

BYLAWS
LENNOX COMMUNITY THEATRE INC.

A bylaw relating generally to the transaction of the business and affairs of:

Lennox Community Theatre Inc.
(hereinafter called the Corporation or Theatre)

WHEREAS Lennox Community Theatre Inc. was incorporated by Letters Patent issued by the Minister of Consumer and Commercial Relations on March 30, 1992, for the following objects:

- a) To promote interest and participation and skill in the theatrical arts in the County of Lennox and Addington;
- b) To provide and sponsor education and instruction in all the theatrical arts; and
- c) To provide all necessary facilities for education, instruction and performance of the theatrical arts.

BE IT ENACTED as a bylaw of the Corporation as follows and all previous bylaws relating to the transaction of the affairs of the Theatre are here by repealed by the bylaw:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.01 Definitions

In this bylaw and all other bylaws and resolutions of the Corporation, unless the context otherwise requires:

"Act" means the *Ontario Corporations Act*, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, including the ONCA, as amended from time to time;

"Articles" means the original or restated Letters Patent, Supplementary Letters Patent, articles of continuance, reorganization of the Theatre, or any other similar documents;

"Board" means the board of directors of the Corporation;

"Bylaws" means all bylaws, including special bylaws, of the Corporation as amended from time to time;

"Corporation" means the Corporation or Theatre;

"Director" means a member of the Board;

"Extraordinary Resolution" means a resolution passed by at least eighty percent (80%) of the votes cast at a special meeting of Members;

"Member's Meeting" includes an annual meeting of members and a special meeting of members;

"Non-Business Day" means Saturday, Sunday and any other day that is a holiday as defined in the Interpretation Act (Ontario);

"Officer" means President, Vice President, Secretary or Treasurer;

"Ordinary Resolution" means a resolution passed by a majority of votes cast on that resolution;

"Signing Officer" means, in relation to any document, any person authorized to sign the same on behalf of the Corporation under this bylaw or by a resolution passed pursuant to this bylaw;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

ARTICLE 2
AFFAIRS OF THE CORPORATION

2.01 Corporate Seal

The Theatre may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Theatre shall be the custodian of the corporate seal.

2.02 Financial Year End

The fiscal year of the Theatre shall terminate on the 30th day of June in each year.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the corporation may be signed by any two (2) members of the Board, consisting of at least one officer. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the corporation to be a true copy thereof.

2.04 Banking Arrangements

The banking business of the corporation shall be transacted by a Canadian recognized financial institution as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a member of the Board of the corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

2.05 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute are regularly and properly kept.

2.06 Annual Financial Statements

Financial statements (including the Auditor's Report, if any) shall be prepared at the level and in the manner prescribed by the Act and its Regulations from time to time

ARTICLE 3 MEMBERSHIP

3.01 Membership Types

Individual – One person.

Family – Maximum 6 people that reside at the same address.

Honorary or Lifetime – Awarded by Special Resolution of the Board from time to time, not necessarily annually

3.02 Membership Conditions

Subject to the articles, there shall be three (3) membership types of members in the Corporation refer to Section 3.01.

The following conditions of membership shall apply for each type of membership:

- a. A membership form must be filled out and submitted to the board.
- b. The term of membership shall be annual based on the Theatre Season; have paid the required membership dues and is subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each type of membership is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings. Each Family Member over the age of 13 is entitled to a vote.
- d. Members 18 years or older shall be qualified to hold office in the Corporation as a director or officer.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

3.03 Membership Dues

Members shall be notified of membership dues at the time the AGM notice is sent.

3.04 Discipline of members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The

member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3.05 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies;
- b. resigns in writing;
- c. the member is expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
- d. the member's term of membership expires; or
- e. the Corporation is liquidated and dissolved under the Act.

3.06 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.07 Liability of Members

Subject to the Act, Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

ARTICLE 4
MEETING OF MEMBERS

4.01 Annual Meeting of Members

There shall be an Annual Meeting of Members at least annually, within four (4) months of the fiscal year end and fifteen (15) months from the last Annual Meeting.

4.02 Purpose of Annual Meeting of Members

The Board shall call an annual meeting of Members for the purpose of:

- a. considering the financial statements and reports of the Theatre required by the Act to be presented at the meeting;
- b. electing directors;
- c. a report from each of the Director Positions on the Board
- d. appointing the auditor; and
- e. if permitted under the Act, passing an extraordinary resolution to have a review engagement instead of an auditor or to not have an audit or review engagement.
- f. presentations of awards to members that Board selects, not necessarily annually.

4.03 Place of Annual Meeting of Members

Subject to Section 4.09 (Participation by Electronic Means at Annual Meeting of Members), Annual Meeting of Members shall be at the premise of the Theatre, or elsewhere within Lennox & Addington County or Municipality, as may be determined by the Board of Directors from time to time.

4.04 Persons Entitled to be Present at Annual Meeting of Members

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at an Annual Meeting of Members. However, only those members entitled to vote at the Annual Meeting of Members according to the provisions of the Act, articles and bylaws may cast a vote at the meeting.

4.05 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.06 Notice of Member's Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 14 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.07 Quorum at Annual Meeting of Members

A quorum at any meeting of the members shall consist of not less than 15% of members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.08 Voting at Members' Meeting

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions.

4.09 Participation by Electronic Means at Annual Meeting of Members

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.10 Adjournments

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at each adjourned meeting as might have been transacted to the original meeting from which such adjournment took place. No notice shall be required to any such adjournment. Such adjournment may be made notwithstanding that no quorum is present and, in any event, can only be made upon the majority vote of those present at the meeting.

4.11 Votes to Govern

Unless noted otherwise, questions proposed for consideration shall be determined by ordinary resolution.

ARTICLE 5 DIRECTORS

5.01 Number of Directors

The board shall consist of between three (3) and twelve (12) directors. At no time will the board consist of less than three (3) directors.

5.02 Quorum

A majority of the Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 5.12, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

5.03 Term of Office of Directors

At the first election of Directors following the approval of this bylaw, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

5.04 Nominations

Candidates for the office of director shall be the slate of candidates for office proposed by the Nomination Committee, if there is no Nominating Committee, by the Board; and the persons whose names are put in nominations by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of directors is held.

5.05 Election Method

Where the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices and if the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

5.06 Forms

The Board may prescribe the form of nomination paper and the form of ballot.

5.07 Removal of Directors

Subject to the Act, the members entitled to vote may by special resolution passed cast at a special or general members' meeting, of which notice specifying the intention to pass such resolution has been given in the notice of the meeting, remove any director before the expiration of their term of office, and may, by a majority of the votes cast at the meeting, elect any person in their stead for the remainder of their term.

5.08 Vacation/Resignation of Office

A director ceases to hold office when:

- a. they die;
- b. miss 3 consecutive meetings;
- c. is removed from office by the members;
- d. their written resignation is received by the Corporation or if a time is specified in such resignation, at the time so specified;
- e. they are found by the Board, a court of law, or otherwise, to have violated any provision of applicable law, the Articles, the bylaw or the written policies, codes, or rules of the Theatre.

5.09 Vacancies

Vacancies on the Board, however caused may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation. Otherwise, such vacancy shall be filled at the next meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill a vacancy for the remainder of the term.

5.10 Action by the Board

The powers of the Board may be exercised at a meeting at which a quorum is present or bylaw or resolution. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

5.11 Place of Members' Meetings

Subject to Section 5.12 (Electronic Meetings/Electronic Participation on Meetings), Meetings of the Board shall be at the premises of the Theatre, or elsewhere within Lennox & Addington County or Municipality, as may be determined by the Board of Directors from time to time.

5.12 Electronic Meetings/Electronic Participation on Meetings

Where all Directors have consented, a directors meeting and/or participation in a directors meeting of the Board, may occur by means of conference telephone, electronic communications or other communication equipment where all person's participation in such a meeting can communicate with each other simultaneously and instantaneously.

A Director participating in a meeting by these means shall be deemed to be present in person at the meeting, including for purposes of counting quorum. Any consent given regarding this section shall be effective whether given before or after the meeting.

5.13 Calling of Meetings of Board of Directors

Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time.

5.14 Notice of Meetings of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 10 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors)
- b. mailed by prepaid ordinary mail to the director's address as set out in (a)
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specifies the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.15 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.16 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Corporation for the purpose of organizing the election and appointment of officers and the transaction of any other business.

5.17 Others Present

The Board may from time to time by resolution determine that a guest may attend and speak at the meeting of the Board. They shall not be entitled to vote or be present during any vote.

5.18 Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. If there is an even number of directors in attendance then President does not get a vote; If there is an odd number of directors in attendance then the President shall have one vote. Each meeting will be different for the president depending on the number of directors in attendance.

5.19 Responsibility for Acts

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

ARTICLE 6 OFFICERS

6.01 Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation upon their acceptance. Two or more offices may be held by the same person.

6.02 Officers of the Corporation

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

6.03 President

The President of the Board, who may also be referred to in this Bylaw and/or in other documents of the Theatre as the Chair of the Board, shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.

6.04 Vice-President

The Vice-President of the Board, who may also be referred to in this Bylaw and/or in other documents of the Theatre as the Vice-Chair of the Board, shall, when present at meetings of the Board or of the Members at which the President is absent, preside at such meetings, and shall have such other duties and powers as the Board may specify.

6.05 Secretary

The Secretary shall attend and be the secretary of all meetings of the Board, and Members. The Secretary shall enter or cause to be entered in the Theatre's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Foundation. The Secretary shall have such other duties and powers as the Board may specify.

6.06 Treasurer

The Treasurer shall have such duties and powers as the Board may specify.

6.07 Officer Vacancies

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment)
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 7

COMMITTEES

7.01 Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. Each committee must have at least one director from the Board. Any committee composed of one or more non-directors may not be delegated any of the powers of the Board but shall only act as an advisory capacity.

ARTICLE 8
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01 Duty of Directors and Officers

Every director and officer of the Corporation in exercising their powers and discharging their 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. Any conflict of interest must be declared at a meeting.

8.02 Indemnification of Directors and Officers

The Theatre shall indemnify each former and present Director and Officer of the Board, and each other individual who acts or acted at the Theatre's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Theatre or other entity if:

- a. the person who not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;
- b. the person acted honestly and in good faith with a view to the best interests of the Foundation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Foundation's request; and
- c. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Theatre may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

8.03 Insurance

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 6.04 hereof as the Board may from time to time determine.

ARTICLE 9 NOTICE

9.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the auditor shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Theatre to any notice or other document to be given by the Theatre may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.03 Waiver of Notice

Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

**ARTICLE 10
DISSOLUTION**

10.01 Dissolution

The Corporation shall continue until such time as it shall be dissolved by a three-quarters (3/4) vote of the Members in good standing representing at least seventy-five percent (75%) of the dues paid during the previous twelve (12) months at a meeting called on thirty (30) days written notice for that purpose. In the event of dissolution, the assets of the Corporation, after the payment of all the indebtedness of the Corporation shall not be distributed amongst Members but shall be distributed to a charity or charities with similar objects.

**ARTICLE 11
BYLAW AND EFFECTIVE DATE**

11.01 Bylaw and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend or repeal any Bylaw that regulate the activities or affairs of the Foundation. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it must be confirmed, rejected or amended by the Members by ordinary resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This Section does not apply to a Bylaw amendment that requires a Special Resolution under the Act because such Bylaw amendments are only effective when confirmed by the Members.

Upon the enactment of this Bylaw, all previous Bylaws of the Foundation shall be repealed. Such repeal shall not affect the previous operation of any Bylaw or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Foundation obtained pursuant to, any such Bylaw pursuant to its repeal. All Directors, Officers, and persons acting under any Bylaw so repealed shall continue to act as if appointed under the provisions of this Bylaw and all resolutions of the Members and of the Board with continuing effect passed under any repealed Bylaw shall continue as good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

ENACTED the 19th day of June, 2024

CONFIRMED by the Members on the 17th day of July, 2024

Chair of Board

Vice-Chair of Board