



Ontario Corporation
Number

625304

Numéro ontarien de
l'association

Letters Patent

Lettres patentes

By virtue of the powers vested in me under the Corporations Act, I do by these Letters Patent issue a charter to the applicants named in the application attached hereto and which forms part of these Letters Patent, constituting them a corporation without share capital under the name

En vertu des pouvoirs qui me sont conférés par la Loi sur les compagnies et associations, j'accorde par les présentes lettres patentes une charte aux requérants dont les noms figureront dans la demande ci-joint, qui fait partie intégrante desdites lettres patentes, les constituant en association portant le nom de

THE ONTARIO GUILD OF TOWN CRIERS

The Letters Patent are subject to the following terms and conditions:

Les Lettres patentes sont soumis aux modalités suivantes:

- (a) 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 objects;
- (b) Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of charitable organizations which carry on their work solely in Canada.

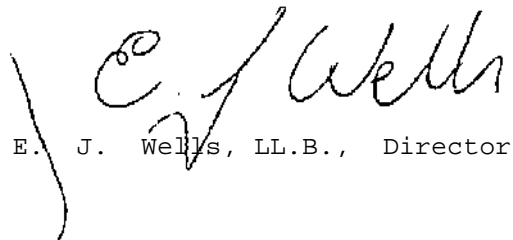
- (a) L'association poursuivra ses activités sans objectif de profit pour ses membres et tous les bénéfices ou la plus-value revenant à l'association seront utilisés de façon à promouvoir ses objets;
- (b) A la dissolution de l'association et après liquidation de toutes ses dettes et de son passif, les biens restants seront distribués aux organismes de bienfaisance qui poursuivent leurs activités seulement en Canada.

Dated/Daté: June 26 juin 1985.

Monte Kwinter

Minister
Ministre

per/par:


E. J. Wells, LL.B., Director

6. The objects for which the corporation is incorporated are: TO Objets pour lesquels l'association est constituée

- he ancient and very honourable appointment of Town Crier;
- (b) Create a better understanding and appreciation of the importance of the art of town crying;
- (c) Promote Town Crier competitions in Ontario by holding annually a Provincial Town Crier Cry-Off Competition

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ed further that the Corporation shall be carried on without the purpose of gain for its members and any profits or accretions to the corporation shall be used in promoting its objects, and that upon the dissolution of the Corporation after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations within Canada.

8. Full names and residence addresses of the applicants are:

This application is executed in duplicate
Cette requête est faite en double exemplaire

Les noms et adresses personnelles des requérants:

Name in full, including all given names
Noms et prénoms au complet

JOHN ALLAN FREEMAN

ALAN GEORGE JOSEPH GREEN

DAVID ARTHUR LEWIS

FRANK KNIGHT

ALLAN JOSEPH KELLEHER

CHRISTOPHER PAUL WHYMAN

JOHN BAYWARD PARSONS

RALPH GORDON WILDING

ROBERT STEPHENS SMITH

PAUL JAMES BAILLIE

Signatures of applicants/Signature des requérants

x *John Allan Freeman*

x *Alan George Joseph Green*

x *David Arthur Lewis*

x *Frank Knight*

x *Allan Joseph Kelleher*

x *Christopher Paul Whyman*

x *John Bayward Parsons*

x *Ralph Gordon Wilding*

**THE ONTARIO GUILD
OF
TOWN CRIERS**

CONSTITUTION

ARTICLE I NAME, PURPOSE

Section 1. Name:

The organization is incorporated under the laws of the Province of Ontario and shall be known as The Ontario Guild of Town Criers.

Section 2. Purpose:

The Ontario Guild of Town Criers is organized to achieve the objectives of:

- 1) preserving the ancient and very honourable appointment of Town Crier;
- 2) creating a better understanding and appreciation of the importance of the art of Town Crying;
- 3) promoting Town Crier competitions in Ontario by holding annually a Provincial Town Cry-Off competition.

Section 3. Limitation of Methods:

The Ontario Guild of Town Criers shall be non-profit, non-partisan, and non-sectarian.

ARTICLE II MEMBERSHIP

Section 1. Eligibility:

Charter Membership: Any person, a resident of the Province of Ontario, having in the past performed the duties of Town Crier, prior to or during the Ontario Bicentennial Year 1984; who represented a municipal unit, Town, Township, City, Municipality or a Historic Site or Organization, shall be eligible to apply for charter membership in the Guild.

Regular Membership: Any person, a resident of the Province of Ontario, being over the age of majority in the province, holding an active official appointment by a municipal unit, Town, Township, City, Municipality or a Historic Site or Organization, having an interest in the objectives of the Guild, shall be eligible to apply for regular membership in the Guild.

Associate Membership: Any former member of the Guild, no longer participating in competition nor sponsored by a municipal unit, or any person who is actively a member in good standing, of another guild, shall be eligible for associate membership. Associate membership shall have all of the privileges of members, except the right to vote. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Honorary Membership: Distinction in public affairs or service to the Ontario Guild of Town Criers shall confer eligibility to honorary membership. Honorary membership shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Life Membership: Distinction in, exemplary and outstanding service or support, to the Guild, shall confer eligibility to life membership. Life membership shall have all of the privileges of members, except the right to vote. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Fraternal Membership: Any person having reached the legal age of majority, and willing to accept the rules and regulations of the guild, but not actively engaged in the art of Town Crying, on nomination and acceptance, shall be eligible to apply for fraternal membership.

ARTICLE III OFFICERS (continued)

Section 2. Elections:

Applications for any of the aforementioned memberships shall be in writing, on forms provided for that purpose and signed by the applicant to the Guild secretary. Where applicable, a copy of the applicant's official appointment as Town Crier shall accompany his/her application to the Guild secretary. A copy of the Guild's Constitution shall be sent to the applicant. The Membership Committee shall review all applications and shall submit them to the Board of Directors with its recommendation. Election of new members shall be by the Board of Directors at any meeting thereof. Any applicants so elected shall become a member upon payment of the regularly scheduled dues as provided for in section 3 of article II.

Section 3. Dues:

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 4. Termination:

- A) Any member may resign from the Guild upon written request to the Board of Directors;
- B) Any member shall be expelled by the Board of Directors by a two-thirds vote for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for good cause;
- C) Any member may be expelled by a two-thirds vote of the Board of Directors, at any regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Guild, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting:

Each "Regular Member" shall be entitled to cast one vote.

Section 6. Exercise of Privileges:

Each voting member unable to attend an annual general meeting may nominate any other voting member, whom the member desires, to exercise his/her privileges of membership by their subscription.

Section 7. Orientation:

At regular intervals, orientation on the purposes and activities of the Guild shall be conducted for the following groups:

New Directors,
Officers and Directors,
Committee Chairman, and
New Members

A detailed outline for the orientation of each of these groups shall be part of the Guild's procedures manual.

ARTICLE III OFFICERS

Section 1. Composition of the Board:

The Guild shall be governed by a Board of Directors, composed of eleven (11) members, five of whom shall be elected in each alternate year, from the membership, to serve a two year term or until their successors are elected and have qualified. The Board of Directors shall be responsible for policy making, control of the Guilds property, its finances and directing its affairs.

ARTICLE III OFFICERS (continued)

Section 2. Officers:

The officers shall include a President, an immediate Past-President, two Vice Presidents, a Secretary, a Treasurer and five other Directors.

Section 3. Selection of Working Committees:

The Board of Directors shall select various working committees as prescribed in the By-Laws to carry out specific tasks. These same committees shall report to the Board of Directors after a reasonable time period, their findings and recommendations, in a written report.

ARTICLE IV ELECTIONS AND MEETINGS

Section 1. Election Procedures:

Election procedures for candidates for the Board of Directors shall be as prescribed in the By-Laws. Officers shall be elected from members of the new Board as is deemed necessary to conduct the activities of the Guild.

Section 2. Vacancies:

Vacancies on the Board of Directors as determined by absence and as defined in the By-Laws, shall be filled by the Board of Directors by a majority vote.

Section 3. Meetings:

One annual general meeting and a minimum of three (3) regular meetings shall be held each year. Time and place of these meetings shall be fixed by the Board of Directors and notice issued as prescribed by the By-Laws.

ARTICLE V AMENDMENTS

Section 1. Procedures:

These articles of the Guild's Constitution may be amended or altered by a vote by two-thirds (2/3) of the members in good standing in attendance at any regular meeting, or at a special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

ARTICLE VI DISSOLUTION

Section 1. Procedures:

Should the Guild no longer achieve its purpose in promoting Town Crier competitions nor receive sufficient support from its membership, the Guild shall be dissolved. Any remaining funds shall be distributed to one or more charitable organizations selected by the Board of Directors.

**THE ONTARIO GUILD
OF
TOWN CRIERS**

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Privileges:

Section 2. Responsibilities:

Section 3. Special Rights:

Section 4. Dues:

The annual membership fee, as determined from time to time by the board of Directors of the Ontario Guild of Town Criers, is not due later than 60 days after the start of the new fiscal year.

ARTICLE II MEETINGS

Section 1. Annual Meetings:

The annual general meeting of the Guild shall be held each year, sometime during the Provincial Town Crier Festival and Cry-Off Competition. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least sixty (60) days before said meeting.

Section 2. Additional Meetings:

Regular meetings of the Guild may be called by the President at any time, or upon petition in writing of any ten (10) members in good standing. A minimum three (3) regular meetings are to be held each year, the time and place for which shall be fixed by the Board of Directors. Notice of meetings shall be issued to each member at least fifteen (15) days before said meetings.

Executive Board meetings, which may be attended by any member in good standing, shall constitute a Regular Meeting, and may be called by the President or by him upon written application by at least three (3) members of the Board. Notice (including the purpose to the meeting) shall be given to each Director at least five (5) days prior to said meeting.

Special membership meetings may be called by the President at any time. Notice of special meetings shall be mailed to each member at least ten (10) days before said meetings.

ARTICLE II MEETINGS (continued)

Committee meetings may be called at any time by the President, Vice-President, or by its chairman.

Section 3. Quorums:

At any duly called General membership meeting, twenty (20%) percent of the total membership shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; at committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE III BOARD OF DIRECTORS

Section 1. Composition of the Board:

The Board of Directors shall be composed of ten (10) members, half of them shall be elected annually to serve for two years, or until their successors are elected and have qualified.

The government and policy making responsibilities of the Guild shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

Section 2. Selection & Election of Directors:

- A. *Nominating Committee:* At the first Board of Director's meeting of the new year, the President may appoint a nominating committee of three(3) members of the Guild. The President shall designate the chairman. Prior to May 1st, the Nominating Committee shall present to the Guild Secretary, a slate of five (5) candidates to serve two (2) year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of directorship. No Board member may be elected to three or more consecutive two (2) year terms. At least one year must separate a pair of two (2) year terms.
- B. *Publicity of Nominations:* Upon receipt of any such report of the Nominating Committee, the Guild Secretary shall immediately notify the membership, by mail, of the names of the persons nominated as candidates for directors and the right of petition.
- C. *Nominations by Petition:* Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three (3) members of the Guild. Such a petition shall be filed with the Nominating Committee within fifteen (15) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- D. *Determination:* If no petitions are filed within the designated period, the nominations shall be closed and the nominated slate of five (5) candidates shall be declared elected by the Board of Directors at the annual general meeting . If a legal petition shall present additional candidates, the names of all the candidates shall be arranged on a ballot in alphabetical order. Instructions shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The Guild Secretary shall mail this ballot to all active members at least forty (40) days before the annual meeting in August. The ballots shall be collected at the annual meeting. The Board of Directors shall declare the five (5) candidates with the greatest number of votes, elected.
- E. *Nominations from the Floor:* In the event that no slate, as per Section 2;A above, is put forward, nominations shall be taken from the floor, at the annual general meeting. Should, at the close of nominations, the slate of candidates be filled, the candidates shall be declared elected. Should there be more nominations than positions available, an election by secret ballot, for those positions required or otherwise vacant, shall be held, with the candidates receiving the most votes, being declared elected. Each candidate standing for nomination being an active member in good standing and must have agreed to accept the responsibilities of directorship. No Board member may be elected to three or more consecutive two (2) year terms. At least one year must separate a pair of two (2) year terms.

ARTICLE III BOARD OF DIRECTORS (continued)

Section 3. Seating of New Directors:

All newly elected Board members shall be seated at the annual general meeting and shall be participating members thereafter.

Section 4. Vacancies:

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board shall be automatically dropped from membership on the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the Board or among the Officers, shall be filled by the Board of Directors by a majority vote.

Section 5. Policy:

The Board of Directors is responsible for formulating the policies of the Guild. These policies shall be maintained on a policy manual, to be reviewed annually and revised as necessary.

ARTICLE IV OFFICERS

Section 1. Determination of Officers:

The Board of Directors at its immediate next regular executive meeting shall reorganize for the coming year. The Board shall elect the President, two Vice-Presidents, and ratify the appointment of a Secretary and Treasurer. All officers shall serve for a term of two (2) years or until their successor assumes the duties of office, subject to a maximum of two consecutive terms, or as by special dispensation, same to be proposed by the Board of Directors, and said proposal to require ratification, by a majority vote of a quorum of membership present, at the immediate next annual general meeting, and they shall be construed to be members of the Board of Directors.

Section 2. Duties of Officers:

- A. President: The President shall serve as the executive head of the Guild and shall preside at all meetings of the membership, Board of Directors and the Executive Committee. The President shall with the advice and counsel of the immediate Past-President, assign the Vice-Presidents responsibilities, subject to the Board of Directors' approval. The President shall with the advice and counsel of the Vice-Presidents, determine all committees; select all chairman; assist in the selection of committee personnel, , subject to the approval of the Board of Directors.
- B. President-Elect: The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- D. Vice-Presidents: The duties of the Vice-Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- E. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Guild and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to cheques signed by the Treasurer, or in his absence, by one of the Officers. The Treasurer shall prepare quarterly financial reports for presentation to the Board of Directors. He shall be responsible for all expenditures of the Guild with approved budget allocation.

ARTICLE IV OFFICERS (continued)

- F. Secretary: The Secretary shall cause to be prepared notices and minutes of meetings of the Board and general membership. The Secretary shall serve as advisor to the President on planning Guild activities. He shall assemble information and data and cause to be prepared newsletters, special reports as directed by the President. With the assistance of the two Vice-Presidents, he shall be responsible for administration of planned Guild activities in accordance with the policies and regulations of the Board of Directors. With the co-operation of the Guild, he shall be responsible for the preparation of the operating budget covering all activities of the Guild, subject to the approval of the Board of Directors.

Section 3. Executive Committee:

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, immediate Past-President, two Vice-Presidents, the Treasurer and the Secretary. The President shall serve as chairman.

Section 1. Appointment and Authority:

The President, by and with approval of the Board of Directors, shall appoint the Secretary, the Treasurer, and all committees and committee chairman. He may appoint such ad hoc committees and their chairman as he deems necessary to carry out the activities of the Guild. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President. It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority:

No action by any member, committee, Director or Officer shall be binding upon or constitute an expression of policy of the Guild until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE VI FINANCES

Section 1. Funds:

Two separate accounts shall be maintained by the Guild. All membership fees and other moneys earned by members on behalf of the Guild shall be placed in the Guild's general operating fund. All moneys from sponsors and other sources deemed specifically for the annual festival shall be placed in the Guild's festival fund.

Section 2. Disbursements:

Upon approval of the Guild's budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by cheque.

Section 3. Fiscal Year:

The Guild's fiscal year shall close on August 31st.

Section 4. Budget:

As soon as possible after the election of the new Board of Directors and Officers, the Executive Committee (or Budget Committee if preferred) shall compile a budget of the estimated expenses for the coming year and submit it to the Board of Directors for approval.

ARTICLE VI FINANCES (continued)

Section 5. Annual Audit:

The Guild's accounts shall be audited annually as of the close of business on August 31 by a Public Accountant. The audit shall be made available to members of the Guild.

ARTICLE VII AMENDMENTS

Section 1. Procedure:

These Guild By-Laws may be amended or altered by a vote of two-thirds (2/3) of the members in good standing in attendance at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

ARTICLE VIII DISSOLUTION

Section 1. Procedure:

Should the Guild no longer achieve its purpose in promoting Town Crier competitions nor receive sufficient support from its membership, the Guild shall be dissolved. Any remaining funds shall be distributed to one or more charitable organizations selected by the Board of Directors.