

A By-law relating generally to the affairs of the

**ASSOCIATION OF COMMUNITY THEATRES – CENTRAL ONTARIO**

**GENERAL BY-LAW**

**TABLE OF CONTENTS**

ARTICLE I - INTERPRETATION AND DEFINITIONS .....	1
1.1 Definitions .....	1
1.2 Interpretation.....	2
ARTICLE II - SEAL AND CERTIFICATION OF DOCUMENTS .....	2
2.1 Seal .....	2
ARTICLE III - MEMBERSHIP .....	2
3.1 Group Membership .....	2
3.2 Life Membership .....	2
3.3 Membership .....	3
3.4 Membership Fee.....	3
3.5 Resignation and Termination of Membership .....	3
3.6 Transferral of Membership .....	4
ARTICLE IV - MEETINGS OF MEMBERS .....	4
4.1 Notice of Meetings .....	4
4.2 Annual General Meetings .....	4
4.3 Member Proposal .....	5
4.4 Refusal .....	5
4.5 Special Meetings .....	6
4.6 Adjournments.....	6
4.7 Attendance and Quorum.....	6
4.8 Voting .....	6
4.9 Proxy Voting .....	7
ARTICLE V - BOARD OF DIRECTORS .....	7
5.1 Board Composition .....	7
5.2 Director Eligibility .....	7
5.3 Nominations for Election.....	8
5.4 Election of Directors .....	8
5.5 Term of Office .....	8
5.6 Termination.....	9
5.7 Vacancies .....	9
ARTICLE VI – BOARD MEETINGS .....	9
6.1 Call and Notice of Meetings .....	9
6.2 Quorum.....	10
6.3 Participation by Electronic or Telephonic Means .....	10
6.4 Voting .....	10
6.5 Conflict of Interest .....	10

6.6	Minutes .....	11
6.7	Indemnification and Insurance of Directors and Officers .....	12
6.8	Remuneration and Expenses .....	12
6.9	Standard of Care.....	12
ARTICLE VII - STANDING AND AD HOC COMMITTEES .....		13
7.1	Standing and Ad Hoc Committees .....	13
ARTICLE VIII - OFFICERS .....		13
8.1	Officers .....	13
8.2	Termination and Vacancy.....	13
8.3	Officer Duties.....	14
ARTICLE IX - CORPORATE RECORDS .....		14
9.1	Required Records .....	14
9.2	Directors' Access to Records.....	15
9.3	Members' Access to Records.....	15
ARTICLE X - FINANCES .....		15
ARTICLE XI – DISSOLUTION.....		16
ARTICLE XII - AMENDMENT OF BY-LAW.....		16

## BY-LAW

*The Name* of the organization is Association of Community Theatre – Central Ontario (hereinafter referred to as ACT-CO) and whose boundaries shall be part of the Province of Ontario so designated by Theatre Ontario in agreement with ACT-CO.

**WHEREAS** the Objects of ACT-CO include:

- a. *To promote and encourage the development, exhibition and appreciation of all arts and crafts of community theatre;*

**AND WHEREAS** ACT-CO was incorporated as a not-for-profit corporation by its Letters Patent issued May 25, 1990;

**THEREFORE BE IT RESOLVED THAT** this By-law be enacted to set out the means by which ACT-CO will conduct its business.

This By-law takes effect on June 1, 2015, and upon that date all previous By-laws of ACT-CO are hereby revoked.

### ARTICLE I - INTERPRETATION AND DEFINITIONS

#### 1.1 Definitions

In this By-law and all other By-laws and resolutions of ACT-CO, unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act* R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore, and in particular will mean the Ontario *Not-for-Profit Corporations Act*, S.O. 2010 C.15 upon the date that such Act comes into force;
- (b) “**Board**” means the Board of Directors of ACT-CO;
- (c) “**Chair**” means Chair of the Board;
- (d) “**Director**” means a Director of the Board;
- (e) “**Fiscal Year**” means June 1 to May 31, unless the Board by resolution determines otherwise;
- (f) “**Member**” means a member of ACT-CO;
- (g) “**Ordinary Resolution**” means a resolution submitted to a meeting of the Members duly constituted and passed at that meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast;
- (h) “**Proposal**” shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting;

- (i) **“Record Date”** means the date which is thirty (30) days prior to a meeting of the Members;
- (j) **“Special Resolution”** means a resolution submitted to the Members at a meeting duly constituted and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast;

## **1.2 Interpretation**

In this By-law and in all subsequent By-laws of ACT-CO, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine and neuter genders and vice versa, and references to persons shall include firms and corporations.

All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this By-law.

“Shall” and “will” shall be construed as imperative, and “may” interpreted as permissive.

Other than is specified otherwise in this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

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

## **ARTICLE II- SEAL AND CERTIFICATION OF DOCUMENTS**

### **2.1 Seal**

The seal of ACT-CO shall be in such form as shall be prescribed by the Board of Directors and shall have the words "ACT-CO" inscribed thereon. The Secretary of the ACT-CO shall be responsible for the safe custody of the seal.

## **ARTICLE III - MEMBERSHIP**

### **3.1 Group Membership**

Any group of persons organized to present community theatre productions in Central Ontario may be eligible for group membership upon payment of the requisite fee. Group membership entitles the group to five votes at any general meeting of its members.

### **3.2 Life Membership**

Any person, who in the opinion of the board of directors, has rendered outstanding services to ACT-CO may be elected a life member of ACT-CO by the board of directors. Life members shall enjoy all the rights and privileges of other members and shall not be required to pay membership fees.

### **3.3 Membership**

Persons interested in becoming a Member of ACT-CO, or in renewing their membership, must submit the following to ACT-CO:

*(a) Application*

in a form prescribed by the Board; and

*(b) Annual Fee*

in an amount to be determined from time to time by the Board in accordance with section 3.4 herein.

### **3.4 Membership Fee**

The rate of the group membership fee for the coming year shall be approved by resolution of the Board no later than thirty (30) days prior to the fiscal year end. Notice of the amounts due shall be made available on the ACT-CO website as shortly thereafter as is reasonably possible.

### **3.5 Resignation and Termination of Membership**

A membership to ACT-CO ceases to exist when:

- (a) a group membership has expired and has not been renewed;
- (b) the group Membership ceases to be eligible under the provisions of this By-law;
- (c) the group Membership is liquidated or dissolved;
- (d) ACT-CO is liquidated or dissolved; or
- (e) pursuant to a Special Resolution of the Board, the membership has been terminated by the Board, on the grounds that a Member:
  - (i) failed to adhere to any provision of ACT-CO's Letters Patent, By-laws or policies;
  - (ii) has conducted themselves in a manner which is detrimental to ACT-CO, as determined by the Board at its sole discretion; or
  - (iii) for any other reason which the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects and purposes of ACT-CO;

Where a Special Resolution to terminate a membership is before the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is the subject of the Special Resolution is entitled to:

- (i) at least fifteen (15) days written notice of the resolution and the reasons; and
- (ii) submit a written statement explaining why they oppose the resolution, which shall be circulated to all Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board meeting at which the matter will be decided.

Upon any termination of membership, the rights of the member including any rights in the property of the organization cease to exist, but the member shall nevertheless be responsible for the full annual fee payable for the year in which the termination occurs.

### **3.6 Transferral of Membership**

Membership is not transferrable.

## **ARTICLE IV- MEETINGS OF MEMBERS**

### **4.1 Notice of Meetings**

At least one (1) meeting per year of the Members will be held, and that shall be the Annual General Meeting, which shall be held within 45 days following the end of the fiscal year, at a time and place determined by the board of directors. Additional meetings, which shall be called 'Special meetings', may be held as necessary at the call of the Chair.

Written notice of the time and place of a meeting shall be sent to all Members entitled to receive notice, all Directors, and any person appointed to conduct an audit or review engagement of the corporation, not less than ten (10) and not more than forty-five (45) days before the date on which the meeting is to take place. Background materials necessary for voting members to make an informed decision about resolutions on the agenda shall be posted on the ACT-CO website no later than ten (10) days prior to the meeting.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall make the meeting, or the business conducted at the meeting, invalid.

### **4.2 Annual General Meetings**

Meetings of the Members shall be open to all Members.

- (a) Directors.

The agenda for the Annual General Meeting shall include the following matters of business:

- (a) consideration of the minutes of the previous Annual General meeting, and any Special Meetings of the Members;
- (b) consideration of any proposed By-law amendments;
- (c) consideration of the financial statements of ACT-CO;

- (d) appointment of the auditor or person to conduct a review engagement ;
- (e) approval of the auditor's report for the previous fiscal year;
- (f) election of the Directors;
- (g) any Members' proposals.

#### **4.3 Member Proposal**

Any Member entitled to vote at an Annual General Meeting may:

- (a) give ACT-CO notice of any Proposal which the Member would like to have considered at the meeting; and
- (b) discuss at a meeting any matter with respect to which the member would have been entitled to submit a Proposal.

Provided that the Proposal is received by the Secretary at least thirty (30) days before the meeting, the Secretary shall include the Proposal with the notice of the meeting sent to the Members.

If the Member should so request, ACT-CO shall also include the Member's statement in support of the Proposal, not to exceed 500 words, and/or the Member's name and address.

#### **4.4 Refusal**

Notwithstanding the above, ACT-CO may refuse to send the Proposal to Members if:

- (a) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;
- (b) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the corporation;
- (c) not more than two years before the receipt of the Proposal, the member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the members, a previous Proposal that had been included in a notice of meeting at the Member's request;
- (d) substantially the same Proposal was submitted to Members in a previous 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 by this section are being abused to secure publicity.

#### **4.5 Special Meetings**

Special Meetings of the Members may be convened by the Board at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting, and only the business so stated may be dealt with at the meeting.

The Board of Directors shall call a Special Meeting within twenty-one (21) days upon receipt of a requisition in writing signed by at least ten (10) % of the Member groups eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented. Such a meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law, and shall deal only with the transaction of the business as stated in the requisition.

#### **4.6 Adjournments**

Members' meetings may be adjourned to any time. Any business that might have been transacted at the original meeting may be transacted at the reconvened meeting. No notice of the adjournment shall be required, and an adjournment may be made notwithstanding that no quorum is present.

#### **4.7 Attendance and Quorum**

Members may participate in a meeting by attending in person, by proxy, or by electronic or telephonic means providing that all Members at the meeting can communicate adequately with each other.

Any Annual General or Special meeting of Members shall require the presence of not less than eight (8) Member Groups, at least five (5) of whom must be present in person, is necessary to constitute quorum.

#### **4.8 Voting**

Only those Members who are members in good standing as at the date of the General Meeting will be eligible to attend and vote at that meeting.

Each group Membership eligible to vote shall be entitled to a maximum of three (3) votes. Each life member shall be entitled to one (1) vote.

Unless otherwise required by the By-law or the *Act*, all resolutions shall be decided by Ordinary Resolution. In case of an equality of votes the Chair shall be entitled to a second or deciding vote.

Every question shall be decided in the first instance by a show of hands, unless a poll is requested by a Member or by the Chair, in which case such poll shall be taken in such manner as the Chair shall direct.

A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **4.9 Proxy Voting**

A Member entitled to vote at a meeting may appoint a proxy holder, to attend and act at the meeting in the manner and to the extent authorized by the proxy, who:

- (a) need to a member of a member group;
- (b) has been appointed by written and signed proxy, in a form approved by the Board, that specifies the meeting (and any adjournments thereof) to which it applies,

provided the proxy has been deposited with the Secretary to the Board no later than two (2) days prior to the meeting for which it is intended.

### **ARTICLE V - BOARD OF DIRECTORS**

#### **5.1 Board Composition**

The affairs of ACT-CO shall be managed or supervised by a Board of no fewer than nine (9) and not more than fifteen (15) elected Directors.

The Members may by Special Resolution either determine the number of Directors, or empower the Board to determine the number, provided that the number so determined does not result in any elected Director losing their seat before the expiration of their term.

#### **5.2 Director Eligibility**

The following persons are disqualified from being a Director:

- (a) A person who is not an individual;
- (b) A person who is under eighteen (18) years of age;
- (c) A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) A person who has been found to be incapable in any court in Canada or elsewhere;
- (e) A person who has the status of bankrupt;
- (f) A person who has been convicted of an indictable offence;
- (g) A person who is not a Member of a member group

### **5.3 Nominations for Election**

Prior to each Annual General Meeting, the Nominating Committee shall determine the number of anticipated vacancies and shall call for nominations to the Board, specifying the date by which such nominations must be received in order to be considered by the Committee.

The Nominating Committee shall thereafter review the nominations received and prepare a list of proposed candidates for election by the Members.

In determining its recommendations, the Nominating Committee will make every effort to propose individuals who represent diverse backgrounds, placing particular weight on ACT-CO's preference for a Board which reflects its membership to the greatest extent possible.

In addition to the nominating process above, any Member may propose a nominee for election as a Director. Provided that the nomination and the nominee agrees in writing and is submitted to the Nominating Committee no later than thirty (30) days prior to the Annual General Meeting, ACT-CO will include the proposal with the notice of the meeting.

At the Annual General Meeting at which the election takes place, a Member may also nominate any individual in attendance.

At the first Board meeting following the Annual General Meeting, the Nominating Committee will present a list of proposed candidates for election by the Board to the offices of President, Vice President, Secretary and Treasurer.

### **5.4 Election of Directors**

The Board of Directors of ACT-CO shall be elected by the membership at each Annual General Meeting of members. A minimum of nine (9) directors shall be elected by the membership and the remaining directors appointed by the board.

Prior to the annual general meeting of members, the board of directors shall appoint a nominating committee consisting of three members of the current ACT-CO board. Of which the chair will be the Vice President.

It shall be the responsibility of the committee to nominate at least nine (9) and up to fifteen (15) members to stand for election to the board of directors and to recommend a nominee for each office on the board.

The board of directors may appoint eligible persons to fill vacancies on the board.

All board members elected or appointed shall hold office for one year.

The Board may continue to exercise all of its powers, provided that there are no fewer than nine (9) Directors in office.

### **5.5 Term of Office**

Directors shall, except as provided herein, be elected to hold office until the subsequent Annual General meeting following their election or until a successor is duly elected or appointed.

A Director may serve up to six (6) consecutive one (1) year terms, after which they will be eligible for re-election following an absence of at least one year.

## **5.6 Termination**

A Director ceases to hold office when they:

- (a) submit their written resignation to the Chair of the Board, specifying the date upon which it shall become effective;
- (b) become disqualified in accordance with the eligibility criteria outlined in this By-law;
- (c) are removed by Ordinary Resolution of the Members at a Special Meeting called for the purpose and for which notice has been given; or
- (d) are deceased; or
- (e) is deemed to have resigned upon failing to attend three (3) consecutive Board meetings in a fiscal year period, except where the Director has received the prior approval of the majority of the Board, which shall only be given in the event that the absentee Director has established to the satisfaction of the Board that there are extraordinary circumstances.

## **5.7 Vacancies**

Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:

- (a) If the vacancy occurs within ninety (90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;
- (b) If the vacancy occurs more than ninety (90) days prior to the notice of next Annual General Meeting, the Board shall appoint an eligible Member, and that appointee shall serve as Director until the next Annual General Meeting, at which point an election will be held for a Director to serve for the remainder of the term.

If a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special Meeting of the Members in order to elect new Directors.

## **ARTICLE VI – BOARD MEETINGS**

### **6.1 Call and Notice of Meetings**

The Board of Directors shall hold at least six meetings each year and the Secretary shall call such meetings as directed from time to time by the President or 50% plus 1 (one) of the board, by providing notice of such meeting to board members at least seven days before the meeting. 50%

plus 1 (one) members of the Board of Directors shall constitute a quorum for the transaction of business. A majority of elected Directors present in person or participating by electronic or telephone means shall constitute a quorum for the transaction of business. Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

The agenda for each meeting shall be set by the Secretary in consultation with the President and/or Vice President.

A special meeting of the Board may be convened by the President, Vice President or a quorum of the Board for an urgent or unforeseen matter, on forty-eight (48) hours' notice. Only such matters as are identified in the notice of the meeting may be dealt with at a special meeting. A resolution, if signed by all Directors or committee members entitled to vote on that resolution at a meeting, is valid as if it had been passed at a Board or committee meeting.

## **6.2 Quorum**

A majority of elected Directors present in person (50% + 1) or participating by electronic or telephonic means shall constitute a quorum for the transaction of business.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

## **6.3 Participation by Electronic or Telephonic Means**

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Director so participating shall be deemed to have been present at the meeting.

## **6.4 Voting**

Matters before the Board shall be decided by Ordinary Resolution unless specified otherwise.

In case of an equality of votes, the President, in addition to his or her original vote, shall have a second or deciding vote. All votes at any such meeting shall be taken by show of hands.

A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

In the absence of the President, the duties may be performed by the Vice President, or in the absence of a Vice President then by such other Director as the Board may appoint for the purpose.

## **6.5 Conflict of Interest**

Where a Director is:

- (a) a party to a material contract or transaction, or a proposed material contract or transaction with ACT-CO;
- (b) or a director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with ACT-CO,

the Director shall disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

This disclosure shall be made at the earliest of:

- (a) the first meeting at which the proposed contract or transaction is considered; or
- (b) at the first meeting after which the Director becomes so interested, or
- (c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

## **6.6 Minutes**

Minutes shall be taken at all meetings by the Secretary of the Board or their designate, and shall include:

- (a) the time and place that the meeting is called to order;
- (b) the names of all Directors and staff who are present;
- (c) the names of any guests in attendance;
- (d) the approval of the agenda and minutes of the previous meeting;
- (e) motions, noting the mover and seconder;
- (f) whether each motion has been carried or defeated;
- (g) items of information, including correspondence received by the Board;
- (h) committee reports presented to the Board;

- (i) the departure of any Director(s) who leave before a meeting concludes, and the time of their departure;
- (j) the time the meeting was recessed or adjourned.

Upon approval by the Board, the minutes of Board meetings shall be ratified by signature of the Board Chair and one other Director.

### **6.7 Indemnification and Insurance of Directors and Officers**

No ACT-CO Director shall be liable for the acts, receipts, neglects, or defaults, of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to ACT-CO through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of ACT-CO or for the insufficiency or deficiency of any security in or upon which any of the monies of ACT-CO shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of ACT-CO shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen upon his or her own dishonesty.

Every ACT-CO Director or Officer and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of ACT-CO, from and against all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person in respect of any act, deed, matter or thing whatsoever, made done or permitted by that person in or about the execution of the duties of the office, and all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person's own wilful neglect or default.

ACT-CO will purchase and maintain insurance for the benefit of Directors, former Directors, and individuals who act or acted at the corporation's request as a Director or against any liability incurred by the individual acting in their capacity as a Director.

### **6.8 Remuneration and Expenses**

The Directors shall serve without remuneration, and shall not receive, either directly or indirectly, any financial gain by virtue of serving as a Director, provided however that a Director may be reimbursed for reasonable travelling and other expenses incurred in the performance of duties on behalf of ACT-CO.

### **6.9 Standard of Care**

Every Director in exercising his or her powers and discharging his or her duties to the corporation shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and officer will comply with the Act and its Regulations, and ACT-CO's Articles and By-laws.

## **ARTICLE VII - STANDING AND AD HOC COMMITTEES**

### **7.1 Standing and Ad Hoc Committees**

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board resolution, or in the case of the Executive Committee by this By-Law, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors and Members to serve as members of its Committees, provided that at least one member of each committee is a Director. All committees of the Board are required to keep minutes of meetings.

## **ARTICLE VIII- OFFICERS**

### **8.1 Officers**

The elected Officers of the Board shall be the President, the Vice President, the Secretary, and the Treasurer.

The Officers shall be elected by the Board at the first Board meeting following the Annual General Meeting for a one year term. In default of such election, the incumbent Officers shall hold office until their successors are later elected by the Board.

The Duties of the Officers shall be determined by the Board from time to time and as described herein, and may include, where the Board so resolves, delegation of the power to manage the affairs of the corporation.

### **8.2 Termination and Vacancy**

An Officer shall cease to hold office when he or she:

- (c) resigns in writing;
- (d) is deceased;
- (e) is removed by Ordinary Resolution of the Board, which shall be at the Board's sole and absolute discretion.

If an office is vacated before the end of an elected Officer's term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new Officer to the position.

If a vacancy occurs in the office of President, the Vice-President shall serve as Interim President pending the election of a new President.

The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director.

### **8.3 Officer Duties**

The duties of the Officers shall include but shall not be limited to the following:

- (a) **President:** The President shall preside over meetings of the Members and the Board. The President shall be charged with the general supervision of the business and affairs of ACT-CO, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event. The President or designate shall be an *ex-officio* member of all Board committees. During any absence or inability of the President, his or her duties and powers may be exercised by the Vice President, or in the absence of the Vice President, by an individual approved by the Board, as the Board may from time to time appoint for that purpose.
- (b) **Vice President:** During the absence or inability of the President to serve for any reason, the duties of the President shall be exercised by the Vice President and in addition the Vice President shall perform such other duties as may be assigned by the Board from time to time. The Vice President shall chair the Nominating Committee.
- (c) **Secretary:** The Secretary shall be *ex officio* clerk of the Board of Directors. He or she shall attend all meetings of the Board and shall cause to be recorded all facts and minutes of all proceedings in the corporate records kept for that purpose. The Secretary shall be responsible for ensuring that all required corporate records are kept, and all notices are given to Members and Directors, and shall perform such other duties as may from time to time be determined by the Board. The Secretary may delegate any or all such duties to another Officer or to ACT-CO staff.
- (d) **Treasurer:** The Treasurer shall be responsible for ensuring that full and accurate accounts of all receipts and disbursements of ACT-CO are kept in proper books of account, and that the funds of ACT-CO are disbursed in accordance with the direction of the Board, taking proper vouchers therefore and regularly reporting to the Board an account of all transactions and the financial position of the ACT-CO. The Treasurer shall also perform such other duties as the Board may from time to time determine and may delegate any or all such duties to another Officer or to ACT-CO staff.

## **ARTICLE IX- CORPORATE RECORDS**

### **9.1 Required Records**

ACT-CO shall keep and maintain the following records:

- (a) the Articles and By-laws, and any amendments to them;
- (b) the minutes of meetings and any resolutions of the Members;
- (c) the minutes of meetings and resolutions of the Board of Directors, and any committees of the Board;
- (d) a register of Directors and Members;
- (e) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
- (f) a copy of the financial statements;
- (g) consent to act as a Director of each individual who is elected as a Director of the corporation.

### **9.2 Directors' Access to Records**

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

### **9.3 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 referred to in clause (d) and (e) above.

A Member is entitled on request and free of charge to one copy of the Articles and By-laws, including any amendments to them.

## **ARTICLE X - FINANCES**

The fiscal year shall begin on the first day of June in each year and shall end on the thirty-first day of May in the following year.

The signing officers of ACT-CO shall be the treasurer, president, vice president and one alternate as required.

All funds of ACT-CO shall be deposited in one or more chartered banks or trust companies as designated by the board of directors.

The board of directors may invest funds of ACT-CO in any investment authorized by law for trustees.

The business of ACT-CO shall be carried on without purpose of gain for its members and any profits or other accretions to ACT-CO shall be used in promoting the purpose of the Association.

At each annual general meeting of members, a chartered accountant who is not a member of the board of directors shall be appointed to act as auditor of ACT-CO.

The audited balance sheet and statement of income shall be distributed to the membership. The complete auditors report shall be available for inspection by any member of ACT-CO upon application to the Treasurer.

#### **ARTICLE XI- DISSOLUTION**

Upon dissolution of ACT-CO and after payment of all debts and liabilities, ACT-CO may be dissolved by a resolution passed by two-thirds of the votes represented in person or by proxy at a general meeting of members, provided that 14 (fourteen) days' notice of the proposed resolution is given to all group and life members. Upon dissolution of ACT-CO, its remaining assets shall be transferred to one or more successor organizations, or to such charitable organizations having similar objects and aims, or to such charitable organizations as may be determined in the discretion of the Board.

#### **ARTICLE XII - AMENDMENT OF BY-LAW**

The Board may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to the *Act*, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law.

Any amendment to the By-law by the Board shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members thirty (30) days before the meeting at which the amendment or amendments will be voted upon.

Resolved by this Board this 1<sup>st</sup> day of June 2015.

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Ted Sellers, President

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Anne Currie-O'Brien, Secretary