

COPY

paid reasonable expenses incurred by him in the performance
of his duties.

Province of
ONTARIO

**Letters
Patent**
Incorporating

THE ART GALLERY OF COBOURG

Recorded this ²¹ 21st
day of ^{Feb.} Feb., A.D. 1977
as Number 787 788

Given under my hand and Seal of office at the City of Toronto in the said
Province of Ontario this nineteenth
day of July
one thousand nine hundred and seventy-four.
in the year of Our Lord



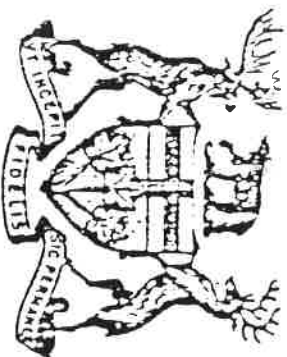
THE HEAD OFFICE of the Corporation to be situate at the said
Town of Cobourg; and

THE FIRST DIRECTORS of the Corporation to be Charles Albert
Hagen, Barry Thomas King, John Francis Leeson, Judith Anne
Kerr and Shirley Charlotte Cockerill, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that 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;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon
the 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 Ontario;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the
directors shall serve as such without remuneration, and no
director shall directly or indirectly receive any profit
from his position as such; provided that a director may be



Province of ONTARIO

By the Honourable JOHN T. CLEMENT,

MINISTER OF CONSUMER AND COMMERCIAL RELATIONS

To all to whom these Presents shall come

Greeting

WHEREAS The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, by ~~eighteen~~ ^{fifteen} or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;

AND WHEREAS by the said Act it is further provided that the member of the Executive Council to whom the administration of this Act is assigned may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

AND WHEREAS it has been made to appear that the persons herein named have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that, being the member of the Executive Council to whom the administration of this Act is assigned, I do by these Letters Patent issue a Charter to the Persons hereinafter named that is to say:

C h a r l e s A l b e r t H a g e n and B a r r y
T h o m a s K l i n g, Teachers; J o h n F r a n c i s
L e e s o n, Doctor; and J u d i t h A n n e K e r r
and S h i r l e y C h a r l o t t e C o c k e r l l l,
Housewives; all of the Town of Cobourg, in the County of
Northumberland, in the Province of Ontario; constituting
them and any others who become members of the Corporation
hereby created a corporation without share capital under the
name of

THE ART GALLERY OF COBOURG

for the following objects, that is to say:

- (a) TO be a repository for the visual arts and to hold such works of art in trust for the citizens of the said Town of Cobourg;
- (b) TO serve as an exhibition centre for the visual arts, exhibiting to the public, for its instruction and enjoyment, objects and specimens of educational and cultural value including artistic, scientific, historical and technological matter;
- (c) TO promote and encourage activities in the visual, performing, musical and liberal arts in the region of the said Town of Cobourg; and
- (d) TO serve as a resource centre in matters related to the visual arts in the said region of the Town of Cobourg;

BY-LAW NUMBER 1

Effective, April 9, 1976

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

THE ART GALLERY OF COBOURG

BE IT ENACTED as a By-law of THE ART GALLERY OF COBOURG
as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the town of Cobourg in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

BOARD OF DIRECTORS

2. At a meeting of the Art Gallery of Cobourg held in the Gallery on April 9, 1976, it was moved, seconded, and unanimously approved that the Board of Directors be ¹⁰ in number, each of whom at the time of his election or within 10 days thereafter and throughout his term of office, shall be a member of the Corporation. Each director shall be elected to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The members of the Board of Directors shall be eligible for re-election. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES: BOARD OF DIRECTORS

3. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members

writing of two directors. Notice of such meetings shall be delivered, telephoned, or telegraphed to each director not less than one day before the meeting is to take place, or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President 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 meetings, no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE: BOARD OF DIRECTORS

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING: BOARD OF DIRECTORS

6. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman 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 the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by such other director as the board may from time to time appoint for the purpose.

POWERS

7. The directors of the Corporation 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 hereinafter 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 derogation from the foregoing, to the directors are expressly empowered, from time to time, to purchase, lease, acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable 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.

REMUNERATION OF DIRECTORS

8. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

9. At a regular meeting of the Board of Directors held in the Gallery on April 9, 1976, it was moved, seconded and unanimously approved that the officers should be a President, Vice-President, Treasurer, and Secretary. One person may hold more than one office. The officers shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board, and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

EXECUTIVE COMMITTEE

10. At a meeting of the Board of Directors held on April 9, 1976, it was unanimously approved that an Executive Committee of the Board be established to deal with Gallery affairs between Board meetings. Decisions of the Executive Committee must be approved at the next Board meeting. The Committee will consist of; either President or Vice-President, and any one of the remaining Directors, and ex-officio Managing Director.

DUTIES OF PRESIDENT

11. The President shall, when present, preside at all meetings of members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by such other director as the Board may from time to time appoint for the purpose, who will exercise any such duty or power that the absence or inability of the President shall be presumed to have reference to.

DUTIES OF VICE-PRESIDENT

12. The Vice-President shall carry out the duties of the President in his absence.

DUTIES OF TREASURER

13. The Financial Officer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor, and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Financial Officer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF SECRETARY

14. The Secretary shall be clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may be from time to time determined by the Board of Directors.

DUTIES OF THE EXECUTIVE DIRECTOR

15. The Executive Director of the Art Gallery of Cobourg shall be responsible for the general management and supervision of the affairs and operations of the Corporation, including supervision and direction of employed staff; progress in the fund-raising areas through the Treasurer or President; planning of Gallery programmes, both exhibitions and related events; direction of all types of advertising, publicity, and public relations; and other duties which may be assigned by the board. He shall be an ex officio member of the Board of Directors and Executive Committee.

These duties and responsibilities were approved at a meeting of the Board of Directors held on April 9, 1976.

DUTIES OF OTHER OFFICERS

16. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

17. Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by the President and by the Managing Director, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the board.

The President, the directors, Managing Director, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may accept in the name on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

The President and members of the Board of Directors

may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

18. 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 are regularly and properly kept.

MEMBERSHIP

19. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships, and other legal entities as are admitted as members by the board of directors.

Certain members may be designated by the board of directors as honorary members, who shall not be entitled to vote at but shall be entitled to notice of meetings of the Corporation and shall be not required to pay any membership fees or dues.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

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

Each member in good standing other than honorary members shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his admission as a member.

DUES

20. There shall be dues or fees payable by members and at a meeting held in the Gallery on April 6/76, it was moved, seconded and unanimously approved that a fee for membership be established by the Directors and that all contributions of that amount or more be considered a paid-up membership for that year.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated.

ANNUAL AND OTHER MEETINGS OF MEMBERS

21. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint, provided that the annual general meeting of the Gallery shall be held on or about the last day of April in each calendar year.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President shall have power to call at any time a general meeting of the members of the Corporation. Adequate notice of the time and place of every such meeting shall be given ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any proceedings taken or had thereat. For the purpose of providing notice to any member, director or officer for any meetings or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

23. Any meetings of the Corporation or of the directors may be adjourned at 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 adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

24. A quorum for the transaction of business at any meeting of members shall consist of not less than 12 members present in person.

VOTING OF MEMBERS

25. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by-law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be 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 poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled

FINANCIAL YEAR

26. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

CHEQUES, ETC.

27. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors, and such officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

28. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall be in no event liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

29. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

BORROWING

30. The directors may from time to time

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

PASSED by the board of directors and sealed with the company seal this day of April 6/1976.