

BY-LAWS

A By-law relating generally to the transaction of affairs of
GALLERY 44 CENTRE FOR CONTEMPORARY PHOTOGRAPHY
(the "**Corporation**")

Article 1

INTERPRETATION

1.1 Head Office

Subject to change by Special Resolution, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such a place therein as the Directors may from time to time determine.

1.2 Purpose And Dissolution

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objectives.

Upon dissolution of the Corporation and after the 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.

1.3 Definitions

In this by-law, unless the context otherwise requires:

- (a) "**Act**" means the *Corporations Act* of Ontario and any act that may be substituted therefor, as from time to time amended;
- (b) "**Board**" means the board of directors of the Corporation;
- (c) "**By-laws**" means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (d) "**Chair**" means the chair of the Board;
- (e) "**Corporation**" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;

- (f) **"Director"** means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (g) **"Letters Patent"** means the letters patent of incorporation of the Corporation, as from time to time amended;
- (h) **"Meeting of Members"** means an annual or general or special general meeting of Members;
- (i) **"Member"** means a member of the Corporation;
- (j) **"Members"** means the collective membership of the Corporation;
- (k) **"Officer"** means an officer of the Corporation; and
- (l) **"Special Resolution"** means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

1.4 Interpretation

Other than as specified in Section 1.3, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.5 Severability and Precedent

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

Article 2

BOARD OF DIRECTORS

2.1 Election and Term

2.1.1 The affairs of the Corporation shall be managed by a Board of eleven Directors, the positions for which shall be allocated as follows:

- (a) Seven positions, which shall be filled with individuals each of whom, at the time of her or his election or appointment, shall be a voting Member of the

Corporation and shall have been a voting Member of the Corporation for a period of at least one year prior to the election; and

- (b) Four positions, shall be filled with individuals each of whom, at the time of her or his election or appointment, must have been nominated by the Board for election or appointment as a Director, in addition to satisfying the other qualifications at law for being a Director. These individuals will not be voting Members of the Corporation and will be recruited from outside the Corporation's membership using a transparent process to align with the Corporation's strategic plans, community outreach objectives and responsibilities with the competencies of the Board.
- 2.1.2 Each Director shall be elected to hold office for a three-year term calculated from the date of the meeting at which they were elected until the third annual meeting next or until their successors are elected and shall be eligible for re-election by the Members at the annual meeting for a maximum of two consecutive terms. As much as possible, Directors shall be elected, re-elected or retire in rotation every three years.
 - 2.1.3 Directors are elected by the Members by a balloted vote at the annual meeting of Members, unless running unopposed.
 - 2.1.4 Nominations for elections from the floor are only permitted if the Nominating and Governance Committee has not presented a full slate of nominees. Nominations will be accepted by the Nominating Committee and/or Board until four weeks prior to the annual meeting of Members. All nominations will be presented to the membership at the annual meeting of Members. Nominating forms will be made available to Members in print and electronic forms.
 - 2.1.5 If at any time, and from time to time, the number of positions on the Board is changed in accordance with the requirements of the Act or the Letters Patent, as the case may be, then the Board shall be, and is hereby authorized to, allocate the number of positions then on the Board, as a result of such change, as between Member and Non Member positions .

2.2 Vacancies

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled for the remainder of the term of the vacant position by appointment by a majority vote of the Board of Directors from among persons who are qualified in accordance with the requirements of this By-law (as amended or replaced from time to time) and any other requirements at law. Whenever there is not a quorum of Directors in office, the Directors then in office shall forthwith call a general meeting of the Members to fill the vacancy or vacancies. Should all Directors resign at the same time, liability for the Corporation's actions transfers to a senior staff until the Members meet and elect new Directors.

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) if the Director, or the Member of which he or she is the authorized representative, becomes bankrupt or suspends payments or compromises with either the Director's creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of a judicial court or otherwise, or the existence of such Member is terminated for any reason whatsoever;
- (c) if the Director is found to be mentally incompetent, or is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;
- (e) if the Director is in violation of the Corporation's policies or guidelines ;
or
- (f) on the death of the Director.

2.3 Quorum and Meetings

A quorum for the transaction of business shall consist of six Directors. The Board shall meet regularly throughout the year with a minimum of four Board meetings on an annual basis. The meeting schedule is to be determined by the Board. Directors may from time to time use telephonic or electronic means that permits participation to communication remotely at any meetings of the Board. A Director participating by such means is deemed to be present at that meeting.

2.4 Notice of Meetings

Notice of all Board meetings shall be given to each Board Member and shall be delivered, telephoned, emailed or faxed not less than three days or mailed not less than seven days before the meeting is to take place. The statutory declaration of the President or Secretary 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 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.

2.5 Voting

Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote. Each Director shall have one vote.

Electronic resolutions and voting may be permitted in instances where expediency is required, or where a resolution must be passed prior to the next scheduled Board meeting. The email correspondence including the motion and voting must be included as a hardcopy with the meeting minutes.

2.6 Powers

The Board may direct and set policy, establish committees, authorize spending, establish budgets, hire and fire personnel, delegate responsibilities and otherwise direct the operations of the Corporation.

The Board 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 herein after provided, generally, may exercise all such other 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 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, so long as each Director does so with a view to the best interests of the Corporation.

2.7 Remuneration of Directors and Financial Contributions

The Directors shall serve without remuneration for acting as such, but may be reimbursed for reasonable expenses incurred in the performance of their duties.

Directors are expected to make financial contributions to the Corporation for each fiscal year of such Director's term. The amount of the contribution is to be determined by each individual Director and should be considered a meaningful contribution based on her or his personal income.

2.8 Conflict of interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Directors are expected to adhere to the spirit and letter of all the Corporation's Policies and guidelines .

Article 3

OFFICERS

3.1 Officers of the Corporation

There shall be a President, a Secretary and a Treasurer, and any such other officers as the Directors of the Corporation may determine from time to time. The Board may also select a Chairperson to chair meetings, otherwise the role of Chair defaults to the President. The Officers shall be elected by the Board from among their number at the first meeting of the Board following the annual meeting of Members. Directors shall continue to hold office from the time of the annual meeting of Members until the next Board meeting directly following the annual meeting of Members.

3.2 Duties of the President/Chair

The President shall perform the duties described in the handbook and such other duties as may be required by law or as the Board may determine from time to time.

3.3 Duties of the Secretary

The Secretary shall perform the duties described in the handbook and such other duties as may be required by law or as the Board may determine from time to time.

3.4 Duties of the Treasurer

The Treasurer shall perform the duties described in the handbook and such other duties as may be required by law or as the Board may determine from time to time.

3.5 Duties of Other Officers

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

3.6 Programming and Governance Committees

The Corporation has several programming and governance committees. The duties of the committees are described in the handbook.

The Board, acting reasonably, may from time to time establish additional committees and/or ad hoc committees as required.

Directors are required to serve on at least one committee. The Board will nominate from amongst their number a Board representative for each committee who will report on the committee's activities to the Board and to the Members at any Meeting of Members.

3.7 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

3.8 Books and Records

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 is regularly and properly kept.

The Corporation will maintain reasonable security and confidentiality measures and procedures in regards to all records, including all electronic documents.

3.9 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: (a) complied with the Act and the Corporation's Letters Patent (or equivalent) and By-laws; and (b) exercised their powers and discharged their duties in accordance with the Act. The Corporation is responsible for holding Directors and Officers Liability Insurance and for renewing the insurance policy annually.

Article 4

MEMBERSHIP

4.1 Definition

The Corporation has four membership levels: Full Member, Day Member, Senior/Student Full Member, Senior/Student Day Member. The Board may, from time to time, add additional membership levels, in consultation with the Executive Director and the Membership and Facilities Committee.

Full Member:	This membership provides 24-hour access, seven days a week, to the Corporation's production facilities. Full Members receive all community privileges.
Senior/Student Full Member:	Same privileges as Full Members with a discounted fee.
Day Member:	This membership provides access to the Corporation's production facilities during the Corporation's office hours only. Day Members receive all community privileges.
Senior/Student Day Member:	Same privileges as Day Members with a discounted fee;
Member Emeritus:	This category of membership no longer exists. However, the status of existing Members Emeritus is grandfathered.

4.2 Dues

There shall be dues or fees payable for each category of membership as shall from time to time be fixed by Special Resolution at the Meeting of Members.

The Board may from time to time increase the membership fees, in keeping with inflation, for a maximum of a 5% increase applied to the annual membership fees. The Board may vote to increase membership dues at a Board meeting without consent of the Members.

Members may be notified at any time in writing or by phone of the outstanding dues or fees payable by them. If any amounts are not paid within 30 days of the date of such notice, or arrangements made for payment, the member will no longer be in good standing and will lose their rights as a Member. The Member's membership shall automatically terminate if such outstanding dues or fees are not paid within three months.

4.3 Voting Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance of his or her resignation.

The Directors of the Corporation may revoke an individual's membership, if a Member is in violation of the Membership Agreement, or other policies of the Corporation, through a resolution passed by at least two-thirds of the Directors at a Board of Directors meeting.

4.4 Members' Powers

Each voting Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of membership, including but not restricted to election of Directors and confirming and amending By-laws.

Article 5

MEETINGS OF MEMBERS

5.1 Annual Meetings

Subject to compliance with the Act, the annual meeting shall be held on a day fixed by the Board and may be held by telephonic or electronic means and a member who, through those means, votes at a meeting or establishes a communications link is deemed to be present at the meeting. Any Member, upon request, shall be provided, not less than twenty-one days before the annual meeting, with a copy of the approved financial statements and/or auditor's report and other financial information required by the By-laws or Letters Patent. The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) the report of the Directors;
- (d) consideration of the financial statements;
- (e) the report of the auditors, when required;
- (f) reappointment or new appointment of the auditor for the coming year;
- (g) the reports of all committees shall be presented to the Members;
- (h) election of Directors; and
- (i) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the

annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

5.2 General Meetings

The Directors may call a general meeting of the Members. The Board shall convene a general meeting on written requisition by not less than one-tenth of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. A general meeting may be held by telephonic or electronic means and a member who, through those means, votes and a meeting or establishes a communication link is deemed to be present at the meeting.

5.3 Quorum

A quorum for the transaction of business at any general meeting of the Members shall consist of not less than 27 Voting Members present in person, or by proxy and except as required by law, general meetings may be held at such place or places as the Board shall determine. General meetings may be called by the President or by the Secretary on written request of five members.

Members in good standing are permitted to give their proxy vote to anyone they choose, the proxy is not required to be a member of the Corporation. Proxy forms will be sent out at least ten calendar days prior to the Meeting of Members. Proxy forms must be submitted in person prior to the commencement of the meeting, or if submitting the form electronically they must be sent one day prior to the commencement of the Meeting of Members.

5.4 Notice of Meeting

Notice of general meetings shall be delivered to each Member entitled to notice of the meeting not less than 21 days before the meeting is to take place, by sending by prepaid mail, facsimile or email to the last address, facsimile number or email address of the addressee as shown on the Corporation's records. The statutory declaration of the President or Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Members may consider or transact any business either special or general at any general meeting.

5.5 Chair of the Meeting

The President of the Corporation, or the Secretary of the Corporation if the President is not present, shall be Chair of any Meeting of Members. If the President or Secretary is not present within thirty minutes from the time fixed for holding the meeting, the Members present at any Meeting of Members shall choose one of their number to be Chair of the meeting.

5.6 Voting

Questions arising at any general meeting shall be decided by consensus. In the absence of consensus, a vote may be taken or the matter tabled. Each voting Member of the Corporation present at any such meeting shall have one vote and a two-thirds majority of votes shall be required to pass or defeat a question. All votes at any such meeting shall be taken in the usual way of assent or dissent unless a ballot is demanded by any member present. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution. In the absence of the President, his or her duties may be performed by such other Director as the board may from time to time appoint for this purpose.

5.7 Errors in Notice

No error or omission in giving notice for a meeting of Directors or a Meeting of Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such a meeting.

5.8 Adjournment

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

Article 6

FINANCIAL YEAR

6.1 Financial Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

Article 7

BANKING

7.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

Annually the Board shall approve its Investment Policy upon the recommendation of the Finance Committee.

Article 8

AMENDING BY-LAWS

8.1 Amending By-laws

The By-laws of the Corporation may be repealed or amended by By-law enactment supported by two-thirds of the Directors and shall hold force and effect until it is sanctioned by at least two-thirds of the votes cast at a Meeting of Members. If such By-law enactment is not so sanctioned by the Members it shall cease to hold force and effect immediately if the resolution proposing such amendment is defeated.

At least twenty-one days' notice of the Meeting of Members of the Corporation must be given and notice must include details of the proposed resolution to change the By-laws.

ENACTED as By-law by the Board of the Corporation at a Meeting of Members duly called and regularly held and at which a quorum was present on the 3 day of February, 2021.

President

Secretary