

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

Ottawa New Horizons Band

(the "Corporation")

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

1. Definitions

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

"**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;

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

"**band**" means any music program operated by the Corporation;

"**board**" means the board of directors of the Corporation;

"**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;

"**director**" means a member of the board of directors;

"**eligible band**" means any music program operated by the Corporation, and designated by the board as automatically conferring Band Participant membership upon its registered participants.

"**member**" means a band participant member or a band leader member;

"**members meeting**" includes any meeting, including an annual meeting, open to all members of the corporation;

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

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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

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

2. 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 this by-law.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) of its directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Financial Year

The financial year end of the Corporation shall be determined by the board.

5. 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 as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

The directors of the Corporation may, without authorization of the members, and to a cumulative maximum of \$10,000.00 (ten thousand dollars) in outstanding debt at any given time,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- 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.

7. 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) 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) 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 or by prepaid mail.

8. Membership Conditions

Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes. Subject to the articles, there shall be two classes of members in the Corporation:

(1) Band participant members

- a. Shall be all individuals who have applied and been accepted to participate in any of the eligible bands operated by the Corporation as determined by the board.
- b. Shall be entitled to receive notice of, attend and vote on all matters at all members meetings of the Corporation.
- c. The term of membership of a band participant member shall commence upon an applicant's acceptance as a member by the board, and shall terminate at the conclusion of the annual general meeting which next follows the conclusion of the band session(s) in which he or she is enrolled, unless previously renewed or revoked.

(2) Band leader members

- a. Shall be all individuals who have been approved by the board as conductors of any of the eligible bands of the Corporation.
- b. Shall be entitled to receive notice of, attend and vote on all matters at all meetings of the members of the Corporation, except that they shall not nominate, second or vote for directors, nor, except as the appointed band leader pursuant to section 22 "Number of Directors", shall they serve as a director of the Corporation.
- c. The term of membership of a band leader member shall coincide with their term as a band leader.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility, at least 21 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. 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.

12. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines, after gathering information from the member in question and others as relevant, that a member should be suspended or expelled from membership in the Corporation, the chair, or such other officer as may be designated by the board (designated officer), shall provide the member with written notice of immediate suspension or expulsion, and shall provide reasons for the suspension or expulsion, and, in the case of a suspension, the duration of the suspension. The duration of the suspension may be for any number of days or band sessions, and shall be determined by the board. All of the member's privileges of membership shall be rescinded during the period of suspension. In the case of an expulsion, the member's membership shall be immediately terminated. The member may make a written submission to the designated officer in response to the notice within fourteen (14) days following the date of the notice of suspension or expulsion. In the event that no such written submission is received by the designated officer, the suspension or expulsion shall remain in effect as specified in the notice. If a written submission is received in accordance with this section, the board shall consider such submission and other relevant information and testimony in arriving at a decision, endeavouring to do so within a further fourteen (14) days from the date of receipt of the member's submissions, at which point the board shall notify the member of its decision. The board's decision shall be final and binding on the member, without any further right of appeal.

13. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member resigns or dies;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

15. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than ten members entitled to vote for directors at the meeting at which the proposal is to be presented.

16. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost, if any, of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

17. Place of Members Meeting

Subject to compliance with section 159 (Place of Members Meetings) of the Act, meetings of the members may be held at any place within the Ottawa region determined by the board.

18. Persons Entitled to be Present at Members Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

19. Quorum at Members Meetings

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be twenty members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the

members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. Votes to Govern at Members Meetings

At any meeting of members every question 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. Each member may cast one vote on each issue, regardless of the number of bands in which they participate. 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.

21. Participation by Electronic Means at Members Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility unless expressly approved by the board. Further, the board may determine the form that such communication may take. Without limiting the generality of the foregoing, the board may authorize the use and form of electronic voting and/or mail-in ballots.

22. Number of Directors

The Corporation shall have six directors, each of whom must be a member of the Corporation at time of election, and for the duration of their term as a director. Five of the directors shall be elected from and by the band participant members at a general meeting.

Following each annual meeting, the five elected directors shall appoint, from among names submitted by the band leader members, one of the band leaders to be the sixth director. At the first meeting of the directors following their election, they shall elect from among themselves one of the elected directors to serve as chair, one of the elected directors to serve as vice-chair, one of the elected directors to serve as treasurer, one of the elected directors to serve as secretary, and one of the elected directors to serve as member-at-large each for a term of one year, beginning immediately.

23. Quorum of Directors

A quorum at any meeting of directors shall be three. If a quorum is present at the opening of a meeting of directors but is subsequently lost, the meeting shall be adjourned, and no further business may be conducted.

24. Description of Executive Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the Executive Offices of the Corporation shall have the following duties and powers associated with their positions:

- a. Chair of the board – The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-chair of the board – The vice-chair of the board 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 shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. Treasurer – The treasurer shall be a director and has responsibility for the care and custody of all the funds and securities of the Corporation, and for ensuring these are deposited in such bank or banks as the board may direct. The treasurer shall provide a financial report at all meetings of the board and at the annual general meeting. The treasurer may have other such powers and duties as the board may specify.
- d. Secretary – The secretary shall be a director and shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at all meetings of the board and all general 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 shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- e. Member-at-large – recruits volunteers for ongoing ONHB operations and one-off needs; plans, organizes and oversees outreach activities (e.g. Info Night), special events or projects (e.g. concerts, video compilations); acts as liaison between band reps and board.

25. Appointment of Officers

In addition to the offices specified in Section 24, the board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be, a director unless this by-law otherwise provide. Two or more offices may be held by the same person.

26. Term of Office of Directors

At the first election of directors following the approval of this by-law, two directors shall be elected for a two-year term and two directors shall be elected for a one year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms. The term of the appointed director shall be one year, ending at the close of the next annual meeting following his or her appointment. Directors may serve consecutive or multiple terms if elected to that position.

27. Remuneration of Directors

The directors shall receive no remuneration, financial or otherwise, for acting as such.

28. Removal of a Director

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast by band participant members at a general meeting, remove any director before the expiration of his or her term of office, provided that notice of the resolution has been given at least two weeks prior to the meeting. If the resolution succeeds, at the same meeting the members may, by a simple majority of votes cast by band participant members present, elect any eligible member to replace the removed director for the remainder of his or her term.

29. Vacancies, Board of Directors

Vacancies on the board of directors, however caused, may, provided a quorum of directors remain in office and they see fit to do so, be filled by the directors from among eligible members of the Corporation. Otherwise such vacancy shall be filled at the next general meeting of the members at which directors for the ensuing year are elected. If a vacancy or vacancies results in the loss of a quorum of directors, the remaining directors shall forthwith call a special meeting of the members to fill the vacancy or vacancies by a vote of the members.

30. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

31. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 14 days before the time when the meeting is to be held by an electronic document in accordance with Part 17 of the Act. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

32. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a simple majority of the board. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote. In each case of a tie vote at a meeting of directors, the question shall be deemed defeated.

33. Committees of the Board of Directors

- a. The advisory committee shall provide advice and guidance to the board on any and all aspects of operating and planning of Ottawa New Horizons Band programs.

The advisory committee will comprise the following:

- i. Each of the six directors
- ii. One representative from each of the eligible bands of the Corporation. The representative for each band shall be chosen by the members participating in that band. A band representative may also be a director.
- iii. One band leader from each of the eligible bands. In the event that co-leaders have been appointed to a band, both may attend advisory committee meetings but only one vote may be cast on their behalf.

The term of each band representative member of the advisory committee shall be for two years. Members may serve multiple and consecutive terms.

The chair of the board will normally chair meetings of the advisory committee. In the absence of the chair, the vice-chair of the board will chair.

All members of the advisory committee shall be entitled to vote on issues brought before it and decisions will be made by simple majority.

- b. The board may from time to time appoint any other committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit.

34. Indemnification of Directors and Officers

Subject to the provisions of the Act and Regulations:

- a. Limitation of liability – No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, 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 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 the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.
- b. Every director or officer of the Corporation and his 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:
 - i. all costs, charges and expenses whatever that such director or officer 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 whatever made, done or permitted by him in or about the execution of the duties of his office; and
 - ii. all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
- c. The Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsections 34(a) and 34(b) against any liability incurred by the individual

- i. in the individual's capacity as a director or an officer of the corporation;
or
- ii. in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the corporation's request.

35. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation who is not a director. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

36. Invalidity of any Provisions of this By-law

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.

37. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, 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.

38. By-laws and Effective Date

Subject to the articles, the board 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 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

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