

Symphony Hamilton

James R. McKay *Music Director & Conductor*

**The Greater Hamilton Symphony Association
(Symphony Hamilton)**

By-Laws

24 June 1992

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**The Greater Hamilton Symphony Association
(Symphony Hamilton)**

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The Greater Hamilton Symphony Association
(Symphony Hamilton)

By-Law Number One

Be it Enacted as a By-law of The Greater Hamilton Symphony Association as follows:

That the number of Directors of the Greater Hamilton Symphony Association be ten (10).

Enacted and Passed by the Board of Directors and sealed with the Corporate Seal, this 18th day of April, A.D. 1988.

President

Secretary

The Greater Hamilton Symphony Association
(Symphony Hamilton)

By-Law Number Two

A By-law relating generally to the transaction of the affairs of

The Greater Hamilton Symphony Association

Be it enacted as a By-law of The Greater Hamilton Symphony Association as follows:

1. Interpretation

- (a) "Board of Directors" means the Board of Directors of The Greater Hamilton Symphony Association;
- (b) "Corporation" means The Greater Hamilton Symphony Association;
- (c) "Director" means a Member of the Board of Directors.
- (d) "Letters Patent" means the Letters Patent issued to the Corporation and shall include Supplementary Letters Patent.
- (e) "Members" means a Member The Greater Hamilton Symphony Association;
- (f) "The Corporations Act" shall mean The Corporations Act of the Province of Ontario as amended from time to time, or any Act that may hereafter be substituted therefor.
- (g) In this By-law, all other By-laws and all Special Resolution of the Corporation:
 - (i) "herein", "hereof", "hereby", "thereunder", "hereto", "hereinafter" and similar expressions refer to the By-laws of the Corporation and not to any particular paragraph, section or other portion thereof, unless there is something in the subject matter of contest inconsistent therewith;
 - (ii) words importing the singular number only shall include the plural, and vice versa with appropriate grammatical changes unless the context requires;
 - (iii) words importing the masculine gender shall include the feminine and neuter gender, with appropriate grammatical changes unless the context otherwise requires;
 - (iv) words importing persons shall include companies, corporations, firms, associations and any number or aggregate of persons, with appropriate grammatical changes unless the context otherwise requires.
- (h) "Orchestra" shall mean a body of musicians formed and performing orchestrally under the care, custody, and control of the Corporation.

2. Head Office

The Head Office of the Corporation shall be in the Regional Municipality of Hamilton-Wentworth, in the Province of Ontario, and at such place therein as the Board of Directors may determine from time to time.

3. Seal

The seal, an impression whereof which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4. Membership

- (a) The membership in the Corporation shall consist of individuals and associations, and such corporations, partnerships, and legal entities as are admitted as Members by the Board of Directors and whose memberships have not been terminated by resignation, withdrawal, expulsion, or otherwise, and who have paid an annual fee at such time as designated by the Board.
- (b) All applications for membership in the Corporation shall be submitted to the Secretary of the Corporation in writing, and the secretary shall present any application for membership at the next meeting of the Board of Directors, at which time the Board of Directors shall approve or disallow the application for membership.
- (c) Members may be expelled by Resolution of the Board, but the Board must state the reason or reasons for expulsion.
- (d) Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the Board of Directors.

- (e) Unless otherwise provided by the provision of the By-law of the Corporation and subject to the provision, if any, contained in the Letters Patent of the Corporation, each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the Members.

No Member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

Corporations may vote through a duly authorized proxy.

- (f) Membership in the Corporation is not transferable.
- (g) Membership in the Corporation shall lapse and cease to exist upon:
- (i) the death of the Member;
 - (ii) the resignation or expulsion of the Member;

5. Annual meetings of Members of the Corporation

- (a) The annual meeting of the Corporation shall be held annually in June each year at such time and place as the Board of Directors may determine.
- (b) Notice of the annual meetings of Members may be given either by mail at least fourteen (14) days in advance of the meeting, or may be given by advertisement in *The Hamilton Spectator* one time in each of the two (2) weeks immediately preceding the date of such annual meeting, or may be included in the program in the final concert of the season; provided that any meeting of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted, which the Corporation at annual or general meetings may transact, or unless otherwise provided by the provisions of the Letters Patent, Supplementary Letters Patent, and By-laws of the Corporation.
- (c) The business transactions at the annual meeting of the Corporation shall include:
- (i) reading the: (1) minutes of the previous meeting, (2) reports of the Board of Directors, and (3) report of the unfinished business from any previous meeting of the Corporation;
 - (ii) submission of financial statements for approval;
 - (iii) election of Directors; and
 - (iv) appointment of auditors to hold office until the next annual meeting.

6. Special meetings of Members of the Corporation

- (a) The President may call special meetings of the Members of the Corporation.
- (b) Four (4) members of the Board or ten (10) percent of the total membership so request in writing, the Secretary shall call a meeting of the Members of the Corporation.
- (c) The notice of a special meeting shall state the purpose for which it is called.
- (d) Except in an emergency, there shall be at least seven (7) days notice in writing given to the membership, the notice shall indicate the time, place and reason for the meeting.

7. Quorum for meetings of Members of the Corporation

Sixty (60) percent of the Directors and ten (10) percent of the Members at large present in person shall constitute a quorum at any meeting of the Members of the Corporation.

8. Error or omission in notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer, the address of any Member, Director, or Officer shall be his last address as recorded on the books of the Corporation.

9. Method of voting at meetings of Members

- (a) At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person as hereinafter provided. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation shall be the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for the poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present, and such poll shall be taken in such manner as the President shall direct, and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. The President shall not normally vote at any general meeting but, in case of an equality of votes, whether upon a show of hands or at a poll, the President shall be entitled to a casting vote.

10. Board of Directors

- (a) The affairs of the Corporation shall be managed by the Board, which shall be composed of not less than seven (7) or greater than twelve (12) Directors, chosen by, and from among, its Members.
- (b) The Board of Directors of the Corporation shall 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, Supplementary Letters Patent or otherwise or by law authorized and do.
- (c) Without in any way derogating from the foregoing, the Board of Directors shall purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation.
- (d) The Board of Directors shall have general supervision of the affairs of the corporation between its annual meetings. The time and place of its annual meetings, Board meetings, make recommendations to the Corporation, and shall perform such duties as specified in these By-laws.
- (e) The Board of Directors may establish as it deems necessary one or more Advisory Committees with no executive or voting powers to give assistance to the Directors. Each such Committees shall include *ex-officio* at least one member of the duly elected Board. Each Committee shall have power as given by the Directors in its inception and elect a Chairman and Secretary.
- (f) There shall be an Executive Committee consisting of the Officers of the Corporation and the Chairs of the Committees.
- (g) There shall be an Artistic Committee consisting of the President, the Music Director, and persons selected by the Executive Committee from among orchestra management, members of the Orchestra, members of the Corporation, and others. The Artistic Committee shall advise the Board on matters of programming and artistic policy.

11. Qualifications of Directors

- (a) Each Director at the time of his election or appointment or within two days from such date and throughout his term of office, shall be a Member of the corporation in good standing, and should a Director cease to be a Member of the Corporation at any time, he shall at the same time cease to be a Director.
- (b) Each Director shall be elected to hold office until either the first, second or third annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. A Director whose term of office is completed shall be eligible for re-election if otherwise qualified, provided that no person may serve on the Board of Directors for more than six (6) consecutive years at a time.

12. Vacancies on the Board of Directors

- (a) Vacancies on the Board of Directors, however caused, may as long as a quorum of the Board of Directors remains in office, be filled for the remainder of their term of office by the Board of Directors from among qualified Members of the Corporation, if they shall see fit to do so, or by the Member of the corporation at a special general meeting called for the purpose. Otherwise such vacancy shall be filled at the next annual meeting of the Members. If there is not a quorum of the Board of Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancy.

13. Conflict of interest

- (a) Every Director who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his interest concerning such contract at the meeting of the Board and shall not take part in the deliberations concerning such contract, and shall refrain from voting thereon.
- (b) In the case of the proposed contract, the declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration, or if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Board of Directors held after he becomes so interested, and in the case where a Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board of Directors held after he becomes so interested.
- (c)
- (i) A Director may give a general notice listing all the firms and corporations which may have commercial dealings with the Corporation and in which he is in any way directly or indirectly interested stating that he is to be regarded as interested in any contract made, or to be made, by the corporation with any such firm or corporation.
 - (ii) Such general notice shall be in writing signed by the Director and given to the Board of Directors by filing with the Secretary thereof who shall at the next regular meeting of the Board of Directors read the same to the Board of Directors.
 - (iii) A notice given as in this section provided shall be deemed to be a sufficient declaration of interest in any contract so made, but shall not relieve the Director from performance of the obligations set forth in the preceding section of this By-law.
- (d) A Director who has declared his interest in a proposed contract and who has not voted in respect thereof, as provided in subsection (a), shall not be accountable to the Corporation, or its creditors, for any profit realized from any such contract and the same is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.
- (e) An appropriation of moneys for the purposes of a proposed contract or a contract or for work to be done or materials to be supplied under a proposed contract shall not be deemed to be a proposed contract or a contract within the meaning of this resolution.

14. Indemnity

Every Director of the Corporation, and his heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation from and against:

- (i) All costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him 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 in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

15. Regular meetings of the Board

- (a) The Board may hold its meetings at such times, and at such places as may be determined from time to time by the resolution of the Board and shall meet at least four (4) times annually upon the call of the President.
- (b) A meeting of the Board may be held without notice immediately following the Annual Meeting of the Corporation.
- (c) Persons, other than Directors, may attend meetings of the Board only on the invitation of the President.
- (d) Notice of meetings of the Board, and the general nature of the business to be transacted thereat, shall be delivered or mailed or phoned to each Director at least ten (10) days before such meeting is to take place.

16. Quorum for meetings of the Board

Five (5) members of the total Board, of which two (2) must be members of the executive body of the Corporation, shall constitute a quorum for any meeting of the Board of Directors of the Corporation.

17. Special meetings of the Board

- (a) The President of the Board of Directors of the Corporation may call special meetings of the Board.
- (b) If four (4) Directors so request in writing, the Secretary of the Board of the Corporation shall call a meeting of the Board of Directors.
- (c) Notice of the special meeting of the Board of Directors may be given by telephone and shall be given at least twenty-four (24) hours in advance of the meeting.

18. Removal of Directors or Members

The Board of Directors may, by resolution passed by a majority of the votes cast at a general or special meeting of the Board of which notice specifying the intention to pass such resolution has been given, remove a Director from said position or Member from membership in the Corporation.

19. Removal of Directors

The Members may, by resolution passed by a majority of the votes cast at a general meeting of Members 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 any person in his stead for the remainder of his term from among the Members of the Corporation, pursuant to the terms of this By-law.

20. Organizational meetings of the Board of Directors

Provided a quorum of the Board of Directors is present, each newly elected Board of Directors may, without notice, hold its first meeting immediately following the meeting of Members of the Corporation at which such Board of Directors is elected.

21. Meetings of the Board of Directors

- (a) At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. The chairman of the meeting shall not normally vote except that in the case of an equality of votes the chairman of the meeting shall be entitled the casting vote.
- (b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way, by assent or dissent.
- (c) A declaration by the Chairman of the meeting of the Board of the Corporation that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the number of proportion of the votes recorded in favour of or against such resolution.

22. Remuneration of the Directors

The Directors shall receive no remuneration for acting as such, but shall be entitled to reimbursements for their reasonable expenses incurred by serving as a director of the Corporation.

23. Secretary of meetings of the Board of Directors

The Secretary of a meeting of the Board of Directors shall be:

- (a) The Secretary of the Corporation.
- (b) A Secretary elected by the Directors present, if the Secretary of the Corporation is absent.

24. Officers

- (a) A nominating committee appointed by the Board of Directors shall nominate candidates for the offices to be filled.
- (b) At its first meeting following the annual meeting of Members, the Board of Directors shall elect from among its members a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also from time to time appoint such other officers as the Board of Directors may deem advisable. No one person may hold more than one office.
- (c) All officers appointed by the Board shall serve in their respective capacities for the term contained in any such appointment, or, failing a stated term, for so long as such appointment has not been revoked or amended by subsequent resolution of the Directors of the Board.

- (d) The Board may appoint a Business Manager and determine the Business Manager's duties, the term of his appointment, his remuneration and any other matters relating to such appointment.
- (e) The Board may appoint a Music Director and determine the Music Directors' duties, the term of his appointment, his remuneration and any other matters relating to such appointment.

25. Terms of office and remuneration

All officers, in the absence of agreement to the contrary, shall hold office during the pleasure of the Board of Directors. Officers who are Directors shall serve as Officers without remuneration.

26. President

The President shall be the Chief Executive Officer of the Corporation and shall exercise general supervision over its affairs and carry out the policies of the Board of Directors. He shall also preside at all meetings of the Board of Directors and of the Members of the Corporation.

27. Vice-President(s)

The Vice-President(s) shall be vested with the powers and shall perform the duties of the President during the absence or disability or refusal to act of the President.

28. Music director

The Board of Directors shall establish a selection committee to represent the various interested constituencies of the Corporation and such selection committee shall make recommendations to the Board of Directors as to the appointment of the Music Director and the terms of such employment.

29. Secretary

The Secretary shall give or cause to be given, notices of all meetings of the Board of Directors and of the Members of the Corporation and shall have charge of the seal, minutes books, registers and other corporate documents except as otherwise determined by the Board of Directors.

30. Treasurer

The Treasurer shall keep the books of account and accounting records of the Corporation and shall be responsible for the care and custody of the funds and investments of the Corporation.

31. Other powers and duties

In addition to any powers and duties prescribed by the By-law, all Officers of the Corporation shall have such powers and duties as may from time to time be assigned to them by the Board of Directors.

32. Financial year

The fiscal year of the Corporation shall terminate on the 30th day of April in each year.

33. Banking

The banking business of the Corporation or any part thereof, shall be transacted with such bank, trust company, or other firm or corporation carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time, by resolution and all such banking business, or any part thereof shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons (with or without the power to sub-delegate) as the Board of Directors by resolution may designate, direct or authorize from time to time and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and authorizing of any Officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

34. Deposit of securities for safekeeping

- (a) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.
- (b) Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

- (c) The institutions which may be so selected as custodians of the Board of Directors, shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

35. Investments

The Board may invest only in securities authorized by The Trustee Act of the Province of Ontario:

- (a) All moneys of the Corporation not immediately required for operating expenses.
- (b) All endowment moneys donated or bequeathed in trust to the Corporation unless the instrument creating such trust authorizes wider powers of investment.
- (c) Notwithstanding the provisions of paragraph (a), the Board may at its discretion retain investment not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.

36. Execution of instruments on behalf of the Corporation

Deeds, transfers, assignments, contract and obligations on behalf of the Corporation may be signed by one of the President or Vice-President(s), together with one of the Secretary or Treasurer. In addition, the Board of Directors may at any time and from time to time direct the manner in which and the person or person by whom any particular deed, transfer, assignment, contract or obligation of the Corporation or any class thereof may or shall be signed. The Corporation Seal shall be affixed to such instruments as require the same, and the signing officers are hereby authorized to affix same thereto.

37. Books and records of the Corporation

- (a) The Board of Directors shall see that all necessary books and records of the corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- (b) Appropriate minutes shall be kept of each meeting of Members compiled in such a way as to be retained on permanent record.
- (c) Appropriate minutes shall be kept of each meeting of the Board of Directors compiled in such a way as to be retained on permanent record.
- (d) Appropriate minutes shall be kept of each meeting of each Committee of the Board of Directors compiled in such a way as to be retained on permanent record.

38. Auditor of the Corporation

- (a) The Members of the Corporation shall at the annual meeting of the Corporation appoint an auditor or accountant to hold office until the next annual meeting of the Members of the Corporation.
- (b) The Auditor shall not be a Member of the Board of Directors or an Officer or employee of the Corporation or a partner or employee of any such persons.
- (c) The auditor shall be duly licensed under the provisions of The Public Accountancy Act.
- (d) The auditor shall have all rights and privileges set forth in The Corporations Act of Ontario and shall perform the audit function prescribed therein.
- (e) In addition to making his report at the annual meeting of the Members of the Corporation, the auditor shall from time to time, report to the Board of Directors on his work, making any recommendations he considers necessary.

39. Notice

Whenever under the provisions of the By-law of the Corporation, notice is required to be given such notice may be given either personally or telephone, or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed in the Director, Officer or Member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraph company shall be deemed to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any Member, Director or Officer shall be his last address as recorded on the books of the Corporation.

40. By-laws of the Corporation

- (a) The By-laws may be repealed, added to, amended or substituted at a special meeting called for that purpose after notice in writing setting out the said amendments shall have been sent to all members of the Board of Directors and passed at the said special meeting by a majority of the Directors present. Every such By-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of Members, shall have effect only until the next annual meeting of Members and, unless confirmed by a majority of Members present thereat, shall thereafter cease to have effect. The said notice must be given to the members of the Board of Directors at least fourteen (14) days before the date of the said special meeting by prepaid registered mail to the last known address of each member of the said Board of Directors. The same shall become effective when approved by a two-thirds (2/3) majority of the Members of the Corporation.
- (b) The Board shall consider the repeal, addition, amendment or substitution of any By-laws of the Corporation as provided for above within two months of receipt of a written request for any such repeal, addition, amendment, or substitution of the By-laws of the Corporation, provided such written request is made by at least two Members of the Corporation in writing to the Board. Any such written request must be made by prepaid registered mail to the head office of the Corporation to the attention of the President.

41. Omissions and errors

The accidental omission to give or error in giving 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 such meeting or invalidate or make void any proceedings or action taken or had at any meeting held pursuant to such notice or otherwise founded thereon, and any Member, Director, Officer or Auditor may at any time waive notice of any such meeting, and/or may ratify and approve of any or all proceedings taken or had thereat.

42. Waiver of notice

Any Member, Director, Officer or Auditor may waive any notice required to be given under any provision of the Letters Patent, Supplementary Letters Patent or By-laws of the Corporation or of The Corporations Act, 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.

43. Adjournment of meetings

- (a) Any meetings of Members of the Corporation or of the Board of Directors or of any committee may, with the consent of the meeting and subject to such conditions as the meeting may decide, be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- (b) No notice shall be required of any such adjournment.
- (c) Such adjournment be made notwithstanding that no quorum is present.

44. Dissolution

- (a) The Corporation may be dissolved if two-thirds of the Members in good standing agree to it by vote, provided that the result of this vote be confirmed by the Members at a special general meeting called for that purpose and that a petition for dissolution duly signed by at least the lesser of fifty or one-half of the Members in good standing has been received by the Secretary.
- (b) In the event of dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, musical, literary or educational purposes to such organizations qualifying as donees within the meaning of the Income Tax Act.

Enacted and passed by the Board of Directors and by the Annual General Meeting of the Corporation and sealed with the Corporate Seal, this 24th day of June, A. D. 1992.

President

Secretary