

## Classic THEATRE COBALT

### BY-LAW # 1

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

## CLASSIC THEATRE COBALT

### 1.0 INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Corporation Classic Theatre Cobalt, unless the context requires otherwise:

- a. the singular includes the plural;
- b. the masculine gender includes the feminine
- c. "Board " means the board of directors of the Corporation
- d. "Corporation" means the Corporation Theatre Cobalt
- e. "Corporations Act" means the Corporations Act, R.S.O. 1990, R.S.O., C. 38 and any statute amending or enacted in substitution therefore, from time to time;
- f. "Documents" includes any deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of agreements, releases receipts and discharges for the payments of money or other obligations, conveyances, transfer and assignments or shares, bonds, debentures or other securities and all paper writings;
- g. "Executive Officers means the persons who hold the offices enumerated in section 6.01;
- h. "Letters Patent" means letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- i. "Member" means any person who becomes a regular or honorary member pursuant to section 7.0 of this By-law.

1.02 Headings used in the by-laws of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof;

1.03 If any of the provisions contained in this by-law are inconsistent with those contained in the Letters Patent, the provision

contained in the Letters Patent, as the case may be, shall prevail.

## 2.0 HEAD OFFICE

2.01 The head office of the Corporation shall be situated in the Town of Cobalt, in the District of Temiskaming, and at such place, therein as the Board may from time to time determine.

## 3.0 SEAL

3.01 The seal which is impressed hereon shall be the corporate seal of the Corporation.

## 4.0 DIRECTORS

4.01 Board. The affairs of the Corporation shall be managed by a Board composed of 5 directors.

4.02 Directors. Directors, subject to the provisions of section 4.04, shall be elected in the manner set out in section 5.00.

4.03 Qualifications. Each director shall:

- a. be at the date of, or become within ten (10) days after his election, and thereafter remain throughout his term, a member of the Corporation;
- b. be at least eighteen (18) years of age; and
- c. not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Corporation, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

4.04 Vacancies. So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the board. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.05 Removal of Directors. The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at

a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director elected by the Members before the expiration of his term of office, and may, by majority of the votes cast at that meeting, elect any Member in his stead for the remainder of his term.

4.06 Quorum. A quorum for the transaction of business at meetings of the Board shall be of the members of the Board, provided that at least three (3) are present.

4.07 Meetings. Meetings of the Board and may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of Board may be called by the President, Vice President or by the Secretary on direction in writing of the two directors.

4.08 Notice. Subject to the provisions of section 4.09, notice of Board and Executive Committee meetings shall be delivered, telegraphed or telephoned to each director not less than one (1) day before the meeting is to take place, or shall be mailed to each director not less than 10 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. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.09 Regular Meetings. The board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business. Notice of Board meetings shall be delivered, mailed, e-mailed, faxed or telephoned to each member of the Board not less than three (3) days before the meeting is to take place, to the directors last known address as it appears on the books of the Corporation.

4.10 Voting. Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chairman or requested by any director. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes of conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against

the resolution.

4.11 Remuneration of Directors. The directors of the Corporation shall serve without remuneration, no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

4.12 Indemnities to Directors. Every director and officer of the Corporation and his heirs, executors and from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

a. all costs, charges and expenses whatsoever which that director or officer sustains or incurs in or about any action, suit 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

b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

4.13 Protection of Directors and Officers. No directors or officers of the Corporation shall be liable for the acts, receipts, neglect or defaults of an other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.14 Responsibility for Acts. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall be have been submitted to and authorized or approved by the Board.

4.15 Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled in the same manner and to the same extent as a director, to notice of, and personally or by his

delegate to attend and to speak at, meetings of Board, but shall not be entitled to vote thereat.

4.16 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, delegate administrative powers to officers and committees 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 or otherwise authorized to exercise and do.

## 5.0 ELECTION OF BOARD

5.01 Elections. Subject to the provisions of the Corporations Act, directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting after such date, whichever shall first occur. At each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the second annual meeting after his election. OPTIONAL CLAUSE

5.02 Nominations. Candidates for the office of director shall include the slate of candidates for office proposed by the Nominating Committee.

## 6.0 OFFICERS

6.01 Executive Officers. There shall be a president, Vice-President, Treasurer, Secretary 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 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 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.

6.02 President. The President shall, when present, preside at all meetings of the Board, and members. The President shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the board and for the purpose shall sign all by-laws and membership certificates and have the other powers and duties from time to time prescribed by the Board of incident to his office.

6.03 Vice President. During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

6.04 Secretary. The secretary shall be ex-officio clerk of the Board, and shall attend all meetings of the Board and at all meetings of the members of the Corporation, to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incident to his office.

6.05 Treasurer. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board or Executive Committee, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to his office.

6.06 Past President. The Past President shall serve to offer advice to other officers and shall spearhead new initiatives authorized by the Board of Directors.

6.07 Other Officers. The Board may appoint other officers, including without limitation Honorary Officers and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board of Executive Committee shall be such as the terms their engagement call for or the Board or Executive Committee prescribe.

## 7.0 MEMBERSHIP

7.01 Membership in the Corporation shall consist of the applicants for the incorporation of the Corporation and such other individuals, corporations, partnerships and other legal entities as

are admitted as members by the Board.

7.02Classes. There shall be two (2) classes of membership in the Corporation. Regular Members and Honorary Members.

7.03Applications.Regular Members - Any person who meets both the conditions of a) & b);

a. an individual who has reached the age of eighteen (18) years of age or over and resides or carries on business in the District of Temiskaming, or represents a corporation which has its head office in, or carries on business in, the area served by the Corporation; and

b. who pays the annual membership dues shall be a regular member of the Corporation for the 12 months of membership for which the dues are paid.

7.04Honorary Members. From time to time the Board may admit for life or lesser term without payment of any fee or assessment as an Honorary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Corporation.

7.05Voting Classes. Save as otherwise provided herein, each Member of the Corporation shall be entitled to one vote per member at all meetings of members of the Corporation. Corporations may vote through a duly authorized proxy. No Members shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues and fees , if any, then payable by him.

7.06Holding Office. No person shall be qualified to hold office in the Corporation as a director unless he becomes a Member of the Corporation within ten days after his election or appointment as a director.

7.07Transfer of Membership. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a Member by resignation or otherwise in accordance with the by-laws of the Corporation.

7.08Revocation of Membership. Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an annual or other general meeting of Members called for that purpose.

7.09Termination of Memberships- A membership in the Corporation automatically terminates upon the happening of any of the following events:

- a. the Member resigns in writing as a member of the Corporation
- b. if the Member dies
- c. if the Member is expelled from the Corporation pursuant to section 7.08
- d. if an assessment under the authority of section 7.10 remains unpaid for more than 3 months after notice of the assessment has been given to the Members;
- e. if the Member is found to be of unsound mind.

Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of section 7.10 prior to termination of his membership.

7.10 Membership Dues. Membership dues, assessments and similar obligations may only be levied if authorized by

- a. three quarters (3/4) of the members of the Board and
- b. two-thirds (2/3) of the votes of Members eligible to vote and an annual or other general meeting, notice of which shall include notice of intention to seek such authority. Notice of an assessment shall be mailed to each Member. Provided however, that no assessment may be levied against an Honorary Member.

7.11 Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.12 Annual Meeting. The Annual Meeting of the members shall be held each year within Ontario, at a time, place and date determined by the Board. The annual general meeting of the Corporation shall be held within two (2) months following the end of the Corporation's fiscal year and within thirteen (13) months of holding the last preceding annual meeting at a time, date and place within the area served by the Corporation as determined by the Board for the purposes of:

- a. hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
- b. electing such directors as are to be elected at such annual meeting;

c. appointing the auditor and fixing or authorizing the Board to fix his remuneration;

d. receiving the financial statements and the report of the auditors brought before the meeting; and

e. conducting any other business properly brought before the meeting without any notice thereof.

7.13 General Meeting. The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of Members may also be called by the Members as provided in the Corporation Act.

7.14 Notice of Meetings. Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least once a week for two consecutive weeks next preceding the meeting by publication in the newspapers circulated in the municipalities in which the majority of the members of The Corporation reside and in the case of an annual meeting, to the auditor of the Corporation.

7.15 Quorum. A quorum for the transaction of the business at meetings of members shall be ten (10) members present in person. If a quorum is not present at a meeting motions passed will be voted on as a block of motions from that meeting, at a subsequent meeting where a quorum is present.

7.16 Voting by Members. Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the Chairperson of the Board, has the casting vote, and must vote to maintain the "status quo".

7.17 Proxies. Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing. Subject to the requirements of the Corporations Act, the proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairman of the meeting may approve and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

7.18 Show of Hands. At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the chairman or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxy holder for a Member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.19 Chairman of the Meeting. In the absence of the President, or the Vice President, the members entitled to vote present at a meeting of Members shall choose another director as chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be chairman.

7.20 Polls. If at any meeting a poll is requested on the election of a chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later in the meeting or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.21 Adjournment. Any meeting of the Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## 8.0 COMMITTEES

8.01 Ad Hoc Committees. There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- a. the delivery of its report;
- b. the completion of the assigned task;
- c. a change in the membership of the Board; or,

d. a resolution to that effect of the Board; whichever first occurs

Provided how ever that, in the case of termination pursuant to subsection 8.01 a) or b), the Board may by resolution continue such Ad Hoc Committee.

8.02 Except as otherwise provided in the by-laws of the Corporation, all committees are subject to the following;

a. the Chairman and Members shall be appointed by the Board from among the members of the Corporation for a term of one (1) year, and may be reappointed for one year or more additional terms;

b. the Committee shall meet at least annually, and more frequently at the will of its chairman or as required by its terms of reference, and as requested by the Board;

c. the Committee shall be responsible to , and report after each meeting to, the Board;

d. the Committee may establish its own rules of procedure and may appoint subcommittees.

8.03 Nominating Committee The Nominating Committee (when one exists) shall:

a. consist of two (2) or more Members

b. solicit from the Members of the Corporation and prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting and shall circulate to the Members of the Corporation not less than 21 days prior to the annual meeting of Members the names of the nominees. The slate proposed by the Nominating Committee shall be ratified by three-quarters (3/4) of the Board present at a meeting to approve the slate. The Committee shall also solicit from the Board potential nominees for election as officers of the Corporation, and members of the Nominating Committee shall circulate a list of its recommendation to the Board of Directors at least 10 days prior to the annual meeting of Members;

c. accept any additional written nominations for elected office any time prior to the holding of annual election but this does not preclude the chairman of the annual meeting from accepting further nominations from the floor at the time of the election;

d. subject to the provisions of section 4.04, make

recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

## 9.0EXECUTION OF DOCUMENTS

9.01Cheques, Drafts, Notes, etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

9.02Execution of Documents. Documents requiring execution by the Corporation may be signed by the Chairperson and the Secretary or the General Manager and all further documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation may, when required, be affixed to documents executed in the accordance with the foregoing.

9.03Books and Records. The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

## 10.0DEPOSITS OF SECURITIES

10.01The 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. 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 and such authority may be general or confined to specific instances. The institution which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 11.0BORROWING BY THE CORPORATION

11.01Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may,

- a. borrow money on the credit of the Corporation
  - 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, power, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operation expenses.

11.02 From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## 12.0 FINANCIAL YEAR

12.01 The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

## 13.0 AUDITORS

13.01 The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. Notice of appointment shall be fixed by the Board. Notice of appointment shall be sent promptly to the auditor by the secretary of the Corporation or staff.

## 14.0 NOTICE

14.01 Commutation of Time. In computing the date when notice must be given under any provision of the by-laws or requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

14.02 Omission and Errors. The accidental omission to give notice of any meeting or any adjourned meeting of the Board or Members of the non-receipt of any notice by any director or Member or by the auditor

of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, Member of the auditor or the Corporation may at any time, waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

15.0BY-LAWS AND AMENDMENTS, ETC.

15.01Enactment.By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

16.0EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment.

\_\_\_\_\_  
\_\_\_\_\_

Chairman  
Secretary

The forgoing By-Law is hereby ratified, sanctioned, confirmed and approved by the Members of the Corporation, without variation as evidenced below by the signature of all of the Members of the Corporation this \_\_\_\_ day of \_\_\_\_, 2007.

\_\_\_\_\_

Andre Wade Ager

\_\_\_\_\_

Peter Micheal Landers

\_\_\_\_\_

Connie Mae Francis Lavallee

\_\_\_\_\_

Larry Brian Aquino

\_\_\_\_\_

Laura Jean Landers

