

*Conseil des arts d'Aylmer (CAA) \ Aylmer Arts
Council (AAC)*

C.P 224, Gatineau (secteur Aylmer), Qc. J9H 5E5

BY-LAWS OF THE CONSEIL DES ARTS D'AYLMER (AYLMER ARTS COUNCIL)

BY-LAW N^o -1

1. Preamble

1.1 Whereas the "CONSEIL DES ARTS D'AYLMER" (AYLMER ARTS COUNCIL) was incorporated by Lettres Patent in accordance with Part 3 of the Companies Act of Quebec registered on the 4th of August 1978 (# 10-0819-0255 0001) for the purpose of promoting the arts and culture in the community of AYLMEr, Quebec.

1.2 Whereas by-laws are necessary to govern the conduct of the affairs of the Corporation; now and therefore, the following constitutes the by-laws of the Corporation for the purpose, approved and as may be modified from time to time by members of the Corporation.

1.3 The use of the term "Community of Aylmer" is made in reference to the sector of Aylmer in the City of Gatineau.

2. Membership

The "CONSEIL DES ARTS D'AYLMER" shall consist of such persons who become members thereof upon payment of such annual membership fee as may be decided upon from time to time by the Board of directors. Membership is open to all persons interested in the promotion of the arts and culture in the community of Aylmer, Quebec.

3. Board of Directors (BD)

A BD shall be elected by the members at the annual general meeting and consist of at least 12 persons of whom 1/2 shall hold office until the next annual general meeting or until resignation and the other half for a period of two years. (*Last amendment Nov. 17th 2006*)

4. Duties of the BD

4.1 The affairs of the Corporation shall be conducted by the BD whose services will not be remunerated.

4.2 The BD shall have full power and authority to administer and shall have the management of the business and affairs of the Corporation, and may from time to time appoint such committees and sub-committees from amongst it's members at it's discretion and to delegate to or vest the same with such powers as may be deemed advisable.

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4.3 In addition to the powers and authority by these by-laws expressly conferred upon them, the BD may exercise all such powers of the Corporation and do all such lawful acts as are not by statute or by these by-laws required to be exercised or done by the members of the Corporation at general meetings.

4.5 Without prejudice to the general powers above mentioned and the powers otherwise conferred by statute, by the "Lettres Patent" of the Corporation and by other by-laws it is hereby expressly provided that the BD shall have the following powers, that is to say:

- a) To purchase or otherwise acquire for the Corporation any property, rights, privileges, stock, bonds, debentures or other securities which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- b) To borrow money upon the credit of the Corporation; to issue bonds or debentures and pledge or sell the same for such sums and at such prices as may be deemed expedient; to hypothecate or mortgage the immoveable property of the Corporation or pledge or otherwise affect the moveable property, or given all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds or debentures, as well as the payment of performance of any other debt, contract, or obligation of the Corporation.
- c) At their discretion to pay for any property, rights, privileges, stock, bonds, debentures or other securities acquired by the Corporation, either wholly or partly in money, stock, bonds, debentures or other securities owned by the Corporation.
- d) To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Corporation for such price or consideration and generally on such terms and conditions as the BD may think fit.
- e) To appoint any person or Corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- f) To authorize and to determine who shall, in the name and on behalf of the Corporation, draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, checks, promissory notes, or other securities or undertakings for the payment of money.

5. Tasks and responsibilities of the Executive Committee

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5.1 Definition: The Executive Committee is composed of the President, the Vice-president, the Treasurer and the Secretary

5.2 The President, and in the absence of the President, the Vice-president, shall preside at all meetings of the members of the Corporation and also all meetings of the members of the Corporation and also all meetings of the BD and shall exercise a general responsibility for the conduct of the affairs of the Corporation.

5.3 The Vice-president shall act in the absence of the President.

5.4 The Secretary shall :

- a) Keep the minutes of the meetings of members and of the annual general membership in books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of the by-laws of the Corporation or as required by law;
- c) see that all books, reports, certificates and all other documents and records required by law are properly kept and filed; and
- d) perform all duties incidental to the office of Secretary and such other duties as may be assigned to him by the BD.

5.5 The Treasurer shall discharge the duties of the office faithfully and may be required to give a bond for their faithful discharge in such sum and with such sureties as the BD shall determine. The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Corporation, except such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Corporation in such bank, trust company or other depositaries as may be elected by the BD of the Corporation;
- b) if so required by the President, submit at each meeting of the BD a cash statement showing receipts and disbursements and such information relative to the financial position of the Corporation as the BD may from time to time determine;
- c) render a detailed audited report of the conditions of the finances of the Corporation at the regular meeting of the BD preceding the annual general meeting of members, and render such other reports audited or otherwise as the BD may require from time to time;

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- d) receive and give receipts for monies due and payable for and to the Corporation from any source whatsoever; this task may be delegated to other members of the BD;
- e) in general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to him from time to time by the BD.

5.6 In the event of a vacancy on the BD, the President shall have the power to appoint a person to fill that vacancy on the BD until the next annual general meeting of the Council.

6. Annual general meeting (AGM)

6.1 An AGM of the members of the Corporation shall be held each year upon the call of the President or Vice-president and upon 10 days notice in writing being given to each member of the Corporation which has been mailed to his last known address.

6.2 The agenda of the AGM shall consist of an annual report of the affairs of the Corporation including a statement of the financial affairs of the Corporation conducted since the last AGM.

6.3 The members, at the AGM, shall elect the BD from its members for a two year period, namely the President, Vice-president, Secretary and Treasurer and 8 directors whose tasks will be determined at the first regular meeting of the BD. *(Last amendment Nov. 17th 2006)*

6.4 The AGM shall conduct the business of the Corporation as required.

6.5 The President or, in the absence of the President, the Vice-president, shall chair the AGM.

7. Board of Directors meetings

The President or, in the absence of the President, the Vice-president, shall call the BD to meet at such time as is required to conduct the affairs of the Corporation and shall give notice of the holding of the meetings of the BD as is reasonable.

8. Conduct of Board of Directors meetings

8.1 A BD's meeting can be held when a quorum of five members is present, 3 of whom are members of the Executive Committee and thereupon conduct the affairs of the Corporation.

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8.2 Each member of the BD shall have the right to cast a vote on each motion that is presented at a BD's meeting

8.3 The President or Chairman of the meeting shall vote only in the event of a tie in order to resolve same.

9. Authority to execute and sign documents

The President or, in the absence of the President, the Vice-president, and the Secretary or the Treasurer, are authorized to execute and sign all documents and other instruments requiring execution for and on behalf of the Corporation.

10. Fiscal year

The fiscal year of the Corporation shall be from the 1st of September of a year to the 31st of August of the next year.

11. Approval of By-law no1

This by-law was approved by the members upon motion properly made and passed by two-thirds of the members present at a general special meeting held on the 28th day of May 1980, at Aylmer, Quebec, as being By-law no. 1 of the Corporation "Conseil des arts d'Aylmer" (Aylmer Arts Council).

Certified by us on this the 28th day of May 1980, at Aylmer, Quebec.

Original signed by Jean-A Richardson, President and Liane Connelly, Treasurer

12. Ammendment of By-law no 1

This by-law was amended by members at the Annual General Meeting on November 17th 2006 by motions AGA #3 and AGA #4.

Certified by us on this 21st day of November 2007

Original signed by Diane Groulx, President and by Diane Prud'homme, Secretary