

Village Ukraina Dancers

BY-LAWS

BY-LAW NO. 1

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

Village Ukraina Dancers

BE IT ENACTED and it is hereby enacted as a by-law of Village Ukraina Dancers (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Brantford, in the County of Brant, in the Province of Ontario, 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 seven (7) directors, each of whom at the time of his election or within ten (10) days thereafter and throughout is term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The

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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 such resolution has been given, remove any director before expiration of his term of office, and may, by a majority of the vote cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. 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 of 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 numbers 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.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. 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 meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary if all 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 Chair or Co-Chair or by the Secretary on direction of the Chair or Co-Chair, or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, texted, e-mailed, or posted on social media to each director not less than one (1) day before the meeting is to take place. The Statutory declaration of the Secretary or Chair 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

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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

6. 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 such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at any 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 Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible 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 Chair his duties may be performed by the Co-Chair or such other director and the board may from time to time appoint for the purpose.

POWERS

8. 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

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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

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

OFFICERS OF CORPORATION

10. There shall be a Chair, Co-chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other offices 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 Chair and Co-Chair. The Chair and Co-Chair shall be elected by the board of directors from among their number at the first meeting of the board after such board of directors, provided that default of such election the then incumbents, being member of the board, shall hold office until their successors are elected. The other offices of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all offices shall be settled from time to time by the board.

DUTIES OF CHAIR AND CO-CHAIR

11. The Chair shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation.

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The Chair with the Secretary or other officers appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the Chair, his duties and powers may be exercised by the Co-Chair, and if the Co-chair, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

DUTIES OF SECRETARY

12. The Secretary shall be an 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 to 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

13. 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 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 direction of the board of directors, taking proper vouchers thereof 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 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.

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DUTIES OF OTHER OFFICERS

14. 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.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by either the Chair or Co-Chair 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 Chair, Co-Chair, Treasurer or by any person authorized by the board.

The Chair, Co-Chair, 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 trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, 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.

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BOOKS AND RECORDS

16. 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

17. 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. The board of directors may pass such resolution as they deem necessary to establish rules of membership.

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 to him by the Corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the members. Corporations, partnerships or 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.

FEES AND DUES

18. 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 until a vote of the members at any annual or other general meeting overturns same.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date if such notice the members in default shall thereupon automatically cease to be members of the

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Corporation, but any such member 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

19. The annual or any 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 board of 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 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 notice thereof at any meeting of the member. The board of directors or the Chair or Co-Chair shall have power to call at any time a general meeting 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, telephone, text, e-mail, or posted to social media, ten (10) days before the time fixed for the holding of such meeting; provided that any such notice if all 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.

ERRORS OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the member of the Corporation shall invalidate such meeting or make void any proceeding 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

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

ADJOURNMENTS

21. 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 such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than four (4) members present in person or represented by proxy; provided that in no case any meeting be held unless there are three (3) members present in person.

VOTING OF MEMBERS

23. 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 (1) 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 meeting 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 or represented by proxy 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 (1) vote, unless a poll demanded by a

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declaration by the Chair that a resolution has been carried or not carried and an entry 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 or by proxy, and such poll shall be taken in such manners as the Chair 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 Chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of October in each year.

CHEQUES, ETC.

25. 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 such man 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 collections 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 of settlement of balances and release of verification slips.

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DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. 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 deposited may be withdrawn, from time to time, only upon the written order 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 specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

27. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper, telephoned, e-mailed, texted, or posted on social media and addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or when telephoned, e-mailed, texted, or posted to social media. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

BORROWING

28. The directors may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation;

or

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- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any borrowed, or other debt, or any other obligations or liabilities of the Corporation.

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

INTERPRETATION

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

APPROVALS

30. Anything herein requiring the approval of the directors or members at a general or annual meeting may be done by the consent of said directors and members in writing.

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PASSED by the board of directors and sealed with the corporate seal this _____ day of _____, 20____.

CHAIR

SECRETARY

The undersigned, being all of the directors of the Corporation, hereby sign, pursuant to the provision of The Corporations Act, the foregoing by-law as By-Law No. 1 of the by-laws of the said Corporation.

DATED the _____ day of _____, 20____.

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The undersigned, being all of the members of the Corporation, hereby confirm, pursuant to the provisions of The Corporations Act, the foregoing by-law No. 1 of the by-laws of the said Corporation signed by all of the directors of the Corporation as a by-law thereof pursuant to the provisions of the said Act.

DATED the _____ day of _____, 20____.

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