

Ottawa Valley Creative Arts Open Studio

By-Law Number One

October 12, 2011

Ontario Incorporation # 1854696

ARTICLE 1 – PREAMBLE

1.1 The name of the Corporation is the Ottawa Valley Creative Arts Open Studio, which is referred to as the Studio in this By-law.

1.2 The following articles set forth the By-law #1 of the Studio.

ARTICLE 2– OBJECTS

2.1 The Studio was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 19th day of August 2011 for the objects therein, namely:

The establishment and operation of a creative arts organization for the purpose of:

- a) promoting the integration of visual arts, music, dance, and other creative arts into the lives of individuals, families, and communities in the Ottawa Valley;
- b) promoting awareness of the relationship between creative arts and holistic health;
- c) developing and offering creative arts programs and activities designed to support and enhance the wellbeing of community members.

ARTICLE 3– THE REGISTERED OFFICE

3.1 The registered Office of the Studio is located in the Township of Killaloe, Hagarty and Richards, Ontario.

ARTICLE 4 – MEMBERSHIP

4.1 The membership of the Studio consists of:

- a) the Board of Directors; and
- b) any other individuals that:
 - i) are 16 years of age or older;
 - ii) support the objects of the Studio as set out in Article 2;
 - iii) have had their membership applications accepted by the Board of Directors; and
 - iv) have not been terminated as Members pursuant to Paragraph 4.4.1 (b).

4.2 The names and addresses of the Members of the Studio are entered into a Register of Members.

4.3 Members are required to renew their membership annually on or before a date to be determined by the Board.

4.4 Termination of Membership

4.4.1 Membership in the Studio is terminated when:

- a) the Member resigns or dies; or
- b) when the Board determines the conditions of membership set out under paragraph 4.1 (b) are not met by the Member.

4.4.2 When membership is terminated, the name of the Member is immediately removed from the Register of Members. The Membership ceases on the date her or his name is removed from the Register of Members.

4.4.3 Any Member may resign by:

- a) sending or delivering a written notice to the Secretary of the Studio; or
- b) failing to renew her or his membership on or prior to the date set by the Board in any given year.

4.4.4 The decision of the Board to terminate a membership pursuant to Paragraph 4.1.(b) must be done in good faith and in a fair and reasonable manner.

4.4.5 For the purposes of subsection 4.4.4, the Board is required to

- a) provide a Member at least 15 days notice of a termination with reasons; and
- b) give the Member an opportunity to be heard orally or in writing no less than five days before the termination of membership becomes effective.

4.4.6 The notice required under Sub-section 4.4.5 may be given by any method reasonably intended to give actual notice.

4.5 Each member in good standing is entitled to vote at any meeting of the members.

4.6 No right or privilege of any Member is transferable to another individual.

4.7 No Member is liable in her or his capacity as a Member for any debt or liability of the Studio.

ARTICLE 5 – MEETINGS OF THE STUDIO MEMBERS

5.1 Decision-making at annual and special meetings of the Members is guided by the principle of consensus.

5.2 The Board will call an Annual Meeting of the Members

- a) within 18 months after the Studio is incorporated, and
- b) subsequently, not later than fifteen months after holding the preceding annual meeting.

The Board sets the time and place of the annual meeting.

5.3 Special Meeting of the Members

5.3.1 A special meeting may be called at any time by the Board.

5.3.2 When 10 percent of the Members submit a written request for a meeting stating the reason for the meeting and motions intended to be submitted, the Board will call a special meeting.

5.4 Notice of Annual and Special Meetings of Members

5.4.1 The Board will give notice of the time and place of a meeting of the Members no less than 10 days before the meeting, to,

- a) each Member entitled to receive notice of the meeting; and
- b) the Auditor or the person appointed to conduct a review engagement of the Studio.

Notice to the Members may be sent by mail, telephone, or any other telephonic or electronic means.

5.4.2 All business transacted at a special meeting of the members and all business transacted at an annual meeting of the members is special business except for the following:

1. Consideration of the financial statements.
2. Consideration of the audit or review engagement, if any.
3. An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement.
4. Election of the Board of Directors.
5. Reappointment of the incumbent auditor or person appointed to conduct a review engagement.

5.4.3 Notice of a meeting of the Members at which special business is transacted must,

- a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- b) state the text of any special resolution to be submitted to the meeting.

5.4.4 Anyone entitled to notice of a meeting of the members under Sub-section 5.3.1 may waive notice, and attendance of that person at the meeting is a waiver of notice, unless the person attends the meeting for the express reason of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

5.4.5 No action taken at an annual or special meeting is invalid due to:

- a) any Member(s) not receiving notice: or
- b) any error in any notice that does not affect the substance of the notice.

5.5 Procedure at an Annual or Special Meeting of the Members

5.5.1 Annual or special meetings of the Studio are open to the public. A majority of the Members present may ask all person(s) who are not Members to leave for an in-camera session or vote.

5.5.2 Attendance by 10% of the Members at the annual or special meeting constitutes a quorum.

5.5.3 If a quorum is present at the opening of the meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

5.5.4. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact other business.

5.5.4 The Chair will preside over the annual or special meetings of the Studio, unless the Chair has arranged to have another Board member preside over the meeting.

5.5.5 Where a vote is carried out at an annual or special meeting,

a) A show of hands decides the vote unless a secret ballot is requested by at least five Members.

b) A majority of the votes of the Members present decides the issue or resolution, unless the issue needs to be decided by a Special Resolution.

c) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

ARTICLE 6: GOVERNANCE OF THE STUDIO

6.1 Board of Directors

6.1.1. A Board of Directors will govern and oversee the affairs of the Studio.

6.1.2 The Board shall have no fewer than six members and no more than nine members.

6.1.3 No remuneration will be paid to a Director for being or acting as director, but a Director may be reimbursed for expenses incurred while engaged in the affairs of the Studio in accordance with financial guidelines determined by the Board.

6.1.4 A Director, an Officer, or a Member may receive reasonable remuneration and expenses for any services to the Studio that she or he performs in any other capacity.

6.2 Role and Responsibilities of the Board

6.2.1 The Board of Directors is responsible for the overall policy and direction of the Studio.

6.2.2 In exercising its duties, the Board will be guided by the following principles:

- a) Steering the organization in a manner that inspires confidence in both its process and its results;
- b) Fostering a culture of openness, creativity, non-judgmental acceptance, and social responsibility;
- c) Fostering a non-hierarchical environment including making decisions based on consensus;
- d) Being responsive to the needs and interests of Members;
- e) Maintaining a collaborative relationship between the Board and Studio staff.

6.3 Officers of the Board and Their Duties

6.3.1 There shall be three Officers of the Board consisting of:

- a) Chair;
- b) Secretary; and
- c) Treasurer.

6.3.2 The Chair supervises the affairs of the Board, including convening and presiding at meetings of the Board or arranging for other Board members to preside at a meeting.

6.3.3 The Secretary is responsible for maintaining the corporate records, including the Register of Members and minutes of Board meetings and Members' meetings.

6.3.4 The Treasurer oversees the preparation of the budget, helps develop fundraising plans and ensures financial information is made available to the Board and the public.

6.4 The Studio will establish a rotation of three-year terms. At each annual meeting, nominations will be accepted from the Members. The Board of Directors will meet within two weeks after the close of the annual meeting and elect Officers from amongst its members.

6.5 Resignation, Death or Removal of a Director

6.5.1 A Director may resign from office by giving written notice. The resignation takes effect on the date that the Board accepts the resignation.

6.5.2 A Director may be removed by Special Resolution passed at a Special Meeting called for this purpose.

6.5.3 If there is a vacancy on the Board, the remaining Directors (so long as a quorum is still present) may appoint a Member to fill that vacancy for the remainder of the term.

6.6 Meetings of the Board

6.6.1 The Chair is responsible for calling the meetings. The Chair will also call a meeting if any three Directors make a request in writing and state the business of the meeting.

6.6.2 A majority of the Directors present either in person or by telephonic or electronic means at a meeting constitutes a quorum.

6.6.3 Where a vote is called, each Director has one (1) vote.

6.6.4 In the case of a tie vote, the Chair does not have a second or casting vote. A tie vote means that the motion is defeated.

6.6.5 Every Member of the Studio is entitled to attend and speak at any meeting of the Board. A majority of the Directors present at the meeting may ask all person(s) who are not Directors to leave for an in-camera session or vote.

6.7 Protection and Indemnity of Directors and Officers of the Board

6.7.1 Each Director or Officer holds office with protection from the Studio. The Studio indemnifies each Director and Officer against all costs or charges that result from any act done in her or his role for the Studio. The Studio does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

6.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Studio. No Director or Officer is liable for any loss due to an act in her or his role for the Studio unless the act is fraud, dishonesty or bad faith.

6.7.3 Directors or Officers are not liable for any loss or damage as a result of acting on the report prepared by the Studio's auditor or the review engagement report.

6.8 The Board may establish one or more committees of the Board and delegate any of their powers to such committees as permitted by law. The Board will develop the procedures for any committees it establishes.

ARTICLE 7 – FINANCIAL MATTERS

7.1 The fiscal year of the Studio ends on March 31st of each year.

7.2 An audit or review engagement of the financial statements of the Studio will be completed as required. A review engagement is an unaudited review of financial statements by an independent accountant and may be considered instead of an audit under specific circumstances determined by law.

7.3 A qualified accountant will be appointed at each annual meeting if required.

7.4 An audit or review engagement for the previous fiscal year will be presented at the annual meeting of the Studio.

7.5 All cheques drawn on the monies of the Studio will be signed by persons authorized by resolution of the Board. Two signatures are required on all cheques.

7.6 All Studio contracts must be signed by person(s) authorized to do so by resolution of the Board.

7.7 The Studio may borrow or raise funds to meet its objects and operations requirements. The Board decides the amounts and way to raise money, including giving or granting security.

ARTICLE 8 – BOOKS AND RECORDS

8.1 Maintaining Books and Records

8.1.1 A copy of the minute books will be maintained and minutes of all recent meetings of the Board and the Members of the Studio will be recorded.

8.1.2 The complete copies of the original minutes of all meetings of the Studio and the Board will be kept at the Registered Office of the Studio.

8.1.3 The Board ensures that all necessary books and records of the Studio are kept and filed as required by law.

8.2 Inspection of Records

8.2.1 All financial records of the Studio are available for inspection by Members.

8.2.2 A Member of the Studio wishing to inspect the books of the Studio must give reasonable notice to the Chair or Secretary of her or his intention.

8.2.3 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office of the Studio during normal business hours.

ARTICLE 9 – AMENDING THE BYLAWS

9.1 This bylaw may be amended or repealed by a Special Resolution at any annual meeting or special meeting of the Studio duly called for that purpose.