

BY-LAW NUMBER 1
A by-law relating generally to the transactions of the affairs of
PEEL PANTOMIME PLAYERS

BE IT ENACTED as a By-law of Peel Pantomime Players, as follows

HEAD OFFICE

1. The Head Office of the Corporation shall be in the city of Brampton, in the Regional Municipality of Peel, in the Province of Ontario.

SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the corporation.

DIRECTORS

3. BOARD OF DIRECTORS - The affairs of the corporation shall be managed by a board of eight (8) Directors, of whom a majority shall constitute a quorum, for the transaction of business at any meeting of the Directors. To be eligible for election to the Board, a person shall have been a member good standing for at least 45 days prior to nomination. A director, throughout his term of office, shall be a member of the corporation.
4. ELECTION AND TERM - Each Director shall be elected to hold office until the first Annual General Meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each Annual General Meeting, but shall be eligible for re-election if otherwise qualified. The election shall be by ballot or acclamation.
5. REMOVAL OF DIRECTORS - The members of the corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting, of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the vote cast at that meeting, elect any qualified person in his stead, for the remainder of his term.
6. VACANCIES - Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next annual general meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
7. CALLING OF MEETING - Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary if all the

Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meetings shall be formally called by the President, Vice-President or by the Secretary upon directions, in writing, of two Directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each Director not less than 3 days before the meeting is to take place or shall be mailed to each Director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given, pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meeting at an hour to be named and of such regular meeting, no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business, either special or general, at any meeting of the board.

8. ERRORS IN NOTICE - No errors or omission in giving such notice for a meeting shall invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
9. VOTES TO GOVERN - Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way, by assent or dissent. A declaration by the Chairman 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, his duties shall be performed by the Vice-President or by such other Director as the board may, from time to time, appoint for the purpose.
10. POWERS OF DIRECTORS - The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein provided, generally, may also exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.
11. RENUMERATION OF DIRECTORS - The Directors shall receive no remuneration for acting as such; provided however, that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Any receipt must be received within 30 days of the end of term of office.

OFFICERS

12. OFFICERS - there shall be a President, vice-President, a Secretary, and a Treasurer and upon such officers as the board may determine by by-law from time to time. One person may hold no more than one office.

The officers of the Corporation shall be elected by the members of the Corporation at a General Meeting of the members, duly called for that purpose. To be eligible for election to an office in the Corporation the nominee shall be a member or member-elect of the Board of Directors. Vacancies in the offices of the Corporation may be filled by the Directors until the next annual general meeting.

13. PRESIDENT - The President shall, when present, preside at all meetings of the Corporation and of the board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Corporation. The President, with the Secretary or other officers appointed by the board for the purpose, shall sign all by-laws.

14. VICE-PRESIDENT - During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President, and if the Vice-President is unable or in his absence, such other director as the board from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall perform such duties as may, from time to time, be determined by the board of Directors.

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15. THE SECRETARY - The Secretary shall be the ex-officio clerk of the board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation and of all the books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of Directors. In the absence of the Secretary, the duties of the Secretary shall be performed by another member of the board of Directors other than the President and Vice-President.

16. TREASURER - The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may, from time to time, be designated by the board of Directors. He shall disburse the funds of the Corporation under the direction of the board of Directors, taking proper vouchers therefor and shall render to the board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may, from time to time, be determined by the board of Directors.

17. OTHER OFFICERS - Other officers of the Corporation shall be Publicity chairman, Social Convenor, Resident Stage Manager, immediate Past President and such other officers as shall be established by the board, from time to time. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of Directors requires of them.

18. FIDELITY BOND - The board of Directors may require that the Treasurer and such other officers as the board of Directors may, from time to time decide upon, shall secure from a guarantee company, a bond of fidelity of an amount approved by the board of Directors and the cost of securing such a bond shall be paid by the Corporation.

MEMBERSHIP

19. ADMISSION - The membership shall consist of the applicants for incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members of the Corporation. Each member shall be promptly informed of his admission as a member.

20. CLASSES OF MEMBERSHIP -

- a) FULL MEMBERSHIP - Full membership is open to all persons 18 years of age or over, upon payment of an annual fee. Full members shall have a vote at all general meetings, receive copies of all Corporation newsletters and be entitled to any and all other privileges which, from time to time, are set forth by the Corporation. For purposes of nomination for election, a member in good standing shall have belonged to this category for a minimum of 45 days prior to the Annual General Meeting. Payment of the annual membership fee shall entitle members to all privileges of the Corporation for the current season only. The current season is defined as that period of time between the end of two consecutive Annual General Meetings.
- b) ASSOCIATE MEMBERS - This category is open to all persons upon payment of an annual fee. An Associate Member will receive all Corporation newsletters and may participate in any extra activities of the Corporation as may be arranged from time to time. This category of membership does not have the right to vote as general meetings nor to be nominated for election to the board of Directors. An Associate Member. An Associate Member may audition for a role but upon being cast shall apply for full member status and pay the fees thereof. Payment of the Associate Member fee shall entitle the member to the afore said rights and privileges for the current season only. The current season is defined as that period of time between the end of two consecutive Annual General Meetings.
- c) STUDENT MEMBERS - A student member is defined as those persons between the ages of 14 and 18 years. Membership in this category provides for receipt of all Corporation newsletters and participation in extra activities which may, from time to time, be organized by the Corporation. A Student Member may audition for a role and perform without change in the membership category. A Student Member will not receive a vote at any general meeting of the Corporation nor qualify to be nominated for election. Payment of the annual membership fee shall entitle members to the aforesaid privileges for the current season only. The

current season is defined as that period of time between the end of two consecutive annual general meetings.

- d) HONORARY MEMBER (Fixed Term) - Honorary Member (Fixed Term) shall be a person who, in the opinion of the board of Directors, has through his efforts on behalf of the Corporation or otherwise demonstrated an interest in the purposes and objectives of the Corporation and as such should be granted a membership in the Corporation for a period defined by a resolution of the board of Directors. An Honorary Member (Fixed Term) shall have full member privileges.
- e) HONORARY MEMBER (Life) - An Honorary Member (Life) shall be a person who, in the opinion of the board of Directors, has through his efforts on behalf of the Corporation or otherwise, demonstrated an interest in the purposes and objectives of the Corporation and as such should be granted a membership in the Corporation for life, by a resolution of the board of Directors. An Honorary Member (Life) shall receive all Corporation newsletters and may participate in any extra activities as may be organized, from time to time, by the Corporation. This category does not receive a vote at any general meeting of the Corporation, does not qualify for nomination for election but may audition for a role. Upon receipt of a role, full membership fees would be applicable and rights granted as defined in that category.

AUDITIONS - Auditions shall be held for each production and members shall be given sufficient notice. Auditions shall be open to any individual wishing to enter his name. Upon being accepted for a role, a non-member must become a member in the appropriate category, as defined above, prior to the first rehearsal. In situations where a guest performer or performers are recruited to fill roles for which no one has successfully auditioned, the board of Directors may elect to waive the stipulation above.

21 DUES - There shall be no dues or fees payable by members except such, if any, as shall, from time to time, be fixed by a majority vote of the board of Directors, which vote shall be effective only when confirmed by a vote of the members at an annual or other general meeting. No member who is in arrears on payment of his or her dues, shall be entitled to vote. The deadline for payment of dues shall be September 30th of the current year. Membership may be re-instated after this date upon full payment for the appropriate category providing that 45 or more full days shall elapse before an annual general meeting. Membership dues for the current season shall not be collected within the 45 days before an annual general meeting.

22. ANNUAL AND OTHER MEETINGS -

The annual or any other business general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of Directors may determine and on such day as the said Directors shall appoint.

At every annual 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 and a board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general. Without notice thereof at any meeting of the members. The board of Directors or President or Vice-President shall have power to call at any time, a general meeting of the members of the Corporation. No

public notice nor advertisement of members meetings, annual or general, shall be required but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten (10) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat and at such a meeting, any business may be transacted which the Corporation, at annual or general meetings, may transact. Representation by proxy shall not be permitted.

23. NOTICES -

No error or omission in giving notice of any annual or general meeting or any adjourned meetings, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

24. ADJOURNMENT OF MEETINGS -

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time, such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

25. QUORUM -

A Quorum for the transaction of business at any meeting of members shall consist of not less than five (5) members who are entitled to vote as set out in paragraph 20 above, present in person. Representation and voting by proxy shall not be permitted.

26. VOTES TO GOVERN -

Subject to the provisions, if any, contained in the Letters of Patent of the Corporation, or herein before set out, each Full Member and Honorary Member (Fixed Term) entitled to vote shall, at all meetings, be entitled to one (1) vote.

At all meetings of members every question shall be decided by a majority of votes of the members present in person unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence, as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by the majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote. Representation and voting by proxy shall not be permitted.

EXECUTION OF DOCUMENTS

27. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by two of the President, Vice President and Treasurer, or by any person authorized by the board.

Any two of the President, Vice President or Treasurer or any person or persons from time to time designated by the board of Directors may transfer any and all shares, bonds or other securities, from time to time, standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation, transfers of shares, bonds or other securities, from time to time transferred to the Corporation, and may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate seal, any and all instruments in writing, necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the board of Directors may any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

28. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute of law are regularly and properly kept.

FINANCIAL

29. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 15th day of May in each year and the Annual General Meeting shall be held within 30 days of this date.

PRODUCTION BUDGET AND OPERATION -

Prior to expenses being incurred for any production, the Producer shall prepare for presentation to the Board of Directors, a reasonable financial plan for that production. Upon ratification of the budget by the board of Directors, all matters pertaining to the production excluding anything pertaining to actual Corporation operating policy or Board responsibility, shall be the responsibility of the producer and director of the production. The producer shall present to the Board of Directors a complete reconciliation of his production accounts, no later than ninety (90) days after the closing performance of the production.

BANKING ARRANGEMENTS

30 CHEQUES ETC. - All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board of Directors and any one of such officers or agents may alone

endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers, for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may 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 bank forms or settlement of balances and release or verification slips.

31. DEPOSIT OF SECURITIES FOR SAFE KEEPING -

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Corporation, signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall, from time to time, be determined by resolution of the board of Directors and such authority may be general or confined to specific instances. The institutions which may be selected as custodians by the board of Directors shall be fully protected in acting in accordance with the directions of the board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICES

32. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the Director, officer or member at his or their address, the same as appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, Director or Officer shall be his last address as recorded on the books of the Corporation.

33. Every Director of the Corporation, and his heirs, executors and administrators, and estate and effects, respectively, may with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office; and
- b. all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his own wilful neglect or default.

