

BY-LAW NO. 1

MEMBERSHIP

- 1.01 Members of the corporation will be appointed as follows:
- i) Two (2) members by the City of Charlottetown;
 - ii) Two (2) members by the Province of Prince Edward Island; and
 - iii) Two (2) members by the P.E.I. Council of the Arts.
- 1.02 A Member may withdraw his/her membership at any time by giving written notice of his/her intention to do so to the Board of Directors and the body that appointed the Member.
- 1.03 The body that appointed a Member may cancel the Member's membership by giving the Member written notice of its intention to do so.

BY-LAW NO. 2

BOARD OF DIRECTORS

- 2.01 The business of the corporation shall be administered by a Board of Directors and the number of the Directors shall be a minimum of three (3) and a maximum of six (6). Each Member of the corporation shall be a Director.
- 2.02 The founding Members of the corporation shall constitute the Board until the first general meeting of the corporation.
- 2.03 All Members of the Board of Directors shall hold office for a term of two (2) years.
- 2.04 At the first annual meeting of the Board of Directors and each annual general meeting of the Board of Directors thereafter, the Board shall elect from its own number a Chairman.
- 2.05 The position of Director shall be vacated by giving written notice to the Board of Directors.

BY-LAW NO. 3OFFICERS

- 3.01 At the first annual meeting of the Board of Directors, the Board shall elect from its own number its officers.
- 3.02 The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer.
- 3.03 The President shall have the responsibility of the supervision of the business of the corporation and shall perform such duties as may be assigned to him/her from time to time by the Board of Directors.
- 3.04 The President shall perform the duties of the Chairman during the absence, illness or incapacity of the Chairman and such duties as may be assigned to him/her by the Board from time to time.
- 3.05 The Vice-President shall assist the President in carrying out his/her duties, and during the absence, illness or incapacity of the President, the Vice-President shall perform the duties of the President as may be assigned to him/her from time to time by the Board of Directors.
- 3.06 The Secretary shall keep the minutes of the meetings of the Board of Directors and of the corporation and shall keep such books and records as may be prescribed or deemed necessary. He/she shall attend to all the correspondence of the Board, prepare and receive all notices and documents, draft the minutes of all meetings, investigate applications for membership and report thereon to the Board, and generally perform all the ordinary duties of a Secretary. He/she shall have custody of the corporate seal and shall have the power to certify all documents.
- 3.07 The Treasurer shall have charge and custody and be responsible for all funds of the corporation which he shall deposit in the corporation's name in such bank as may from time to time be designated by the Board of Directors and shall have charge of the finances of the corporation and shall keep such books and records as may be prescribed or deemed necessary. He/she shall submit a financial statement at the end of each fiscal year and whenever requested to do so by the President.

BY-LAW NO. 4DUTIES OF THE BOARD

- 4.01 The Board of Directors shall be responsible for the general management of the affairs, funds,

and records of the corporation.

4.02 The Board shall establish committees with the name, designation and responsibilities as are deemed appropriate from time to time.

4.03 The Board of Directors, through its committee structure, is empowered to seek corporate sponsorship and any donations in support of the objects of the corporation.

4.04 The Board of Directors shall appoint proper signing officers from its number, which officers shall be responsible for signing all cheques, notes and obligations of the corporation.

4.05 It will be the duty and responsibility of the Board of Directors to ensure that any moneys raised through government assistance, all donations, and corporate sponsorship are used in accordance with the objectives of the corporation.

BY-LAW NO. 5

COMMITTEES

5.01 The Board is empowered to employ, either on a full or part-time basis, such personnel as are required from time to time for the proper operation of the corporation.

5.02 All or any expenses paid to the members of the Board of Directors or to committee members shall be determined and approved by the Board of Directors.

5.03 The Board of Directors shall have the power to create and to specify the membership and the duties of such standing or special task committees as may be found necessary from time to time to carry out the work of the Board of Directors and shall have the power to dissolve such committees.

BY-LAW NO. 6

6.01 The annual meeting of the corporation shall be held at the head office of the corporation in Charlottetown, Queens County, Province of Prince Edward Island, on or before the 1st day of October, in each and every year. Special meetings of the corporation may be held at the call of the Chairman, or at the request of any three (3) Directors of the corporation.

6.02 The presence of at least three (3) members of the Board of Directors shall be necessary to constitute a quorum at all meetings of the corporation and any member in good standing of the corporation shall be entitled to vote at such meetings.

6.03 The Board of Directors of the corporation shall meet at any time at the call of the Chairman or at the request of any three (3) members of the Board of Directors.

6.04 The presence of at least three (3) members of the Board of Directors shall be necessary to constitute a quorum at all meetings of the Board of Directors of the corporation and any member of the Board of Directors shall be entitled to vote at such meetings.

6.05 Notice of all meetings of the corporation or of the Board of Directors of the corporation shall be given at least one (1) week in advance of such meeting, in such manner as is deemed appropriate by the Chairman of the Corporation from time to time.

BY-LAW NO. 7

7.01 The corporation's fiscal year shall be the calendar year extending from the 1st day of April to the 31st day of March.

BY-LAW NO. 8

SIGNING AUTHORITY

8.01 All contracts, documents, instruments in writing, cheques, drafts or orders for payment of money, notes, acceptances, and bills of exchange drawn, accepted, endorsed and signed by the proper signing officers of the corporation shall be binding on the corporation without any further authorization or formality.

8.02 The Board of Directors shall have the power from time to time by resolution to appoint any other officer or officers or directors of the corporation to sign specific contracts, documents or instruments in writing.

BY-LAW NO. 9

AMENDMENTS

9.01 Any and all amendments and additions to the constitution and by-laws of the corporation, provided they are not in conflict with the foregoing purposes and objects of the corporation, may be adopted at any annual or special general meeting of the Association by a two-thirds vote of the members in good standing present at the such meetings provided that the proposed amendment is filed with the corporation's secretary, in writing, at least thirty (30) days before the scheduled meeting date, so that it may be circulated to club members no later than twenty-one (21) days before corporation meetings.

9.02 Any amendment so adopted shall immediately become effective unless otherwise provided.

BY-LAW 10

AUDITORS

10.01 The accounts of the corporation shall be audited annually, prior to the annual meeting, and the auditor shall be appointed for the next ensuing year by a two-thirds vote of the membership at the annual meeting.

BY-LAW 11

CORPORATE SEAL

11.01 The Board of Directors shall order a seal for the corporation which shall be kept in the custody of the Secretary.

BY-LAW 12

DISSOLUTION

12.01 Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada and which are recognized under the Income Tax Act of Canada or any organization in existence at the time of dissolution whose objectives are substantially similar to those of the corporation and which carries out or plans to carry out those objectives within the Province of Prince Edward Island.

DATED at Charlottetown, Queens County, Province of Prince Edward Island,
this 17 day of May, A.D. 2004.

WITNESS

| | | | |
|-----------------------|---|------------------------|---|
| <u>Matthew Braddy</u> |) | <u>Harry T. Holman</u> |) |
| <u>Matthew Braddy</u> |) | <u>Ron Atkinson</u> |) |
| <u>Matthew Braddy</u> |) | <u>Yvette Doucette</u> |) |
| |) | |) |
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