

HAMILTON THEATRE INC.
BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of Hamilton Theatre Inc.

BE IT ENACTED as a by-law of HAMILTON THEATRE INC. As follows: -

HEAD OFFICE

The Head Office of the Corporation shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of nine directors, each of whom at the time of his election or within ten days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected and shall retire in rotations and that at the first meeting of members for the election of directors, three (3) directors shall be elected to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after such date, which ever first occurs, three (3) for a term of two (2) years from the date of their election or until the second annual meeting, whichever first occurs, and three (3) for a term of one (1) year from the date of their election or until the next annual meeting after such date, whichever first occurs, and thereafter at each annual meeting directors shall be elected to fill the position of those directors whose term of office has expired and each director so elected shall hold office for a term of three (3) years or until the third annual meeting after his election, whichever first occurs, or until his successor shall have been duly elected and qualified. One-third of the board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be determined 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 votes cast at the meeting elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

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 of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing by 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 statement 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 director's meeting may also be held, without notice, immediately following the annual general 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

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

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 asset or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence 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 the Vice-President or any such other director as the board may from time to time appoint for that purpose.

POWERS

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 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 shares, stocks, rights, warrants, options and other securities, lands, buildings and/or 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

The directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION

There shall be a President, Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President 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.

DUTIES OF THE PRESIDENT AND VICE PRESIDENT

The President shall, when present, preside at all meetings of the 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 and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice President, and if the Vice President or such other director as the board may from time to time appoint for the purpose exercises any such duty or power,

the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

The Secretary shall be ex officio 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 to directors. He shall be the custodian of the seal of the Corporation 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 from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

The Treasurer or person performing the usual duties of a Treasurer, 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 therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transaction as Treasurer, 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 OTHER OFFICERS

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

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and by the Secretary or Treasurer, 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 the President, Vice President, Treasurer or by any person authorized by the board.

The President, Vice President, the directors, Secretary or Treasurer, or any one of them or any person or persons from time to time designated by the board of directors may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock 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 stock, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, 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

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

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

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 the acceptance of his resignation.

Unless otherwise specified by resolution of the Board of Directors each member in good standing 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 representative.

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

DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors (for the purpose of this section a unanimous vote will be one in which there is not more than one dissenter) which vote shall become effective only when confirmed by a vote of the members of an annual or special general meeting.

The secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within thirty days of the date of such notice thereof, 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 by majority vote of the board of directors.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

The annual or any special 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.

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. 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 or Vice President shall have power to call at any time a special general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be given to each member by sending the notice by prepaid post or telegraph, 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 and at such meetings any business may be transacted which the Corporation at annual or general meeting may transact.

ERROR OR OMISSION IN NOTICE

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 all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business as 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

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

VOTING OF MEMBERS

Subject to paragraph 17 hereof, at each meeting of members, every member shall be entitled to vote who is at the time properly entered on the books of Hamilton Theatre Inc. As a member of the Corporation. No member shall be entitled to vote at a meeting of the Corporation unless he has paid all dues and fees, if any, then payable by him.

At all meetings of members every question shall be decided by majority of votes by the members present in person 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 sufficient evidence 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 withdraw, 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 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 to a casting vote.

FINANCIAL YEAR

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

AUDITORS

One or more auditors shall be appointed at each annual meeting of the members of the Corporation. The auditors of the Corporation when appointed shall hold office until the next annual meeting after their being appointed, or until their successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board of Directors. If the remuneration of the auditor or auditors is not fixed by the members at an annual meeting then the remuneration of the auditor or auditors shall be fixed by the Directors of the Corporation.

CHEQUES, ETC.

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 any one of such officers or agents may alone 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. Any one of such officers or agents so appointed may arrange, settle, balance and certify that all books and accounts between the Corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all the banks' forms and settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

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 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 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 in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

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 post-paid, 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

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 of 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 debts, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

COMMITTEES

The Board of Directors may from time to time appoint such committees as it may see fit to act in an advisory capacity to the Board of Directors in connection with any particular matter referred to each of such committees. The Chairman of each committee shall be a member of the Board of Directors and the other members of the Committee shall be members of the Hamilton Theatre, Inc, but need not be members of the Board of Directors.

NOMINATING COMMITTEE

At each annual meeting of Hamilton Theatre Inc, and after the election of members of the Board of Directors shall have been held, there shall be appointed a nominating committee of not less than three members who shall be charged with the duty of nominating suitable members for election to the Board of Directors at the next succeeding annual meeting; provided always that such nominating committee shall obtain the various approvals required under Article 3 hereof, and provided further that any member may stand for election to the Board of Directors if duly nominated at the annual meeting of the Corporation and if his name shall have been presented in writing by at least three members and if such presentation is accompanied by the written consent of the candidate and any approval required by Article 3 hereof shall have been filed with the Secretary of Hamilton Theatre, Inc. at least forty-eight hours before the date fixed for the annual meeting at which the

election is to be held. Vacancies in the nominating committee, however caused, may be filled by action of the Board of Directors.

INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

AMENDMENT OF BY-LAWS

The Board of Directors may pass by-laws repealing, amending or re-enacting the whole or any part of this by-law; provided that such by-laws unless in the meantime confirmed at the general meeting of the members duly called for that purpose shall only be effective until the next annual meeting of the members unless confirmed thereat, and in default of confirmation thereat such by-laws shall cease to have effect at and from that time.

Passed by the Board of Directors this 16th day of March, 1960,

President, John S. Ride

Secretary, Margaret Elizabeth Wheltham

This work typed by Brianne K. McNeely, member of the Board of Directors on this 1st day of July, 2011, from a copy provided to her by the President of Hamilton Theatre Inc.