

25 Sept 2006

CONSTITUTIONAL BY-LAW

being a By-Law to regulate the affairs of PURPLE HILLS ARTS AND HERITAGE SOCIETY

WHEREAS pursuant to *An Act to Incorporate the Ontario Historical Society* (Ontario) that came into force on April 1, 1899, the Ontario Historical Society was given the privilege of accepting affiliated members, wherein through such affiliation groups automatically become incorporated under the laws of the Province of Ontario:

AND WHEREAS the Purple Hills Arts and Heritage Society (the "Society") was incorporated on February 8, 2003 as an Ontario corporation without share capital by virtue of the Society's affiliation with the Ontario Historical Society;

AND WHEREAS the Society has its own corporate identity and is therefore legally responsible for all its obligations and undertakings and is governed under Part III of the *Corporations Act* (Ontario) as well as other applicable law,

NOW THEREFORE BE IT HEREBY ENACTED as a By-Law of the Society as follows:

ARTICLE 1 - THE SOCIETY

1.1 NAME

The complete legal name of the Society shall be Purple Hills Arts and Heritage Society.

1.2 OBJECTS

The objects of the Society are:

- (a) to promote the arts and conserve the heritage of Creemore and the surrounding area;
- (b) to encourage and sponsor fine arts, music, drama, dance, literature and other artistic forms;
- (c) to encourage the study and celebration of Creemore and the surrounding area's history and the preservation of its historical artifacts and structures;
- (d) to support educational initiatives in the fields of art and heritage, for all groups in the community;
- (e) to seek support of government, corporations, foundations and individuals in furthering these objectives;
- (f) to exist for such other complementary purposes that are not inconsistent with these objects;
- (g) to accomplish the foregoing as a non-profit organization.

1.3 HEAD OFFICE

The Head Office of the Society shall be in the Township of Clearview in the Province of Ontario. The Society may establish other locations for the Head Office and such other offices elsewhere as the Board of Directors may determine.

1.4 SEAL

The corporate seal of the Society, if any, shall be in the form impressed in the margin hereof. The corporate seal shall remain in the custody of the Secretary.

1.5 NON-PROFIT

The business of the Society shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Society shall be used in promoting its objects.

ARTICLE 2 - MEMBERS

2.1 QUALIFICATIONS

Membership in the Society shall be open to all persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a Member has received the approval of the Board of Directors of the Society.

2.2 LIMITATION ON MEMBERSHIP

There shall be no limit on the number of Members of the Society.

2.3 APPLICATION FOR MEMBERSHIP

Membership in the Society shall be applied for by presentation of an application in the form set out from time to time by the Board of Directors, and shall be granted subject to the approval of the Board of Directors in its sole discretion.

2.4 MEMBERSHIP FEES

The annual membership fee of the Members shall be determined by the Board of Directors from time to time and shall be payable on or by November 1st of each year.

2.5 TERMINATION OF MEMBERSHIP

Any Membership shall be terminated if

- (a) the Member resigns by notice in writing to the Secretary, which resignation shall take effect on the date of receipt of such notice by the Secretary; or
- (b) at a meeting of the Board of Directors called for the purpose of considering the termination of the Member, with notice of such meeting to the Member in question, the Board of Directors pass a resolution by a two-thirds (2/3) vote terminating the Member in question, provided that:
 - (i) the Board of Directors shall determine, in its opinion that such Membership is prejudicial to the best interests of the Society; and in such case
 - (ii) such Member shall have had an opportunity, upon notice of thirty (30) days from the Board, to show cause why such membership should not be terminated; or
- (c) the Member fails to pay the full annual membership fee or any other dues owed to the Society and such Member is delinquent for a period exceeding three (3) months in the payment of any dues owed to the Society and such failure is not waived by the Board of Directors.

2.6 MEMBERSHIP FEES NOT REFUNDABLE

Any dues paid for the year in which a Member's membership is terminated shall not be refunded.

2.7 NON-TRANSFER OF MEMBERSHIP

Membership in the Society is not transferable or assignable.

2.8 CLASSES OF MEMBERSHIP

The Board of Directors may create classes of membership not otherwise inconsistent with the By-Laws.

ARTICLE 3 - MEETINGS OF THE MEMBERS

3.1 ANNUAL MEETING

(a) The Annual Meeting of the Members shall be held within six (6) months of the close of the Society's fiscal year.

(b) At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement, and the report of the auditor, if any, shall be presented, and the auditor, if any, appointed.

(c) At every Annual Meeting the Board of Directors shall be elected.

3.2 SPECIAL GENERAL MEETING

A Special General Meeting of the Members shall be called by the Secretary:

(a) when so directed by the Board of Directors; or

(b) upon receipt by the Secretary of a written request signed by at least fifteen (15) Members. Such meeting shall be scheduled within thirty (30) days of receipt of such request.

3.3 TIME AND PLACE

The Annual or any Special General Meeting of the Members shall be held at such place in Ontario as the Board of Directors may determine and on such day as the said Board of Directors shall appoint.

3.4 NOTICE

(a) No public notice nor advertisement of any Annual or Special General Meeting of Members shall be required, but the time and place of every such meeting shall be given to each Member by sending the notice of meeting by prepaid mail, email or facsimile communication at least ten (10) days before the time fixed for the holding of such meeting. For the purpose of sending notice to any Member, the address of any Member shall be his/her last address recorded on the books of the Society.

(b) The notice of any Annual or Special General Meeting of Members shall, in addition to stating the general nature of the business to be transacted, specify the terms of any resolution or By-Law change to be proposed.

(c) No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether Annual or Special General, of the Members shall invalidate such meeting or void any proceeding taken thereat.

3.5 QUORUM

A quorum for the transaction of business at any Annual or any Special General Meeting of Members shall consist of not less than ten (10) Members present in person.

3.6 VOTING

(a) Each Member shall be entitled to one (1) vote on each issue arising at any Annual or Special General Meeting of the Members.

(b) Any issue to be decided at any Annual or Special General Meeting of the Members shall, unless otherwise required by the By-Laws, be determined by a majority of votes of the Members present at such meeting.

(c) In the event of a tie vote, the Chair of the meeting shall cast the deciding vote.

3.7 ADJOURNED MEETINGS

Any meeting of the Society may be adjourned to a future date and such business may be transacted as at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment which may be effected without a quorum.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 COMPOSITION

The Board of Directors shall consist of up to fifteen (15) persons: the President, Vice-President, Treasurer, Secretary, and up to ten (10) other Directors, all of whom shall be elected annually by the membership. The Past-President shall also be a Director.

4.2 TERM

The Directors shall hold office for a term of one (1) year.

4.3 QUALIFICATIONS

(a) Each Director, at the time of his/her election and throughout his/her term of office shall be a Member of the Society and at least eighteen (18) years of age.

(b) A Director is eligible for re-election, and any Director may serve up to six (6) consecutive terms, not including any time spent as Vice-President, President or Past President.

4.4 NOMINATING COMMITTEE

There shall be a Nominating Committee consisting of the Past-President, who will chair the meetings of the Committee, and two (2) other persons appointed by the Board of Directors. The Nominating Committee will present a slate of Officers and other Directors to the Members at the Annual Meeting. Other nominations may be made from the floor by Members and, if so, elections will be held. Otherwise the slate so presented will become the Directors of record for the Society.

4.5 REMOVAL OF DIRECTORS

The Board of Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board of Directors called for that purpose, remove any Director before the expiration of his/her term of office.

4.6 VACATION OF OFFICE

The office of a Director shall automatically cease and be vacated:

- (a) if by notice in writing to the Secretary he/she resigns his/her office;
- (b) if he/she ceases to be a Member; or
- (c) upon passage of a resolution under Section 4.5.

4.7 VACANCIES

Any vacancy on the Board of Directors, however caused, may be filled by way of an interim appointment by the Board of Directors for the remainder of the unexpired term of the vacancy.

4.8 DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors shall include the following:

- (a) The Board of Directors shall administer the affairs of the Society on all things and make or cause to be made for the Society in its name any kind of contract which the Society may lawfully enter into and it is expressly empowered to enter into arrangements with any public authority it deems helpful to the Society's objects including approving funds for any reasonable purpose, entering into contracts and to do all such things as are incidental or conducive to the attainment of the objects of the Society.
- (b) The Board of Directors shall authorize expenditures on behalf of the Society and may delegate by resolution to an Officer or Officers of the Society the right to employ persons and pay salaries.
- (c) The Board of Directors shall take steps to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.
- (d) The Executive Committee of the Board shall be the immediate Past President, the President, the Vice-President, the Treasurer and the Secretary.
- (e) The Executive Committee shall act only in the interval between meetings of the Board of Directors. Such Executive Committee may exercise all of the powers of the Board of Directors but shall be subject at all times to the control and direction of the Board.
- (f) All decisions of the Executive Committee must be by majority vote. In the event of a tie, the President, who shall act as non-voting Chair of the Executive Committee, shall cast the tie-breaking vote. The Executive Committee shall report all such decisions to the Board of Directors.

4.9 BORROWING

The Board of Directors may generally manage, transact and settle the borrowing of money by the Society including:

- (a) borrow money on the credit of the Society; or
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers and undertakings to secure any money borrowed or other debt, obligation or liability of the Society; or

(c) authorize in writing any Director or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions of the loan and to the security to be given in respect thereof. In addition, the Board of Directors may vary or modify such arrangements, terms and conditions and give such additional security for any monies borrowed or remaining due to by the Society.

4.10 REMUNERATION

The Directors shall receive no remuneration. They may receive by way of reimbursement, however, an amount equal to the amount of expenses reasonably and properly incurred by them in fulfilling their duties as Directors.

ARTICLE 5 - MEETINGS OF THE BOARD OF DIRECTORS

5.1 MEETINGS

Meetings of the Board of Directors may be called by the President, or by the Vice-President, or by the Secretary, or by any two Directors.

5.2 PLACE

The Board of Directors shall hold its meetings at the Head Office of the Society or at any other place as resolved by the majority of the Directors.

5.3 NOTICE

(a) Notice of meetings of the Board of Directors shall be delivered, telephoned, e-mailed, faxed or mailed to each Director not less than five (5) days prior to the meeting.

(b) No formal notice of and meeting of the Board of Directors shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence

(c) A meeting may also be held without notice immediately following the Annual Meeting provided a quorum of Directors is present.

5.4 QUORUM

Six (6) Directors shall form a quorum for the transaction of business.

5.5 VOTING

Except as otherwise provided in the By-Laws or in the governing legislation, at all meetings of the Board of Directors every question shall be decided by the majority of Directors entitled to vote and present at such meeting. The Chair is not entitled to vote. However, in the event of a tie the Chair shall cast the deciding vote.

5.6 DECLARATION OF INTEREST

It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society to declare such interest to the extent, in the manner and at the time required by the *Corporations Act* (Ontario) and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

ARTICLE 6 - OFFICERS

6.1 OFFICERS

The Officers shall be a President, Vice-President, Secretary, Treasurer, and Past-President.

6.2 DUTIES OF THE PRESIDENT

The President shall chair all meetings of the Board of Directors and all meetings of Members. He/she shall perform all duties incidental to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.

6.3 DUTIES OF THE VICE-PRESIDENT

In the absence or disability or refusal to act of the President, the Vice-President shall be vested with all powers and shall perform all the duties of the President. The Vice-President shall also have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.

6.4 DUTIES OF THE SECRETARY

The Secretary shall be clerk of the Board of Directors and shall record, or cause to be recorded, all facts and minutes of those proceedings in the books kept for that purpose. He/she shall give all notices required to be given to Members and to Directors. He/she shall be custodian of the corporate seal (if any) of the Society and of all books, papers, records, correspondence and documents belonging to the Society (which shall be available to all Members at all times) and shall perform the other duties from time to time prescribed by the Board of Directors or incidental to his/her office.

6.5 DUTIES OF THE TREASURER

The Treasurer shall keep, or cause to be kept, full and accurate records of all receipts, including Membership fees, and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in the bank or banks from time to time to be designated by the Board of Directors. He/she shall disburse the funds of the Society under the direction of the Board of Directors, take proper vouchers therefore and shall render to the Board of Directors, whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Society.

ARTICLE 7 - PROTECTION AND INDEMNITY

7.1 LIMITATION OF LIABILITY OF DIRECTORS

No Director of the Society is liable for his/her acts, receipts, neglect, omission, or defaults which happen in the execution of the duties of his/her office or in relation thereto, unless the same happens through his/her own willful neglect, default or dishonesty, provided that nothing herein shall relieve any Director of any liability imposed on him/her by statute or other applicable law.

7.2 INDEMNITY OF DIRECTORS

Every Director or Past-Director of the Society and his/her heirs, executors, administrators and assigns, and estates and effects, respectively, shall be indemnified and saved harmless out of the funds of the Society, from and against all costs, charges and expenses whatsoever which such Director or Past-Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever, made, done, omitted to be done or permitted by him/her, in or about the execution of the duties of his/her office save for acts of omission involving such Director's or Past-Director's personal interests, willful neglect, default, or dishonesty.

7.3 INSURANCE

Subject to applicable law, the Society shall purchase and maintain such insurance for the benefit of its Directors as the Board of Directors may determine.

ARTICLE 8 - COMMITTEES

8.1 APPOINTMENT

The Board of Directors may appoint committees as it may deem necessary, from time to time, which committees may include Members and non-members.

8.2 COMPOSITION

There shall be at least one (1) member of the Board of Directors on each committee and the President shall be an ex-officio member of all committees.

8.3 TERMS OF REFERENCE

The terms of reference of each such committee shall be those prescribed by the Board of Directors from time to time.

8.4 REPORTS

The Board of Directors shall consider any and all reports, representations and recommendations made to it by the committees.

8.5 RULES AND PROCEDURES

Each committee shall have power to elect its chair and to regulate its procedure. No decision of a committee shall bind the Society unless and until such decision has been approved by the Board of Directors.

ARTICLE 9 - FINANCIAL AFFAIRS

9.1 BANKING ARRANGEMENTS

The Society's bank account shall be kept at such chartered banks or other financial institutions as the Board of Directors may by resolution determine.

9.2 NEGOTIABLE INSTRUMENTS

Cheques on the Society's bank accounts, drafts and bills of exchange drawn or accepted by the Society, promissory notes made by it and all orders for payment of money on behalf of the Society, may be signed, drawn, accepted or made as the case may be, by such person or persons as the Board of Directors may by resolution from time to time name or prescribe for the purpose and in default of passing such resolution by any two (2) of the following: President, Vice-President, Secretary, and Treasurer.

9.3 DEPOSITS

Bills of exchange, promissory notes, cheques or money orders may be endorsed for deposit to the credit of the Society's bank account by such persons or in such other manner as the Board of Directors may by resolution from time to time name or prescribe.

9.4 AUDITOR

Members may, at each annual meeting, appoint an auditor to audit the accounts of the Society. The remuneration of the auditor, if any, shall be fixed by the Board of Directors.

9.5 FISCAL YEAR

The financial year-end of the Society shall be October 31.

9.6 REMAINING ASSETS

In the event of the dissolution of the Society, its property and assets, after payment of all liabilities, shall be assumed and held in trust by the Ontario Historical Society.

ARTICLE 10 - GENERAL

10.1 RULES AND REGULATIONS

The Board of Directors may make the rules and regulations with respect to the carrying out of the provisions of this By-Law, or the management or affairs of the Society.

10.2 EXECUTION OF DOCUMENTS

Deeds, contracts, documents or any instruments in writing requiring the signature of the Society, outside the ordinary course of the Society's business, shall be signed by any two (2) of the President, Vice-President, Secretary or Treasurer.

10.3 BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Society required by the By-Laws or by any applicable statute or law are regularly and properly kept.

10.4 COMING INTO FORCE

This By-law shall come into force on the day on which it is confirmed with or without variation at an Annual or Special General Meeting of the Members duly called for the purpose.

10.5 INTERPRETATION

In this By-Law and in all other By-Laws or resolutions of the Society, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include an individual, partnership, association and body corporate.

10.6 CONFLICTS

In the event that any provision of this By-Law is or may be in conflict of any law of the Government of Canada, or the Province of Ontario, or any other government body having authority, such provision of this By-Law shall be inoperative to the extent only that the operation thereof unavoidably conflicts with such law and shall be in all other respects in full force and effect.

10.7 AMENDMENTS

The By-Laws of the Society may be repealed or amended by a vote of two-thirds (2/3) of the Members in attendance at an Annual or Special General Meeting provided that the intent of any repeal or amendment is included in the notice of such meeting.

Adopted by the Membership at a General Meeting of the Society held in Creemore at the Station on the Green on September 25, 2006.