

# THE WELLINGTON WINDS INC.

## BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of THE WELLINGTON WINDS INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE WELLINGTON WINDS INC. (hereinafter called the "Corporation") as follows:

### HEAD OFFICE

1. The head office of the Corporation shall be in the Counties of Waterloo-Wellington, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

### MEMBERS

2. There are two classes of membership: Performing and Non-Performing.
  - a. Performing: A performing member of the ensemble.
  - b. Non-Performing: A person who participates in the group in a non-performing capacity, such as serving on the board of directors.
4. Qualifications for Membership:
  - a. Performing: Any interested person may be considered for membership provided that a vacancy exists and that he/she qualifies to the satisfaction of the Music Director, in consultation with the designated section leader and concertmaster, through an audition or other process as deemed appropriate by the Music Director. Performing membership remains active as long as the member continues to demonstrate musical competence and follows requirements of the By-Law and any guidelines that may be set by the board of directors.
  - b. Non-Performing: Non-performing membership is by invitation from the board of directors. Such an invitation may be made to increase the capacity of the board in the performance of its duties.
  - c. A Performing member in good standing is one who may exercise all the usual rights of membership. A member loses good standing when the member is delinquent in the payment of annual dues or other financial obligations. Good standing is restored when dues and financial obligations are paid in full. The member may also lose good standing if suspended from membership in the organization by the Board of Directors for any reason, including demonstrated lack of musical competence as determined by the Music Director.
5. Membership Dues:
  - a. Each Performing member shall, upon application, pay the required membership fee. The membership fee shall be fixed by the board of directors from time to time and shall be approved by the members at the annual general meeting. Membership dues may be waived or reduced for individual performing members at the discretion of the board.

- b. Non-performing members are not required to pay annual dues.
6. Membership Rights and Privileges: All members in good standing shall possess the following rights and privileges:
- a. the right to vote,
  - b. the right to hold elected office in the Corporation, and
  - c. such other benefits and services as the Corporation may establish.

## **DIRECTORS**

7. The affairs of the Corporation shall be managed by the board of directors of a minimum of five and maximum of nine directors who are elected by the members and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at the general meeting of members. The Board shall consist of the President, the Secretary, the Treasurer, with other elected members serving in capacities to adequately fulfill the responsibilities of the board. The Music Director shall serve as an ex-officio non-voting member of the board of directors.
8. A director shall be eighteen or more years of age and, subject to the provisions of Section 286 of the Corporation Act of Ontario, shall be a member of the Corporation.
9. The directors' term of office shall, subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed.
10. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect a person in that director's stead for the remainder of the term.
11. The elected directors shall serve without remuneration and no director shall directly or indirectly receive any profit from the position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred in the performance of duties. The Music Director shall be remunerated for professional responsibilities as set out in an agreement with the organization. The Music Director may also be remunerated for reasonable expenses incurred in the performance of duties.

## **MEETINGS OF DIRECTORS**

12. Meetings of the board of directors may be held either at the head office or at any other place within or outside of Ontario. A meeting of directors may be convened by the Chair of the board of directors, the President, or any two directors at any time, and the Secretary by direction of any such officer or any two directors shall convene a meeting of directors. Notice of any such meeting shall be sent to each director not less than 2 days (exclusive of the day on which the day for which the notice is given) before the meeting is to take place; provided always that meetings of the board of directors

may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

A quorum of directors shall consist of more than half of current membership in the board.

For the first meeting of the board of directors held immediately following the election of directors at a general meeting of the members no notice shall be necessary in order legally to constitute the meeting, provided that a quorum of the directors be present. For a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director.

3. Questions arising at any meeting of directors shall be decided by a majority of votes.

### **PROTECTION OF DIRECTORS**

4. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their 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
  - a. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;
  - b. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

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 joining in any receipt or 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 of directors 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 tortious act of any person, firm or corporation 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 or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

### **MEETINGS OF MEMBERS**

5. Subject to compliance with Section 293 of the Corporation Act (Ontario), the annual meeting of the members shall be held in each year at such place within Ontario, on such day and at such time as the directors may by resolution determine. At each annual meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, and

such other information or material relating to the Corporation's affairs as, in the opinion of the directors, is of interest or importance.

6. Other meetings of the members may be convened by order of the Chair of the board of directors, the President or by the board of directors for any date and time and at any place within Ontario.

#### **NOTICE OF MEETINGS OF MEMBERS**

7. A printed, written or typewritten notice of a meeting of members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered or sent through the post, postage prepaid, at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his address as it appears on the books of the Corporation and if no address is given therein then to the last address of such member known to the Secretary; provided always that a meeting of members may be held for any purpose on any date and at any time and at any place within Ontario, without notice, if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.
8. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

#### **VOTING AT MEETING OF MEMBERS**

9. Every question submitted to any meeting of members shall be decided by a majority of votes.

At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

In the absence of the Chair of the board of directors, and the President the members present shall choose another director as chair and if no director is present or if all the directors present decline to act as chair, the members present shall choose one of their number to be chair.

If at any meeting a poll is taken on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

The Chair may with consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **QUORUM FOR MEETINGS OF MEMBERS**

10. The presence of ten members in person shall be a quorum of any meeting of members. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of business.

## **OFFICERS**

11. The board of directors shall annually or more often as may be required elect a President and appoint a Secretary or Treasurer and may also elect a Chair of the board of directors. Any two of the aforesaid offices except that of President may be held by the same person. If and when the same person holds the offices of Secretary and Treasurer the position may but need not be known as the Secretary-Treasurer. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors.

12. The directors may fix the remuneration (if any) to be paid to officers of the Corporation who are not directors. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the board of directors at any time with or without cause.

13. In case of the 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 or any other officer or to any director for the time being, provided that a majority of the board of directors concur therein.

14. The President shall, if present, preside at all meetings of the members; he/she shall sign all instruments which require his/her signature and shall perform all duties incident 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 directors.

15. The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books of the Corporation and the documents and registers referred to in Section 330 of the Corporation Act (Ontario) and shall perform such other duties as the directors require of him/her.

16. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct and shall perform such other duties as the directors require of him/her. He/she may be required to give such bond for the faithful performance of his/her duties as the board of directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

17. The Music Director shall have full authority as to class of music to be rehearsed or performed on all occasions. He/she shall have complete control of the organization during the time set for rehearsals and all engagements as to the proper department of the members, and he/she may modify the instrumentation to be used for any rehearsal or performance. He/she shall appoint Section Heads when advisable. The Librarian may be appointed or removed by the Music Director, but any appointments or removals shall be approved by a majority vote of the board of directors.

18. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise the directors may by resolution elect or appoint a person to fill such vacancy.

### **CHEQUES, DRAFTS AND NOTES**

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

### **EXECUTION OF INSTRUMENTS**

20. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President together with the Secretary or the Treasurer or by any two directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power 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 and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

### **FISCAL YEAR**

21. The first fiscal period of the Corporation shall terminate on the first day of May, 1985 and thereafter the fiscal year of the Corporation shall terminate on the first day of May in each year or on such other date as the directors shall by resolution from time to time determine.

22. In all by-laws of the Corporation, the singular shall include the plural the plural the singular; the "person" shall include firms and corporations, and the masculine shall include the feminine.

DATED this 6<sup>th</sup> day of May, 2018.

WITNESS the seal of the Corporation.

Ginger Pullen  
President

Leonard Bradfield  
Secretary