

**PROFESIONAL OPERA COMPANIES OF CANADA
COMPAGNIES D'OPERA PROFESSIONELLES DU CANADA
OPERATING AS OPERA.CA**

BY-LAW NO. 1

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

**Professional Opera Companies of Canada
Compagnies d'opéra professionnelles du Canada**

WHEREAS the purpose of this by-law is to regulate the business and affairs of the **Professional Opera Companies of Canada – Compagnies d'opéra professionnelles du Canada**, except in respect of matters expressly referred to in the *Canada Not-For-Profit Corporations Act*.

AND WHEREAS the **Professional Opera Companies of Canada – Compagnies d'opéra professionnelles du Canada** shall not carry on any activities or exercise any power in a manner contrary to the *Canada Not-For-Profit Corporations Act* as amended from time to time.

BE IT ENACTED and it is hereby enacted as a by-law of the **Professional Opera Companies of Canada – Compagnies d'opéra professionnelles du Canada** (hereinafter called the "Corporation")

DEFINITIONS

1. In this by-law and all other by-laws and special resolutions of the Corporation unless the context otherwise requires:
 - a. "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;
 - b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c. "Board" means the board of directors of the Corporation and "director" means a member of the board;
 - d. "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;
 - e. "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;

- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Other than as specified above, words and expressions defined in the Act have the same meanings when used herein.

CORPORATE SEAL

- 2. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

MEMBERS

Classes of Membership

- 3. Subject to the articles, there shall be one class of membership in the Corporation, namely: Professional members.

Membership in the Corporation is not transferable.

Qualifications for Professional members

- 4. Professional membership in the Corporation shall be limited to those incorporated non-share Canadian opera and music theatre companies interested in furthering the purpose of the Corporation. Such membership shall consist of any such Canadian company whose application for admission as a member has been approved by a vote of not less than one-half of the Board in compliance with this by-law.
- 5. In considering an application for admission as a Professional member, the Board may have regard to, among other things, whether the applicant meets the following criteria:

1. Is a non-share corporation duly organized and existing under the laws of Canada or any province or territory of Canada whose repertory includes opera and/or music theatre and whose primary mission is the education of the community through the production and performance of opera and/or music theatre.
 2. Has produced and performed at least one staged or semi-staged work each season, before a paying audience, during the current season and each of the immediately preceding two seasons. For the purposes of this section, semi-staged work means a production that includes some stage direction through the presence of a stage director and a combination of costumes, props and/or scenic elements.
 3. Employs paid management of at least one full-time equivalent.
 4. Utilizes live paid professional soloists, musicians and other artists for at least some part of its productions.
6. As a condition of membership each applicant for Professional membership shall provide to the Corporation, along with its application, a copy of its most recent audited financial statements, two letters of reference from the head of another professional opera company, a completed Professional Opera Survey and such other documents or information as the Corporation may require from time to time.

Membership Fees

7. The membership fees payable by Professional members shall be set by the Board from time to time.
8. Annual membership fees for each Professional member shall be based on the lower of its total operating expenses or total income (earned and unearned) as set out in its most recent audited financial statements, and shall be billed on an annual basis at such a time as the Board may determine.

Membership Obligations

9. Each Professional member shall:
 1. provide the Corporation with a copy of its audited financial statements each year within the earlier (i) 120 days of the end of its fiscal year; and (ii) 30 days of their completion;
 2. provide the Corporation by July 1 in each year with a completed Professional Opera Survey and such other documents or information as the Corporation may require from time to time;
 3. pay its annual membership fees to the Corporation by July 1 each year; and

4. fulfill such other obligations as the Board may impose from time to time.

failing which it shall be considered to be in default and shall not be entitled to vote at the annual or other meetings of the Corporation nor shall it be eligible to receive granting programmes unless and until it remedies its default and or is relieved from default by the Board under the provisions of this by-law.

10. Upon the default of a Professional member in meeting its obligations, the Board shall give the member notice in writing, which will provide a period of 30 days for the member to remedy the default.
11. Where the defaulting member does not, within the 30 day period, make arrangements satisfactory to the Board to remedy the default, or where the defaulting member does not comply with any further time period granted or requirements imposed by the Board for remedying its default, the defaulting member shall not be entitled to any of the services of the Corporation while it remains in default and its membership shall be automatically terminated if such a member fails to remedy the default as provided above.

Termination of Membership

12. A membership in the Corporation is terminated when:
 1. a member fails to pay any fee within 60 days after it is due. Such termination of membership shall not prejudice the member's right to apply for readmission upon payment of the overdue amount;
 2. in the case of a member that is a corporation, the corporation is dissolved;
 3. the member fails to maintain any qualifications for membership described in the section on membership qualifications of these by-laws; or
 4. the Corporation is liquidated or dissolved under the Act.
13. Any member may be required to resign by a vote of three-quarters of the members at any meeting as members.

Withdrawal from Membership

14. Any member may resign from membership in the Corporation on 90 days written notice by delivering to the Corporation a written resignation and lodging a copy of the same with Secretary-Treasurer of the Corporation.
15. Such withdrawal from membership shall not relieve the member of any obligations, financial or otherwise, which may or shall have accrued in favour of the Corporation prior to the date when such withdrawal becomes effective.

Re-application of terminated members

16. The Board shall not readmit any member which was terminated as a result of a default in its obligations, financial or otherwise, under this by-law unless the member seeking readmission has remedied the default prior to seeking re-admission.

MEETINGS OF MEMBERS

17. The annual meeting of the members shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting. The annual or any other special meeting of the members shall be held in the City where the registered office of the Corporation is situated or at any place in Canada as the Board may determine.
18. A meeting of members of the Corporation may be held at a place outside of Canada if all the members entitled to vote at the meeting agree that the meeting is to be held at that place.
19. Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the Regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

20. Where the annual or any other general or special meeting of the members is held by means of teleconference call, the Secretary-Treasurer shall establish a quorum and record votes by means of a roll call of the members participation in such a meeting. The quorum for any general meeting of the members shall consist of one-third of the members represented by their delegates at a meeting.
21. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
22. The Board or the Chairman or Vice-Chairman may call at any time a general meeting of the members. The Board shall call a special general meeting of the members if requested in writing by 5% or more of the Professional members.

23. 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:
- a. 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
 - b. 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.

Notice of any meeting of members where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded in the books of the Corporation.

24. Each Professional member shall from time to time appoint each of its most senior artistic and administrative senior staff members, up to a total of two per Professional member, as its delegate(s) at any meeting of the members of the Corporation, and shall give written notice to the Corporation of such appointments.
25. Each Professional member in good standing present at a meeting through its delegate(s) shall be entitled to one vote at any meeting of members of the Corporation.
26. At any meeting of members every question shall, unless otherwise provided by the Act, articles or section 68 of these by-laws, be determined by a majority of the votes cast on the question.
27. 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.

DIRECTORS

Board of Directors

28. The Board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the Board

shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

Qualifications of Directors

29. Directors must be individuals 18 years of age or older and have the power under law to contract.
30. The position of director shall be made available to the President of Opera America by virtue of his position as such.
31. Not less than four members of the Board shall be elected by the members from individuals who are, at the time of their election, delegates of the Professional members of the Corporation.
32. The Executive Director of the Corporation shall be entitled to be present at and participate in (but not vote at) all meetings of the Board, except any meetings (or portions thereof) at which questions relating to the performance or position of the Executive Director are to be discussed.

Election of Directors and Term of Office

33. Directors shall be elected by the members at an annual meeting of members.
34. The office of Director shall be automatically vacated:
 1. if at a meeting of members, a resolution is passed by a majority of the members present and entitled to vote at the meeting that he be removed from office;
 2. if he resigns his office by delivering a written resignation to the Secretary-Treasurer of the Corporation;
 3. if he is found by a court to be of unsound mind;
 4. if he becomes bankrupt;
 5. on his death; or
 6. if the member, whose delegate he is, ceases to be a member in the Corporation;

provided that if any such vacancy shall occur, the Board may by majority vote fill any vacancy by appointment of any individual who is, at the time of his appointment, a delegate of a member in the Corporation.

35. Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such.
36. A retiring Director shall remain in office until the close or adjournment of the meeting at which his retirement is accepted or his successor is elected.

Powers of Directors

37. The property and business of the Corporation shall be managed by the Board. The directors may make or cause to be made for and in the name of the Corporation any kind of contract or agreement which the Corporation may lawfully enter into. The directors may, unless otherwise provided for in this by-law, exercise all other powers and do all acts and things as the Corporation by its articles or otherwise may exercise and do.
38. The directors may acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations for the purpose of furthering the purpose of the Corporation.
39. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
40. The Board is hereby authorized, from time to time:
 1. to borrow money upon the credit of the Corporation from any bank, corporation, firm or person, upon such terms, covenants and conditions, at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 2. to limit or increase the amount to be borrowed;
 3. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;

4. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable property of the Corporation, and the undertaking and rights of the Corporation.
41. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
42. Remuneration for the Executive Director of the Corporation shall be fixed by the Board by resolution.

Directors' Meetings

43. Meetings of the Board may be held at any time and place to be determined by the directors. Written notice of the meeting shall be given to each director by e-mail or by facsimile at least 2 (two) business days prior to the meeting. There shall be at least three meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate the meeting or make void any proceedings taken at the meeting. Any Director may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.
44. Each Director shall have one vote on any matter to be voted on at a meeting of the Board.
45. Meetings of the Board or of a Committee of the Board may be held by means of teleconference call. A Director or committee member participating in a meeting using such a method shall be deemed to be present at the meeting.
46. Where meetings of the Board or of a Committee of the Board are held by means of teleconference call, the Secretary-Treasurer shall establish a quorum and record votes by means of a roll call of the members participating in such meeting.
47. A majority of directors in office, from time to time, but no less than three directors where the Board consists of six members or four directors where the Board consists of seven or eight members, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
48. A resolution of the Board or of a Committee that is signed by all of the directors or Committee members entitled to vote on the resolution is as valid as if it had been passed at a meeting of the Board or of the Committee.

Indemnities to Directors and Others

49. A director, an officer or an employee may receive indemnification for their expenses incurred on behalf of the Corporation as a director, an officer or an employee.

OFFICERS

50. The officers of the Corporation shall be a Chairman, Vice-chairman and Secretary-Treasurer and any such other officers as the Board may from time to time determine.
51. Any two offices may be held by the same person, except for those of Chairman and Secretary-Treasurer.
52. The officers shall be elected at an annual meeting of members, provided that if any vacancy shall occur in any office, the Board may by a majority vote fill the vacancy by appointment of any individual who is, at the time of his appointment, a delegate of a member in the Corporation.
53. No person may stand for election by the members as an officer unless he is a director and has served at least one year as such prior to his election as an officer.
54. The officers of the Corporation shall hold office from the date of appointment or election until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

Duties of Officers

55. The Chairman shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the Board. 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 are carried into effect and perform any other duties which the Board may, from time to time, assign.
56. The Vice-chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform any other duties which the Board may, from time to time, assign.
57. The Secretary-Treasurer may be empowered by the Board, upon resolution of the Board, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof 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, and shall perform such other duties as may be prescribed by the

Board or the Chairman, under whose supervision he shall be. He shall be the custodian of the seal, if any, of the Corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. He shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designed by the Board from time to time . He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chairman and Board at meetings of the Board, 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 which the Board may, from time to time, assign.

58. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

COMMITTEES

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

Finance Committee

60. There shall be a Finance Committee composed of five individuals, no more than three of which shall be directors appointed by the Board. The other committee members shall be appointed by the Board from among the official designates of Professional members of the Corporation. The Finance Committee shall monitor and review the financial situation of the Corporation and make recommendations to the Board of Directors regarding same. Any Finance Committee member may be removed by a majority vote of the Board. Finance Committee members shall receive no remuneration for serving as such.

Minutes

61. The minutes of the Board (or the minutes of the Finance Committee) shall be available to the directors, each of whom shall receive a copy of such minutes, and shall be made available to Professional members upon written request.

EXECUTION OF DOCUMENTS

62. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without

any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers or other person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation, if any, may be affixed to contracts, documents and instruments in writing signed as provided above or by any officer or officers appointed by resolution of the Board.

FINANCIAL YEAR

63. Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be June 30.

AUDITORS

64. If required by the Act, the members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. If appointed, the auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The auditor may not be a director, officer or employee of the Corporation without the consent of all the members of the Corporation. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

65. 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.

RULES AND REGULATIONS

66. The Board may prescribe such rules and regulations not inconsistent with this by-law relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

67. In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of 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.

AMENDMENT OF BY-LAWS

68. The by-laws of the Corporation not embodied in the articles may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the by-law.