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 or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.

ARTICLE 2 – PURPOSE AND NATURE OF THE COMPANY

2.01 Purpose

To be a professional theatre company dedicated to young people that creates, produces and presents theatre productions, and provides training in theatre and related arts.

2.02 Nature

The Company shall be not-for-profit and shall in pursuit of its purpose operate in a fiscally responsible fashion.

ARTICLE 3 – BUSINESS OF THE COMPANY

3.01 Registered Office

The registered office of the Company shall be in the City of Winnipeg in the Province of Manitoba and at such location therein as determined by the Board.

3.02 Execution of Instruments

Except as otherwise indicated, any contracts, documents or other instruments in writing requiring execution by the Company may be signed by any two of the Chair, the Vice-Chair, the Secretary, the Treasurer, and the General Manager or Artistic Director.

The Board may from time to time by resolution or in governance policy appoint any officer or person on behalf of the Company either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

~~In addition, the General Manager or their delegate shall have the authority to sign on behalf of the Company contracts or agreements, including employment agreements with employees other than the Artistic Director and the General Manager, as are incidental to the day to day business of the Company, and which would not, when reasonably considered, be said to have caused the Company to have undertaken material obligations.~~

All contracts, documents and instruments in writing so executed shall be binding upon the Company without any further authorization or formality.

3.03 Banking Arrangements

The banking business of the Company shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer of the Company or person, whether or not an officer of the Company, and in such manner as the Board may from time to time designate by resolution.

3.04 Borrowing by the Company

The Board of the Company may, from time to time and by resolution:

- (a) Borrow money upon the credit of the Company;
- (b) Issue, reissue, sell or pledge debt obligations of the Company, including bonds, debenture, notes or other evidences or indebtedness or guarantees, whether secured or unsecured;
- (c) Charge, mortgage, hypothecate or pledge or otherwise create a security interest in all or any property of the Company, real or personal, movable or

immovable, owned or subsequently acquired, to secure any obligation of the Company.

3.05 Fiscal Period

The fiscal year of the Company shall terminate on the 30th day of June in each year, or on such other date as the Board from time to time by resolution shall determine.

3.06 Gifts and Grants

The Board may accept or refuse to accept, on behalf of the Company, any contribution, grant, gift, bequest or other devise for the general purpose, or for any special purposes, of the Company.

ARTICLE 4 – DIRECTORS OF THE COMPANY

4.01 General Authority of the Directors

The Directors shall manage, or supervise the management of, the business and affairs of the Company, and may exercise all such powers and do all such acts and things as may be exercised or done by the Company ~~and that are not, by the Act, the Articles, the By-Laws or~~ otherwise expressly directed or required ~~by law~~ to be done in some other manner by law, by the Act, the Articles, or the By-Laws.

4.02 Number of Directors.

The Board of the Company shall consist of not less than six (6) and not more than twenty (20) Directors, as elected or appointed in accordance with the By-Laws.

4.03 Qualification of Directors

Every Director shall meet the qualification requirements for Directors under the Act and each Director shall be a member of the Company, or shall become a member of the Company within ten (10) days after election as a Director.

4.04 Duties of Directors and Officers of the Company

Every Director and Officer of the Company in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Company and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer of the Company shall comply with the Act, the regulations thereunder, the Articles, the By-Laws, and any code of conduct as the Board may set by resolution from time to time.

4.05 Quorum

A quorum of Directors may exercise all powers of the Board, notwithstanding any vacancy among the Directors. No business shall be transacted at a meeting of the Board unless a quorum of Directors is present. A quorum of the Board shall be one third (1/3) of the actual number of Directors serving at any time.

4.06 Term of Office – Elected Director

The term of office of an elected Director shall be two (2) years from the date of the Annual Meeting of Members at which they were elected, ~~except for the Past-Chair, who shall be eligible to serve an additional two (2) year term in that capacity.~~

4.07 Term of Office – Appointed Director

The term of office of an appointed Director shall be from the date of the meeting of the Board at which they were appointed until the next Annual Meeting of Members, at which time, if qualified, the Director shall be eligible for election.

Where a Director is appointed to fill a vacancy, that Director will hold office for the unexpired term of their predecessor.

4.08 Election of Directors

Directors shall be elected at each Annual Meeting of Members. Directors whose terms of office have expired in accordance with this By-Law ~~shall~~may retire, but, if qualified, ~~shall be and~~ eligible, may stand for re-election.

4.09 Maximum Term of Service

Except as otherwise ~~indicated~~provided, a Director's Term of Service shall not exceed six (6) years. no person may be elected who has served as a Director, whether by election or appointment, for each of the seven (7) years prior to the Annual Meeting of Members when their term would otherwise expire.

~~Following an absence~~ Notwithstanding the foregoing:

- a) A Director intending to serve in the role of one (1) year, any Past Chair may exceed the Maximum Term of Service for one additional Term of Office.
- b) A former Director ~~may~~ having completed the Maximum Term of Service, and who is otherwise qualified, shall be eligible for re-election, or appointment as a Director after a minimum one (1) year's absence from the Board.

c) The Board may, if it is in the best interests of the Company, by resolution recommend to the Members ~~at their upcoming Annual Meeting~~ that a person otherwise prohibited from re-election ~~by the By-Laws~~ due to ~~their length having completed the Maximum Term of service on the Board~~Service, be ~~allowed made eligible~~ to stand for election., and the Members shall vote on such recommendation.

4.10 Removal of Director by Members

Subject to the provisions of the Act, the Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of Members, remove any Director from office and may elect any qualified person in their stead for the remainder of their term.

4.11 Vacating of Office

The office of a Director shall be vacated on the date of any of the following:

- (a) Removal from office by the Members pursuant to the By-Laws;
- (b) Cessation of being a Member or not becoming a Member within ten (10) days of election or appointment;
- (c) Becoming bankrupt or suspending payment of debts generally or is declared insolvent;
- (d) Death or becoming an incapable person within the meaning of the *Mental Health Act of Manitoba*;
- (e) By notice in writing to the Company they resign their office, and such resignation, if not effective immediately, becomes effective in accordance with its terms.

4.12 Appointment of Directors by the Board

Subject to the Act and the By-Laws, the Board may, between Annual Meetings of the Members, where it is of the opinion it is in the best interests of the Company to do so, appoint any qualified person to serve on the Board as a Director. During their term an appointed Director shall have all of the same rights and privileges as an elected Director under the By-Laws.

4.13 Place of Meetings

Meetings of the Board may be held at any place in the Province of Manitoba.

4.14 Call of Meetings

Meetings of the Board may be called upon reasonable prior notice to the Directors, orally, in writing, or by electronic means by the Chair of the Board, their ~~nominee~~delegate or any two other Officers of the Board.

No error or accidental omission in giving notice of any meeting of the Board shall invalidate or make void the proceedings at such meeting.

A meeting of the Board may be held without such prior notice if all Directors are present, or if a quorum is present, and if all absent ~~directors~~Directors have ~~signified their consent~~consented in writing to the holding of the meeting ~~by an instrument of writing~~.

4.15 Meetings by Electronic Means

Directors may participate in a meeting of the Board or of a Committee of the Board by telephonic, electronic or other communication facility that permits participants to communicate adequately with each other during the meeting.

4.16 First Meeting of Board Without Notice

For the first meeting of the Board to be held immediately following the election of Directors at a Meeting of Members or for a meeting of the Board at which a Director is appointed, no notice of such meeting shall be necessary provided that a quorum exists.

4.17 Voting at Board Meetings and Resolution in Lieu of Meeting

Each Director is authorized to exercise one (1) vote. Questions arising in any meeting of the Board shall be decided by a majority vote. In case of an equality of votes, the Chair of the meeting shall have a second and/or casting vote.

Voting on resolutions may be conducted by electronic means, provided the Directors have received background information on the issue being voted on in a reasonable time prior to the electronic vote being conducted.

4.18 Chairing Meetings of the Board

The Chair of the Board, or in their absence the Vice-Chair, shall be the chair of any meetings of the Board. If either Officer is not present at any meeting of the Board, Directors present shall choose one of their number to act as chair of such meeting.

4.19 Conflict of Interest – General

Directors who have, or could be reasonably perceived to have, a conflict of interest with the Company on a matter, have a duty to declare this interest to the Board

when the possibility of conflict is realized. A conflict of interest does not preclude a Director from serving on the Board provided that they withdraw from decision-making on matters pertaining to that interest and that such withdrawal is duly recorded.

4.20 Conflict of Interest – Contracting with the Company

A Director shall not be disqualified by reason of their office from contracting with the Company or a subsidiary thereof subject to Section 4.19 of this By-Law, and in accordance with the provisions of the Act.

4.21 Remuneration and Expenses

Directors are not entitled to remuneration for service, but may be reimbursed for reasonable expenses incurred in the conduct of their duties as Directors. Such expenses may be approved by the Board or in advance by a policy of the Board.

No Director shall become an employee of the Company ~~before the expiry of one (1) year running unless and until they have been absent from the date their term of office as a Director expires or their vacating of such office, whichever occurs first~~ for at least one (1) year.

4.22 Audit of Accounts

The Board is responsible for ensuring that an annual audit of the accounts of the Company is prepared by an auditor appointed by Members at each Annual Meeting of Members who shall hold office until the following Annual Meeting of Members. The Board may engage any Auditor to audit the accounts of the Company at any time if it determines it is necessary to do so.

The most current annual Auditor's report as to the financial position of the Company shall be available to any Member of the Company upon request.

4.23 Policies for the Company

The Board may set policies to guide the Company in the management of the business and affairs of the Company.

ARTICLE 5 – OFFICERS OF THE BOARD

5.01 Term of Office

The Chair of the Board, Vice-Chair of the Board, the Secretary and the Treasurer shall be installed at the first meeting of the Board following the Annual Meeting of Members, or in the event of a vacancy or the creation of a new Officer of the Board, at any meeting of the Board.

Officers of the Board shall hold their office, until the first meeting of the Board following the next Annual Meeting of Members, or until their respective successors are installed.

5.02 Resignation

Any Officer may resign at any time by giving notice in writing to the Chair or Vice-Chair of the Board. Such resignation shall take effect at the time specified in the notice. Subject to the By-Laws, a person who resigns their position as an officer of the Board may continue to act as a Director.

5.03 Removal

Any Officer of the Board may be removed from such office, with or without cause by a majority of the Directors of the Board. Subject to the By-Laws, a person removed by the Board as an Officer ~~of the Board~~ shall continue to be a Director until the expiry of their term as Director.

5.04 Chair

The Chair of the Board or their delegate shall:

- (a) Chair all meetings of the Board;
- (b) Chair all meetings of the Executive Committee of the Board;
- (c) Chair all Meetings of the Members;
- (d) Ensure that all orders and resolutions of the Board are carried into effect;
- (e) Be an *ex-officio* member of any Committee of the Board;
- (f) Submit a report as to the state of the Company to the members at their Annual Meeting;
- (g) Perform all other duties as set out in the By-Laws, incidental to their office, or as may be authorized from time to time by the Board.

5.05 Vice-Chair

The Vice-Chair of the Board shall have all the powers and authority, and shall perform all the duties, of the Chair of the Board during the absence, illness or

incapacity of the Chair of the Board or during such period as the Chair of the Board may request them to do so.

The Vice-Chair of the Board shall perform all other duties as set out in the By-Laws, incidental to their office, or as may be authorized from time to time by the Board.

5.06 Secretary

The Secretary shall:

- (a) Be secretary of all meetings of the Board and Members;
- (b) Enter, or cause to be entered in records kept for that purpose, minutes of all proceedings.
- (c) Give, or cause to be given, all notices as and when instructed by the Board or required by the By-Laws;
- (d) Ensure that any documents or records of the Corporation required to be kept by law are kept by the staff of the Company at the offices of the Company;
- (e) Perform all other duties as set out in the By-Laws, incidental to their office, or as may be authorized from time to time by the Board.

5.07 Recording Secretary

The Board may appoint a recording secretary who is not a Director or Officer of the Board for the purposes of taking minutes at any meeting of the Board or Committee of the Board.

5.08 Treasurer

The Treasurer shall:

- (a) Except as otherwise directed by the Board, oversee all financial management of the Company;
- (b) Ensure that the Directors understand the financial situation of the Company through the provision of financial reports of the Company to the Board;
- (c) Ensure that all funds and securities of the Company are deposited in the name of the Company;

- (d) Ensure that records and books of account of the business of the Company as required by ~~the~~ law are kept by the staff of the Company at the offices of the Company;
- (e) Perform all other duties as set out in the By-Laws, incidental to their office, or may be authorized from time to time by the Board.

5.08 Bonds for Officers

Any Officer of the Board may be required to give such bond for the faithful performance of their duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

5.10 Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any Officer.

5.11 Delegation of Officer Duties

In case of the absence or inability to act of any Officer of the Company, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or Director for the period of time of such absence or inability to act.

5.12 Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Company with such powers of management or otherwise, including the power ~~ofto~~ sub-delegate, as may be thought fit.

ARTICLE 6 – GENERAL MANAGER AND ARTISTIC DIRECTOR OFFICERS OF THE COMPANY

6.01 Appointment of General Manager of the Company

The Board shall appoint a General Manager to manage and direct the business affairs of the Company (except such matters and duties as are delegated to the

Artistic Director or by By-Law or the Act must be transacted or performed by the Board or by the Members) and to employ and discharge agents and employees of the Company.

Subject to ratification by the Board, the Chair of the Board, with such assistance as the Chair may require from Directors or professional advisors to the Company, shall negotiate the contract of employment between the Company and the General Manager.

6.02 General Duties of General Manager

The General Manager shall:

- (a) Conform to all lawful orders given to them by the Board;
- (b) At all reasonable times give to the Board ~~or any Director~~ all information they may require or request regarding the business or affairs of the Company;
- (c) Attend meetings of the Board to brief the Board, make recommendations to the Board or answer questions on the business affairs of the Company;
- (d) Attend all meetings of Members of the Company.

6.03 Appointment of Artistic Director of the Company

The Board shall appoint an Artistic Director responsible for the artistic mandate of the Company consistent with its Purpose.

Subject to ratification by the Board, the Chair of the Board, with such assistance as the Chair may require from Directors or professional advisors to the Company, shall negotiate the contract of employment between the Company and the Artistic Director.

6.04 General Duties of Artistic Director

The Artistic Director shall:

- (a) Conform to all lawful orders given to them by the Board;
- (b) At all reasonable times give to the Board ~~or any Director~~ all information they may require or request regarding the artistic affairs of the Company;
- (c) Attend meetings of the Board to brief the Board, make recommendations to the Board or answer questions on the artistic affairs of the Company;
- (d) Attend all meeting of Members of the Company.

ARTICLE 7 – COMMITTEES OF THE BOARD

7.01 Constitution of Committees

An Executive Committee of the Board, and such other Committees as the Board thinks necessary to assist in carrying on the affairs of the Company, shall be appointed by the Board.

7.02 Membership of the Executive Committee

The Executive Committee of the Board shall consist of the Chair, the Vice-Chair, the Secretary, the Treasurer and the Past-Chair.

7.03 Business of the Executive Committee

The Board may delegate to the Executive Committee any of the powers of the Board, subject to restrictions contained in the By-Laws, or imposed from time to time by the Board.

The Executive Committee may meet for the transaction of business as it sees fit, except that a quorum shall not be less than a majority of its members.

7.04 Other Committees

Each other Committee of the Board shall have a Chair and be composed of such persons, whether or not Directors, as determined by the Board.

Any Committee of the Board may meet as it deems necessary or appropriate and with such powers as the Board shall see fit to delegate.

ARTICLE 8 – PROTECTION OF DIRECTORS, OFFICERS AND INDEMNITIES

8.01 For the Protection of Directors and Officers of the Company

Except as otherwise provided in the Act, no director or officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Company, through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation, resulting from any dealings with any moneys, securities or other assets belonging to the Company or for any other loss, damage or misfortune whatsoever, which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful or wilful act or through their own wrongful or wilful neglect or default.

8.02 Indemnities to Directors and Other Persons

Every Director or Officer of the Company or other person who has undertaken or is about to undertake any liability on behalf of the Company or any Company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of the Company from and against:

- (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against the director, officer, or other person for or in respect of any act, deed matter or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) All other costs, charges, and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Company shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

ARTICLE 9 – MEMBERS OF THE COMPANY

9.01 Members of the Company

The Members of the Company are:

- (a) The original incorporators of the Company;
- (b) Season subscribers to the Company in good standing as of the date of the Annual Meeting of Members;
- (c) Students registered in any educational program of the Company in good standing as of the date of the Annual Meeting of Members, or the parent or guardian of such student, if the person is under the age of 18;
- (c) Donors to the Company who have given a minimum amount (as may set from time to time by the Board) within the year prior to the date of the Annual Meeting of Members.

9.02 Rights of Membership

Every Member of the Company shall be entitled to attend any meeting of the Members and to vote on any question at any meeting of the Members. A Member of the Company has no personal interest in any property of the Company, solely based on them being a member.

9.03 Joint Members

If a season subscription or a donation to the Company is held or made jointly by two or more persons, any of them present may in the absence of the other or others vote thereon; but if more than one of them ~~shall be~~ present, they shall vote together as one on the membership jointly held by them.

ARTICLE 10 – MEETINGS OF MEMBERS

10.01 Annual Meeting of Members

Subject to the Act and the By-Laws, the Board shall call an Annual Meeting of Members to transact any business of the Company. The Annual Meeting of Members shall be held at such place and on such date in each year as the Board may determine but, in any event, shall be held no later than 15 months after the most recent previous Annual Meeting.

10.02 Special Meetings

Subject to the Act and the By-Laws, a Special Meeting of Members may be convened at any time and at any place within the City of Winnipeg by order of the Chair of the Board, by the Board on their own motion or, on the written requisition of Members

as provided for in the Act or the By-Laws and of not less than one-tenth (1/10) of the Members.

At any Special Meeting convened by request of the Members, no business of the Company shall be transacted other than that specified in the request.

10.03 Notice Required for Members' Meetings

Notice of the time and place of each Meeting of Members of the Company shall be given by the Board to the Members and the Auditor in the manner required in the By-Laws not less 21 days and not more than 50 days prior to the meeting.

In computing time, the date of giving notice shall be excluded and the date of the meeting shall be included.

Where Special Business, as that term is defined in the Act, is to be transacted at an Annual Meeting of Members the Notice must provide the nature of the business in sufficient detail as to permit the members to form a reasoned judgment thereon, and include the text of any special resolution to be submitted to the meeting.

10.04 Manner of Notice to Members' Meetings

Notice to Directors, Members, Auditors or any other party of a Meeting of Members shall be in writing and shall specify the date, place and time of the meeting. The manner and particulars of such notice shall be by such means and in such form as deemed by the Board. This may include personal service, the use of prepaid mail, newsletters, print or broadcast media, public bulletin boards, the website of the Company, e-mail and/or other electronic means.

10.05 Quorum

The quorum for the transaction of business at Meetings of the Members shall consist of the persons present being not less than three (3) in number.

10.06 Chair of Meeting.

Every Meeting of Members shall be chaired by the Chair of the Board or in their absence by the Vice-Chair of the Board, or in their absence, a chair of the meeting shall be elected by a quorum of members by resolution (introduced by any Member present at the meeting) passed at the commencement of the Meeting.

10.07 Votes to Govern

At any Meeting of Members, every question shall, unless otherwise required by the Articles or the By-Laws or by law, be determined by the majority of the votes cast on

the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a second and/or casting vote.

10.08 Show of Hands

Subject to the provisions of the Act and the By-Laws, any question at a Meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded.

Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the Meeting that the vote in question has been carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

10.09 Ballots

A vote on any question proposed for consideration at a Meeting of Members shall proceed by ballot instead of a show of hands if any Member, seconded by another, requests such a ballot.

Subject to the By-Laws, a vote on any question by ballot shall be taken in such manner as the Chair of the Meeting shall direct. Voters may cast one vote on the question on the ballot.

The Member requesting a vote on any question by ballot may withdraw the request for a ballot at any time prior to the commencement of voting, in which case the vote on the question shall proceed by a show of hands.

If a ballot on a question is taken, the Chair of the Meeting and their nominees shall count all the ballots and then announce the results of the voting on the question. The declaration of the Chair of the Meeting of the vote count on the question entered in the minutes of the Meeting shall be prima facie evidence of the fact without further proof. The result of any ballot so taken shall be the decision of the Members upon the question.

10.11 Adjournment

The Chair of the Meeting may, with the consent of the Meeting, adjourn such meeting from time to time 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 said original meeting.

10.12 Agenda for Annual Meeting of Members

The Board shall set the agenda for the transaction of business of the Company at the Annual Meeting of Members including the following matters:

- (a) Approval of the Minutes of the previous Annual Meeting of Members;
- (b) Consideration of the Annual Report of the Chair of the Board and other reports of the Officers of the Company;
- (c) Consideration of the Annual Financial Report of the Company, with or without qualification, and the appointment of the auditors for the coming year;
- (d) Election of Directors;
- (e) Special Resolutions; and
- (f) Such other business of the Company as the Board recommends be transacted.

ARTICLE 11 – MISCELLANEOUS

11.01 Enactment, Amendment and Repeal of By-Laws

By-laws may be enacted, amended or repealed by a majority of the Board present at a meeting thereof, provided that notice of the proposed enactment, amendment or repeal has been given to the Directors in writing at least fourteen days in advance of the meeting.

11.02 Invalidity of any provision of the By-Laws

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws.

11.03 Availability of the By-Laws

The By-Laws of the Company shall be available for inspection by any person, Member or otherwise, on request at the office of the Company during business hours, or if the Board deems appropriate on the internet website of the Company.

11.04 Proof of Notice

A certificate on an Officer of the Company as to the facts in relation to the giving of notice on behalf of the Board or the Company as required under the Act or the By-Laws to anyone in any manner shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer, Employee or Agent of the Company, Auditor or member of a committee as the case may be.

11.05 Winding Up

Subject to the Act, if the Company is dissolved or disbanded, any assets left after all liabilities have been satisfied shall be distributed to registered charitable organizations whose purposes are most similar to that of the Company at the time as determined by special resolution of the Members.

Approved by resolution of the Board of the company this 28th day of June 2022.

Chair of the Board

Secretary

Confirmed by resolution of the Members of the Company this _____ day of _____ 2022.

Chair of the Board

Secretary