

**Arts Carleton Place By-Laws
As of February 5, 2023**

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Definitions

Extraordinary resolution

“Extraordinary resolution” means a resolution that is,

- (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast, or
- (b) consented to by each member of ACP entitled to vote at a meeting of the members or the member’s attorney.

Interested person

An “interested person” includes Directors and Officers of ACP, members in good standing or his representative, or a representative of the Government of Ontario.

Member

“Member” includes the heirs and the trustees, executors, administrators or other legal representatives of a member.

Proxy

“Proxy” means an authorization by means of which a member has appointed a proxy holder to attend and act on the member’s behalf at a meeting of the members.

Public Benefit Corporation

A corporation that does not come within the definition of a “public benefit corporation” during the financial year in which it files articles of dissolution is deemed to be a public benefit corporation if it came within the definition during any of its three financial years preceding the financial year in which it files its articles of dissolution.

Article 1: Name, Statue and Operation

The name of the company is ARTS CARLETON PLACE hereinafter referred to as ACP. ACP is an independent organization, operating as a not-for-profit organization. It is registered as a numbered company (1670502) in Ontario since 2005. ACP will carry on its undertaking without the purpose of gain for its members, and any profits to ACP will be used solely in promoting its aims. The registered Office of ACP is 1147 Ferguson Road, Ashton, Ontario, K0A 1B0. The location of the registered office can be changed by a resolution of the Board of Directors. Its official e-mail address is artscp2018@gmail.com

Article 2: Articles of Incorporation

The purposes of ACP will be to:

1. foster active participation and interest in the visual arts in the area within a 50 km radius of the Carleton Place area of Ontario
2. encourage the development of members' work;
3. support and further arts programs in the area;
4. empower artists and area residents through the arts.

Article 3: Amendment of Articles

3.1 Special resolution required

A special resolution of the members is required to make any amendment to the articles of ACP to:

- (c) change ACP's name;
- (b) add, remove or change any restriction upon the activity or activities that ACP may carry on or upon the powers that ACP may exercise;
- (c) create a new class or group of members;
- (d) change a condition required for being a member;
- (e) change the designation of any class or group of members or add, change or remove any rights or conditions of any such class or group;
- (f) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
- (i) change the purposes of ACP;
- (j) change to who the property remaining on liquidation after the discharge of any liabilities of ACP is to be distributed;
- (k) change the manner of giving notice to members entitled to vote at a meeting of members;
- (l) change the method of voting by members not in attendance at a meeting of members.

3.2 Directors may revoke amending resolution

The Directors may revoke the resolution before it is acted on without further approval of the members, if authorized to do so by the members in the resolution effecting an amendment.

3.3 Change of name prohibited

ACP may not change its name if:

- (a) ACP is unable to pay its liabilities as they become due; or
- (b) the realizable value of ACP's assets is less than the aggregate of its liabilities.

3.4 Proposal to amend

A Director, or a member who is entitled to vote at an annual meeting of the members, may propose to make an amendment.

3.5 Notice of amendment

Notice of a meeting of the members at which a proposal to make an amendment is to be considered must set out the proposed amendment.

3.6 Articles of amendment to be sent to the Ministry of Government and Consumer Services (MGCS)

Subject to a revocation, after an amendment to the articles has been adopted, ACP will file articles of amendment and any required documents and information with the MGCS.

3.7 Effect of certificate

An amendment to the articles becomes effective the date shown in the certificate of amendment issued by MGCS and the articles are amended accordingly.

3.8 Rights preserved

No amendment to the articles affects an existing cause of action or claim or liability to prosecution in favour of or against ACP or its Directors or officers, or any civil, criminal, administrative, investigative, or other action or proceeding to which a company or its Directors or officers is a party.

3.9 Amalgamation agreement

Ontario Not for Profit Corporation Act (ONCA) has set up the rules for amalgamation and for arrangements and should be consulted as needed.

3.10 Extraordinary sale, lease or exchange

A sale, leave or exchange of all or substantially all of the property of ACP other than in the ordinary course of its activities required the authorization of the members. ACP will give

members notice of a meeting of the members and will include a copy or summary of the proposed agreement of sale, lease or exchange. At the meeting of the members, the members may authorize the sale, lease or exchange and may fix, or authorize the Directors to fix, any of the terms and conditions of the sale, lease or exchange. The sale, lease or exchange is authorized when the members have approved it by a special resolution. The Directors of ACP may, if authorized by the members approving a proposed sale, lease or exchange, and subject to the rights of third parties, abandon the sale, lease or exchange without further approval of the members. A member is not entitled to dissent if an amendment to the articles is effected.

Article 4: By-Laws Amendment

The Board may by resolution make, amend, or repeal any by-law that regulates the activities or affairs of ACP. The Board will submit the by-law, amendment, or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

The by-law, amendment or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed.

The by-law, amendment, or repeal ceases to have effect if it is not submitted by the Directors to the members as required or if it is rejected by the members. If a by-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members. A member entitled to vote at an annual meeting of the members may make a proposal to make, amend or repeal a by-law.

Article 5: Indoor Management Rule

ACP may not assert against a person dealing with ACP or with any person who has acquired rights from ACP that:

- (a) the articles or by-laws have not been complied with;
- (b) the persons named as Directors in the articles or in the most recent notice or return filed under the Corporations Information Act (CIA), whichever is more current, are not the Directors of ACP;
- (c) the location named as the registered office in the articles or in the most recent notice or return filed under the CIA, whichever is more current, is not the registered office of ACP;
- (d) a person held out by ACP as a Director or officer of ACP has not been duly appointed or does not have authority to exercise the powers and perform the duties that are customary in the activities of ACP or usual for such Director or officer;
- (e) a document issued by any Director or officer of ACP with actual or usual authority to issue the document is not valid or not genuine; or

- (f) a sale, lease or exchange of property.

Article 6: Directors and Officers

6.1 General

- (a) The Directors will manage or supervise the management of the activities and affairs of ACP.
- (b) The Directors can delegate day to day operations to an Executive team made up of a Chief Executive Officer (CEO), a treasurer, a membership coordinator, and a social media coordinator (see duties in the addendum).
- (c) ACP will have a minimum of five (5) Directors and a maximum of seven (7) Directors.
- (d) The number of Directors of ACP and the number of Directors to be elected at the annual meeting of the members must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by resolution of the Directors. A decrease in the number of Directors does not shorten the term of an incumbent Director.
- (e) If the articles provide for a minimum and maximum number of Directors and a special resolution as described above, has not been passed, the number of Directors must be the number of Directors named in its articles.
- (f) A Director of ACP is required to be a member.
- (g) No person can act for an absent Director at a Board meeting.

6.2 Qualifications of Directors

The following persons are disqualified from being a Director of ACP:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada.
5. A person who has the status of bankrupt.

6.3 Election and term

At each annual meeting at which an election of Directors is required, the members will, by ordinary resolution, elect Directors to hold office for a term expiring not later than the close of the fourth annual meeting of the members after the election, as provided in the by-laws.

6.4 Different terms of office

It is not necessary that all Directors elected at a meeting of the members hold office for the same term. One quarter of Directors will be elected at each Annual General Meeting (AGM).

6.5 No stated term of office

A Director not elected for an expressly stated term ceases to hold office at the close of the next annual meeting of the members.

6.6 Incumbents remain in office until successors elected

If Directors are not elected at a meeting of the members, the incumbent Directors continue in office until their successors are elected.

6.7 Vacancy, quorum

If a meeting of the members fails to elect the number or the minimum number of Directors required by the articles, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

6.8 Appointment of additional Directors

The Directors may appoint one or more additional Directors who will hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the members.

6.9 Director's consent to act

An individual who is elected or appointed to hold office as a Director is not a Director and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment. (See Addendum 1 for sample of Consent to Act As Director Form.)

6.10 Later consent

If an individual elected or appointed consents in writing after the period mentioned in that subsection, the election or appointment is valid.

6.11 Exception

The above does not apply to a Director who is re-elected or reappointed where there is no break in his or her term of office.

6.12 Ceasing to hold office

A Director ceases to hold office when the Director dies, resigns, is removed in accordance to the By-Laws or becomes disqualified.

6.13 Effective date of resignation

A resignation of a Director becomes effective when the resignation is received by ACP or at the time specified in the resignation, whichever is later.

6.14 Removal of Directors

The members of ACP may, by ordinary resolution at a special meeting, remove from office any Director or Directors.

6.15 Filling vacancy

A vacancy created by the removal of a Director may be filled at the meeting of the members at which the Director is removed.

6.16 Statement of Director

A Director is entitled to give ACP a statement giving reasons,

- (a) for resigning; or
- (b) for opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

6.17 Circulating Director's statement

ACP will immediately give the members a copy of the statement.

6.18 Immunity from liability

No person acting on behalf of ACP incurs any liability by reason only of complying with the By-laws.

6.19 Filling vacancy

A quorum of Directors may fill a vacancy among the Directors.

6.20 Calling members 'meeting

If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the articles, the Directors then in office will without delay call a special meeting of the members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.

6.21 Exception

A vacancy among the Directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of Directors provided for in the articles or from a failure to elect that increased number or minimum number of Directors.

6.22 Term of replacing Director

A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

6.23 Deemed Director, if all Directors resign or are removed

If all of the Directors have resigned or have been removed without replacement, a person who manages or supervises the management of the activities or affairs of ACP is deemed to be a Director.

6.24 Change in number of Directors

The members of ACP may amend its articles to increase or decrease the number of Directors, or the minimum or maximum number of Directors, but a decrease will not shorten the term of an incumbent Director.

6.25 Directors entitled to attend members 'meetings

A Director is entitled to attend and be heard at every meeting of the members.

6.26 Directors 'meetings

The Directors may meet at any place and on any notice that the by-laws require.

6.27 Quorum

Quorum is fifty percent (50%) of elected Directors.

6.28 Notice

- (a) ACP will give notice of the time and place of a meeting of the Directors 7 days before the meeting, to each director.
- (b) A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with the performance of any member of the Executive Committee.

6.29 Waiver of notice

A Director may waive notice of a meeting of the Directors, and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

6.30 Adjournment

Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

6.31 Participation by electronic, etc., means

A Director may, if all the Directors of ACP consent, participate in a meeting of the Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

6.32 Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

6.33 Copy to be kept

ACP will keep a copy of every resolution referred to above in the Minute Book of the meetings of the Directors. (See Addendum 2 for Content of Minute Book.)

6.34 Delegation by Directors

Directors may appoint from their number a managing Director and may delegate to the managing Director any of the powers of the Directors.

6.35 Limitation

Directors may not delegate the following powers to a managing Director:

- (a) To submit to the members any question or matter requiring the approval of the members.
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of ACP.
- (c) To appoint additional Directors.
- (d) To issue debt obligations except as authorized by the Directors.
- (e) To approve any ACP financial statements.
- (f) To adopt, amend or repeal by-laws.
- (g) To establish contributions to be made, or dues to be paid, by members.

6.36 Evidence of resolution

Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.37 Disclosure: conflict of interest

A Director or officer of ACP who,

- (a) is a party to a material contract or transaction or proposed material contract or transaction with ACP; or
 - (b) is a Director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with ACP,
- will disclose to ACP or request to have entered in the minutes of meetings of the Directors the nature and extent of his or her interest.

6.38 Disclosure by Director

The disclosure required above must be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- (c) if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or

- (d) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.

6.39 Pre-Authorization

No Director will incur an expense greater than two hundred fifty dollars (\$250) without pre-approval of the Board.

6.40 Disclosure by officer

The same is required and must be made, in the case of an officer who is not a Director,

- (a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
- (b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
- (c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

6.41 Officers

- (a) the Directors may designate the offices of ACP, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of ACP;
- (b) a Director may be appointed to any office of ACP; and
- (c) the same person may hold two or more offices of ACP.

6.42 Chair

The CEO will be appointed chair of the board of Directors and will carry out the duties of the chair in accordance with the by-laws.

6.43 Duties of Directors and officers

- (a) Standard of care

Every Director and officer in exercising his or her powers and discharging his or her duties to ACP will,

1. act honestly and in good faith with a view to the best interests of ACP; and
2. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) Duty to comply

Every Director and officer will comply with,

1. ONCA and the regulations; and
2. ACP's articles and by-laws.

6.44 Reasonable diligence defence

A Director is not liable and has complied with his or her duties if the Director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on,

- (a) financial statements of ACP represented to him or her by an officer of ACP or in a report of the auditor of ACP or of a person who conducted a review engagement of ACP to present fairly the financial position of ACP in accordance with generally accepted accounting principles;
- (b) an interim or other financial report of ACP represented to him or her by an officer of ACP to present fairly the financial position of ACP in accordance with generally accepted accounting principles;
- (c) a report or advice of an officer or employee of ACP, if it is reasonable in the circumstances to rely on the report or advice; or
- (d) a report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

6.45 Consent of Director at meeting

A Director who is **present** at a meeting of the Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- (a) the Director's dissent is entered in the minutes of the meeting;
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting;
- (c) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits his or her dissent immediately after the meeting is terminated to ACP.

A Director who was **not present** at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director,

- (a) causes his or her dissent to be placed with the minutes of the meeting; or
- (b) submits his or her dissent to ACP.

6.46 Indemnification of Directors and officers

ACP **may** indemnify a Director or officer of ACP, a former Director or officer of ACP or an individual who acts or acted at ACP'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 the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with ACP or other entity.

6.47 Limitation

ACP will not indemnify an individual unless,

- (a) he individual acted honestly and in good faith with a view to the best interests of ACP or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.48 Insurance

ACP *may* purchase and maintain insurance for the benefit of an individual against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or officer of ACP; or
- (b) in the individual's capacity as a Director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at ACP's request.

6.49 Remuneration of Directors, officers and employees

No Director, officer or volunteer will be remunerated for performing duties on behalf of ACP.

6.50 Executive terms

The Executive will serve for four (4) calendar years following the AGM. Any member of the executive can serve up to 4 consecutive terms (16 years) and up to two consecutive terms (8 years) in the same executive position unless elected by the membership.

6.51 Nomination process

In advance of an election, the Board of Directors will establish a Nomination Committee, headed by the past President, and composed of at least one other ACP member who is not herself subject to election, and who is not a member of the Board of Directors. The Nomination Committee will be responsible for receiving all formal nominations for any elected position.

[Note: "Past President would normally be the immediately preceding President, but if he or she is no longer available or no longer interested, then a previous President may be selected.]

The person nominated must be a member of ACP in good standing, and agree to stand as a candidate. When considering a candidate for election, the Nomination Committee will ensure that he or she is familiar with the Job Description of the position to which they are to be elected. Further nominations from the membership will be accepted, and have equal standing to any prior nominations. In any one election, a member may not be nominated for more than one Board position.

6.52 Handover to new Executive

The outgoing Board will ensure that all business on behalf of ACP is terminated by December 31. The accounting year for ACP is January 1 to December 31. The books will be closed 30 days later. The new Board will take over the running of ACP after the election of the new Executive at the Annual General Meeting.

Article 7: Membership

7.1 Membership

Membership will be for a period of one year, commencing on January 1 and ending on December 31. A member may join at any time during the year by paying the annual membership fee, until November 14th. On November 15th, a member may join for the following calendar year by paying the annual membership fee. Membership cards will be issued once the payment of fees has been confirmed.

7.2 Regular Members

Any individual who considers himself an artist or artisan creating “original” work, ergo having copyrights to their work, will be considered for membership upon application. Persons become members upon payment of dues. Members over eighteen years of age will have the right to stand for office and are entitled one vote each. Corporations may become members.

7.3 Honorary Members

A limited number of volunteers, who are not qualified artists or artisans, can be offered an honorary membership with full rights and privileges, to facilitate operations. The number of honorary members will be no more than 4% of the membership.

7.4 Resignation

Any member may resign by submitting his written resignation to the Board of ACP and it will become effective upon its acceptance by the Executive.

7.5 Right to Vote

The only regular members have the right to vote at any meeting of the members. They will be entitled to one vote.

7.6 Expiration of membership

A member whose membership fees are more than three months in arrears will automatically cease to be a member by March 1.

7.7 Expulsion by General Meeting

Any membership may be terminated by a vote of two-thirds of the members present and voting at a General Meeting of Members duly called for that purpose.

7.8 Cessation of Membership

Any member who will resign or be expelled or whose membership has expired as a member of ACP will immediately return to ACP all ACP property, and will remain liable for the payment of all monies due at that time.

7.9 Member in good standing

Only a member in good standing will be entitled to serve on the Board of ACP or to vote at any annual or general meeting.

7.10 Fees

The membership fee will be determined by a majority vote at the AGM.

7.11 Liability Limit

ACP's liability to members is limited to the refund of annual membership dues prorated based on the date of notice received by the resigning member.

7.12 Representative of non-human member

ACP will recognize any individual authorized by a member corporation or other entity to represent the member at meetings and the individual may exercise all the powers of that corporation or entity on its behalf.

7.13 Transfer of membership

A membership cannot be transferred.

7.14 Issuance of memberships

The Membership Coordinator will issue a membership card upon confirmation that dues have been paid.

7.15 Termination of membership

A membership is terminated when,

- (a) the member dies or resigns;
- (b) the member is expelled or the person's membership is otherwise terminated
- (c) the member's term of membership expires; or
- (d) ACP is liquidated or dissolved.

7.16 Power to discipline or terminate a member

The Directors, the members or any committee of Directors or members have power to discipline a member or to terminate their membership.

7.17 Good faith requirement

Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

7.18 Fair and reasonable procedure

A procedure is fair and reasonable if,

- (a) a member is given at least 15 days notice of a disciplinary action or termination with reasons; and

- (b) the member is given an opportunity to be heard, orally, in writing or in another format permitted by ACP 's articles or by-laws, not less than five days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

7.19 Notice

A notice required may be given by any method reasonably intended to give actual notice.

7.20 Annual meeting

ACP will call an annual meeting of the members not later than 13 months after holding the preceding annual meeting.

7.21 Special meeting

The Directors of ACP may at any time call a special meeting of the members.

7.22 Place of members 'meetings

Meetings of the members of ACP will be held within 50 km of Carleton Place.

7.23 Participation in meeting by electronic, etc., means

Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if ACP makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

7.24 Meeting held by electronic, etc., means

If the Directors or members of ACP call a meeting of the members, they may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to *communicate adequately with each other during the meeting.*

7.25 Record date

The Directors may fix a date as the record date for,

- (a) determining members entitled to receive notice of a meeting of the members;
- (b) determining members entitled to vote at a meeting of the members;
- (c) determining members for any other purpose.
- (d) a record date must not be more than 50 days before the day of the event or action to which it relates.

7.26 No fixed record date

If no record date is fixed,

- (a) the record date for the determination of members entitled to receive notice of a meeting of members or to vote will be,
 - 1. at the close of business on the day immediately before the day on which the notice is given, or
 - 2. if no notice is given, the day on which the meeting is held; and
- (b) the record date for the members for any purpose other than to establish a member's right to receive notice of a meeting or to vote will be at the close of business on the day on which the Directors pass the relevant resolution.

7.27 Notice of members'

ACP will give notice of the time and place of a meeting of the members 30 days before the meeting, to,

- (a) each member entitled to receive notice of the meeting;
- (b) each Director; and
- (c) the auditor of ACP if applicable or the person appointed to conduct a review engagement of ACP.

7.28 Waiver of notice

Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

7.29 Special business

All business transacted at a special meeting of the members and all business transacted at an annual meeting of the members is special business except for the following:

- (a) Consideration of the financial statements.
- (b) Consideration of the audit or review engagement report, if any.
- (c) An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
- (d) Election of Directors.
- (e) Reappointment of the incumbent auditor or person appointed to conduct a review engagement as applicable.

7.30 Notice of meeting, special business

Notice of a meeting of the members at which special business is to be transacted must,

- (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

7.31 Member's right to submit and discuss proposals

A member entitled to vote at an annual meeting of the members may,

- (a) give ACP notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal"; and
- (b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

7.32 Proposal set out in notice

ACP will include the proposal in the notice of meeting.

7.33 Supporting statement included in notice

Upon the request of the member who submits a proposal, ACP will include in the notice of meeting a statement in support of the proposal by the member and the name and address of the member. The statement and the proposal must together not exceed a maximum number of one thousand (1,000) words or characters using the Arial font point size 11.

7.34 Proposal nominating Directors

A proposal may include nominations for the election of Directors if the proposal is signed by not less than 5 members present at the meeting at which the proposal is to be presented. One member is sufficient to propose a nomination for the election of Directors.

7.35 Exception

ACP is not required to comply with the above if,

- (a) the proposal is not received by ACP at least 30 days before the date of the meeting;
- (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against ACP or its Directors, officers, members or debt obligation holders;
- (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of ACP;
- (d) substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- (e) the rights conferred above are being abused to secure publicity.

7.36 Notice of refusal

If ACP refuses to include a proposal in a notice of meeting, it will, within 10 days after the day on which it receives the proposal, notify the member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

7.37 Quorum for a members 'meeting

The quorum for a meeting of the members is fifty per cent (50%) of the members, present in person or by proxy, entitled to vote (or in good standing). (See Addendum 3 for sample of Proxy Form.)

7.38 Opening quorum sufficient

If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting.

7.39 Voting

Voting at a meeting of the members will be by show of hands unless a ballot is demanded by a member entitled to vote at the meeting. A member may demand a ballot either before or after any vote.

7.40 Resolution in lieu of meeting

A resolution signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

7.41 Resolutions kept with minutes

ACP will keep a copy of every resolution with the Minute Book of the meetings of members.

7.42 Evidence

Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Article 8: Meetings

8.1 General Meetings

In order to conduct business which requires a vote of the general membership, the Board of Directors may call a General Meeting. At least one such meeting, referred to as the Annual General Meeting, will be held each year, no later than 120 days after the end of the fiscal year. All members will be notified about any General Meeting at least 14 days in advance of the meeting. The location, date and time, and purpose of the meeting will be made known to the membership at that time. As well, if any particular topic is to be discussed at the meeting, this will be indicated, and any required background material, such as reports, notices or outside communication, will be made available to the membership.

- (a) Chair. The President will chair all General Meetings. If unable to do so, the Vice-President will chair the meeting. If neither the President nor the Vice-President is able to chair the meeting, the members present will select a temporary Chair.

- (b) Extraordinary General Meetings. Members may at any time, on written request to the Board, demand an Extraordinary General Meeting. A request signed by 25% of the membership will force the Board to arrange such a meeting, within 14 days of the request; a request without such signatures will be handled at the discretion of the Board.
- (c) Voting. Each member in good standing will have one vote. All votes must be cast in person, there will be no proxy voting. Decisions will be made by a majority of votes, with the Chair voting only if necessary to break a tie.
- (d) Conflict of Interest. A conflict of interest occurs when an Executive member may benefit from any contract or transaction awarded by the Executive of ACP. Any Executive member must declare any conflict of interest before a vote and remove himself from the voting process.
- (e) At all meetings, every question will be decided by a majority of the votes of the members present. Every question will be decided in the first instance by a show of hands, unless a poll is demanded by any member. A declaration of the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of ACP, will be proof of the fact without proof of the number of votes accorded in favour of or against such resolution. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the motion will be deemed to have been defeated and no one will have a second or deciding vote.
- (f) Procedure. In all matters of procedure arising at any meeting not provided for by this Constitution, the question will be decided based on Robert's Rules of Order.

8.2 Board Meetings

The Board of Directors will meet as required to manage the business of ACP. The agenda will be set by the President. Minutes will be kept by the CEO. If applicable, all committee chairs will be prepared to produce reports at the meeting as required. Such reports will be filed with the minutes. All such management of information will be open and available to the general membership upon request.

- (a) The President, or any Executive member, may convene a meeting of the Executive at any time. Notice of the meeting will be given to each Executive member not less than five day before the meeting is to take place. No formal notice will be necessary if all officers are present at the meeting or those absent receive notice to signify their consent to the meeting being held in their absence.
- (b) Any member in good standing may attend any Board meeting and will be entitled to raise any area(s) of concern.
- (c) The Board can strike ad hoc committees as needed.

Ad Hoc Committees

When a Special Committee is required to attend to particular business, a Chairperson will be appointed (after obtaining his or her consent) by a majority vote of the Board. The committee Chairperson will report to the Board of Directors. Appointed positions will have a

term of service of 1 year provided the Board is satisfied with the performance of the appointed individual. Committees will meet as required to manage their business. Decisions of such meetings will be communicated to the Board in the Committee's report at the next Board meeting.

Article 9: Voting at AGM

- (a) At the beginning of each AGM, the assembly must decide if the voting will take place by ballot or by raised hands.
- (b) If a quorum cannot be reached, the assembly has the authority to decide if they wish to proceed with the approval of the meeting with voting based on a majority of members present, report the voting matters to the next AGM or call a Special Meeting of the Membership for voting purposes.

Article 10: Signing Authority

- (a) Signing authority for financial documents will be vested in the Treasurer or the CEO.
- (b) Signing authority for all other official documents will be vested in any two of the Board members.

Article 11: Amendments

Amendments to the by-laws may be proposed at any time by the Board of Directors. Such amendments will be the subject of a vote by the general ACP membership at a General Meeting.

Amendments may also be proposed directly by any member of ACP, either by submitting a proposal to a member of the Board of Directors for consideration, or else by convening a General Meeting or an Extraordinary General Meeting through the procedure outlined above under Meetings. Notice of such amendments will be given at a previous annual or general meeting, or the Communications Officer has notified all members at least fourteen (14) days prior to the meeting.

Article 12: Termination of Operations of ACP

12.1 Upon termination,

- (a) the liquidator shall apply the property of ACP in satisfaction of all its debts, obligations and liabilities;
- (b) after satisfying the interests of ACP's creditors in all its debts, obligations and liabilities, if any, the liquidator shall distribute the remaining property to another public benefit

corporation with similar purposes to its own, a Canadian body corporation that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada; and,

- (c) all the powers of the Directors and Officers cease upon the appointment of a liquidator, except so far as the liquidator may authorize the continuance of such powers.

12.2 Voluntary termination

The members of ACP may, by special resolution at a meeting of the members, require it to be terminated voluntarily.

12.3 Appointment of liquidator

At the meeting of the members, the members will appoint one or more persons, who may be Directors, officers or employees of ACP, as liquidator of the estate and effects of ACP for the purpose of winding up its activities and affairs and distributing its property. If the liquidator is a Director or officer of ACP, no remuneration will be paid for services rendered in this matter.

12.4 Powers of liquidators

A liquidator may,

- (a) bring or defend any action, prosecution or other civil, criminal, administrative, investigative or other proceedings in the name and on behalf of ACP ;
- (b) carry on the activities of ACP so far as may be required as beneficial for the winding up of ACP;
- (c) sell the property of ACP by public auction or private sale and receive payment of the purchase price either in cash or otherwise;
- (d) do all acts and execute all documents, in the name and on behalf of ACP, and for that purpose use the seal of ACP, if it has one;
- (e) draw, accept, make and endorse any bill of exchange or promissory note in the name and on behalf of ACP;
- (f) raise any requisite money upon the security of the property of ACP;
- (g) take out in the liquidator's name as liquidator of ACP letters of administration of the estate of any deceased contributory and in the liquidator's name as liquidator of ACP do any other act that is necessary for obtaining payment of any money due from a contributory or from a contributory's estate and which act cannot be done conveniently in the name of ACP; and
- (h) do and execute all other things that are necessary for winding up the activities and affairs of ACP and distributing its property.

12.5 Publication of notice

ACP will file notice in the approved form of a resolution requiring the voluntary winding up of ACP with the MGCS within 10 days after the resolution has been passed.

12.6 Commencement of winding up

A voluntary winding up commences at the time of the passing of the resolution requiring the winding up or at such later time as may be specified in the resolution.

12.7 Corporation to cease activities

ACP ceases to carry on its activities, except in so far as may be required as beneficial for the winding up, but its corporate existence and all its corporate powers, continue until ACP is wound up.

12.8 Meetings of members during winding up

The liquidator may, during the continuance of the voluntary winding up, call meetings of the members for any purpose the liquidator thinks fit.

12.9 Winding up continues more than one year

If a voluntary winding up continues for more than one year, the liquidator will call a meeting of the members at the end of the first year after the commencement of the winding up and of each succeeding year, and the liquidator will lay before the meeting an account showing the liquidator's acts and dealings and the manner in which the winding up has been conducted during the preceding year.

12.10 Account of voluntary winding up to be made by liquidator

The liquidator will make up an account showing the manner in which the winding up was conducted, and the property of ACP disposed of, and then will call a meeting of the members for the purpose of having the account laid before them and hearing any explanation that may be given by the liquidator, and the meeting will be called in the manner required.

12.11 Notice of holding of meeting

The liquidator will, within 10 days after the meeting is held, file with the MGCS a notice stating that the meeting was held and the date of the meeting.

12.12 Dissolution

On the expiration of three months after the date of the filing of the notice, ACP will be dissolved.

12.13 Reliance on financial statements, etc.

A liquidator who acts in good faith is entitled to rely upon,

- (a) financial statements of ACP represented to the liquidator by an officer of ACP or in an audit or review engagement report to present fairly the financial position of ACP in accordance with generally accepted accounting principles; or
- (b) an opinion, report or statement of a lawyer, an accountant, an engineer, an appraiser or other professional adviser retained by the liquidator.

12.14 Deposit of money

The liquidator will deposit all money that the liquidator has belonging to ACP in a Canadian bank within the meaning of section 2 of the Bank Act (Canada).

12.15 Separate deposit account

The deposit must not be made in the name of the liquidator individually, but a separate deposit account must be kept of the money belonging to ACP in the liquidator's name as liquidator of ACP and in the name of the inspectors, if any, and the money may be withdrawn only by order for payment signed by the liquidator and one of the inspectors, if any.

12.16 Liquidator to produce bank statements

At every meeting of the members, the liquidator will produce a statement of account showing the amount of the deposits, the dates at which they were made, the amounts withdrawn and the dates of withdrawal.

Mention of the production of the statement of account must be made in the minutes of the meeting and, if it is not mentioned, that fact is admissible in evidence as proof, in the absence of evidence to the contrary, that the statement of account was not produced at the meeting.

The liquidator will also produce the statement of account whenever requested of a member.

12.17 Stay of winding up proceedings

At any time during a winding up, the court, upon the application of a member, creditor or contributory and upon proof to its satisfaction that all proceedings in relation to the winding up ought to be stayed, may make an order staying the proceedings altogether or for a limited time on the terms and subject to the conditions that the court thinks fit.

12.18 Disposal of records, etc., after winding up

If ACP has been wound up and is about to be dissolved, its documents and records and those of the liquidator may be disposed of,

- (a) as it, by resolution, directs in the case of a voluntary winding up; or
- (b) as the court directs in the case of a winding up under an order.
- (c) after the expiration of five years after the date of the dissolution of ACP, no responsibility rests on it or the liquidator, or anyone to whom the custody of the documents and records has been committed, by reason that the documents or records or any of them are not forthcoming to any person claiming to be interested in them.

12.19 Voluntary dissolution

ACP may be dissolved if it is authorized to do so by,

- (a) a special resolution passed at a meeting of the members duly called for the purpose; or
- (b) the consent of all the members entitled to vote at a meeting of the members.

12.20 Certificate of dissolution

MGCS is responsible for issuing a certificate of dissolution. ACP will be dissolved on the date indicated on the certificate issued by MGCS.

Article 13: Removal of an executive member

The Executive can remove one of its members by a vote of at least four Executive members or by a vote of 51% of the membership in attendance. Upon announcement of the removal at the next meeting, a replacement can be proposed by the membership and executive and ratified by a 51% majority of the membership in attendance. Removal of Directors. Any Directors may be removed by a majority vote of the remaining Directors at any Board of Directors 'meeting, if, in their judgement, the person has not adequately attended to his or her duties. The Director proposed to be removed will be given at least twenty-one (21) days notice of the meeting and its purpose.

Article 14: Removal of a member

The Executive can remove a member if there is cause. The member can appeal this decision to the Executive. The Executive will review the matter and reach a definitive decision by a majority of votes of the membership.

Article 15: Vacancies

Vacant Board Positions. Should an Executive position become vacant, the remaining Executive members will choose a replacement and have this choice verified by a vote of the membership at the next General Meeting. Should a Board position become vacant, the Executive will appoint a replacement on an interim basis. Interim being defined as in or for the intervening period; provisional or temporary without the promise of appointment for the remaining term.

Article 16: Appointment of agents and employees

The Board may appoint agents and engage employees as it will deem necessary. Such persons will perform duties as prescribed by the Board at the time of appointment. The remuneration of all agents and employees will be fixed by the Board.

Article 17: Auditors, Audits and Review Engagement

17.1 Dispensing with audits

Members of ACP may pass an extraordinary resolution,

- (a) to have a review engagement instead of an audit in respect of ACP's financial year if ACP had annual revenue in that financial year of more than \$100,000 or such other prescribed amount and less than \$500,000 or such other prescribed amount; or
- (b) to not appoint an auditor and to not have an audit or a review engagement in respect of ACP's financial year if ACP had annual revenue in that financial year of \$100,000 or less.

17.2 Validity of resolution

An extraordinary resolution passed under this section is ***valid until the next annual meeting*** of the members and ***must be passed each year*** until,

- (a) A. or B. above no longer applies, or
- (b) members choose to hire an auditor.

17.3 Obligation of Directors, etc., to give information

The auditor of a corporation or other person who is conducting a review engagement may, if they are of the opinion that it is necessary in order to conduct the audit or review engagement of ACP and to make the report required,

- (a) demand that the present or former Directors, officers, employees or agents of ACP give the auditor or other person any information and explanations and access to records, documents, books, accounts and vouchers of ACP or of any of its subsidiaries; and
- (b) demand that the Directors of ACP obtain from the former Directors, officers, employees of ACP information and explanations that they are reasonably able to give.

17.4 Duty of Directors

If and when the auditor, former auditor or other person informs the Directors of an error in misstatement in a financial statement, the Directors will prepare and issue revised financial statements or otherwise inform the members.

Article 18: Proxies

Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxy holder or one or more alternate proxy holders as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

18.1 Who may be proxy holder

A proxy holder must be a member of ACP.

18.2 Signature

A proxy must be signed by the member or the authorized ACP representative.

18.3 Form of proxy

Every proxy must be in a compliant form. See sample in addendum.

18.4 Time limit for deposit

The Directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting of the members before which time proxies to be used at that meeting must be deposited with ACP, and any period of time so fixed must be specified in the notice calling the meeting.

18.5 Validity

A proxy is valid only at the meeting for which it is given.

18.6 Revocation

A member may revoke a proxy by attending the meeting.

18.7 Proxy holder

A person who is appointed a proxy holder will attend in person, or cause an alternate proxy holder to attend, the meeting in respect of which the proxy is given and will comply with the directions of the member who appointed the person.

18.8 Rights of proxy holder

A proxy holder or an alternate proxy holder has the same rights as the member who appointed him or her to speak at a meeting of the members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting in respect of any matter by way of a show of hands.

18.9 Vote by show of hands

If the chair of a meeting of the members declares to the meeting that, to the best of his or her belief, if a ballot is conducted, the total number of votes of members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than 5 per cent of all the votes that might be cast at the meeting on such ballot, and if a member, proxy holder or alternate proxy holder does not demand a ballot,

- (a) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
- (b) a proxy holder or alternate proxy holder may vote in respect of that matter or group of matters by a show of hands.

18.10 Voting by telephonic or electronic means

ACP will attempt to provide for voting by telephonic or electronic means, in addition to or instead of voting by proxy.

18.11 Same

Voting by telephonic or electronic means may be used only,

- (a) if the votes may be verified as having been made by members entitled to vote; and
- (b) if ACP is *not able to identify* how each member voted.

Article 19: Financial Disclosure

19.1 Approval of annual financial statements

The Directors will approve annual financial statements of ACP that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting. The approval of the Directors must be evidenced by the signature of one or more Directors. ACP will not issue, publish or circulate copies of the annual financial statements unless they are,

- (a) approved and signed; and
- (b) accompanied by the audit or review engagement report, if applicable.

19.2 Presentation of annual financial statements to members

The Directors of ACP will place before the members at every annual meeting,

- (a) the financial statements approved by the Directors;
- (b) the report of the auditor or of the person who conducted a review engagement, as the case may be; and
- (c) any further information respecting the financial position of ACP and the results of its operations.

19.3 Copy to members

Not less than 21 days, or a prescribed number of days, before each annual meeting of the members ACP will give a copy of the documents to all members.

Article 20: Corporate Finance

20.1 Borrowing powers

The Directors of ACP *may not*, without authorization of the members,

- (a) borrow money on the credit of ACP (no credit cards);
- (b) issue, reissue, sell or pledge debt obligations of ACP (no secured lines of credit);
- (c) give a guarantee on behalf of ACP to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of ACP, owned or subsequently acquired, to secure any obligation of ACP.

20.2 Members 'annual contribution or dues

The Directors require members to make an annual contribution or pay annual dues and determine the manner in which the contribution is to be made or the dues are to be paid.

Article 21: Access

21.1 Directors 'access to records

The records described above are open to inspection by the Directors during the ACP's regular office hours. ACP will, at the request of any Director, provide the Director with any extract of the records free of charge.

21.2 Members' access to records

A member, a member's attorney or legal representative may examine and, on payment of a reasonable fee, take extracts from the records during ACP's regular office hours.

21.3 Members entitled to access articles and by-laws

A member of ACP is entitled to access on the ACP website the articles and by-laws, including any amendments to them.

21.4 Members' access to register of members

A member or a member's attorney or legal representative who wishes to examine the register of members of ACP will first make a request to ACP. As soon as is practical, ACP will allow the applicant access to the register during ACP's regular office hours and, on payment of a reasonable fee, provide the applicant with an extract from the register with privacy protection guidelines applied.

21.5 ACP to provide list of members

Any person described above on payment of a reasonable fee and on giving ACP the statutory declaration described below, may on application require ACP to give the person a current list of members setting out the names and email addresses of each member and such additional information as is required by the by-laws as soon as is practical.

21.6 Statutory declaration at time of access

The statutory declaration required must,

- (a) state the name and email address of the applicant and, if the applicant is a body corporate, its address for service; and
- (b) state that the list of members or the information contained in the register of members obtained will not be used except as permitted.

A member or a member's attorney or legal representative who obtains a list of members or information from a register of members under this section will not use the list or information except in connection with,

- (a) an effort to influence the voting of members;
- (b) requisitioning a meeting of the members; or
- (c) another matter relating to the affairs of ACP.

21.7 Inspection of consent

Upon request and without charge, ACP will permit a Director or member to inspect a consent during ACP's regular office hours and to make a copy of it.

21.8 Members 'right to examine

Members of ACP and their attorneys or legal representatives may on request and free of charge examine the financial statements referred to above during ACP's regular office hours and make copies or take extracts of them.

Article 22: Information Holdings Management

22.1 Minute Book

ACP will prepare and maintain an annual Minute Book, to be retained in Ontario, containing:

- (a) ACP's articles and by-laws, and amendments to them;
- (b) the minutes of meetings of the members and of any committee of members;
- (c) the resolutions of the members and of any committee of members;
- (d) the minutes of meetings of the Directors and of any committee of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors;
- (g) a register of officers;
- (h) a register of members;
- (i) accounting records adequate to enable the Directors to ascertain the financial position of ACP with reasonable accuracy on a quarterly basis.

Records for lands transactions should be kept separately if applicable.

22.2 Retention of accounting records

ACP will retain the accounting records for six years.

22.3 Consents to act of Directors to be kept

ACP will keep at its registered office, in its Minute Book,

- (a) the consents to act as a Director, in the approved form;
- (b) the consents to act as a Director of each individual who is elected or appointed a Director of ACP.

22.4 Form of records

All registers and other records to be prepared and maintained by ACP may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.

22.5 Protection of records

ACP and its agents will take reasonable precautions to prevent the loss or destruction of the registers and other records, to prevent the falsification of entries in those registers and records and to facilitate the detection and correction of inaccuracies in them.

22.6 No deemed notice of contents

No person is affected by or is deemed to have notice or knowledge of the contents of a document concerning ACP by reason only that the document has been filed with the MGCS or is available for inspection at an office of ACP.

22.7 Liquidator to produce bank statements

At every meeting of the members, the liquidator will produce a statement of account showing the amount of the deposits, the dates at which they were made, the amounts withdrawn and the dates of withdrawal. Mention of the production of the statement of account must be made in the minutes of the meeting and, if it is not mentioned, that fact is admissible in evidence as proof, in the absence of evidence to the contrary, that the statement of account was not produced at the meeting. The liquidator will also produce the statement of account whenever ordered to do so by the court upon the application of the inspectors, if any, or of a member.

Article 23: General

23.1 Notice, etc., given to members and directors

A notice or other document required or permitted by the by-laws to be given to a member or Director of ACP may be given to,

- (a) a member at the member's latest address as show in the records of ACP;
- (b) a Director at his or her latest address as shown in the records of ACP or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current.

23.2 Named Director presumed to be Director

A Director named in the articles or the most recent return or notice filed under the Corporations Information Act is presumed to be the Director of ACP.

23.3 Notice to member is returned

If ACP gives a notice or other document to a member in accordance with the by-laws and the notice or document is returned on three consecutive occasions because the member cannot be found, the corporation is not required to give any further notices or other documents to the member until the member provides the corporation with a document setting out the member's address.

23.4 Notice, etc., sent by MGCS

A notice or other document that is required or permitted by this Act or the regulations to be sent by the MGCS may be sent by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier, to the ACP address. A notice or other document referred to here may be sent by any telephonic or electronic means if there is a record that the notice or other document has been sent and, for greater certainty, the sending of a notice or other document by telephonic or electronic means does not require the consent of the intended recipient.

23.5 Deemed receipt

A notice or other document sent by the MGCS by a method described above is deemed to have been received by the intended recipient on the earlier of,

- (a) the day the intended recipient actually receives it; or
- (b) the fifth business day after the day it is sent

23.6 Same

A notice or other document sent by the MGCS by a method described above is deemed to have been received by the intended recipient on the earlier of,

- (a) the day the intended recipient actually receives it; or
- (b) the first business day after the day the transmission is sent by the MGCSS.

Addendum 1: Consent to Act Form (sample)



CONSENT TO ACT AS DIRECTOR

For: 1670502 Ontario Incorporation⁺ Operating as Arts Carleton Place

I HEREBY CONFIRM that I am a resident Canadian within the meaning of the Business Corporations Act (Ontario). Living at the current address: (full mailing address required – no PO Box numbers)

I HEREBY CONSENT to act as a director of the Corporation mentioned above for a renewable term of up to 4 years starting March 20th, 2022.

I HEREBY CONSENT to the holding of meetings of the board of directors or of a committee of directors by means of such telephone, electronic or other communication facilities as permit all persons participating to communicate with each other simultaneously and instantaneously.

Dated the _____ day of _____ (month), _____ (year).

Signature

Name (Please print clearly)

Addendum 2: Content of Minute Book

- (a) Articles of Incorporation
- (b) By-laws and amendments
- (c) Minutes of meetings
- (d) Record of resolutions
- (e) Annual list of Directors and Officers
- (f) Financial Statements
 - 1. Assets and liabilities
 - 2. Revenues and expenditures
- (g) List of Members at November 15th
- (h) Consent Forms

Addendum 3: Proxy (sample)

Sample of a proxy vote

Arts Carleton Place Proxy Form for Annual General Meeting.

I, the undersigned member of Arts Carleton Place and holder of 1 vote and having the following member number _____ (to be found on your membership card) hereby appoints _____ (name a fellow member or member of the Board of Directors who will attend the meeting) as my proxy to vote on my behalf at the Annual General Meeting of Arts Carleton Place to be held on April 10th, 2022 at the Carleton Place Arena, 75 Neelin Avenue, Carleton Place at 14:00 Hour.

The Proxy shall vote in the following manner: Provide clear direction to your Proxy holder

1. support or not support the presentation of financial statement,
2. support or not support any or all Directors of the Board,
3. support or not support any of the resolutions presented,
4. support or not support the Bylaws as presented in conformity with the new Ontario Nonprofit Corporation Act,

