

**BURLINGTON FOOTNOTES
SENIOR PERFORMING TROUPE INC**

CORPORATE BY-LAWS

As of November 2023

BURLINGTON FOOTNOTES SENIOR PERFORMING TROUPE INC
CORPORATE BY-LAWS

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SECTION 1.0 GENERAL

1.1 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Burlington, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

1.2 SEAL

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

1.3 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of at least three (3) directors to a maximum of seven (7) directors, each of whom at the time of their election or within 10 days thereafter and throughout their term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after they have been elected or until their successor has been duly elected and qualified. The maximum service of any director shall be 3 consecutive years after which the director shall be retired. A retiring director shall be eligible for re-election for an additional 3-year term if otherwise qualified. Nominations from the floor will not be permitted. Nominations must be submitted to the Nominations Chair thirty days prior to the AM. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of their term of office, and may by a majority of votes cast at that meeting, elect any person in their stead for the remainder of their term. Directors must be individuals 18 years or older with legal capacity to so act. The immediate past President shall serve as ex officio member of the Board without voting rights.

1.4 VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remains in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the members, at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between terms, then a vacancy(ies) will occur.

1.5 QUORUM AT MEETINGS, BOARD OF DIRECTORS

A majority of directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of

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the President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, e-mailed, telephoned or telegraphed to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A directors' meeting may be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider transacting any business either special or general at any meeting of the board.

1.6 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken and any director may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken at that meeting.

1.7 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at 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. A declaration by the Chairperson 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 fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

1.8 POWERS

The 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 charter or otherwise authorized to do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

1.9 REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such. No director shall directly or indirectly receive any profit from their position as such. Directors may be paid reasonable expenses incurred by them in the performance of his duties.

1.10 OFFICERS OF THE CORPORATION

There shall be a President, a Secretary and Treasurer, or in lieu of a Secretary and

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Treasurer, a Secretary-Treasurer, a Director-at Large, and any such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the office of President. The President shall be elected by the Board of Directors from among their numbers at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

1.11 DUTIES OF PRESIDENT

The President shall, when present, preside at all meetings of the member of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for that purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, their duties and powers may be exercised by any other director as the Board may, from time to time appoint for that purpose.

1.12 DUTIES OF SECRETARY

The Secretary shall attend all meetings of the Board of Directors and record all the facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to the members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

1.13 DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate records of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of the Treasurer, an account of all transactions as treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

1.14 INDEMNITIES TO DIRECTORS & OTHERS

Every director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

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- all cost, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- all other costs, charges or expenses which they sustain or incur in or about or in relation to their affairs thereof, except such cost charges or expenses as are occasioned by their willful neglect or default.

1.15 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 requires of them.

1.16 COMMITTEES

The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees.

1.17 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the corporation shall be signed by either the President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporations' operations may be entered into on behalf of the Corporation by the President, Treasurer, or by any one of them. A person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as a trustee or otherwise. They may accept in the name of and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may affix the Corporate seal to any such transfers or acceptances of transfers. They may make, execute and deliver under the Corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

1.18 BOOKS AND RECORDS

The 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 of law are regularly and properly kept.

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1.19 CHEQUES ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two (2) such officers, 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 any one of such officers

or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and drafts and cheques for deposit with the Corporations' bankers for the credit of the Corporation, or the same may be endorsed for collection or for deposit with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks forms or settlement of balances and release of verification slips.

1.20 DEPOSITS OF SECURITIES FOR SAFE KEEPING

The securities of the Corporation shall be deposited for safe keeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon written order of the Corporation signed by two (2) officers or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. Such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by 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.

1.21 NOTICE

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the articles, 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 their recorded address or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when dispatched or delivered to the appropriate communications company or agency or its representative for dispatching. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the Secretary to be reliable.

1.22 BORROWING

The directors may from time to time-

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- a - borrow money on the credit of the Corporation; or
- b - issue, sell or pledge securities of the Corporation, or
- c - charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Corporation.

From time to time, the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and the conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

1.23 APPOINTMENTS

At each annual meeting a Certified Accountant, banker and Artistic Director shall be appointed by the Board and hold office for the following fiscal year. The Certified Accountant may not be a Director, Officer or employee of the corporation or an affiliate corporation associated with that Director, Officer or employee unless all the members have consented. The Certified Accountant will prepare a compilation of the financial status of the Corporation which will be presented to members at an annual general meeting. The Board of Directors will fix the remuneration.

Section 2.0 AMENDMENTS

2.1 BY-LAWS AMENDMENTS

The repeal or amendment of By-laws or the enactment of a new by-law must be approved by 2/3 of the Board of Directors. Subsequently, the repeal or amendment will be presented to the membership at a special or annual meeting for final approval. An affirmative vote of 2/3 of the members present at the meeting or represented by proxy will be required for final acceptance of the repeal, amendment or enactment.

2.2 INTERPRETATION

In these by-laws and in all other by-laws of the corporation hereafter passed, unless the context otherwise requires, words using the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

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2.3 BFSPT Inc. DISSOLUTION

If BFSPT Inc. dissolves, the physical assets will be offered to the BFSPT Membership at an independently appraised price. Thereafter, any remaining physical assets and cash will be donated to charities selected by the Board.

2.3.1 If the organization should dissolve, it provides for the distribution of the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e. lottery trust accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario.

Section 3.0 CONDITIONS OF MEMBERSHIP

3.1 Membership in the corporation shall be limited to persons and groups interested in furthering the objects of the corporation.

3.2 Membership must consist of at least three (3) persons.

3.3 Membership shall consist of anyone whose application for submission as a member has received the approval of the Board of Directors of the Corporation.

3.4 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging of the same with the secretary of the corporation.

3.5 Any member may be required to resign by a vote of three-quarters (3/4) of the members at a special or annual meeting.

3.6 Each member (as detailed in Item 3.8.1) in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Any member may vote through a duly authorized proxy.

3.7 The secretary shall notify the members of any dues or fees payable by them. If any membership is not paid within thirty (30) days of such notice, the member in default shall thereupon automatically cease to be a member of the corporation, but any such member may upon payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

3.8 There are four (4) categories of membership:

3.8.1 FULL MEMBERSHIP

Conditions and rights:

The full membership shall:

- I Have one vote per membership at general meetings
- II Receive annual newsletter

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- III Be eligible to serve on the board and board committees
- IV Be notified of upcoming events, courses and audition calls
- V Be eligible to review the financial summary and bylaws at the annual meeting
- VI Be eligible to participate in social events
- VII Be able to receive funding assistance from grant monies

3.8.2 ASSOCIATE MEMBERSHIP

Conditions and rights:

The associate membership shall:

- I Be eligible to attend general meetings – no voting privileges
- II Be eligible to participate in social events
- III Be notified of upcoming events, courses and audition calls
- IV Receive annual newsletter

3.8.3 FAMILY MEMBERSHIP

(Spouse/partner residing in the same dwelling)

Conditions and rights:

The family membership shall:

- I Be the same as full membership (see article 3.8.1)
- II One vote per member

3.8.4 GROUP MEMBERSHIP

Conditions and rights:

The group membership shall:

- I Be the same as full membership (see article 3.8.1)
- II One vote per group membership

3.9 Additional categories may be created as required, as long as the conditions and rights attached to each category are set out and as long as one category has the right to vote at members meetings.

3.10 Voting rights of membership categories may be unequal as long as these are specified in the bylaws. Members need not be individuals.

3.11 Membership fees and dues to be reviewed annually by the Board of Directors.

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Section 4.0 MEMBERSHIP MEETING

- 4.1 The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
- 4.2 At every annual meeting the members may consider and transact any business either special or general. The Board of Directors or the president shall have the power to call, at any time, a general meeting of members of the corporation. The Board of Directors shall call a special meeting of members on written requisition of members carrying not less than 20% of the voting rights. 60% of the membership present at the meeting or represented by proxy will constitute a quorum.
- 4.3 Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a member to form a reasoned judgment on the decision to be taken. (Notice of each meeting of members must remind all members that they have the right to vote by proxy.)
- 4.4 Each voting member present at a meeting shall have the right to exercise one vote. A member may by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation.
- 4.5 A simple majority of 50% + 1 of the votes cast by the members present and carrying voting rights shall determine the questions in meetings.
- 4.6 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 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 for any meeting or otherwise, the address and/or email address of the member, director or officer shall be the last address and/or email address recorded on the books of the corporation.