



CANADIAN ARTS PRESENTING ASSOCIATION  
ASSOCIATION CANADIENNE DES ORGANISMES ARTISTIQUES

## **CAPACOA By-Law**

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

Canadian Arts Presenting Association

(the "Corporation")

Pursuant to the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) and the continuance of the Corporation from the Canada Corporations Act (R.S.C. 1970, c. C-32) to the Canada Not-for-profit Corporations Act, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the Canada Corporations Act. The Corporation is hereafter referred to as the "Association."

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## Interpretation

### 1. Definitions

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

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

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

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

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

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

### 2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Any reference to

"Directors" shall be deemed to be a reference to the Board of Directors. Any reference to 'in writing' shall include any electronic communication.

## Membership

### 3. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons (as defined in section 2 herein) interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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

### 4. Membership Designation.

Memberships in the Corporation shall be designated as Presenter, Business, Network, Supporting and Individual and shall be available as follows:

**i) Presenter membership** shall be open to organizations whose activities include the presentation of the performing arts at the community or campus level.

**ii) Business membership** shall be open to an agency, management or business whose main object is the representation of artists and attractions.

**iii) Network membership** shall be open to organizations whose activities include the coordination and representation of individuals, and organizations involved in the presentation of the performing arts at the community or campus level.

**iv) Supporting Membership** shall be open to suppliers, funders, consultants and other stakeholders that do not fall in the previously listed categories, and which support the objectives of the Corporation.

**v) Individual Membership** is open to individuals who are (for example) artists and/or students and who support the objectives of the Corporation. Individual members must not be part of another organization that is already a member.

### 5. Admission to Membership.

An applicant for membership must be of good character and business reputation, and must support the objectives of the Corporation. All applications for membership shall be on a form provided by the Corporation or by letter and directed to the Executive Director, who shall allocate the category of membership into which the applicant is to be placed and shall provisionally accept the application for membership.

### 6. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the

members is required to make any amendment to add, change or delete this section of the by-laws.

- 7. Termination of Membership** A membership in the Corporation is terminated when:
- the member resigns;
  - the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
  - the member's term of membership expires;

In the case of an individual member, the member dies;

In the case of a corporate or unincorporated entity, the member organization is dissolved, liquidated, merges with another organization or changes their corporate status; or, the Corporation is liquidated and dissolved under the Act.

- 8. Designated Representatives.** Each member not an individual shall appoint in writing to the Executive Director a designated representative to represent such member in the affairs of the Corporation and to attend and vote for it at all meetings of members.
- 9. Dues.** The annual dues for each class of membership shall be established by the Board of Directors and ratified by fifty percent (50%) of members voting at a general meeting.
- 10. Discipline of Members** The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
- violating any provision of the articles, by-laws, or written policies of the Corporation;
  - carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
  - for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## Meeting of the Members

- 1. Members' Meetings.** Annual or any other general meeting of the members may be held in person or by electronic means through the Head Office of the Corporation or at any physical or virtual location that the Board of Directors may determine and on such date as the said Directors shall appoint.
  - 2. Members' Meeting Held Entirely by Electronic Means** If the directors or members of the Corporation call a meeting of members, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
  - 3. Participation by Electronic Means at Members' Meetings** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
  - 4. Annual Meeting.** At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the Committees, the Executive Director, and the Financial Statements and report of the Auditor shall be presented and a Board of Directors elected and Auditor appointed for the ensuing year.
  - 5. Notice** of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
    - by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
    - by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
- 6. Omission of Notice** The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance

with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

- 7. Votes to Govern at Members' Meetings** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 8. Quorum** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of 10% of the members entitled to vote at the meeting or 15 members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 9. Attendance at Meetings by Non-Voting Members.** Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

## Board of Directors

- 10. Board of Directors.** The property and business of the Corporation shall be managed by a Board of Directors 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 a statute expressly directed or required to be done by the Corporation at a meeting of its members.
- 11. Number of Directors.** The Board of Directors shall be composed of the President, and not less than six (6) and not more than 15 Directors. The maximum of fifteen (15) directors shall aim to represent all regions of Canada and all categories of the membership.
- 12. Quorum.** One third (1/3) of the current Board but not less than four (4) Directors shall constitute a Quorum. Notwithstanding vacancies the remaining Directors may exercise all the powers of the Board of Directors so long as a Quorum of the Directors remains in office.
- 13. Qualification of Directors.** Members in good standing or designated representative shall be eligible to serve as a Director of the Corporation.

**14. Election and Term.** Directors shall be elected for a term of two (2) years by the members at an annual meeting of members. No Director may hold office or be elected for more than three (3) consecutive terms. In a special circumstance when a President is elected who has only one (1) year of membership remaining on the Board, the Board has the power to extend the incumbent President's service for one (1) year. (The President shall be elected for one [1] two-year term of office [one-year in the case of a President entering office in the sixth year of service as a Director]. There shall be no limit on the number of terms a member may serve as President, provided they are not consecutive.)

**15. Appointment by Directors** Pursuant to the Articles, the board may appoint additional directors for a term expiring not later than the close of the next annual meeting of members but the total number of directors appointed may not exceed one-third ( 1/3) of the number of directors elected at the previous annual meeting of members.

**16. Nominations.** Nominations for the office of Director may be made by the Nominating Committee appointed by the Board of Directors and from the floor of the annual general meeting of the Corporation. Nominations for the office of President shall be made by the Nominating Committee appointed by the Board of Directors, or by not fewer than two Presenter, Network, Supporting, Individual or Business members in good standing not later than sixty (60) days prior to the annual general meeting of the Corporation. To be eligible for nomination for President, the candidate must have served at least one (1) year as a Director of the Corporation at some time prior to the nomination.

**17. Vacation of Office.** The Office of Director shall be automatically vacated if: (a) A Director resigns his office by delivering a written resignation to the Secretary of the Corporation;  
(d) If at a special general meeting of the members a Resolution is passed by a majority of the members present at the meeting that he be removed from office;  
or  
(e) On death.

**18. Vacancies.** In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy on the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members.

If there is not a quorum of the board, or if the vacancy has arisen from a failure of the members to elect the number of directors required to be elected at any meeting of members, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of his/her predecessor.

- 19. Retiring Director.** A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted.
- 20. Remuneration of Directors.** The Directors of the Corporation shall serve without remuneration and no Directors shall directly or indirectly receive any profit from the position. A Director may be reimbursed reasonable expenses incurred in the performance of their Director's duties.
- 21. Meetings of the Board of Directors** may be held at any time and place to be determined by the Directors provided that fourteen (14) clear days notice of such meeting shall be sent in writing to each Director, provided there shall be at least two (2) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Meetings of the Board of Directors may be called at any time by the President or any two (2) Directors.
- 22. Voting.** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.
- 23. Declaration of Interest.** Every director and officer shall disclose to the Centre the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.

## Officers

- 24. Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and if required, the Past-President and any other Officer. No person shall hold more than one of these offices at the same time, except that at the discretion of the Board [of Directors] one person may serve as both Secretary and Treasurer. Officers may also serve simultaneously as Chair of a Committee or in such positions as may be created.
- 25. Election and Term of Officers** The President shall be elected at the annual general meeting of the members. The Vice-President, the Secretary and the Treasurer and all other officers shall be appointed at the first meeting of the Board of Directors following the annual meeting of members. The Past-President shall be appointed at the first meeting of the board of the directors following the annual meeting of members. The Officers of the Corporation excluding the President shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. –



**26. Vacation of office (officers)** In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

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

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

**27. Delegation of Duties of Officers.** 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 Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such Officer to any other Officer or Director.

## Duties of Officers

**28. President:** The President shall be the principal Officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall appoint all committees, serve ex-officio on all committees, fill vacancies as prescribed and serves as the principal representative of the Corporation. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may delegate or assign such duties as he chooses to a Vice-President.

**Vice-President:** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board [of Directors] or the President.

**Past-President:** The Past President shall advise the Board on matters of corporate history and precedents within the Corporation and shall perform other duties as shall from time to time be requested by the Board of Directors or the President. This position may be filled at the discretion of the Board of Directors.

**Treasurer:** The Treasurer shall oversee the collection of all moneys in whatever form including membership dues and the Treasurer shall ensure the expenditures of the Corporation are kept in conformity with the budget adopted by the Board of Directors. The Treasurer shall render to the President and Directors at the regular meeting[s] of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors [or President].

**Secretary:** The Secretary shall act as Clerk of all meetings and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause

to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

- 29. Duties of Other Officers.** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

## Committees

- 30. Committees.** The President shall appoint any and all Committees which, in his judgment or by direction of the Board of Directors, may be necessary or advisable. All Committees of the Corporation shall be constituted that at least one (1) member shall be a member of the Board of Directors. The President and Executive Director shall serve as members of all Committees. In addition to any special Committees created by the President or Board of Directors there shall be certain Standing Committees, including, but not limited to, the following; executive, finance/audit, nomination/governance.
- 31. Executive Committee.** Comprised of the President, Vice-President, Secretary, Treasurer, Past President (if required) and any other officers appointed by the board of directors, with authority and responsibility to function as the managing and directing body of the Corporation in emergency or unusual situations when the full Board of Directors is unable to function. Action by the Executive Committee shall be subject to review and confirmation by the Board (of Directors) at its next meeting.

## Finances

- 32. Annual Financial Statements** The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.
- 33. Fiscal Year.** The Fiscal Year of the Corporation shall end on the 31st day of March of each year.
- 34. Auditor.** The members shall at each annual meeting appoint an Auditor to audit the accounts of the Corporation. The Auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of Auditor.

- 35. The Budget.** The Executive Committee shall prepare and submit to the Board of Directors the annual budget of the Corporation, and the Board of Directors shall consider and adopt the same with or without variations as it deems appropriate.
- 36. Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution, and also the banking business or any part thereof, shall be transacted by an Officer or Officers and /or other persons (with or without power to sub-delegate) as the Board of Directors may by resolution from time to time designate, direct or authorize.
- 37. Execution of Documents.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) Officers, the Executive Director, or any other signatories that the Board [of Directors] may designate, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality.

## Amendments of By-Laws

- 38. Amendments** The board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution adopted by a majority of the voting members present at a meeting. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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

## Dissolution

- 39. Dissolution of the Corporation.** In the event of dissolution or winding up of the Corporation, all its remaining assets, after payment of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act..

SECTION 12 - EFFECTIVE DATE

This by-law is effective on the date on which is it approved by special resolution of the members.

ENACTED by the directors of the Corporation this day of , 2013.