

GUITAR SOCIETY OF TORONTO BY-LAW

Originally Adopted: January 29, 2017

Amended by Board Resolution: March 13, 2026

Pending Member Confirmation: In accordance with Section XIII and ONCA s. 28

SECTION I — General Matters

I.01 Definitions

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

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), and its regulations, as amended from time to time;

"Board" means the Board of Directors of the Society;

"Bylaws" means this by-law, including the schedules to it, and all other by-laws of the Society as amended and which are, from time to time, in force;

"Chair" means the President of the Society, or other person acting in place of the President when chairing a meeting of the Board or of the Members;

"Director" means an individual occupying a position of director of the Society;

"Executive Committee" means the committee of the Board established under Section VIII of these Bylaws, exercising only such authority as the Board has expressly delegated to it;

"Member" means a member in good standing of the Society;

"Members" means the collective membership of the Society;

"Officer" means an officer of the Society;

"Ordinary Resolution" means a resolution passed by a majority of the votes cast by those Members entitled to vote on the resolution, whether in person or by proxy;

"Society" means The Guitar Society of Toronto;

"Special Resolution" means a resolution passed by not less than two-thirds of the votes cast by

those Members entitled to vote on the resolution, whether in person or by proxy.

I.02 Gender and Number

(a) In this by-law, words importing the singular include the plural and vice versa.

(b) In this by-law, words importing one gender include all genders.

I.03 Severability of Provisions

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of its remaining provisions.

I.04 Governing Statute

These Bylaws shall be interpreted in accordance with the Act. In the event of any conflict between these Bylaws and the Act, the Act shall prevail.

I.05 Execution of Contracts

(a) Subject to paragraphs (c) and (d), all expenditures shall be submitted to the Treasurer for payment.

(b) Any Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Society to be a true copy thereof.

(c) Artist contracts may be signed by the President or Vice-President.

(d) For expenditures exceeding one thousand dollars (\$1,000), approval must be given by the Treasurer and one other Officer by means of an electronic communication platform designated by the Board, provided that:

(i) the approval is documented in writing or by electronic record;

(ii) both approving Officers are clearly identified in the record; and

(iii) the record is retained in accordance with paragraph (e).

(e) All executed contracts, financial instruments, and records of approval under this section shall be retained by the Society for a minimum of seven (7) years from the date of execution or approval.

SECTION II — Name, Mission, and Gain

II.01 Name and Description of Society

- (a) The name of this Society is "The Guitar Society of Toronto."
- (b) The Society is a non-profit charitable organization of guitarists and aficionados.

II.02 Mission

The Society celebrates and promotes the guitar in the Greater Toronto Area through participation, education and concert presentation.

II.03

The Society shall undertake only those activities that are in support of its mission and in accordance with charitable purposes approved by the Canada Revenue Agency.

II.04 Financial Gain

The activities of the Society shall be carried on without purpose of financial gain for its Members, and any profits or other accretions to the organization shall be used in promoting its mission.

SECTION III — Membership

III.01 Qualification for Membership

Any person who supports the mission of the Society is eligible for membership in the Society.

III.02 Regular Membership

(a) A person becomes a member of the Society by enrolling in the Society and paying the yearly dues.

(b) Membership is for a period of 12 months from the date of purchase.

III.03 Payment of Dues, Member Benefits and Membership Policies

(a) The Board shall set the amount of dues from time to time.

(b) The Board may determine categories of dues.

(c) The Board may establish Member benefits.

(d) The Board shall determine the form of identification (membership card).

(e) The Board may establish membership policies.

III.04 Membership Discipline and Termination

(a) The Board may terminate or suspend the membership of any Member for cause, including but not limited to:

(i) conduct that is harmful to the mission of the Society;

(ii) harassment of any Member, Director, Officer, volunteer, or guest of the Society; or

(iii) violation of any code of conduct adopted by the Board.

(b) Before any termination or suspension takes effect, the Board shall:

(i) provide the Member with at least fifteen (15) days' written notice setting out the reasons for the proposed termination or suspension; and

(ii) afford the Member the opportunity to be heard orally before the Board of Directors.

(c) The decision to terminate or suspend a membership shall be made by a majority vote of the full Board of Directors, and the Member shall be notified of the decision in writing within seven (7) days.

(d) A Member whose membership has been terminated or suspended may appeal the decision to the Members at the next annual or special general meeting. The Members may, by Ordinary Resolution, confirm, vary, or reverse the Board's decision.

(e) Nothing in this section limits the Board's authority to establish additional membership policies under section III.03(e), provided that such policies are consistent with this section and the Act.

III.05 Honorary Members

(a) Any Member in good standing may propose any person who has performed outstanding service for the Society as an Honorary Member of the Society. The proposal shall be subject to approval first by the Board of Directors, then by majority vote of the Members at the Annual General Meeting.

(b) Honorary Membership is conferred for life.

(c) Honorary Members shall enjoy all the rights and privileges of membership in the Society except the right to vote, sit on the Board of Directors or hold office.

(d) Honorary Members shall not be required to pay dues.

SECTION IV — Member Meetings / Annual General Meeting

IV.01 Annual General Meeting

(a) The Annual General Meeting of the Society shall be held within six (6) months after the end of the Society's financial year, on a date and at a place within the Greater Toronto Area, or by electronic means, as fixed by the Board.

(b) The business transacted at the Annual General Meeting shall include:

(i) adoption of the agenda;

(ii) receipt of the minutes of the previous annual and any subsequent special meetings;

(iii) presentation of the financial statements;

(iv) election of Directors and Officers; and

(v) any other business set out in the notice of meeting or properly brought before the meeting.

IV.02 Special Meetings

(a) The Directors may at any time call a special meeting of the Members.

(b) The Board shall call a special meeting of the Members on written requisition of not fewer than ten (10) Members entitled to vote at such a meeting. The requisition shall state the business to be transacted at the meeting. The Board shall call the meeting within twenty-one (21) days of receiving the requisition, to be held within thirty-five (35) days of the call.

IV.03 Notice of Members' Meetings

(a) Not fewer than ten (10) and not more than fifty (50) days' notice of any annual or special Members' meeting shall be given to each Member entitled to vote, to each Director, and to the auditor or person who has conducted a review engagement, in accordance with the notice provisions in Section XI.

(b) Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

(c) Notice of each meeting must remind the Members of the right to vote by proxy.

IV.04 Virtual and Hybrid Meetings

(a) The Board may provide for any Members' meeting to be held entirely by electronic means or by a combination of in-person attendance and electronic means, provided that all participants can communicate adequately with each other during the meeting.

(b) A Member who participates in a meeting by electronic means is deemed to be present at the meeting for all purposes under these Bylaws and the Act.

IV.05 Quorum at Members' Meetings

(a) A quorum for the transaction of business at a Members' meeting is fifteen percent (15%) of the Members entitled to vote at the meeting, present in person or by proxy, but in no case fewer than ten (10) Members.

(b) If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

(c) If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be adjourned to a date not fewer than ten (10) and not more than thirty (30) days later, and the Members present at the adjourned meeting shall constitute a quorum.

IV.06 Chair of the Meeting

The President shall chair Members' meetings. In the President's absence, the Vice-President shall chair the meeting. In the absence of both the President and the Vice-President, the Members present shall choose another Director as chair. If no Director is present or if all Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

IV.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of the votes cast, unless the Act or these Bylaws require a greater majority, provided that:

- (a) each Member is entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands unless a ballot is required or demanded under paragraph (d); the chair of the meeting shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands, the chair may require, or any Member may demand, a written ballot, in which case the ballot shall be taken in such manner as the chair directs;
- (e) if there is a tie vote, the chair shall require a written ballot and shall not have a second or casting vote; if there is a tie upon written ballot, the motion is lost;
- (f) whenever a vote by show of hands is taken, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number of votes in favour of or against the resolution; and
- (g) proxies shall be counted on a show of hands vote.

IV.08 Proxies

(a) Every Member entitled to vote at a Members' meeting may by means of a proxy appoint a proxyholder to attend and act at the meeting on the Member's behalf. A proxy shall:

- (i) be in writing, whether in paper or electronic form;
- (ii) identify the Member, the proxyholder, and the meeting to which the proxy relates;
- (iii) be signed or authenticated by the Member or by an agent authorized in writing; and
- (iv) be dated.

(b) A proxy may be submitted to the Society in paper form or by electronic means in accordance with the Electronic Commerce Act, 2000 (Ontario), and must be received by the Society before the commencement of the meeting or any adjournment thereof.

(c) Members may vote by proxy:

(i) to elect Officers and Directors; and

(ii) in favour of or against any motion or resolution.

(d) A proxy is valid only at the meeting for which it is given and any adjournment of that meeting.

IV.09 Persons Entitled to be Present

Persons entitled to attend a Members' meeting are the Members, the Directors, and the Artistic Director. Any other person may be admitted by the chair of the meeting.

IV.10 Rules of Order

Except where these Bylaws provide for a different procedure, the rules of procedure at Members' meetings shall be such rules as the Board may adopt from time to time. In the absence of rules adopted by the Board, the current edition of Robert's Rules of Order shall apply.

SECTION V — Board of Directors

V.01 Composition and Size

(a) The Board of Directors shall consist of the Officers and Directors at Large.

(b) There shall be at least nine (9) and no more than fifteen (15) Directors.

(c) The Board shall include at least five (5) Directors who are not Officers.

V.02 Responsibilities and Executive Committee

(a) The Board shall be responsible for directing the activities of the Society and transacting the Society's business.

(b) The Board shall establish policies and procedures for the direction of the Society and shall set them out in one or more Policies and Procedures documents.

(c) The Board may enter into partnerships with other organizations to jointly sponsor concerts and other events within the boundaries of the Society's mission.

(d) The Board may establish an Executive Committee composed of the Officers. The Executive Committee may be delegated authority by the Board to manage the day-to-day operations of the Society in accordance with the Board's policies and directions.

(e) The Board retains the right to review, override, or revoke any operational decision made by the Executive Committee.

(f) Any expenditure by the Executive Committee exceeding an amount set by Board resolution shall require prior approval of the full Board. The Board shall set this threshold by resolution and may amend it from time to time.

V.03 Nomination, Election, and Term of Directors

(a) The Directors shall be elected by the Members at the Annual General Meeting. Voting may be conducted by written ballot, digital ballot, show of hands, or any other traceable medium approved by the Board. Where an election is contested, the vote shall be by secret ballot.

(b) The Board shall ensure that the approved voting medium is reasonably accessible to all Members entitled to vote.

(c) The term of office of a Director shall be from the date of the meeting at which they are elected or appointed until the next Annual General Meeting or until their successor is elected or appointed.

(d) Any Member in good standing may put their name forward as a candidate for election to the Board of Directors.

(e) A Member who wishes to stand for election to the Board of Directors shall notify the Secretary no later than five (5) days (including holidays) before the meeting at which the election will be held.

V.04 Removal of Directors

Removal by Members

(a) The Members may, by ordinary resolution passed at a meeting of the Members called for that purpose, remove any Director before the expiry of the Director's term of office.

(b) Notice of a meeting of the Members at which a resolution to remove a Director will be proposed shall be given to the Members, the Board, and the Director at least fourteen (14) days before the meeting.

(c) Written disclosure of the grounds for proposing the Director's removal shall be given to the

Director with the notice of the meeting.

(d) The Director shall have an opportunity at the meeting to respond to any allegations made.

(e) A vote to remove a Director under this section shall be by secret ballot.

Removal by the Board

(f) In addition to the Members' right under the Act, the Board may remove a Director by a resolution passed by at least two-thirds of the remaining Directors, provided that:

(i) the Director is given at least fifteen (15) days' written notice of the grounds for the proposed removal; and

(ii) the Director is given an opportunity to be heard by the Board before the vote is taken.

Closed Session and Confidentiality

(g) A meeting or portion of a meeting at which the removal of a Director is considered may be held in closed session. All persons present at a closed session shall treat the proceedings as confidential, except as required by law or as necessary to give effect to the resolution.

V.05 Vacancies

(a) The office of a Director shall be vacated immediately if:

(i) the Director resigns by delivering written notice to the Secretary, including notice delivered by electronic means; or

(ii) the Director is removed in accordance with section V.04.

V.06 Filling Vacancies

(a) A quorum of Directors may fill a vacancy among the Directors.

(b) If there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors required under this bylaw, the Directors then in office shall, without delay, call a special meeting of Members to fill the vacancy.

(c) If the vacancy occurs as a result of the Members removing a Director under section V.04(a)–(e), the Members may fill the vacancy by a majority vote, and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

(d) If the vacancy occurs as a result of the Board removing a Director under section V.04(f), the Board may fill the vacancy by a majority vote of the remaining Directors, and the appointee shall hold office for the remainder of the removed Director's term.

(e) The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the vacating Director's term.

V.07 Written Resolutions of Directors

A resolution in writing signed by all Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board. Such resolutions may be signed in counterparts and may be transmitted by electronic means.

V.08 Remuneration of Directors

(a) The Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from occupying the position of Director.

(b) Directors may be reimbursed for reasonable expenses incurred in the performance of their duties as Directors, on presentation of receipts or vouchers with a completed expense report.

SECTION VI — Officers

VI.01 Officers

(a) The Officers of the Society shall be the President, Vice-President, Treasurer, and Secretary.

(b) No person may hold more than one Officer position unless the Board authorizes it by a majority of the Directors present at the meeting.

VI.02 Election and Appointment of Officers

(a) The President and Vice-President shall be elected by the Members at the Annual General Meeting. Voting may be conducted by written ballot, digital ballot, show of hands, or any other traceable medium approved by the Board. Where an election is contested, the vote shall be by secret ballot.

(b) The Treasurer and Secretary shall be appointed by the Board by a majority vote of the Directors present at a duly constituted meeting of the Board.

(c) Board-appointed Officers shall serve for a term of one (1) year and must be re-appointed annually by the Board. A Board-appointed Officer continues in office until a successor is

appointed or until the Officer resigns or is removed.

(d) The Board shall report all Officer appointments and re-appointments to the Members at the next Annual General Meeting or by written notice within thirty (30) days of the appointment.

VI.03 Duties of the President

The President shall have primary responsibility for:

- (a) presiding at meetings of the Members and the Board;
- (b) providing leadership to the Board and direction to the Society in accordance with its purposes;
- (c) promoting observance of these bylaws;
- (d) acting as a spokesperson for the Society; and
- (e) such other duties as the Board may assign.

The President shall not have a casting or tie-breaking vote at any meeting.

VI.04 Duties of the Vice-President

The Vice-President shall have primary responsibility for:

- (a) performing the duties of the President in the President's absence or incapacity; and
- (b) such other duties as the President or the Board may assign.

VI.05 Duties of the Secretary

The Secretary shall have primary responsibility for:

- (a) recording, maintaining, and distributing the minutes of meetings of the Board and the Members;
- (b) receiving and responding to Board communications;
- (c) issuing all notices required under these bylaws; and
- (d) such other duties as the President or the Board may assign.

VI.06 Duties of the Treasurer

The Treasurer shall have primary responsibility for:

- (a) collecting dues and other monies owed to the Society and disbursing the Society's funds as directed by the Board;
- (b) reporting to the Board at its regular meetings and at such other times as the Board may direct;
- (c) maintaining one or more accounts at a Canadian financial institution and keeping accurate financial records; and
- (d) such other duties as the President or the Board may assign.
- (e) A formal audit or review of the Treasurer's accounts shall be made annually at the direction of the Board.
- (f) The Treasurer shall serve as chair of the Financial Committee, if one is established by the Board.

VI.07 Governance Principles

- (a) The Board is the governing body of the Society and retains ultimate authority over all matters of governance, policy, and operations.
- (b) Officers exercise authority delegated to them by the Board through these bylaws and by Board resolution, and are accountable to the Board for the discharge of their duties.
- (c) The Executive Committee, if established, operates within the scope of authority delegated to it by the Board and is subject to the Board's direction and oversight.
- (d) Members may remove any Director by ordinary resolution at a meeting called for that purpose, in accordance with section V.04 and the Act.

VI.08 Absence of President and Vice-President

In the absence of both the President and the Vice-President, the Board shall designate a Director to act as chair for the duration of the absence.

SECTION VII — Artistic Director

VII.01 Appointment

The Board of Directors may appoint an Artistic Director. The decision to appoint an Artistic Director shall be made by majority vote of the Directors present at a duly constituted meeting of the Board of Directors. The Artistic Director's term shall be for one year and may be renewed by majority vote of the Directors present.

VII.02 Attendance at Board Meetings

The Artistic Director shall attend Board meetings and may participate in discussions, but shall not have a vote.

VII.03 Duties

The Artistic Director shall perform the duties described in the Board's Policies and Procedures document.

SECTION VIII — Committees

VIII.01 Executive Committee

(a) The Executive Committee shall be composed of the four Officers of the Society: the President, the Vice-President, the Treasurer, and the Secretary.

(b) The Executive Committee may exercise the authority of the Board of Directors between meetings of the Board, except that the Executive Committee shall not:

(i) amend, repeal, or make bylaws;

(ii) approve the annual budget;

(iii) appoint or remove the Artistic Director;

(iv) authorize any expenditure exceeding a threshold set by the Board of Directors from time to time;

(v) borrow money or pledge the credit of the Society; or

(vi) take any action that the Board of Directors has expressly reserved to itself.

(c) The Executive Committee shall report all actions taken under its authority to the full Board of Directors at the next meeting of the Board.

(d) All actions of the Executive Committee are subject to review and ratification by the Board of Directors.

(e) Three of the four Officers shall constitute a quorum for meetings of the Executive Committee.

VIII.02 Other Committees

(a) The Board of Directors may establish, and may dissolve, such other committees as the Board deems advisable, including but not limited to committees for Finance, Concert Programming, Special Events, Development, Promotion and Publicity, and Education and Outreach.

(b) The President shall appoint the chair and members of each such committee after consultation with the Board of Directors. The President shall be an ex officio member of all committees.

VIII.03 Functions and Responsibilities of Committees

The functions and responsibilities of each committee, other than those set out in this bylaw, are set out in the Policies and Procedures documents.

VIII.04 Minutes and Records of Committees

(a) All standing committees, including the Executive Committee, shall keep written minutes of their meetings and decisions. Such minutes shall be available to any Director upon request.

(b) A committee may move in-camera to discuss matters involving sensitive HR, legal, or disciplinary issues. A separate record of in-camera deliberations shall be maintained, accessible only to the participants of that session.

(c) The occurrence of any in-camera session shall be noted in the regular minutes, including the time the committee moved in-camera and the time it returned to open session, but the specific deliberations shall remain confidential.

SECTION IX — Conflict of Interest

IX.01 Disclosure of Interest

(a) A Director or Officer who has any direct or indirect interest in a contract or transaction, or a proposed contract or transaction, with the Society shall disclose the nature and extent of that interest in accordance with this section.

(b) The disclosure shall be made in writing to the Society or by requesting that it be entered in the minutes of a meeting of the Board of Directors.

(c) The disclosure shall be made:

(i) at the meeting at which the proposed contract or transaction is first considered;

(ii) if the Director or Officer was not interested at the time of that meeting, at the first meeting after the Director or Officer becomes so interested;

(iii) if the Director or Officer becomes interested after a contract or transaction is entered into, at the first meeting after the Director or Officer becomes so interested; or

(iv) if an individual who is interested in a contract or transaction later becomes a Director or Officer, at the first meeting after the individual becomes a Director or Officer.

(d) A Director or Officer shall, immediately after becoming aware of any contract or transaction with the Society in which the Director or Officer has an interest, disclose that interest in writing to the Society or request that it be entered in the minutes.

IX.02 Voting Restriction

A Director who is required to make a disclosure under section IX.01 shall not attend any part of a meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction relates to the Director's indemnification or insurance as permitted by the Act.

SECTION X — Financial Matters

X.01 Banking

The Board of Directors shall by resolution from time to time designate the financial institution or institutions in which the money, bonds, or other securities of the Society shall be placed for safekeeping.

X.02 Financial Year

The financial year of the Society ends on May 31 in each year, or on such other date as the Board of Directors may from time to time determine by resolution.

X.03 Audit

The Board of Directors may dispense with the appointment of an auditor if the Society meets the criteria for dispensation under section 76 of the Ontario Not-for-Profit Corporations Act, 2010, and the members consent in accordance with that section.

SECTION XI — Notices

XI.01 Service of Notice

Any notice required to be sent to any Member, Director, or the Artistic Director shall be delivered by electronic means, including email or other digital communication platform, to the person's latest address as shown in the records of the Society, provided that a record of delivery is retained by the Society.

XI.02 Computation of Time

(a) Where notice must be given a certain number of days before an event, the day on which notice is given shall not be counted in the required number of days, and the day on which the event takes place shall be counted.

(b) Where a period of seven days or less is required, holidays shall not be counted.

(c) "Holidays" in paragraph (b) includes Saturdays, Sundays, and statutory holidays.

XI.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION XII — Board Meetings

XII.01 Regular Meetings

(a) The Board of Directors shall meet at least four times in each calendar year. Additional meetings may be called as required.

(b) The Board of Directors may fix the place and time of regular Board meetings, and no further notice of such meetings is required.

(c) Meetings of the Board of Directors may be held in person, by telephone, by video conference, or by any other electronic communication facility that permits all participants to communicate with each other simultaneously.

XII.02 Special Meetings

A special meeting of the Board of Directors may be called by the President or by any two Directors, on notice as required by this bylaw, after reasonable efforts to consult with the other Directors to determine the time, place, and means of the meeting.

XII.03 Notice

(a) Notice of the time, place, and means of participation for a meeting of the Board of Directors shall be given to each Director at least 14 days before the date the meeting is to be held.

(b) Notice of a meeting is not necessary if all of the Directors are present and none objects to the holding of the meeting.

(c) If a quorum of Directors is present, each newly elected or appointed Board of Directors may, without notice, hold its first meeting immediately following the annual meeting of Members.

XII.04 Chair

The President shall preside as chair at meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside. In the absence of both the President and the Vice-President, the Directors present shall choose one of their number to preside as chair.

XII.05 Quorum and Voting

(a) A majority of the Directors then in office shall constitute a quorum for meetings of the Board of Directors.

(b) Each Director has one vote. Questions arising at any meeting of the Board of Directors shall be decided by a majority of the votes cast by the Directors present. In the case of an equality of votes, the chair shall not have a second or casting vote, and the motion shall be defeated.

XII.06 Participation by Electronic Means

A Director may participate in a meeting of the Board of Directors by telephone, video conference, or any other electronic communication facility that permits all participants to communicate with each other simultaneously. A Director participating by such means is deemed to be present at the meeting.

XII.07 Resolutions in Writing

(a) A resolution in writing, signed by all the Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Board of Directors. A copy of every such resolution shall be kept with the minutes of the Board of Directors.

(b) A resolution in writing may be signed in counterparts, and a signature transmitted by electronic means is as valid as an original signature.

XII.08 Members' Business

Any Member of the Society may bring any matter to the attention of the Board of Directors by written communication or by personal appearance at a meeting of the Board of Directors, subject to such reasonable procedures as the Board may establish.

XII.09 Procedural Rules

Unless otherwise provided in this bylaw, meetings of the Board of Directors shall be conducted in accordance with such rules of procedure as the Board may adopt from time to time. In the absence of such rules, the current edition of Robert's Rules of Order shall apply.

SECTION XIII — Adoption and Amendment of Bylaws

(a) The Board of Directors may make, amend, or repeal any bylaw by resolution passed by a

majority of the Directors then in office.

(b) Any bylaw made, amended, or repealed by the Board of Directors under subsection (a) is effective immediately upon the passing of the Board resolution. However, the bylaw, amendment, or repeal must be submitted to the Members for confirmation at the next meeting of Members. If the Members do not confirm the bylaw, amendment, or repeal, it ceases to be effective on the date of that meeting, and no subsequent resolution of the Board of Directors to the same or like effect is effective until it is confirmed by the Members.

(c) The Members may make, amend, or repeal any bylaw by ordinary resolution at any meeting of Members, provided that notice of the proposed bylaw, amendment, or repeal has been included in the notice of the meeting in accordance with this bylaw.

(d) Nothing in this section limits the rights of Members under the Ontario Not-for-Profit Corporations Act, 2010.

SECTION XIV — Dissolution

In the event that the Society is dissolved or wound up, all of its remaining assets, after payment of liabilities, shall be distributed to one or more registered charities or registered charitable organizations in Canada, as decided upon by the last Board of Directors.

Guitar Society of Toronto By-law — Originally Adopted January 29, 2017; Amended March 13, 2026