

BY-LAW NO. 1

**A GENERAL BY-LAW RELATING TO THE AFFAIRS OF
ONTARIO CLASSICAL ASSOCIATION**

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Barrie, County of Simcoe in the Province, and at such place therein as the directors may from time to time determine.

SEAL

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

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of six (6) directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. The election may be by a show of hands unless a ballot be demanded by any member. 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 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.

ELECTION OF BOARD OF DIRECTORS

4. Each director shall be elected for a term of years to be specified at the time of his or her election and shall hold office from the date of his or her election until the first annual meeting held after the expiry of such term of years, but if his or her successor is not elected at such annual meeting, he or she shall continue in office until his or her successor is duly elected.

At the first meeting of members for the election of directors after the date hereof, two directors shall be elected for a term of three years; two directors shall be elected for a term of two years; and two directors shall be elected for a term of one year.

At each subsequent annual meeting, the directors shall be elected to fill the positions of those directors whose term of office has expired and each director shall be elected for a term of two years.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain 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, but 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 the terms, a vacancy or vacancies, to the number of the authorized increased increase, shall thereby be deemed to have occurred, which may be filled in the manner provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

6. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its first 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 Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telecopied to each director not less than ten days before the meeting is to take place or shall be mailed to each director not less than fourteen days 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. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

7. 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 or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. 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 Chairman 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 the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

9. 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 exercise and 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 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, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

10. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

11. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary, a Secretary-Treasurer and 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 offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number 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. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

DUTIES OF A PRESIDENT AND VICE-PRESIDENT

12. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs of the Corporation. The President with Secretary or other officer appointed by the board of the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other directors as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President shall be chosen alternately from (1) the members of the departments of classics in the several universities of Ontario; and (2) the teachers of classical subjects in the secondary schools in the Province of Ontario. When the President is chosen from the members of the staff of a university, the Vice-President shall be chosen from among the teachers of classical subjects in the secondary schools and *vice versa*. At the end of the President's term, the Vice-President shall automatically succeed to the presidency for the following term.

DUTIES OF SECRETARY

13. The Secretary shall be **ex officio** clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books

kept for that purpose. He shall give all notices required to be given to members and directors. He 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 he 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 he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER

14. The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts 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. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Secretary-Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

HONORARY PRESIDENT

15. There shall be an Honorary President of the Corporation who shall be a distinguished scholar in the field of classics named by the board of directors for a term to be determined by resolution from time to time. The Honorary President shall be *ex officio* a member of the board of directors with right to attend all meetings of the directors and to provide advice and commentary on matters before the board, but without any right to vote in his or her capacity as Honorary President.

PAST PRESIDENT

16. A Past President shall be, if not elected to the board of directors, an *ex officio* member of the board of directors with right to attend all meetings of the directors and to provide advice and commentary on matters before the board, but without any right to vote in his or her capacity as Past President.

EDITOR OF THE NEWSLETTER

17. The editor of the newsletter shall be appointed from among the directors. The newsletter for the corporation shall be published at intervals determined by the editor in consultation with the board of directors. The editor shall be the sole judge of the content, style and format of the newsletter operating within a budget to be established by the board of directors. The newsletter shall be an organ of communication among the fees paying members of the corporation for the encouragement of interest in the teaching and learning of classical studies at all levels within the Province of Ontario.

DUTIES OF OTHER OFFICERS

18. 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.

VACANCIES IN OFFICES

19. The directors may fill any vacancy in offices from among qualified members of the association.

ADVISORS

20. The board of directors in consultation with the members may establish from time to time a committee of eleven advisors on whom they may draw for information, assistance and advice. The committee of advisors shall not be intended to supplant the board of directors in making decisions, but shall constitute an advisory council which the board of directors may consult at their discretion. The advisors shall consist of members in good standing and shall be comprised of a balanced group of university professors, secondary school teachers and students as the board may determine from time to time.

EXECUTION OF DOCUMENTS

21. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-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 Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer or any one of them, or any 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 trustee or otherwise and may accept in the name and on behalf of the Corporation transfer 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 and 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.

BOOKS AND RECORDS

22. 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 or law are regularly and properly kept.

MEMBERSHIP

22. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his admission as a member.

DUES

23. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any, are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

24. The annual or other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

25. 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 of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

26. Any meetings of the Corporation or of the directors may 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

28. Subject to the provisions, if any, contained in the Letters Patent of the Corporation each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable to him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law. 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 vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as **prima facie** proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a 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 in person and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

29. Unless otherwise ordered by the board of directors, the fiscal year of the corporation shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

30. 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 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 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 cheques for deposit with the Corporation's 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 bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

31. 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. 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 special 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 direction 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.

NOTICE

32. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his 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 deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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 him to be reliable.

BORROWING

33. The Corporation may not borrow money unless such borrowing is authorized by a special resolution of the members passed at a meeting called for that purpose.

INTERPRETATION

34. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing 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.

PASSED by the board of directors and sealed with the corporate seal this
_____ day of _____.

President

Secretary