

# **Kawartha Youth Orchestra**

## **By-Laws**

A by-law relating generally to the transaction of the business and affairs of the Kawartha Youth Orchestra (the "Corporation"). Be it enacted as a by-law of the Corporation as follows:

### **ARTICLE 1. Name and Objective**

1.1. The corporation shall be called the Kawartha Youth Orchestra (hereinafter referred to interchangeably as the "Corporation" and/or the "Orchestra".) Its objective shall be to establish, operate, maintain, equip and direct a community youth orchestra in the County of Peterborough and to provide for the holding of public concerts, exhibitions and educational forums and music.

### **ARTICLE 2. Corporate Seal**

2.1. The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

### **ARTICLE 3. Conditions of Membership**

3.1. The Members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for each class of member, shall be such sum per annum as may be fixed from time to time by the Board.

#### **3.2. Membership in the Corporation shall consist of the following categories:**

Member Musicians who are 12 to 24 years of age as at September 30 and who have been accepted into the Orchestra by audition, such audition to be conducted by the Music Director and one or more Section Coaches. Youth outside the stated age group could be considered at the discretion of the Music Director.

Mentor Musicians who perform with the Orchestra to teach and mentor the Member Musicians and who support the Orchestra with an annual membership fee to be designated by the Board from time to time. Mentor Musicians demonstrate a professional level of performance and are accepted into the Orchestra at the sole discretion of the Music Director.

Community Members who support the Orchestra with an annual membership fee as shall be designated by the Board from time to time.

3.3. Member Musicians who are 18 years of age are eligible to vote in the annual election of the Board of Directors and other voting pertaining to the Corporation. Member Musicians who are not yet 18 years of age, will be represented by a parent or legal guardian in all voting matters pertaining to the Corporation (with the exception of the Member Musician vote to select a representative to the board of directors, pursuant to in Section 5.6. of this By-law) and such parent or legal guardian is eligible to serve on the board of directors as a member of the Corporation.

3.4. Mentor Musicians and Community Members are eligible to vote in the annual election of the Board of Directors and other voting pertaining to the Corporation.

3.5. The Board may, by a resolution passed by a three-quarters (3/4) majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 5.7. of this By-law.

3.6. Any member of the Corporation may withdraw as a member of the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

#### **ARTICLE 4. Head Office**

4.1. The Head Office of the Corporation shall be in the County of Peterborough in the Province of Ontario, at such place therein as the Board may from time to time determine.

#### **ARTICLE 5. Board of Directors**

The affairs of the Corporation as well as long term planning and continuity of the Corporation's programs and activities shall be managed by a Board of Directors, consisting of voting and non-voting members. There shall be a minimum of nine (9) and a maximum of thirteen (13) voting directors, elected annually by the Members at the Annual Meeting of the Membership. Fifty percent of the voting directors shall constitute a quorum at a meeting of the Board of Directors.

**5.1.** The Board shall consist of the Chairperson, the President, the Vice-President, the Secretary, the Treasurer and Directors at large. At its initial meeting the Board, on the recommendation of the President, shall assign a portfolio of duties to each director.

**5.2.** Directors must be individuals who are 18 years of age, with power under the law to contract. Directors shall, at the time of their election, or within ten days thereafter, and throughout the term of their office, be members of the Corporation.

**5.3.** The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.

**5.4.** Directors shall be elected for a term of three (3) years at an annual meeting of members. Terms shall be overlapping so that no more than three (3) Directors rotate off the Board at any given time and a member shall be eligible for re-election. The board of directors shall choose its Chair and Vice Chair, who automatically become President and Vice President of the Corporation. A board member can serve as Chair or Vice Chair for only one year during their three years on the board. The board of directors shall choose its Secretary and Treasurer, both of whom may serve in this position for the duration of their terms on the board.

**5.5.** The Past President shall serve for an additional year as a Director of the Board. If the incumbent is President in the last year of a term, the term shall be extended for an additional year.

**5.6.** The Member Musicians shall elect, by majority vote, from among their number, a representative who, along with the Music Director and Music Coaches, will serve as additional members, ex officio, of the board of directors.

**5.7.** The office of director shall be automatically vacated:  
if the director has resigned office by delivering a written resignation to the secretary of the corporation;  
if the director is found by a court to be of unsound mind;  
if the director becomes bankrupt or is declared insolvent;  
if the director ceases to be a member of the Corporation;  
if at a special general meeting of members, a resolution is passed by at least three quarters (3/4) of the members present at the meeting that the director be removed from office; or on death.

**5.8.** Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation for the remainder of the term of office.

**5.9.** Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors

or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

**5.10.** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

**5.11.** The directors of the Corporation shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

**5.12.** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and their successor is elected.

**5.13.** The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

**5.14.** A reasonable remuneration for all officers, agents and employees shall be fixed by the board of directors by resolution.

#### **ARTICLE 6. Indemnities to Directors, Officers and Others**

**6.1.** Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the corporation 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 the Corporation, from and against, all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and 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 or expenses as are occasioned by his own willful neglect or default.

#### **ARTICLE 7. For the Protection of Directors and Officers**

**7.1.** No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

**7.2.** The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of their

being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such service.

#### **ARTICLE 8. Powers of Directors**

**8.1.** 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 hereinafter provided, generally, may 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.

**8.2.** The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

**8.3.** The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

**8.4.** The board of directors may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

#### **ARTICLE 9. Officers**

**9.1.** The board of directors shall annually or as often as may be required, appoint the President, Vice-President, Secretary and Treasurer. None of the said officers other than the President and Vice-President, need be members of the Board. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may, but need not be, known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

**9.2.** The board of directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

**9.3.** In the case of absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

#### **ARTICLE 10. Duties of Officers**

**10.1.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and the board of directors, shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

**10.2.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties as shall from time to time be imposed upon him or her by the board of directors.

**10.3.** The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in name and

to the credit of the Corporation in such chartered bank or credit union, or, in the case of securities, in such registered dealer in securities as may be directed by the board of directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

**10.4.** The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or President, under whose supervision they shall be. The Secretary shall be custodian of the seal of the Corporation, which they shall deliver 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.

#### **ARTICLE 11. Execution of Documents**

**11.1.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

#### **ARTICLE 12. Meetings**

**12.1.** The corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Ontario on such day in each year and at such time as the board of directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

**12.2.** The board of directors or the President or Vice-President shall have power to call, at any time, a special general meeting of the members on written requisition of members carrying not less than 5% of the voting rights.

**12.3.** Written notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served to each member and to the auditor of the Corporation either personally or by post, not more than sixty nor less than 14 days prior to the date of such meeting.

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

**12.5.** Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws.

**12.6.** At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**12.7.** A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person.

#### **ARTICLE 13. Enactment, Repeal and Amendment of By-laws**

**13.1.** By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such a by-law.

**13.2.** A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

#### **ARTICLE 14. Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

#### **ARTICLE 15. Cheques, Drafts, Notes, etc.**

**15.5.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

#### **ARTICLE 16. Execution of Contracts, etc.**

**16.1.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two directors and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### **ARTICLE 17. Financial Year**

**17.1.** The Board may by resolution fix the financial year end of the Corporation and the Board may from time to time by resolution change the financial year end of the Corporation.

#### **ARTICLE 18. Interpretation**

**18.1.** In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

Enacted the 13<sup>th</sup> day of January, 2004

Witness the signatures

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President

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Secretary