



THE GEORGINA CENTRE
FOR ARTS AND CULTURE

By-Laws of the Georgina Arts Council

Revised: July 2024

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By-Laws of the Georgina Arts Council

A by-law relating generally to the conduct of the affairs of

Georgina Arts Council (the "Corporation")

Also known as the Georgina Centre for Arts and Culture (GCAC)

BE IT ENACTED as a by-law of the Corporation as follows:

Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1.1 "~~Act~~" means the ~~Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time~~; "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

1.2 "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.3 "**board**" means the board of directors of the Corporation and "director" means a member of the board;

1.4 "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

1.5 "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

1.6 "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

1.7 "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section ~~163 (Member Proposals)~~ 56(1)(Member's right to submit and discuss proposals) of the Act;

1.8 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

1.10 **proxy** - a member in good standing may delegate their voting power to a representative to enable a vote in absence.

1.11 **member in good standing** shall be defined as an active member in the category of Individual Membership or Life Membership paid up for three months or more

Interpretation

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

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

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.

If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

SECTION 1: MEMBERSHIP

Definitions

The applicants for the incorporation of the Corporation, and such other individuals, corporations, partnerships and other legal entities who have joined the Corporation by paying an annual membership fee to be determined by the Board of Directors, shall be members. Each annual membership shall begin the first day of attaining membership.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Any member may resign by sending notice of such resignation in writing addressed to the Board of Directors of the Corporation and such resignation shall be effective in accordance with its terms.

A membership fee may be set by resolution of the Directors. Membership dues are non-refundable or transferable.

Active Membership Defined

Adult individual Membership - An Adult individual member is any person aged 18 (eighteen) and over who is a fully paid-up member of the GCAC.

Life Membership - This membership is an honorary award and is awarded at the unanimous discretion of the Board. Life members have all the rights and privileges of individual active members.

Youth Membership - Any person under the age of 18 (eighteen), who is fully paid up and who meets eligibility requirements as established by the Board of Directors may become a member of the GCAC Youth Group

Senior Membership - Any Person the age of 55 years of age or older, who is a fully paid-up member of the GCAC.

Family Membership - One cardholder (voting member) who is a fully paid-up member and up to four guests.



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Non-Active Membership Defined

~~Subscription Memberships are those members who have paid a subscription fee as determined by the Board of Directors. Subscription memberships are for admission to the regularly scheduled subscription productions for 1 (one) season.~~

~~Sponsor/Patron a person or company is a patron of the GCAC upon payment of a donation as determined from time to time by the Executive of the GCAC.~~

BRONZE	\$100-\$250	GOLD	\$501-\$999
SILVER	\$251-\$500	PLATINUM	\$1,000+

Member in Good Standing

For the purposes of these bylaws, a "Member in Good Standing" shall be defined as an active member in the category of Individual Membership or Life Membership only. The membership fee is paid in full three (3) months prior to the AGM.

Membership Fees

The requisite fees for the various categories of active membership are due and payable on the dates as set by the Board of Directors, in such amount as the Board of Directors may determine.

Adult/Individual Member

~~Individual active members being those people, who, notwithstanding, that they may also be subscription members, and/or patrons, shall have paid the required annual membership fee.~~

Life Member

~~Life Members are not required to pay membership fees.~~

Youth Member

~~Youth membership fees are determined by the Youth Coordinator or Youth Committee, subject to approval by the Board of Directors.~~

Expiry Date

~~All paid memberships expire on the 30th (thirtieth) day of the month of June in the season in which they were paid. At that time a member must renew their membership to remain a member in good standing.~~

All paid memberships expire on the last day of the month in which they were purchased, the following year. At that time a member must renew their membership to remain a member in good standing.

Membership Fees

Members shall be notified by electronic means or telephone of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members in good standing of the Corporation and will not have voting privileges.

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Membership Voting Privileges

Only a member in good standing is entitled to vote at Extraordinary or Annual General Meetings, pursuant to the following:

- a) Only members present and in person may vote. Proxy votes are only accepted by members in good standing.
- b) Only a member in good standing who has been fully paid up for a period of 3 (three) calendar months prior to such Extraordinary or Annual General Meetings is entitled to vote.

SECTION 2: BOARD OF DIRECTORS

Board of Director Positions

The Board shall consist of **not more than three (3)** to eleven (11) persons. In addition, two representatives for the Town of Georgina will be Directors on the Board as determined by the Town of Georgina; one Town representative shall be a voting member. The Directors shall determine the number of Directors required to run the business of the Board and the affairs of the Corporation.

Responsibilities of Board of Directors

Unless otherwise specified by the Board, the Directors shall have the following duties and powers associated with their positions:

Chair of the Board – The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify. The Chair is also a member of the Executive Committee and can operate as an ex-officio for any committee or advisory body.

Vice-Chair of the Board – The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify. The Vice-Chair is also a member of the Executive Committee.

Secretary – If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, including the Executive Committee. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The Secretary is responsible for recording and presenting minutes for all meetings to the Chair. The minutes are to be presented ten (10) working days prior to Board meetings.

Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify. The Treasurer is to present reports to the Board of Directors prior to any Board meeting.

Duties of Officers

Each Board member shall execute the responsibilities of their position in accordance with the job descriptions as deemed necessary by the Board.

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Term of Office of Directors on the Board of Directors

The Directors shall be elected to hold office for a term of two years from the date of the annual general meeting. Directors may be elected to stand for more than one term of office but not more than three terms without a break of one year.

Director terms will be set, if possible, so that no more than 50% of Director terms expire each year.

The Board of Directors is comprised of seven (7) Directors and the Executive Committee four (4) where they exist. The Executive Committee consists of the Board Chair, the Vice-Chair, the Treasurer and the Secretary where they exist.

Vacancies / Attendance at Board of Director Meetings

Vacancies on the Board of Directors, however caused, may be filled so long as a quorum of Directors remain in office, be filled by the Directors as they shall see fit to do so, and if not so filled, such vacancies shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Directors to fill the vacancy.

A vacancy shall be deemed to occur if a Director has resigned, is absent from three consecutive meetings without good cause expressed to the Board in writing, or has not met the requirements of the Director responsibilities related to the Director position. Any Director absent but voting by proxy at a meeting shall be deemed not in attendance at that meeting. The Board of Directors shall then appoint a successor immediately. Any member absenting themselves from four or more Board meetings shall be required to resign from the Board of Directors.

Appointment of Board of Directors

The Board may designate the offices of the Corporation, appoint Directors on an annual or more frequent basis, specify their duties and delegate to such Directors the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more Director offices may be held by the same person.

Removal of Board of Directors

A Director may resign their office by notice in writing delivered or sent to the Executive Committee, and such resignation shall become effective on receipt thereof or on such later date as specified in such notice.

The Board, with two-thirds (2/3) votes, may remove, whether for cause or without cause, any Director of the Board by notice in writing delivered to the Director. Unless so removed, a Director shall hold office for the duration of their term until the earlier of:

- a) the Director's successor being appointed,
- b) the Director's resignation,
- c) such Director's death.

Meetings of the Board of Directors

The Board of Directors of the Georgina Arts Council shall meet regularly once each month, at such time and place as the Board may from time to time determine. The Secretary (who may act only on the written request of the Chair or the Vice-Chair, or any three (3) Directors) shall call a Special Meeting of the Board of Directors of the Georgina Arts Council at such time and place as the officer(s) requesting such meeting may direct. Notice of any Special Meeting of the Board of Directors shall be given to each Board member by ordinary

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post, by telephone, or by electronic means, not less than forty-eight (48) hours prior to such meeting.
Quorum at Board of Directors Meetings

A quorum for Board of Director meetings will consist of fifty percent (50%) +1 of the members of the Board of Directors.

Indemnification of Directors

Every Director of the Corporation and their heirs, executors, and administrators shall 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 such Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and,
- b) all other costs, charges and expenses they sustain or incur in or about or in relation to the affairs of the Corporation; and,
- c) except such costs, charges or expenses as are occasioned by their own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

Remuneration of Board of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from their position as Director, provided that Director may be paid reasonable expenses incurred by them in the performance of their duties with prior approval from the Board.

Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a regular meeting of the Board shall be determined on an annual basis via resolution. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director via e-mail forthwith after being passed.

Not less than five (5) working days before the time when the meeting is to be held will be given for additional Board of Directors' meetings.

Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every item of business shall be decided by a majority of the votes cast.

A quorum for the approval of business at a Board meeting shall consist of two-thirds (2/3) of the Directors present either in-person, electronically or telephonically.

Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate. Any such committee must consist of at least one Board Director. Any such committee is

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subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

Code of Ethics

It is the responsibility of the GCAC Board of Directors to act in the best interest of the Corporation, setting aside partiality to any particular organization and their own personal interests. While acting in a Board member capacity, they will do so with loyalty to the organization, impartiality and uncompromised integrity – both in action and signed declaration.

Directors must sign the code of ethics and conflict of interest prior to assuming the office of Director and then sign again on a yearly basis.

Conflicts of Interest

Conflict of Interest policies are fundamental to the Code of Conduct. Any individual who is in a position to make a decision or influence one and at the same time has the potential to derive a benefit (direct or indirect) has a conflict of interest. Any time that there is a potential conflict in the motivation between making the right decision for the organization and making the right decision for the individual and/or their employer, that individual should remove themselves from any and all discussion on the matter.

A conflict of interest exists where a Board member, a partner, a business associate or a close family member:

- a) is a party to a material contract or a proposed material contract with the organization; or,
- b) is a director or officer of another organization or has a material interest in any company or person who is a party to a material contract or proposed material contract with the organization; or,
- c) is directly involved in an issue under discussion, or associated with an issue under discussion in a substantive way and stands to benefit or personally gain from the decision made; or,
- d) assists a third party in its dealings with the organization, where such assistance could result in favourable or preferential treatment being accorded to that third party by the organization.

Examples of potential conflicts include:

- a) an employee that selects suppliers who are personal contacts/relations with Board Members; or,
- b) a Board member who may personally benefit, or whose business/employer may benefit from a particular decision; or,
- c) provide advice to outside agents with whom the Board member has a family, business, financial or professional tie that could potentially influence a decision of the Board; or,
- d) a decision that will allow an individual to avoid a negative consequence; or,
- e) a romantic relationship exists between a Board member and staff.

Upon appointment to the Board, a Board member must sign a statement that they have read and understood the Conflict of Interest Policy. These statements will be held in electric file format.

Board of Director's Fiduciary Duties

Duty of Care

Members of the GCAC Board of Directors owe the organization a duty to exercise reasonable care when making corporate decisions and when performing their corporate responsibilities. They are obligated to perform their duties in good faith, in a manner reasonably believed to be in the best interests of GCAC, and with the care that an ordinarily prudent person would reasonably be expected to exercise under similar circumstances. When making decisions, the duty of care requires the Board of Directors to put forth a good faith effort to inform themselves of all material information reasonably available and to exercise appropriate judgment. The duty of care also requires the Board of Directors to take adequate steps to see that the senior officers of GCAC are effectively managing the organization's business and affairs.

Duty of Loyalty

A Director's duty is to not benefit personally at the expense of GCAC. In order for a Director to satisfy this obligation, the Director must not allow personal, business or political interest to prevail over the interests of the organization. Furthermore, the Director may not use assets of GCAC (including information) for personal gain or to the detriment of the organization.

Duty of Candor

The duty of candor requires that a Director disclose to the other Directors all facts of which the Director is aware that could be material to the Board's consideration of the matters before it. The duty of candor is of particular relevance in those instances in which the Director has a conflict of interest or a potential conflict. The duty of candor requires that the Director disclose the Director's self-interest so that the disinterested Directors can make an informed decision.

Prohibition Against Use of Confidential and Non-Public Information

No Director shall disclose to others, make personal use of, or permit others to make use of, any information obtained as a result of their relationship with GCAC, which is not generally available to the public or is otherwise confidential, whether for direct personal gain or for advice to others with whom he or she has family, business, financial, or professional ties.

Loss of Public Confidence

Beyond the specific points above, each Director shall avoid any contact that might result in the loss of public confidence in GCAC's programs and activities, the impairment of corporate efficiency or economy, or might reasonably give the appearance of:

- a) Extension of preferential treatment to any person, group, organization, or other entity; or,
- b) Compromise or loss of complete impartiality of judgment and action; or,
- c) Making or implementation of a corporate decision outside of standard corporate policies and procedures.

Board Relations with Management

Board member concerns or questions about management performance may only be raised with the Board

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Chair, GCAC's Executive Director, or at Board meetings.

Board members are to refrain from:

- a) interfering with the day-to-day administration of GCAC; or,
- b) contacting individual employees in order to influence their conduct or decisions; or,
- c) assisting individuals and stakeholder organizations in their dealings with GCAC, if this would result in preferential treatment for the individual/stakeholder organization.

Apparent or alleged violations of this Code by any Director shall be referred to the Governance Committee that shall, after appropriate inquiry and investigation of the relevant facts, communicate its findings and recommendations to the Board. If the Board concludes that a Director has knowingly violated the Code, it may impose such disciplinary measures as are appropriate and permissible under the circumstances including, but not limited to, removal from the Board.

SECTION 3 MEMBERSHIP MEETINGS

Annual or Other Meetings of Members

The annual or any other general meeting of the members shall be held at the Georgina Centre for Arts and Culture, or elsewhere as the Board of Directors may determine and on such day as the said Directors shall appoint.

The Annual Meeting will be held at least once every fifteen (15) months. A minimum of thirty (30) business days will be given in advance of the meeting. Notice will be posted on the GCAC website.

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 the 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 any notice thereof at any meeting of the members.

A call for nominations and the responsibilities of each Director positions are to be posted on the GCAC website thirty (30) days prior to the Annual Meeting. Nominations will be closed five (10) working days prior to the Annual Meeting.

The Chair or Vice-Chair of the Board of Directors shall have the power to call, at any time, a general meeting of the members of the Corporation. Public notice by way of notification posted on the GCAC website of meetings of members, annual or general, shall be required and notice of the time and place shall be stated therein thirty (30) business days prior to the meeting.

Members Calling a Members' Meeting

- a) The Board of Directors shall call a special meeting of members in accordance with ~~Section 167~~ **60(1)(Members may requisition meeting of members)** of the Act, on written requisition of members in good standing carrying not less than 25% of the total active membership shall constitute a quorum at all general and special meetings for the transactions of business.

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- b) Proxies shall not be accepted as votes or to establish a quorum. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Absentee Voting at Members' Meetings

Only a member in good standing is entitled to vote at a meeting of members. Members may vote if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the proxy votes to be presented to the Corporation five (5) days before the meeting.

Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

Votes to Govern at Members' Meetings

At any meeting of members every motion shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. The method of electronic participation is determined by the GCAC Board and is not negotiable.

Errors and Omissions

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

Mediation and Arbitration

Disputes or controversies among members, the Board of Directors, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration principles.

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By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members (the Annual General Meeting) where it may be confirmed, rejected or amended by the members by ordinary resolution. 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 to the members at the next meeting of members or if it is rejected by the members at the meeting.

Dissolution

In the event of the winding up, dissolution or cancellation of the GCAC, following the payment of any debts and liabilities of the GCAC, and the fulfillment of any conditions contained in any agreements regarding external or third-party donations to the GCAC, all of the GCAC's material assets, save and except its permanent art collection, shall belong to the Town and any remaining cash assets shall be given to the Town for it to administer. The Town shall place such remaining funds into an existing reserve fund of the Town to be used for such arts programming purposes as the Town may determine.

Execution of Documents

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the Executive Director, Board Chair, Vice-Chair, or Treasurer.

Contracts in the ordinary sense of the Corporation's operations, up to a monetary limit per contract determined from time to time by the Board, may be entered into on behalf of the Corporation by the Executive Director, Chair, Vice-Chair, Treasurer or by any person authorized by the Board. Each contract in the ordinary sense beyond the said monetary limit shall be signed by any two of the following: the Executive Director, Board Chair, the Vice-Chair, or the Treasurer.

The Board Chair, Vice-Chair, the Directors, Secretary or Treasurer, or any one of them 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. Any and all instruments in writing necessary or proper for such purposes include the appointment of an attorney or attorneys to make or accept transfer of shares, bonds or other securities in the books of any Company or Corporation.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may, at 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.

Financial Year

The financial year end of the Corporation shall be December 31 in each year.



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Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Executive Committee.

Borrowing Powers

If authorized by a by-law that is duly adopted by the Board of Directors, the Corporation may:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection ~~172(1) (Annual Financial Statements)~~ 84(2) (Copy to Members) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection ~~172(1)~~ 84(2) (Copy to Members) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office, by electronic means, or by prepaid mail.

Signature Page

We declare the By-Laws of the Georgina Centre for Arts and Culture (Georgina Arts Council) to be approved and effective on July 22, 2024 and to read as presented above, having been approved by the Board of Directors and the Members.

Name _____

Name _____

Signature _____

Signature _____