

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business and affairs of

PETERBOROUGH SYMPHONY ORCHESTRA

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WHEREAS the current by-laws of the Peterborough Symphony Orchestra (the “Corporation”) are made up of a general by-law No. 1 and a borrowing by-law No. 2, which were last updated in August of 2005 (collectively, the “Past By-Laws”);

AND WHEREAS the Corporation now wishes to cancel its Past By-laws and enter into a new by-law No. 1;

NOW THEREFORE it is hereby enacted that the Past By-Laws and any other past by-laws of the Corporation be cancelled and revoked and that the following by-laws be substituted in lieu thereof.

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ARTICLE ONE

INTERPRETATION

1.01 **Definitions.** - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

“**Act**” means the *Corporations Act* of Ontario, and any act that may be substituted therefor, as from time to time amended;

“**Board**” or “**Board of Directors**” means the board of directors of the Corporation;

“**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**Corporation**” means the corporation incorporated without share capital under the Act by letters patent dated April 17, 1969 and named “Peterborough Symphony Orchestra”;

“**Director**” means a director of the Corporation;

“**Directors**” means the directors of the Corporation;

“**Letters Patent**” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary Letters Patent;

“**Meeting of Members**” includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a member of the Corporation;

“**Members**” means the members of the Corporation, namely performing members (“Performing Members”), subscribing members (“Subscribing Members”), members-at-large (“Members-at-Large”) and honorary members (“Honorary Members”); and

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

BUSINESS OF THE CORPORATION

2.01 **Head Office.** - Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Peterborough, in the County of Peterborough.

2.02 **Financial Year.** - The financial year of the Corporation shall terminate on the 30th day of June in each year of the Corporation or on such date in each year as the Directors may from time to time by resolution determine.

2.03 **Execution of Instruments.** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the Chair, the Past Chair and the Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

2.04 **Banking Arrangements.** - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.05 **Voting Rights in Other Companies.** - The proper signing officers of the Corporation may execute and deliver instruments of proxy and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers signing them or arranging therefor. In addition, the Board may from time to time direct the manner in which or the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

ARTICLE THREE

DIRECTORS

3.01 **Number of Directors and Quorum.** - The affairs of the Corporation shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of Directors shall be ten (10). A majority of the Directors shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act if

constituting a quorum.

3.02 **Qualification.** - No person shall be qualified as a Director unless he or she shall be eighteen (18) or more years of age and shall at the time of his or her election and throughout his or her term of office be a Member of the Corporation; provided that a person who is not a Member of the Corporation may be a Director if he or she is otherwise qualified and if he or she becomes a Member of the Corporation within ten (10) days after his or her election, subject to the provisions of the Act.

3.03 **Administer Affairs.** The Board of 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 Letters Patent or otherwise authorized to exercise and do.

3.04 **Expenditures.** - The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company or other financial institution 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.

3.05 **Borrowing Power.** - The Board of Directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (e) delegate the powers conferred on the Directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this By-law.

3.06 **Fund Raising.** 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.

3.07 **Agents and Employees.** The Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) 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 at the time of such appointment. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer or officers of the Corporation. Generally, there shall be two (2) types of staff; paid staff and unpaid volunteer staff. The paid staff shall include a Music Director and may include an office administrator, coordinator or manager whose title shall be designated by the Board. Appointments and duties of paid staff and unpaid volunteer staff shall be in accordance with the Policies and Procedures Manual of the Corporation.

3.08 **Election and Term.** – Subject to the provisions of this By-law, Directors shall be elected yearly by the Members at an annual meeting, provided that two (2) of the Directors so elected shall be elected from orchestra members chosen or nominated by such Members. In the event that orchestra members are not willing to stand for election then the Members may elect such additional Directors as may be necessary. Each Director's term of office shall be for two (2) years commencing on date of election or appointment. No Director shall hold office for a period exceeding four (4) consecutive terms, save that a Director may continue to hold office during such additional years as may coincide with his or her term of office in his or her capacity as Immediate Past Chair of the Corporation.

3.09 **Removal of Directors.** - The Members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a general meeting of the Members called for the purpose, remove any Director before the expiration of his or her term of office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

3.10 **Vacation of Office.** - The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against the Director or if the Director makes an assignment under the Bankruptcy Act;
- (b) if an order is made declaring the Director to be a mentally incompetent person or incapable of managing his or her affairs;
- (c) if the Director ceases to be qualified as provided in section 3.02;
- (d) if the Director shall be removed from office by resolution of the Members as provided in section 3.09; or
- (e) if the Director has been absent from more than three (3) meetings of the Board between two (2) annual meetings of the Members; except in cases deemed by the Board to be beyond the Director's control;
- (f) if by notice in writing to the Corporation the Director resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.11 **Vacancies.** - A vacancy on the Board may be filled for the remainder of its term of office either by the Members at a general meeting of the Members called for that purpose or by the Board if the remaining Directors constitute a quorum. If the number of Directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.12 **Calling and Number of Meetings.** - Meetings of the Board shall be held from time to time at the call of the Board or the Chair or any two (2) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.13 **First Meeting of New Board.** - Provided a quorum of Directors be present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

3.14 **Regular Meetings.** - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director

forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.15 **Place of Meeting.** - Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or any absent Directors consent, at some place outside Ontario.

3.16 **Chairperson.** - The Chair shall be chairperson of any meeting of Directors. If no such officer be present, the Directors present shall choose one of their number to be chairperson.

3.17 **Votes to Govern.** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

3.18 **Declaration of Interest.** - It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

3.19 **Remuneration.** – The Directors may receive reasonable repayment for expenses for his or her services to the Corporation as a Director or in any other capacity. No Director may, directly or indirectly, receive any remuneration from the Corporation in his or her capacity as Director or otherwise.

3.20 **Executive Committee.** - Whenever the Board consists of more than six (6) Directors, the Board may elect from its number an Executive Committee consisting of not less than three (3), which committee may exercise all the powers of the Board, subject to any regulations imposed from time to time by the Board. Three (3) of the foregoing, eligible to vote, shall form a quorum for the transaction of business.

3.21 **Nominating Committee.** - Prior to the annual meeting, the Board shall appoint a Nominating Committee which shall consist of the Immediate Past Chair or another Member of the Executive Committee, an orchestra member, and a Director. The nominating committee shall make a report to the annual meeting and may recommend persons for election to the Board of Directors. Up to two (2) additional nominations in writing, provided that they are accepted in writing by the nominees, and seconded by two (2) Members, will be accepted by the nominating committee at any time up to two (2) weeks before the annual meeting.

3.22 **Players' Committee.** - There shall be a Players' Committee, which shall oversee:

- (a) soliciting the views of orchestra members with respect to issues concerning them for the purpose of informing, guiding and assisting the Directors who are orchestra representatives pursuant to section 3.08 in order that they can properly represent the views and interests of the orchestra members;
- (b) encouraging orchestra members to assist in the marketing of subscriptions and single tickets for performances and fundraising events;
- (c) providing orchestra members with reports on proceedings of the Board;

The Players' Committee shall consist of orchestra members who are elected to the Board and up to four (4) other orchestra members who are elected to the committee by the orchestra members as a whole. The election to the Players' Committee shall take place at the first rehearsal in each season or as soon thereafter as is practicable.

3.23 **Other Committees.** - The Board of Directors may by resolution create one or more other committees which may but need not include Members of the Board. Other committees created by the Board shall be given written terms of reference by the Board.

3.24 **Rules and Regulations.** – The Board as well as a Committee of the Corporation, subject to the direction of the Board, may make such Rules and Regulations and Policies and Procedures as may be deemed necessary from time to time to further the objectives of the Corporation.

ARTICLE FOUR

OFFICERS

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4.01 **Appointment.** - The Board of Directors may annually or more often as may be required, appoint a Chair of the Board, a Secretary, one or more Vice-Chairs and a Treasurer. A Director may be appointed to any office of the Corporation but none of the said officers need be a Director of the Corporation except the Chair of the Board. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The Board of Directors may from time to time 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 of Directors.

4.02 **Vacancies.** - Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a Director if such is a necessary qualification of appointment;
- (d) the meeting at which the Directors annually appoint the officers of the Corporation;
- (e) that officer's removal;
- (f) that 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.

4.03 **Remuneration of Officers.** - The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

4.04 **Removal of Officers.** - Officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

4.05 **Duties of Officers May be Delegated.** - In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

4.06 **Terms of Office.** - The terms of appointment of officers appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation.

4.07 **Chair.** - The Chair shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Corporation. The Chair shall chair meetings of the Board and Meetings of Members. The Chair shall also be an *ex officio* Member of any committee formed by the Board. The Chair shall also act as the President of the Corporation for the purposes of the Act.

4.08 **Vice-Chair.** – The Vice-Chair, if applicable, shall render such assistance to the Chair as required from time to time. During the absence or disability of the Chair, his or her duties shall be performed and his or her powers exercised by the Vice-Chair or, if there are more than one, by the Vice-Chairs in order of seniority.

4.09 **Secretary.** - The Secretary shall attend and be the secretary of all meetings of the Members and Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He or she shall give or cause to be given, as and when instructed, all notices to Members and Directors. He or she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

4.10 **Treasurer.** - The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He or she shall render to the Board on a monthly basis and otherwise whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation.

4.11 **Other Officers.** - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the Chair may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the Chair otherwise directs.

4.12 **Variation of Duties.** - From time to time the Chair may add to the duties of any other officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any officer.

4.13 **Agents and Attorneys.** - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

ARTICLE FIVE

PROTECTION OF DIRECTORS AND OFFICERS

5.01 **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 or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same are occasioned by his or her own wilful neglect or default.

5.02 **Indemnity.** - Every Director and officer 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:

- (a) all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her 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
- (b) all other costs, charges and expenses that he or she 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 or her own wilful neglect or default.

5.03 **Validity of Actions.** - No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board.

5.04 **Directors' Reliance.** - Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SIX

MEMBERS

6.01 **Membership** - There shall be four (4) classes of voting Members in the Corporation, namely, Performing Members, Subscribing Members, Members-at-Large and Honorary Members, and such Members shall be admitted into membership in the Corporation in accordance with the provisions of the By-laws and the rules for membership in the Corporation which have been approved by resolution of the Board of Directors from time to time. Each Member shall be subject to the By-laws, policies and Rules and Regulations of the Corporation, as currently adopted and amended from time to time. Compliance with such By-laws, policies and Rules and Regulations is a condition of a Member's continuing membership in the Corporation. Specifics concerning the four (4) classes of membership in the Corporation are as follows:

- (a) Performing Members shall include the Music Director and persons who have played in the orchestra and paid such fees as may be prescribed each year by the Board for performing Members. No person may be entitled to membership as a performing Member who has not played with the orchestra within the previous twelve (12) months;
- (b) Subscribing Members shall include those persons who hold a current subscription for the orchestra series;
- (c) Members-at-Large shall be individuals who have paid an annual fee as prescribed by the Board of Directors from time to time and shall include any Directors who do not otherwise qualify as Members; and
- (d) Honorary Members shall be individuals whose special contribution has been recognized by the Board.

6.02 **Member Voting** – Each Member of the Corporation shall have one vote each at each Meeting of the Members provided that a Member shall only be qualified to vote at a Meeting of the Members if they have been a Member of the Corporation for at least forty-five (45) days prior to date of such meeting. For greater certainty, a Member cannot vote more than once at a Meeting of the Members even if he, she or it qualifies under more than one class of membership.

ARTICLE SEVEN

MEETINGS OF MEMBERS

7.01 **Annual Meetings.** - The Corporation shall hold an annual meeting of its Members not later than eighteen (18) months after its date of incorporation and subsequently not more than ninety (90) days after the end of the fiscal year. The annual meeting of the Members shall be held at such time and on such day in each year as the Board or the Chair may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting. The order of business of each annual meeting shall be as follows:

- Roll call of Members.
- Minutes of previous annual meeting.
- Reports - Chair.
- Treasurer's Report and Financial Statements.
- Auditor's or Accountant's Report.
- Appointment of Auditor or Accountant.
- Other Reports.
- Unfinished business and correspondence.
- Election of Board of Directors.
- New business.
- Adjournment.

7.02 **Special Meetings.** - The Board shall have power to call a special meeting of the Members at any time. In addition, the Chair shall be obligated to call a special meeting of the Members upon receipt by him or her of a written request for such meeting signed by not less than one-tenth (1/10) of the Members and such meeting shall be called and held in accordance with the applicable provisions of the Act.

7.03 **Place of Meetings.** - Meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, if the Board shall so determine, at some other place in Ontario.

7.04 **Notice of Meetings.** - Notice of the time and place of each special meeting of the Members shall be given in the manner hereinafter provided not less than ten (10) days before the

day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a special meeting of the Members shall state the general nature of the business to be transacted at it. Notice of the time and place of each annual meeting of the Members shall be given in the manner hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. The auditors of the Corporation are entitled to receive all notices and other communications relating to any Meetings of Members that any Member is entitled to receive.

7.05 **Meetings Without Notice.** - A Meeting of Members may be held at any time and place without notice if all the Members are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a Meeting of Members may transact.

7.06 **Chairperson, Secretary and Scrutineers.** - The Chair or, in his or her absence, a Vice-Chair shall be chairperson of any Meeting of Members. If no such officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present and in person shall choose one of their number to be chairperson. If the Secretary of the Corporation be absent, the chairperson shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chairperson with the consent of the meeting.

7.07 **Persons Entitled to be Present.** - The only persons entitled to attend a Meeting of Members shall be the Members, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

7.08 **Quorum.** – A quorum for any Meeting of Members shall consist of not less than twelve (12) Members present in person or represented by proxy.

7.09 **Votes to Govern.** - At any Meeting of Members every question shall, unless otherwise required by the Act, Letters Patent or By-laws of the Corporation, be determined by the majority of the votes duly cast on the question.

7.10 **Show of Hands.** - Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every Member who is present or who is represented by proxy shall have one (1) vote, subject to the restrictions set out in Section 6.02 of these By-Laws. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

7.11 **Polls.** - After a show of hands has been taken on any question, the chairperson may require or any Member may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each Member present in person or represented by proxy shall have one (1) vote, subject to the restrictions set out in Section 6.02 of these By-Laws, and the result of the poll shall be the decision of the Members upon the said question.

7.12 **Casting Vote.** - In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to an additional or casting vote.

7.13 **Adjournment.** - The chairperson at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

7.14 **Proxies.** - Votes at Meetings of Members may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the Board of Directors or governing body of the body corporate or association to represent it at meetings of Members of the Corporation. At any meeting at which a Member is entitled to vote, subject to the restrictions set out in Section 6.02 of these By-Laws, every Member and/or person appointed by proxy to represent one or more of such Members shall have one vote for each Member that he, she or it represents on a show of hands or in a poll.

A proxy shall be executed by the Member or the Member's attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed by proxy must be a Member.

A proxy may be in the following form:

The undersigned Member of the Peterborough Symphony Orchestra hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the Members of the said Corporation to be held on the ___ day of _____, 20___, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day of _____, 20___.

Signature of Member

The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a Meeting or adjourned Meeting of Members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any Meeting of Members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept telegraphic or cable or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

ARTICLE EIGHT

NOTICES

8.01 **Method of Giving Notices.** - Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to

be given or if delivered to his or her last address as recorded in the books of the Corporation or if mailed by prepaid ordinary mail addressed to him or her at his or her said address or if sent to him or her at his or her said address by any means of facsimile or e-mail or any other form of transmitted or recorded communication. The Secretary may change the address and e-mail address on the Corporation's books of any Member, Director, officer or auditor in accordance with any information believed by him or her to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of facsimile, e-mail or any other form of transmitted or recorded communication shall be deemed to have been given when received by the recipient.

In addition, in lieu of the foregoing, notice of a Meeting of Members shall be sufficiently given if published in a widely circulated Peterborough newspaper once a week for two consecutive weeks prior to the Meeting of Members.

8.02 **Computation of Time.** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 **Omissions and Errors.** - The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 **Waiver of Notice.** - Any Member (or his or her duly appointed proxy), Director, officer or auditor may waive any notice required to be given to him or her under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE NINE

AUDITORS

9.01 Unless exempt by the Act, the Members shall at each annual meeting appoint an auditor to review 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 approved by the Board of Directors.

ARTICLE TEN

EFFECTIVE DATE

- 10** **Effective Date.** - This By-law shall come into force when confirmed by the Members in accordance with the Act.

ARTICLE ELEVEN

APPOINTMENT OF PAID OFFICERS OF THE CORPORATION

- 11** Upon a paid position of the Corporation becoming available or vacant, or in reasonable anticipation thereof, the following procedure shall be followed to make an appointment:
- 1) the Chair shall appoint an ad hoc search committee consisting of at least three persons, who shall be predominantly members of the Board of Directors, and, in the case of a search for a music director/conductor, shall include at least one member of the orchestra;
 - 2) the committee shall advertise the position locally, and more widely if the Board deems it appropriate, and select a short list of applicants for interview;
 - 3) after interviewing applicants on the short list, consulting any other interested parties, and, in the case of candidates for conductor/music director, their evaluation of a concert given by the orchestra under his/her direction, the committee shall bring forward its recommendations to a meeting of the Board (or its Executive Committee);
 - 4) upon the approval of a candidate by the Board the Chair and Vice-Chair, or other members at the Board's discretion, shall be empowered to negotiate a contract with him/her with regard to salary, specific duties and any other appropriate matters;
 - 5) the terms of the contract shall be reported by the negotiators to the Board for its ratification, and the successful candidate then notified accordingly;
 - 6) the contract shall be signed with the candidate by the Chair, or other officer approved by the Board on its behalf.