

Adopted at the Annual General Meeting of February 2008

Amended at the Annual General Meeting of April 2011

CHTHYS Theatre Productions Inc. BY-LAWS and GOVERNANCE

A by-law relating generally to the transaction of the affairs of ICHTHYS Theatre Productions,
a charitable corporation without share capital incorporated under the Ontario Corporations Act
as Ontario Corporation No. 1528766.

1.0 MEMBERSHIP

1.1 Members: The following persons and entities shall be eligible for membership in the corporation upon application to the directors and payment of the membership fee:

- (a) anyone participating in a production presented by ICHTHYS Theatre Productions;
- (b) patrons of the company;
- (c) individuals who support the objects and activities of the corporation; and,
- (d) corporations, unincorporated associations and trusts that have similar objects and activities.

1.2 Member Entitlement: Every individual member in good standing and who has paid the applicable annual fee for that membership year is entitled during that membership year to:

- (a) attend any meeting of the corporation;
- (b) receive all newsletters;
- (c) participate in productions; and,

if, eighteen or more years of age,

- (d) vote at any meeting of the corporation; and
- (e) hold any office of the corporation.

1.3 Termination of Membership: Membership shall cease:

- (a) if the member has not renewed his or her membership and paid the applicable annual membership fee prior to the start of the annual general meeting;
- (b) if the member resigns by written notice given to the secretary of the corporation;
- (c) if the member no longer qualifies for membership in accordance with the by-laws; or,
- (d) if the membership has been terminated by a vote of at least two-thirds of the members at a meeting duly called for that purpose and for which notice of the meeting shall have been served upon the member and shall set out the grounds for the proposed termination of his or her membership.
- (e) upon the death of a member;

1.4 Membership Year: The membership year is a calendar year.

1.5 Fees: From time to time, the board shall fix annual fees payable by Members.

2.0 MEETINGS OF THE CORPORATION

2.1 Annual General Meeting: The annual general meeting of the corporation shall be held on a date not more than fifteen (15) months after the holding of the last preceding annual meeting and at any place in Ontario as the board of directors may by resolution determine.

The following business shall be conducted at the annual general meeting:

- (a) reading of the directors' report on the affairs of the corporation for the previous year;
- (b) reading of the financial reports;
- (c) voting on a resolution to approve the actions of the directors in the prior year;
- (d) reading of the directors' plan and budget for future development;
- (e) election of the directors;
- (f) appointment of auditors and fixing or authorizing the board to fix the remuneration of the auditor; and,
- (g) any other business that may properly be brought before the meeting.

2.2 Special General Meetings: The directors may, from time to time, call a general meeting of the corporation.

The directors shall call a general meeting of the corporation if at least 10 per cent of the members of the corporation submit in writing to the Secretary of the corporation a request that a general meeting be called.

2.3 Notice: Notice shall be given by publication at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members reside as shown by their addresses in the register of members.

2.4 Omission or Non-Receipt of Notice: The accidental omission or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of members

2.5 Voting: Each member or each member's proxy is entitled to one vote. All questions proposed for the consideration of the members at a meeting shall be determined by the majority of the votes cast and the chair presiding at the meeting has a second or casting vote in case of an equality of votes.

At any meeting, unless a poll is demanded, a declaration by the chair shall be conclusive evidence of the result of the vote

2.6 Proxy Votes: A member entitled to vote at a meeting of the corporation may, by means of a proxy delivered in writing to the secretary no later than forty-eight (48) hours before the meeting, appoint a person, who need not be a member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

2.7 Chair: The president, as chair of the board, or, in his or her absence, the vice chair, shall preside as chair at a meeting of members. But, if there is no president or vice chair or if at a meeting neither of them is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose a person from their number to preside as the chair.

2.8 Quorum: A quorum is twenty percent (20%) of the voting members on the register of members maintained by the secretary.

2.9 Adjournment: The chair presiding at a meeting may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place.

3.0 BOARD OF DIRECTORS

3.1 Number and Powers: The affairs of the corporation shall be managed by a board of not less than five (5) and not more than twelve (12) directors who may exercise all such powers, and do all such acts and things as may be exercised or done by the corporation, and are not by the by-laws or any special resolution of the corporation expressly directed or required to be done by the corporation.

3.2 Qualification: Every director shall be eighteen or more years of age and a member in good standing of ICHTHYS Theatre Productions at the time of his or her election or appointment, or within ten days of election or appointment, and shall remain a member throughout his or her term of office.

3.3 Election of Directors: Directors shall be elected by the members at a general meeting. Retiring directors are eligible for re-election to the board if otherwise qualified.

3.4 Term of Office of Directors: A director's term of office shall be for a period beginning with the close of the meeting at which he is elected or appointed and shall continue until the close of the earliest annual general

meeting held at least three (3) years following his election or appointment. At the end of each year of a director's term, he shall be required to declare his intention to continue in the term or not.

A Director shall not serve more than three (3) consecutive terms each of three (3) years. A Director having reached the end of the third year of his third consecutive term is deemed to be retired and is not eligible to return to the Board until a period of one (1) year has elapsed from the date of retirement.

3.5 Vacancy of Office: In the event of any vacancy on the board in mid-term and except for vacancies arising from an increase in the number of directors, a quorum of the board may fill such vacancies by appointment from amongst the qualified members. Board members so appointed shall fill the office for the rest of the un-expired term and stand for full election by the members at the next general meeting. If there is no quorum, the remaining directors shall call a general meeting of the corporation to fill the vacancies on The Board.

3.6 Removal from Office: Members may, by a resolution passed by at least two-thirds 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 the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

3.7 Removal from Office for Cause: The office of a director shall be vacated:

- (a) if he or becomes bankrupt, or a receiving order is made against him, or he makes an assignment under the Bankruptcy Act (Canada);
- (b) if an order is made declaring him to be mentally incompetent or incapable of managing his own affairs;
- (c) if he ceases to be a member;
- (d) or if by notice in writing to the secretary of the corporation he resigns his office.

3.8 Remuneration: The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director shall be paid reasonable expenses incurred by him in the performances of his duty.

3.9 Meetings: The board shall meet a minimum of every third month. Special meetings may be called by the chair, vice chair, or any two directors. No notice need be given if the board has set a day, time, month and place for regular meetings; otherwise, directors shall have a minimum of two (2) days notice, given in person, by telephone or by other electronic means.

3.10 Voting: The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote.

3.11 Quorum: A quorum of the board shall be a majority of the directors and shall include at least one (1) officer.

3.12 Executive Committee: The executive committee of the board shall consist of:

- (a) the duly elected officers of the corporation and the past president ex officio and a quorum being any four (4) of these; and,
- (b) the artistic director and the executive director both as ex officio, non-voting, members not counted in the quorum.

The executive committee shall exercise the powers of the Board in the management and conduct of the affairs of the corporation as directed or restricted from time to time by the directors.

All significant actions and decisions taken by the executive committee shall be subject to review by the board at its next regular meeting, but no act done or right acquired by such action or decision shall be prejudicially affected by any amendment or rejection of the action.

3.13 Nominating Committee: The nominating committee shall consist of:

- (a) the past president as chair or, if the past president is unable or unwilling or the office is vacant, an officer (but not the chair of the board) appointed by the board as chair of the committee; and,
- (b) two (2) additional directors appointed by the board.

The board shall fill vacancies on the Nominating Committee from among its members.

The nominating committee shall:

- (a) solicit potential nominees for election to the board;
- (b) recommend to the board at least ten (10) days prior to the annual general meeting of the corporation its nominees; and,
- (c) present its nominees for election to the board at the annual general meeting.

3.14 Other Committees: The board may, from time to time, appoint any other committee or committees that it considers necessary or appropriate. The board shall, when appointing any committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the board of directors.

3.15 Executive Director: The board may employ an executive director as chief administrative officer of the corporation. The executive director's duties, remuneration and terms of service shall be specified in a written contract executed between the executive director and the corporation.

3.16 Artistic Director: The board shall employ an artistic director to:

- (a) direct the day-to-day operation of the theatre company;
- (b) bring a proposed seasonal playbill and budget for discussion, amendment and approval of the board of directors;
- (c) oversee the production coordinators, cast and direct performances or appoint guest or assistant directors;
- (d) advise the board regarding production facilities; and,
- (e) articulate a creative vision for the theatre company.

3.17 Contracts: The directors shall not be under any duty or responsibility in respect to any contract or transaction made or entered into by or for the corporation, except such as shall have been authorized or approved by the board.

3.18 Payment of Directors: No director shall be employed by or shall perform paid services for the corporation.

3.19 Indemnities: The corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office or in respect of any liability; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

3.20 Liability: No director shall be liable for the acts, receipts, neglects or defaults of any other director or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense suffered or incurred by the corporation through the insufficiency or deficiency of title to any property acquired by the corporation or for or on behalf of the corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any firm, person or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or assets belonging to the corporation, or any loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or relation thereto unless the same shall happen through his own wrongful and willful act, neglect or default.

4.0 OFFICERS

4.1 Election of Officers: The board of directors shall elect from amongst themselves at the first duly constituted board meeting following the annual general meeting of the corporation a president, at least one vice president, a secretary and a treasurer.

Officers so elected, and the past president, shall constitute the executive committee and shall serve until the next annual general meeting or until removed from office by resolution of the corporation.

4.2 President: The president, as chief executive officer of the corporation, shall:

- (a) possess and exercise such powers and duties as are necessary for the general supervision of the affairs of the corporation;
- (b) chair all meetings of the corporation and of the board, when present in person and able;
- (c) sign all by-laws and execute any documents with the secretary; and,
- (d) perform any other duties which the Board may, from time to time, assign.

4.3 Vice Presidents: The vice president(s) shall possess and exercise such powers and duties as may be assigned to them severally by the Board.

4.4 Vice Chair: In the event that the president is absent or is unable for any reason to perform the duties imposed by the Corporations Act or that have been properly assigned by the corporation, the board shall elect one of the officers as vice chair.

The vice chair shall exercise any or all of the duties of the president, including chairing meetings of the board or of the corporation, and performing any other duties which the board may from time to time assign.

The vice chair shall serve for a period determined by the board and ending not later than the next general meeting of the corporation.

4.5 Secretary: The secretary shall:

- (a) keep and maintain the records and books of the corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the board and of the executive committee, the by-laws and resolutions;
- (b) have custody of the corporate seal;
- (c) certify copies of any record, registry, by-law, resolution or minute;
- (d) give any notices required for the annual general meeting, general meetings and meetings of the board of directors and of the executive committee; and,
- (e) perform any other duties which the Board may, from time to time, assign

4.6 Treasurer: The treasurer shall receive all moneys payable to the corporation and, subject to the provisions of any resolution of the board or of the corporation, shall:

- (a) have care and custody of all funds and securities of the corporation;
- (b) deposit the same in the name of the corporation in such bank or banks, depository or depositories, as the board may direct;
- (c) keep or cause to be kept the books of account and accounting records as required by the Corporations Act;
- (d) assist the auditor in the preparation of the financial statements of the corporation; and,
- (e) perform all duties incidental to the office or that are properly required by the board.

4.7 Past President: The immediate past president may serve up to two (2) years as a director ex officio with all the rights, privileges and duties of an elected director. But in no event shall the board, including the immediate past president, exceed twelve (12) directors.

4.8 Delegation of Authority of Other Officers: In the event that any of the vice chair, secretary or treasurer is absent or is unable for any reason to perform the duties imposed by the Corporations Act or that have been properly assigned by the board or by the corporation, the directors may delegate any or all of the powers or duties of said officers to any other director and for any period ending not later than the next general meeting of the corporation.

5.0 CONTRACTS AND SECURITIES

5.1 Contracts and Documents: The term "contracts, documents, or instruments of writing" as used herein shall include deeds, mortgages, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings

5.2 Execution of Contracts: The signatures of any two or more of the president, a vice-president, the secretary or the treasurer shall bind the corporation without any further authorization or formality when duly made on contracts, documents or instruments in writing.

The board may from time to time by resolution appoint any other director or person on behalf of the corporation to sign such documents generally or to sign specific documents.

5.3 Instruments: All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange and any other similar instruments shall be signed by such directors or person or persons and in such manner as the board may from time to time designate by resolution.

5.4 Custody of Securities: All shares and securities owned by the corporation shall be lodged in the name of the corporation with a chartered bank or trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

5.5 Holding of Securities: All bonds, debentures, notes or other obligations belonging to the corporation may be issued or held in the name of a nominee or nominees of the corporation and shall be endorsed in blank with endorsement guaranteed in order to enable transfer thereof to be completed and registration thereof to be effected. If issued or held in the names of more than one nominee, it shall be held in the names of the nominees jointly with right of survivorship.

6.0 FISCAL YEAR

The fiscal year of the corporation shall terminate on the 31st of December in each year or on such other date as the directors may from time to time determine by resolution.

7.0 HEAD OFFICE

The directors may from time to time by resolution fix the head office of the corporation within the place in Ontario designated as such by the Letters Patent of the Corporation or by special resolution of the corporation.

8.0 AMENDMENTS

By-laws of the corporation may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the Corporations Act.

9.0 REPEAL OF PRIOR BY-LAWS

All prior by-laws, resolutions or other enactments of the corporation inconsistent with this by-law are hereby repealed.

PASSED by the Corporation this 10th day of April, 2011.

ICHTHYS Theatre Productions
By-laws and Governance
February 23rd, 2008

(Signature)
President

(Signature)
Secretary