

HAMILTON CHILDREN'S CHOIR

BY-LAWS

1. DEFINITIONS

- (A) "Board" means the Board of Directors of the Hamilton Children's Choir, or its successor in name.
- (B) "Corporation" means the company incorporated as a corporations without share capital named the Hamilton Children's Choir, or its successor in name.
- (C) "Member" means a person who has completed a membership form and paid the annual membership fee applicable at the time.
- (D) "Director" means a person who is elected by and from the membership to serve on the Board of Directors of the Hamilton Children's Choir.
- (E) "Communication" means to convey information by telephone, post or electronic means.

2. CORPORATE SEAL

The seal of the Corporation shall contain the words the "Hamilton Children's Choir". An impression of the seal is stamped on this document.

3. HEAD OFFICE

The head office of the Corporation shall be in such place in the City of Hamilton as the directors from time to time decide.

4. MEMBERSHIP

(a) Voting Members

Any person over the age of 18 who agrees to support the mission of the Hamilton Children's Choir, and completes the annual membership process as determined from time to time by the Board of Directors, is a member of the Corporation. No paid employee or his/her spouse/partner may be a voting member of the Corporation. Every member in good standing is entitled to attend and vote at Annual General Meetings of the corporation and to hold any office of the Corporation. Each member is entitled to one vote. Membership ceases when the member resigns, or fails to renew his or her membership.

(b) Ex Officio

The Artistic Director and Executive Director are ex officio (non voting) members of the Corporation.

(c) Honorary Members (Honorary membership is a meaningful recognition bestowed to those individuals who are deemed to have made an extraordinary contribution to the Hamilton Children's Choir. Honorary Members are formally elected and recognized at the HCC's Annual General Meeting. Honorary membership will be renewed on an annual basis. Honorary members may be also voting members through payment of the annual membership fee.

Criteria

Nominees are individuals who satisfy the following criteria:

1. The person has made a significant contribution to the work of HCC.
2. The person has served as an active participant on Standing Committees or the Board of Directors of HCC; and/or
3. The person has demonstrated leadership qualities in the field of children's choral music and is well recognized for his/her contributions.

5. BOARD OF DIRECTORS

(A) Composition

The affairs of the Corporation shall be managed by a Board of Directors, which shall be composed of a minimum of eight elected directors. All Board members shall be Corporation members.

(B) Term

A director shall serve no more than three consecutive two-year terms without standing down for one year. If a director is holding an executive office at the time his or her term would normally expire, the director's term may be extended until the term of the executive position ends. In unusual circumstances, the board may ask that a director remain on the board for a period of up to no longer than one year following the completion of the term(s) in office.

(C) Election of Directors

- (1) Directors shall retire and be eligible for nomination and re-election upon the expiry of their respective terms of office.
- (2) Nominations for the office of director shall come from the Nominating Committee, who will seek to arrange for each Board to contain enough continuing members to provide continuity, while including some Directors elected for the first time.
- (3) The office of a director shall be vacated upon:
 - a. The director missing more than three consecutive Board meetings without valid reason being given prior to the meetings. The Board may waive this requirement by resolution at its discretion;
 - b. The resignation of the director;
 - c. The loss of Corporation membership in good standing by the director;
 - d. The resolution of two-thirds of the members of the Board present at a special general meeting called to pass such a resolution.

(D) Vacancy

When a vacancy occurs on the Board of Directors, the directors may appoint a director to fill the vacancy until the next annual general meeting, when the director so appointed shall stand for election. If a vacancy occurs which causes the number of directors to fall below 8, the directors must fill the vacancy within 60 days of its occurrence. If there is no quorum of directors in office, the remaining directors shall call a special general meeting of the Corporation to fill the vacancies within 60 days.

- (E) Meetings
Except as otherwise required by law, the Board of Directors may determine where and when its meetings shall be held. Directors' meetings may be formally called by the Chair or a Vice-Chair or by the Secretary on direction in writing of two directors. There shall be at least six meetings each year.
- (F) Notice
Notice of meetings shall be delivered electronically to each director not less than 48 hours before the meeting is to take place. However, the Board may establish a fixed regular meeting date and time, and further notice of such regular meetings shall not be required.
- (G) Quorum
A quorum for a meeting of the Board of Directors shall be one-half ($\frac{1}{2}$) plus one of the directors in office at the time of the meeting, unless the number of directors in office has temporarily fallen below 8, in which case five directors shall be a quorum.
- (H) Voting
Resolutions arising at any meeting of the Board shall be decided by a majority of votes (50% + one vote). In case of a tie vote, the Chair shall give a deciding or casting vote. Votes shall be taken by ballot if so demanded by any director, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be conclusive.
- (I) Chair
When present, the Chair shall chair the meeting. In the absence of the Chair, the Vice-Chair shall preside as chairperson of the meeting. If there is no Chair or Vice-Chair, or if at a meeting neither of them is present those present shall choose a person from their number to be the chairperson.
- (J) Powers of Directors
The Board of Directors may exercise all powers that the Corporation may legally exercise, other than those required by law or by these by-laws to be exercised by the members in a general meeting. These powers included, but are not limited to, the power to:
- (1) elect from among the directors the officers of the Corporation;
 - (2) adopt new by-laws or make amendments to existing By-laws by majority vote, subject to confirmation at the next general meeting of the Corporation and subject to other approvals required by law;
 - (3) enter into any kind of contract or agreement which the Corporation may lawfully enter into; and
 - (4) obtain, collect and receive money by way of memberships, contributions, donations, legacies, grants or any other lawful methods and receive gifts or property of any description for use toward the objectives of the Corporation.

- (K) Every Director and Officer of the Corporation, in exercising his powers and discharging his duties 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 situations.

- (L) Confidentiality
Every Director, Officer, and Employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course, as the case may be, of the Director's and Officer's terms of office and of the Employee's employment.

- (M) Remuneration of Directors
The directors shall receive no remuneration for acting as such.

6. OFFICERS

- (A) Officers
The Corporation shall have the following officers: Chair, Vice-Chair, Secretary, Treasurer, and immediate Past Chair. If the Board deems it advisable, two offices may be combined into one. The Board may also appoint such other officers as it may determine from time to time, each of whom, with the exception of the immediate Past Chair, may be elected at one meeting of the Board of Directors held immediately following each annual general meeting. In default of such election the incumbents, who are Board members, shall hold office until their successors are elected.

- (B) Term of Chair: The Chair shall serve for one two-year term. This term may be renewed once in extenuating circumstances.

- (C) Duties
- (1) The Chair shall have the following duties:
 - a. When present, chair all meetings of the members of the Corporation and of the Board of Directors.
 - b. The Chair shall be a member, ex-officio, of all committees.
 - c. The Chair with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws. During the absence or inability of the Chair, his or her duties and powers shall be exercised by a Vice-Chair, or such other directors as the Board may from time to time appoint for the purpose.
 - (2) The Vice-Chair shall perform the duties assigned by the Chair or by the Executive Committee.
 - (3) The Secretary shall have the following duties:
 - a. To supervise the record-keeping of the Corporation according to law.
 - b. To act as secretary and keep or cause to be kept records of all of the proceedings at meetings of the Board of Directors.
 - c. To be responsible for the custody of the seal and all books, records, papers and documents belonging to the Corporation with the exception of those required by the Treasurer.

- d. To give all notice required for members and directors.
 - e. To perform all such other duties as may be assigned to the Secretary by the Board of Directors including the certification of documents issued by the Corporation.
- (4) The Treasurer shall have the following duties:
- a. Provides oversight of the financial accounting practices of the Corporation.
 - b. To present an annual budget to the Board of Directors and to provide regular updates on the financial position.
 - c. To present or cause to be presented the audited financial statements for the year at the annual general meeting of the Corporation.
 - d. To perform such other duties as may from time to time be determined by the Board of Directors.

7. COMMITTEES

At the first meeting of the Board following the annual meeting of the Corporation, the Board shall:

1. Establish the following Standing Committees of the Board:
 - a. The Executive Committee
 - b. The Finance Committee
 - c. The Nominating/Governance Committee
 - d. Development Committee.
2. Subject to the provisions of this By-law, appoint the chair of each of the Committees of the Board and appoint the members of the Committees of the Board.

The Board may from time to time appoint any other committee or committees as it deems necessary or appropriate for such purposes and with such powers as the Board sees fit. The Board shall have the authority to establish the regulations or directions as it may from time to time decide. Any committee member may be removed by resolution of the Board.

The Standing Committees of the Corporation shall function as follows:

(A) Executive Committee

The Executive Committee shall conduct all the necessary business affairs of the Corporation in accordance with the policies of the Board of Directors, subject in all matters to the approval of the Board of Directors. The Executive Committee shall meet when called by the Chair or by any three of its members.

A quorum for meetings of the Executive Committee shall consist of a simple majority.

- (1) The Officers of the Corporation serve as the members of the Executive Committee. The Chair of the Board will chair the Executive Committee meetings.
- (2) Except for the power to amend the Articles of Incorporation and By-laws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

- (3) The Executive Committee shall meet when called by the Chair or by any three of its members only when a meeting of the full Board cannot be convened and the matter is of sufficient urgency that it must be decided prior to the next regularly scheduled meeting of the Board.
- (4) The Executive Committee will report back to the Board at the next meeting of the Board or sooner if it is deemed urgent, any decisions and transactions it made on the Board's behalf.
- (5) A quorum of meetings for the Executive Committee shall consist of a simple majority.
- (6) The Executive Committee shall ensure that the performance of the Artistic Director and Executive Director are reviewed on an annual basis and that the review and recommendations are presented to the Board.

(B) Finance Committee

The Finance Committee shall consist of at least:

- a. the Chair of the Board
- b. the Treasurer
- c. the Executive Director
- d. at least one other person with financial expertise.

The Finance Committee shall:

- a. study and recommend to the Board for approval a detailed annual plan for capital and operating revenues and expenditures for the ensuing fiscal year
- b. study the detailed financial statements for the month previous to the date of each regular meeting of the Board and report thereon to the Board on a quarterly basis
- c. recommend to the Board the types and amounts of insurance to be carried by the Corporation and review these annually
- d. develop and at least annually evaluate, update and make recommendations to the Board on the budget
- e. inform and advise the Board on financial matters as requested and
- f. perform such other duties and exercise such other functions as the Board may from time to time prescribe.

(C) Nominating/Governance Committee

- (1) The Nominating/Governance Committee shall consist of at least a minimum of 3 elected Directors.
- (2) The Nominating/Governance Committee shall:
 - a. nominate persons for election to the Board to fill any vacancies on the Board

- b. nominate Directors for consideration by the Board for election or appointment as Officers of the Corporation
 - c. consult with the Executive Director to solicit his or her view with respect to the type of candidates that the Nominating Committee might recruit; and
 - d. suggest to the Board nominees for appointment to Committees of the Board.
- (4) The Nominating/Governance Committee shall also:
- a. develop and maintain a system for evaluating the functions of the Board and the Directors thereon, and
 - b. review and recommend to the Board amendments to terms of reference of Committees of the Board, amendments to the By-laws of the Corporation and amendments to Board policy.

8. RECORDS

The directors shall ensure that all necessary records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

9. EXECUTION AND CERTIFICATION OF DOCUMENTS

The directors shall have power to appoint officers on behalf of the Corporation to sign contracts, documents, or instruments in writing. Such contracts, documents or instruments in writing signed by the authorized officers of the Corporation shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation shall be affixed to contracts, documents and instruments when appropriate.

10. BANKING

- (A) The fiscal year end of the Corporation shall be August 31st.
- (B) All monies received by the Corporation and securities owned by the Corporation shall be deposited or safe kept in the name of the Corporation at financial institutions to be designated by the Board of Directors. Securities may be withdrawn upon the written order of the Corporation signed by such officers or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- (C) Chair or Treasurer, together with either the Secretary or any person appointed for the purpose by the Board of Directors, may draw cheques and sign, make, draw, or accept bills of exchange, any other negotiable instruments, or any other contract or instrument in writing, on behalf of the Corporation. All instruments in writing so signed shall be binding upon the Corporation without further formality or ratification.
- (D) The Board of Directors may empower employees of the Corporation to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of

balances and release or verification slips. Employees who draw cheques shall not reconcile bank statements.

11. AUDITORS

An auditor or auditors shall be appointed at the annual general meeting of the Corporation to hold office until the next annual general meeting. The records of account shall be examined and the financial statements audited at the end of the fiscal year by the auditors.

12. BY-LAWS

The Board of Directors may enact or amend any by-law by resolution, subject to ratification by the membership at the next general meeting. Amendments or additions to the By-laws may be made upon a simple majority vote of those present at the general meeting. Notice of motion to amend may be made by any member or by the Board of Directors and must be received by the Secretary at least three weeks before the annual general meeting date. Copies of such notices shall be communicated to all current directors and to all members, at least two weeks before the annual general meeting.

13. ANNUAL AND GENERAL MEETINGS

- (A) A quorum of 15 Corporation members in good standing is required at any annual or special general meeting of the Corporation. Failing a quorum, the meeting shall be adjourned and notice shall be given for a new meeting date.
- (B) Each annual general meeting of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in Hamilton as the Board of Directors may determine, within six months after the end of the fiscal year. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, directors shall be elected as provided in these By-laws, and auditors shall be appointed for the ensuing year.
- (C) The Board of Directors or the Executive Committee shall have the power to call a special general meeting of the members of the Corporation at any time, upon giving ten days notice to all the members. At such a meeting any business may be transacted which the Corporation at general meetings may transact.
- (D) Any member or director may submit agenda items in writing for consideration at annual or special general meetings, which shall be communicated to the Secretary of the Corporation no less than two weeks before the date of an annual general meeting or five days before the date of a special general meeting.
- (E) At all annual and special general meetings, every question shall be decided by a majority of the votes of members who are present in person.
- (F) Every question shall be decided by a show of hands unless a ballot is demanded, and a declaration by the chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of that fact. If a ballot is demanded by a member, a poll shall be taken and the question shall be decided by a majority of the votes cast and that result shall be deemed to be the decision of the meeting. In

the event of a tie vote, either upon a show of hands or upon a ballot, the chairperson of the meeting shall cast the deciding vote.

14. CONFLICT OF INTEREST

(A) Employee

No person who is a paid employee of the Corporation shall be permitted to be a voting member within the Corporation.

(B) Directors and Committee Members

The Board of Directors shall establish and maintain a policy relating to real or perceived conflicts of interest. All directors must sign that they have reviewed and understand this policy upon election to the board.

15. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

(A) Every director, officer and member of a committee of the Corporation and his or her heirs, executors and administrators, shall be indemnified out of the funds of the Corporation from:

- (1) All costs which he or she sustains because of any action or proceeding which is brought, commenced or prosecuted against him or her in respect of anything done or permitted by him or her in the execution of the duties of his or her office; and
- (2) All other costs that he or she sustains in relation to the affairs of the Corporation; except such costs as are occasioned by his or her own willful neglect or default.

(B) No director, officer, or member of a committee of the Corporation shall be liable for:

- (1) The acts, receipts, neglects or defaults of any other director or officer or committee member, or
- (2) Any loss or expense to the Corporation due to the insufficiency or deficiency of security upon which monies of the Corporation shall be invested, or arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies or securities of the Corporation shall be deposited, or occasioned by any error on their part.

16. DISTRIBUTION OF PROPERTY TO CHARITY ON DISSOLUTION

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations carrying on their activities in the Province of Ontario.

17. QUALIFICATIONS AS A CHARITABLE CORPORATION

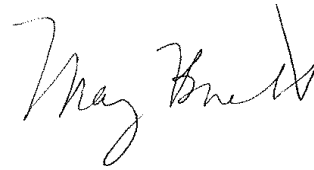
It being recognized that the Hamilton Children's Choir is a charitable corporation, the Corporation shall be subject to the provisions of the Charities Accounting Act and the Charitable Gifts Act. The Corporation will provide to the Public Trustee of the Province of Ontario, information concerning its operations, assets and finances as required by the Public Trustee. The Corporation acknowledges that it has the responsibility of a trustee.

18. All previous By-laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-law.

The By-Laws were revised and the revised By-Laws approved by the Board of Directors on October 3, 2011.



Chair

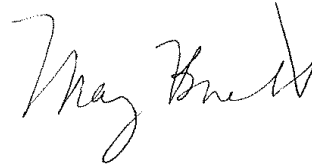


Secretary

The revised By-Laws were approved by a vote of the members at the Annual General Meeting of the Hamilton Children's Choir on November 7, 2011



Chair



Secretary