

NORTHUMBERLAND PLAYERS
BY-LAW No. 3
(Replacing By-Law # 1 and # 2)

A by-law relating generally to the transaction of the affairs of
NORTHUMBERLAND PLAYERS

BE IT ENACTED as a by-law of
NORTHUMBERLAND PLAYERS
as follows:

1.0 AFFAIRS OF THE CORPORATION

1.01 Definitions - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Corporations Act* (Ontario), or any statute that may be substituted therefore, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent dated 31 October, 1977 and named Northumberland Players;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members; and “special meeting of members” includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members;

“member” means any person admitted to membership in the Corporation in accordance with Section Seven of this by-law;

“officer” means any person, may be a member of the board but not required, appointed to an office of the corporation;

“special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the members of the Corporation duly called for that purpose

1.02 Interpretation

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.03 Headings

The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

2.0 AFFAIRS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the Act, the head office of Northumberland Players shall be in the Town of Cobourg in the Province of Ontario, Canada, and at such location therein as the board may from time to time determine.

2.02 Corporate Seal

Northumberland Players may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the board.

2.03 Financial Year

Until otherwise determined by the board, the financial year of Northumberland Players shall end on August 31st in each year.

2.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of Northumberland Players by two persons from the executive committee as defined in Section Four. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

Any signing officer may affix the corporate seal to any instrument requiring the same.

2.05 Banking Arrangements

The banking business of Northumberland Players including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other corporate bodies or organizations as may from time to time be designated by or under the authority of the board.

2.06 Expenditures

The board shall have power to:

- (a) authorize expenditures on behalf of Northumberland Players from time to time and may delegate, by resolution to an officer or officers of Northumberland Players, the right to employ and pay salaries to employees.
- (b) make expenditures for the purpose of furthering the objects of Northumberland Players.

- (c) 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 Northumberland Players in accordance with such terms as the board may prescribe.

2.07 Borrowing Power

The directors of Northumberland Players may from time to time:

- (a) borrow money on the credit of Northumberland Players;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of Northumberland Players;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property any debt obligation or any money borrowed, or other debt or liability of Northumberland Players; and
- (d) delegate the powers conferred on the directors under this bylaw to such officer or officers of Northumberland Players and to such extent and in such manner as the directors shall determine.

2.08 Fundraising

The board shall take such steps as it deems necessary to enable Northumberland Players to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of Northumberland Players.

2.09 Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of Northumberland Players. The remuneration of the auditor shall be fixed by the board. If in any financial year Northumberland Players' annual income is less than \$250,000 and all members consent thereto, Northumberland Players may waive the requirement for an audit for such financial year.

2.11 Amendment of By-laws

Unless otherwise provided by the Act, any existing by-law of Northumberland Players not embodied in the letters patent may be repealed or amended by a by-law passed by the board and confirmed by the members by at least two-thirds of the votes cast at a general meeting of the members duly called for considering the by-law.

2.12 Rules and Regulations

The board may establish rules and regulations not inconsistent with the by-laws relating to the management and operation of Northumberland Players.

3.0 DIRECTORS

3.01 Number of Directors

The affairs of Northumberland Players shall be managed by a board of 11 directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 Qualification

Each director shall be and thereafter remain throughout such director's term:

- (a) a member of Northumberland Players.
- (b) No person shall be qualified for election as a director if such person is less than 18 years of age;
- (c) not of unsound mind and has been so found by a court in Canada or elsewhere;
- (d) is an individual;
- (e) not found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (f) does not have bankrupt status.

3.03 Term of Directors

Directors will hold their positions for two-year terms. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

3.04 Election of Directors

At the Annual General Meeting, five or six directors as outlined in Section 3.05 shall be elected individually to their respective positions for a two year term. Persons elected into the positions of President, Vice-President, Treasurer, and Secretary are automatically directors. If a Director resigns prior to the end of their term, a successor may be appointed by the remaining members of the Board provided they constitute a quorum. A director so appointed will hold office until the next annual meeting. A director is eligible for re-election as long as they continue to satisfy the qualifications outlined in Section 3.02. Directors must provide written consent to act as a Director of Northumberland Players for their two-year elected term.

3.05 Staggered Terms

There shall be staggered terms of office for Directors so that one-half of the directorships shall be up for election each year (or if the number does not evenly divide by halves, the board shall be divided as close to halves as possible).

3.06 Removal of Directors

Subject to the Act, the members may by resolution passed at a meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term, and may, by a majority of votes cast at that meeting, elect a person in place and stead of such director for the remainder of the term.

3.07 Vacation of Office

A director ceases to hold office upon death; upon removal from office by the members; upon ceasing to be qualified for election as a director; or upon receipt by Northumberland Players of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

A director is entitled to give Northumberland Players a statement giving reasons for opposing his or her removal as a director.

3.08 Vacancies

Vacancies on the board may be filled for the remainder of the term of office either by the members at a meeting of members called for that purpose or by the board if the remaining directors constitute a quorum.

3.09 Action by the Board

The board shall manage the business and affairs of Northumberland Players utilizing the powers afforded to Northumberland Players by the letters patent or otherwise. The powers of the board may be exercised at a meeting (subject to section 3.08) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board.

Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted to the secretary of Northumberland Players shall be deemed to be duly signed by such directors.

3.10 Meetings of the Board by Telephone, Electronic or Other Communication Facilities

If all the directors of Northumberland Players consent generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting.

3.11 Place of Meetings

Meetings of the board may be held at any place in or outside of Ontario.

3.12 Calling of Meetings

Meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine.

3.13 Notice of Meeting

Notice of the time and place of each meeting of the board:

- (a) shall be given in the manner provided in Section Nine to each director not less than two days before the date of the meeting; and
- (b) need not specify the purpose of or the business to be transacted at the meeting.

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.14 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.15 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director after being passed, but no other notice shall be required for any such regular meeting.

3.16 Chair

Subject to the provisions of any special by-law of Northumberland Players providing for the election or appointment by the directors from among themselves of a chair of the board, the president, if the president is present, or, in the absence of the president, a vice-president who is present at the meeting, shall preside as chair at a meeting of the board. In the absence of the president or a vice-president, the directors present shall choose one of their number to be chair of the meeting.

3.17 Quorum

The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors or such greater number of directors as the board may from time to time determine.

3.18 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote.

3.19 Remuneration and Expenses

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committees of the board.

Nothing herein contained shall preclude any director:

- a) who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of Northumberland Players; and
- b) from serving Northumberland Players as an officer or in any other capacity and receiving reasonable compensation therefore.

4.0 COMMITTEES

4.01 Executive Committee

The Executive Committee is a standing committee of the board and shall consist of the President, a Vice-President, a Secretary and a Treasurer.

The committee may conduct business and financial matters on behalf of Northumberland Players, from time to time and as required, subject to the restrictions if any contained in the by-laws or imposed from time to time by the board.

The committee shall provide direction to any hired personnel on a continuing basis.

4.02 Other Committees of the Board

Other committees may be formed from time to time to deal with items such as Nomination, Play Selection, Fundraising, Membership, Special Events, Governance, etc.

4.03 Action by Committees

The powers of a committee of the board may be exercised by a meeting at which a quorum is present. Meetings of such committee may be held at any place in or outside Canada.

4.04 Advisory Bodies

The board may from time to time appoint such advisory bodies as it may deem advisable.

4.05 Procedure

Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

5.0 OFFICERS

5.01 Appointment

The officers of Northumberland Players shall be a president, a vice-president, secretary, treasurer, and may also include an executive director and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the total number of and the duties of officers, and delegate to such officers powers to manage the business and affairs of Northumberland Players. **An officer may but need not be a director.**

5.02 President

The President shall chair all meetings of the members of Northumberland Players and of the Board.

The President shall oversee the general management and administration of Northumberland Players and its business.

The President, with the Secretary or other officer appointed by the board, shall sign all by-laws and membership certificates.

The President is automatically a director of Northumberland Players.

The Board may give other duties and powers to the President from time to time.

5.03 Vice-President

In the absence or inability of the President the President's duties may be performed by the Vice-President or such other director as the board may from time to time appoint for that purpose.

The Vice-President is automatically a Director of Northumberland Players.

The board may give other duties and powers to the Vice-President from time to time.

5.04 Secretary

The Secretary shall attend all meetings of the board and record all facts and minutes of all proceedings to be kept in the official records.

The Secretary shall give all notices, Section Nine, required to members and to directors.

The Secretary shall be the custodian of the seal of Northumberland Players and of all books, papers, records, correspondence, contracts and other documents belonging to Northumberland Players which shall be delivered up 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.

The Secretary, with the President, shall sign all by-laws and membership certificates.

The Secretary is automatically a Director of Northumberland Players.

The board may give other duties and powers to the Secretary from time to time.

5.05 Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of Northumberland Players in proper books

of account and shall deposit all moneys or other valuable effects in the name and to the credit of Northumberland Players in such bank or banks as may from time to time be designated by the board.

The Treasurer shall disburse the funds of Northumberland Players under the direction of the board, taking proper vouchers and rendering them to the board at the regular meetings, or whenever required, an account of all transactions as Treasurer, and the financial position of Northumberland Players.

The Treasurer is automatically a Director of Northumberland Players.

The board may give other duties and powers to the Treasurer from time to time.

5.06 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the board may specify.

The board and the president may, from time to time, vary, add to or limit the powers and duties of any officer.

Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

5.07 Term of Office and Remuneration

The board, in its discretion, may remove any officer of Northumberland Players. Otherwise each officer appointed by the board shall hold office until a successor is appointed. Officers may be paid such remuneration for their services as the board may determine from time to time.

5.08 Agents and Attorneys

Northumberland Players, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

6.0 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 Limitation of Liability

Every director and officer of Northumberland Players in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of Northumberland Players and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing no director or officer shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other director, officer or employee;
- (b) or for joining in any receipt or other act for conformity;
- (c) or for any loss, damage or expense happening to Northumberland Players through the insufficiency or deficiency of title to any property acquired for or on behalf of Northumberland Players;
- (d) or for the insufficiency or deficiency of any security in or upon which any of the moneys of Northumberland Players shall be invested;
- (e) or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of Northumberland Players shall be deposited;
- (e) or for any loss occasioned by any error of judgment or oversight on the part of the director or officer;
- (f) or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; AND
- (g) provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

6.02 Indemnity

Northumberland Players shall indemnify a director or officer, a former director or officer, or a person who acts or acted at Northumberland Players's request as a director or officer of a body corporate of which Northumberland Players is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of Northumberland Players or such body corporate, if such person:

- (a) acted honestly and in good faith with a view to the best interests of Northumberland Players; and
- (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

Northumberland Players shall also indemnify such person in such other circumstances as the Act or law permits or requires.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.03 Insurance

Northumberland Players may purchase and maintain such insurance for the benefit of any person referred to in section 6.02 hereof as the board may determine from time to time.

6.04 Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act.

Except as provided by the Act, no such director shall vote on any resolution to approve any such contract.

No director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under Northumberland Players or under any corporation in which Northumberland Players shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with Northumberland Players as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with Northumberland Players in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise.

Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of Northumberland Players in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to Northumberland Players or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

6.05 Submission of Contracts or Transactions to Members for Approval

The board, in its discretion, may submit any contract, act or transaction with Northumberland Players for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the letters patent of Northumberland Players) shall be as valid and as binding upon Northumberland Players and upon all the members as though it had been approved, ratified or confirmed by every member of Northumberland Players.

7.0 MEMBERS

7.01 Who May be a Member

All persons who are sympathetic to the objectives of Northumberland Players may apply for membership. Only those members 18 yrs of age and older have the right to vote on matters pertaining to Northumberland Players at their Annual General Membership Meeting. While persons under 18 yrs of age may be members, they are not entitled to voting privileges until they have reached 18 yrs of age.

Persons may be admitted to membership by resolution of the board.

The Secretary shall promptly inform each member of his acceptance as a member.

7.02 Liability of Members

Members are not liable or responsible for any act, debt or obligation of Northumberland Players nor for any claim, injury, loss, transaction or other thing relating to Northumberland Players.

7.03 Membership Dues

The Board may set membership dues from time to time.

Membership dues are payable on the first day of the fiscal year.

If a member does not pay the dues within 30 days of the beginning of the fiscal year that person automatically ceases to be a member. However, that person can be reinstated as a member upon payment of dues owing.

7.04 Revocation of Membership

The Board may suspend or revoke/terminate membership of any member until the next annual or general meeting of members.

7.04a Grounds for suspension and/or termination

The following will be considered grounds for suspending and/or revoking membership to Northumberland Players:

Actions contrary to the mission statement and/or objectives of Northumberland Players

Theft of Northumberland Players property and/or finances

Willful destruction of Northumberland Players property

Willful disregard for the health and safety of Northumberland Players participants

7.04b Process for suspension and/or termination of membership

Decision to suspend a member or revoke membership must be made by the Northumberland Players Board of Directors (herin known as "the Board"). Any such termination or disciplinary action must be done in good faith and in a fair and reasonable manner,

The following actions will take place before such a decision is made:

When actions noted in 7.04a have been brought to the attention of the Board, the offending member(s) involved will be notified in writing of their potential suspension and/or termination of membership. Such notice will provide reason for the Board's concern, effective date of the potential suspension or termination, as well as inform the offending member(s) of their right to be heard by the Board. Such notice shall be given to the member no less than fifteen (15) days prior to the effective date of the suspension/termination.

Any member(s) facing suspension or termination has the right to be heard by the Board orally, in writing, or in any other manner acceptable to the Board, no less than five (5) days prior to the effective date of the suspension/termination. The Board will then consider the members(s) argument(s) and provide a final decision no later than 10 days after the member(s) presentation.

7.05 Resignation of Membership

To resign, a member must give written notice of resignation to the Secretary of Northumberland Players.

The Board shall accept a member's resignation at the next meeting of the Board following the receiving of the notice.

A resignation is effective on acceptance by the Board.

A person who has resigned membership or had it revoked is still liable to Northumberland Players for any dues or other debts owed to Northumberland Players while a member.

8.0 ANNUAL AND GENERAL MEETING OF MEMBERS

8.01 Place of Meeting

The annual or any general meeting of the members shall be held at the head office of Northumberland Players or elsewhere in Ontario as the Board may determine and on such day as the said Board shall appoint.

8.02 Notice

Notice of the time and place of every meeting shall be given to each member ten days before the time fixed for the holding of such meeting, pursuant to section 9.0.

8.03 Adjournments

Any annual or general meeting of Northumberland Players or any meeting of the Board 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 and such adjournment may be made notwithstanding that no quorum is present.

8.04 Number of Meetings

An Annual General Meeting shall be held in November.

The Board or the President or Vice-President may call at any time a general meeting of the members of Northumberland Players.

8.05 Quorum of General and Annual Meetings

A quorum at general and annual meetings is twenty-five members and includes officers and Directors, or one-third of the members whichever is less.

8.06 Conduct of General and Annual Meetings

At any meeting of the membership, the members may consider and transact any business except the removal of a Director without prior notice to the membership.

Removal of a Director or other "special business" will be identified by special resolution sent to the membership prior to the commencement of the General/Annual Membership meeting. Such resolution will state the nature of the business.

Note: For clarity, "Special Business" is identified as business other than standard agenda items - i.e. financial statements, minutes, audit or review engagement reports, etc.

A majority of the votes cast carries any motion; however, a two-thirds majority vote is necessary to carry a special resolution or a borrowing by-law.

The Chair may vote on every motion but has only one vote. In case of a tie, the motion is defeated.

The Secretary shall keep the minutes of the meeting. An entry in the minutes that the Chair declared a motion carried is admissible in evidence as proof that the motion passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.

8.07 Voting of Members at Annual and General Meetings

Each member shall have one vote and may vote by proxy.

The person voting by proxy shall be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from the person or persons whose proxy they holds. Such appointment shall be on a form of proxy as determined by the Board. No member shall hold more than two proxies at any given meeting.

At all meetings of members every question shall be decided by the majority of the votes of the members present in person or represented by proxy. Every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any member.

The demand for a ballot may be withdrawn, but if a ballot is 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 ballot shall be taken in such manner as the Chair shall direct. The result of such ballot shall be deemed the decision of Northumberland Players in general or annual meeting upon the matter in question.

8.08 Business at General Meetings

At every general or annual meeting, in addition to any other business, the following must be dealt with:

- Approval of the minutes of the previous meeting;
- Confirmation of new members;
- Suspension of any members;
- Filling vacancies of any position on the Board.

8.09 Business at Annual General Meetings

At every Annual General Meeting, in addition to any other business, the following should be considered:

- The President's report;
- The Treasurer's financial report;
- The election of the new Board.
- Approval of any Officers appointed.

9.0 NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of Northumberland Players or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given two days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change the address on Northumberland Players's books of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed to be reliable.

9.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice

Any member (or a duly appointed proxy holder), director, officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

9.05 Effective date

This by-law shall come into force when confirmed by the members in accordance with the Act.

9.06 Repeal

All previous by-laws of Northumberland Players are repealed as of the coming into force of this by-law.

Such repeal shall not affect the previous operation of any by-law so repealed, or

- (a) affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or
- (b) the validity of any contract or agreement made pursuant to, or
- (c) the validity of any letters patent or predecessor charter documents of Northumberland Players obtained pursuant to, any such by-law prior to its repeal.

All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid to the extent inconsistent with this by-law and until amended or repealed.

10.0 DISSOLUTION

10.01 Dissolution

Upon the dissolution of Northumberland Players and after the payment of all debts and liabilities, Northumberland Players' remaining property shall be distributed or disposed of to recognized charitable organizations which carry on their works solely in Canada as per the directions of the Board.

Passed by the Board of Directors and sealed with the Corporate seal this 6th day of September, 2011.

Ratified at the Annual General Meeting by the general membership this 9th day of November, 2011.

Amended at the Annual General Meeting by the general membership this 12th day of November, 2014.

Amended at the Annual General Meeting by the general membership this 14th day of November, 2016.