

Toronto Media Arts Centre Board Governance Manual

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Introduction

The Toronto Media Arts Centre (“TMAC”) Board Governance Manual defines the role of the Board and how it will carry out its responsibilities. This and the Bylaws are TMAC’s primary governing documents.

First drafted in 2011, the purpose of this document is to clarify the organization’s principles and goals, and define the roles and responsibilities of Board members as we aspire to a collaborative model of governance.

Organizational History

Toronto Media Arts Cluster is creating the first ever collectively owned and managed non-profit arts facility in Toronto. A 38,000-square-foot centre for contemporary art located in the heart of Toronto’s Art + Design District, TMAC will provide state-of-the-art production studios, galleries, a cinema, opportunities for hands-on learning, artist apartment for residencies and flexible workspace.

Board Contact List

An up-to-date list of Board members can be found on our Web site:
tomediaarts.org

Revisions

Changes will be adopted through a majority vote of the Board at Board meetings. Proposed policy changes will be provided to Board members in advance of the meeting at which the vote is to be taken. Board-approved revisions will be tracked through a digital version control system.

Letters Patent

See Addenda

Bylaws

See Addenda

Mission

TMAC aspires to be a centre for excellence for the media arts that takes an accessible approach to the advancement of culture and technology.

Vision

In the heart of Toronto's Art and Design District, TMAC is creating a diverse and collaborative environment where anyone can engage meaningfully with art and technology. TMAC integrates creation, production, presentation, education, conservation and dissemination practices and with a focus on community building and inclusivity.

With year-round arts and cultural programming, open lab studios, equipment libraries, coworking and social areas, we provide the tools, space and freedom to play with art, media and new technologies—including film, videogames, audio, video, robotics, electronics and more.

TMAC grew out of grassroots community support and in response to a need for an accessible and affordable centre dedicated to media art and technology.

The idea for TMAC was first conceptualized in 2003 after almost 15 years of organizing. After an initial feasibility study, we incorporated in 2011 and attained charitable status in 2013. Today, TMAC has organically grown into an integrated collaborative organization supporting its members, the West Queen West community, and all of Toronto's media artists and artist-run centres.

Milieu

The Toronto Media Arts Centre includes all three streams of contemporary media art practices: production, exhibition and distribution. Media art encompasses artworks that are created and displayed using time-based technologies including audio, video, film, gaming, digital, robotics, photography, interactive, online, electronics, radio and sound.

Our sector is extremely well developed in Toronto, with over 40 organizations serving and supporting a broad community of makers. We will establish a contemporary facility that will increase the visibility and accessibility of the media arts by creating a unique destination. The centre will be a landmark art facility dedicated to audience engagement, education, production and post-production, distribution, archiving and preservation, artistic residencies and a full range of arts

presentation. TMAC is a new model for collaboration, one we've been working hard to establish for decades and that is extremely rare in Canada and the world.

Board Structure and Roles

Composition

According to Section 24 of the TMAC Bylaws, "the Board shall, from time to time and at any time, consist of a number of positions of director of the Corporation that is equal to the number of Members of the Corporation, but in any case, the Board shall not consist of a number of positions of director of the Corporation that is fewer than three." Additionally, the Board will strive to be diverse in its representation.

Voting Directors

At least 51% of the Board members will be appointed and/or elected according to the rules set out in Sections 29 and 30 of the TMAC Bylaws.

Non-Voting Directors

The Board intends to develop a policy that allows for non-voting or non-Member-appointed Board members to be appointed and/or elected by the Board in order to be compliant with the requirements of the new Ontario Not for Profit Corporations Act.

Ideal Board Size

The Board will take reasonable steps to maintain a board with sufficient numbers to reflect the volume of work and the diversity of the membership.

The Board's Role

The Board is the group that leads TMAC and is the backbone of our collaborative work. While we rely on trust and mutual accountability in service of the welfare and goals of the organization, we also believe that documenting our policies and procedures in this manual will ensure that the collaborative process will serve TMAC well into the future.

The role of the board is to enable the organization to carry out its mandate, which, in part, is to:

- Provide performances and exhibitions of an artistic nature in premises to be maintained and operated by TMAC
- Provide instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises
- Make available to the public visual arts, media arts, film/video and electronic/digital arts.
- Provide affordable, long-term rental, gallery, production and exhibition space to non-profit arts organizations

In order to carry out this mandate, the Board will:

- Manage and maintain the facility
- Provide administrative support to Members
- Be wholly responsible for costs specific to the TMAC facility, without passing them through to Members:
 - Operating costs including facility staffing and materials, administration, repairs and maintenance, utilities costs for common spaces, contract services for the organization, cinema operation, common area costs beyond Member contributions
 - Property taxes
 - Mortgage repayment
 - Capital reserve
- Actively build collaborative relationships with each of its Member organizations to support the delivery of joint programming
- Form a Joint Planning Committee that will work to:
 - Align collaborators' programs, funding, resources, and efforts around common goals
 - Make recommendations to the Board on operational, planning, programming and resource issues
- Hire and manage staff including an artistic director and an executive director, reporting to and carrying out the decisions of the Board

- Empower executive staff to hire and manage staff and contractors, including facility manager, accountant/bookkeeper, legal, security, theatre technician, AV specialist, event director, etc.
- Establish an infrastructure to monitor and evaluate programming and Member and community outcomes
- Articulate TMAC's vision, values, and principles
- Write and regularly evaluate governing policies, including this document and the Bylaws

Directors of the Board

Role of Directors

The Directors of the board have a duty to:

- Learn and understand how TMAC operates and become familiar with its Bylaws, procedures, operations and activities
- Act responsibly, in good faith and in the best interest TMAC, exercising the care, diligence and skill of a reasonably prudent person in exercising powers and performing the duties of a Director
- Act cautiously and anticipate possible consequences of any course of action that the Board may choose to undertake. Where the Director possesses a particular level of skill or expertise, that skill or expertise must be used in the best interest of the organization.
- Be diligent, always acting in the best interest of TMAC and becoming as reasonably informed as possible with all aspects of its operations. To fulfill this duty, each Director is expected to:
 - Review the agenda and supporting material in advance of each meeting of the directors and any committee on which the Director participates
 - Regularly attend meetings of the Board and committee to which the Director is appointed
 - Be prepared to discuss business on the Board & Committee agendas in a prepared and knowledgeable way
 - Vote on matters that come before the Board unless excluded by conflict of interest. In the event that a Director cannot attend a meeting, that director should review the minutes of the meeting, financial statements and all other materials that may be circulated at the missed meeting in order to stay

informed. It is the responsibility of that Director to ask questions relating to any business or policy that may have transpired at the meeting and which the Director may require further information or clarification.

- To manage the affairs of the organization and to apply the Bylaws of TMAC.
- To act honestly and in good faith, to be loyal to and act in the best interest of the organization, to avoid any conflict of interest and to subordinate personal interest to that of the Corporation.
- To act at all times in the best interest of and in accordance with the Conflict of Interest Policy of the organization.
- To act at all times within the scope of authority established by the objects of the corporation, bylaw and resolutions approved by the membership and motions of the Board of Directors. A Director may incur personal liability if he or she acts outside of the scope of authority granted by the Board.
- To be aware of and comply with all applicable government legislation and statutes, including:
 - The Corporations Act (ONCA)
 - The Income Tax Act
 - Employment Insurance Act
 - Pension Legislation
 - Employment Standards Act
 - Occupational Health & Safety Act

Board Member Code of Conduct

Decision-making

The Board is committed to effective collaborative decision-making and, once a decision has been made, speaking with one voice. Towards this end board members:

- Reflect their understanding of member and stakeholder interests
- Represent one's own view as an individual view
- Endeavor to build on other's ideas or offer alternative points of view as options to be considered and invite others to do so too

- Refrain from trying to influence other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion
- On important issues, be balanced in one's effort to understand other board members and to make oneself understood
- Once made, support, indeed defend, board decisions, even if one's own view is a minority one
- Endeavor in good faith to reach consensus on solutions

Authority, Confidentiality and External Communication

The Board is committed to clear, unified and uncompromising communication with staff, stakeholders and members of the public. Toward this end, board members must:

- Not disclose or discuss differences of opinion on the board outside of board meetings, especially with staff or members
- Respect the confidentiality of information on sensitive issues, especially in personnel matters
- Refrain from speaking for the organization unless authorized to do so by the board
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy)
- Refrain from giving direction, as an individual board member, to the executive director or any member of staff

Internal Communication and Values

The Board is committed to building relationships built on trust with members, staff, directors and volunteers. Towards this end board members must:

- Maintain trust through ongoing transparent communication
- Share credit for the work of the organization with the collaborators, creating a sense of cohesion and mutual value
- Support the common agenda over individual agendas
- Focus on the strengths and abilities of all stakeholders to build lasting change

- Encourage conversations that build deep understanding of all perspectives, to learn together and to seek to build respect and trust
- Share knowledge and work together to co-create new sustainable ideas
- Take a patient and long view, recognizing that ideas and opportunities need the right conditions to take root and will require iterative and sometimes challenging work
- Have a serious regard for the collaboration and a determination not to let it be subverted

Accountability

The Board of Directors is collectively accountable to Members, the broader TMAC and Toronto media arts community, neighborhood residents, funders and stakeholders. This accountability supersedes any conflicting loyalty to advocacy and interest groups.

Board members are accountable to the Board.

Responsibilities

Individual members of the Board must:

- Be informed
- Maintain confidentiality
- Be proactive
- Avoid conflict of interest

Officers of the Corporation

Role of the President

According to Section 51 in TMAC's Bylaws, "Unless another person is authorized by the meeting, the president, when present, chairs all meetings of the Members of the Corporation and of the Board. The president, with the secretary or other officer appointed by the Board to do so, will sign all by laws and any membership certificates. The president shall see that all orders and resolutions of the Board are carried into effect."

The President is responsible for the effective governance of the organization and is accountable to the membership for the performance of the Corporation.

The duties of the President are to:

- Chair the meetings of the Board and the Executive Committee, be knowledgeable about the agenda items before the Board and be prepared to take part in the deliberations of the Board
- Arrange for the Vice Chair/President to chair in the meeting if required
- Chair the Annual General Meeting and any other general member meetings that may be called
- Provide oversight of the work of the corporation on behalf of the Board, handle any personnel issues that may arise between Members of the Board or as a result of non-performance of duties by a Director or conflict of interest situations handle member complaints arising out of the actions of the staff or volunteers
- The responsibilities of the President may be changed from time to time, and flow from Board policies on governance.

Role of the Vice-President

According to Section 52 in TMAC's Bylaws, "The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board."

The Vice Chair works with the Chair in ensuring the effective governance of Organization and is prepared and knowledgeable at all times to serve in the absence of the Chair.

The duties of the Vice President are to:

- Chair the Board Meeting, Annual General Meeting, or other meetings in the absence of the Chair
- Serve as a member of the Executive Committee

The responsibilities of the Vice President may be changed from time to time, and flow from Board policies on governance.

Role of the Secretary

The Secretary works with the President of Organization in the effective administration of Board and membership meetings and is responsible to the membership to ensure that the bylaws are followed and that all necessary documents are maintained and filed as required.

The duties of the Secretary are to:

- Be able to act as a signing authority for the Corporation in financial and legal matters at the Board's discretion
- Ensure safekeeping of the documents of the corporation including Letters Patent, Supplementary Letters Patent, Bylaws, Minutes of the Board, Contract agreements
- Serve on the Executive Committee of the Board
- Liaise with those individuals/organizations contracted to provide management support of the operational tasks of the Secretary

Role of the Treasurer

According to Section 53 in TMAC's Bylaws, "The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation..."

The duties of the Treasurer are to:

- Act as a signing authority for the Corporation in financial and legal matters
- Serve on the Executive Committee of the Board and as Chair of the Finance Committee
- Present the annual operating budget

Other duties as may, from time to time, be assigned by the Board.

Board Committees and Mandates

Committees

According to Section 56 in TMAC's Bylaws, "The Board may appoint committees whose members will hold office at the will of the Board, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine."

In the inaugural year, the following operational committees will be formed according to these governing terms:

- Facility & Equipment
- Programming & Education
- Resource Development & Partnerships
- Fundraising
- Governance (Nominations)
- HR
- Outreach & Advocacy

Individual committee mandates and additional terms of reference will be drafted by each committee, approved by the Board, and may be amended from time to time with approval of the Board.

Membership and Appointment

Each committee will be chaired by a non-staff member of the Board who reports to the Board regarding Committee business, decisions and activities. Committees will be comprised ideally of 3-5 members, including the chair, staff and volunteers. Members may be appointed to a committee by the chair or the board of directors.

Committee Chair

The chair of the committee can be any one member of the board of directors. This responsibility is also set out in the role description for that director's position.

The chair is responsible for:

- Scheduling the meetings
- Setting the meeting agendas
- Leading the meetings
- Recording and posting minutes
- Following up on action items
- Bringing motions to the Board for approval
- A co-chair may be appointed to fulfill the chair's role in their absence.

Committee Procedures

The committee should meet at least four times per year, but may meet as frequently as needed.

Meetings of the committee may be held at any time and place to be determined by the chair, provided that 14 days' written notice of such meeting is given prior to the meeting. This notice may be waived by any member of the committee.

Two out of 4 members constitutes a quorum; the chair or co-chair must be in attendance.

Committee meetings are open to any staff or board members who wish to attend without vote

Minutes must be taken at all committee meetings. A copy of all committee minutes is filed with the President, and should be made available to all board and staff members within 30 days of the meeting.

New projects and recommendations should be brought to the Board for approval at a meeting of the directors.

Board Processes & Policies

Board Meetings

According to Section 34 of the TMAC Bylaws, "Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each Director, or, if by mail, at least 14 days prior to the meeting."

Board meetings will be held monthly (or more or less frequently as determined by the Directors, but at any rate on a regular and scheduled basis) and conducted to carry out the business of the Board. The purpose of the meeting shall be expressed in its agenda.

A meeting agenda, prepared by the Chair or Secretary and circulated prior to the start of the meeting, will establish issues to be addressed.

Voting

A majority of the votes cast by the Directors shall determine the motions in meeting. If there is a tie, then the majority requirement is not met and the vote cannot pass.

Minutes recorded at the Board meeting, and subsequently approved as written by the Board at the next meeting, will be the official record of the Board's transactions and plans.

Annual Planning Session

The Board will also hold an annual planning meeting, at which the Board will review and establish an updated three-year plan and an annual business plan. The plans will:

- Determine what the Board intends to accomplish for the coming year

- Articulate the Board's planning accomplishments as realistic, concrete, and meaningful outcomes
- Adopt or update an appropriate strategic plan for achieving the outcomes
- Identify appropriate timelines for the accomplishments of the plan
- Establish a schedule for, and the means of, evaluating the performance of the Board

Communication Policy

All communications within TMAC will support the mission, vision, values and goals of the Board.

The Board will:

- **Develop a communications plan** which identifies who the Board communicates with, what is communicated, when communication activities occur (e.g., press releases), and how communications are delivered
- **Establish communication links** with the stakeholders and communities we serve, local governing bodies, arts organizations, ministries and funders
- **Use communication strategies** which are open and honest, responsive, informed and clear

Finance Policy

Operating Budget Process

TMAC will budget annually for a breakeven operating position, or an operating surplus to support its current working capital balance.

The preliminary budget will be prepared under the direction of the Treasurer for review by the Board in its annual planning cycle each year.

The annual budget will reflect the strategic priorities established by the Board of Directors of Organization.

The Treasurer, in consultation with the Board, will establish the financial requirements for existing or new programs

The final operating budget will be approved by the Board.

Monitoring of the Budget

Responsibility for monitoring the operating budget rests with the Treasurer of Organization who can recommend changes to the Budget as the year progresses in order to maintain a break-even position.

Authorities

Once approved, the Treasurer has the authority to make expenditures within the approved budget

Travel Expenses

TMAC will reimburse any reasonable meal and transportation expenses associated with participation in Board meetings and duties delegated by the Board. Board directors must comply with the Travel Expense Policy.

Governance Policy

The Board will govern with a style which emphasizes outward vision, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and Staff Roles, collaborative decision-making, a focus on the future and pro-activity.

The Board will:

- Be accountable for accomplishment of its goals
- Direct, control and inspire the organization through careful establishment of the broadest written policies which reflect the values and perspectives of its members and stakeholder communities
- The Board will monitor and regularly discuss the Board's own process and performance to ensure the continuity of its governance capability by retention and development of Board members.
- Self-evaluate its performance
- Commit to continuous improvement, including orientation of new members and Directors to the Board's governance model and periodic Board discussion of governance process

Conflict of Interest Policy

The Board of Directors is responsible to the members of the Corporation and acts in their interests at all times. Directors must represent un-conflicted loyalty to the interests of the corporation. This accountability supersedes loyalty to any other organization, interest group, board or staff. It also supersedes the personal interest of any director acting as a consumer or participant in the activities of Organization.

- There must be no self-serving conduct of personal business between any Board member and TMAC in order to ensure openness, competitive opportunity and equal access of information
- Directors must not use their position to obtain employment for themselves, family members or close associates
- Staff and non-Board Committee volunteers will act in accordance with the spirit and intent of the policy.

Declaration of Conflict of Interest

Directors in a decision-making role should make known their connections with groups or individuals doing business with TMAC.

While this can be done annually as part of a review, it should happen at any point when a Director recognizes that the potential for conflict exists.

Directors who have an actual or potential conflict of interest will not participate in any vote or decision-making on matters affecting the organization, and the possible source of conflict. The Board will determine what, if any, contribution the Director can make to the discussion leading to a decision.

Directors will sign off annually on identified conflicts, and the record will be kept with the minutes.

Fundraising Policy

TMAC affirms the position that core funding for arts programs remains the responsibility of various levels of government. We also believe the development of stronger links to the community, through fundraising, provides additional resources to enhance and build broader public support for arts programming. We

are committed to fundraising based on ethical standards and within a socially responsible framework.

- TMAC will actively solicit and accept financial support from donors who agree with this philosophy and whose organizational practices meet these standards.
- TMAC commits to managing responsibly the funds that donors entrust to us, and to report our financial affairs accurately and completely.
- TMAC is committed to responding to donor or prospective donor questions or concerns about fundraising activities promptly and fairly.
- TMAC supports a diversified and coordinated approach to funding and eschews competition for the good of the culture of TMAC and the financial sustainability of its member organizations.
- TMAC commits to using appropriate resources for the benefit of TMAC as a whole rather than individual member organizations.

HR Policy

As TMAC is committed to being an exemplary employer, the Executive Director will ensure that the human resource practices of the organization adhere to the principles of fairness and respect, and that TMAC abides by all laws and government regulations. More specifically, the Executive Director will be accountable for the development of detailed policies and procedures that ensure that:

- Recruitment and hiring practices are open, thorough, fair and based on merit
- At a minimum, the requirements of the Employment Standards Act, Human Rights Code, Minimum Wage and Occupational Health and Safety Acts are respected
- All employees have job descriptions and that these are regularly reviewed
- Personnel records are treated as confidential and that appropriate restrictions are in place regarding their use and who has access to them
- Human resource policies and procedures are provided to all staff
- Every staff member is formally evaluated on an annual basis, that the evaluation criteria are in line with best practices in other organizations, and that they are known by all employees
- Employees are recognized for excellent performance

- Every employee is entitled to a specified amount of time off with pay in the event of sickness, a death in their immediate family, medical appointment and unexpected family obligations
- There is a formal grievance or conflict resolution procedure in place for staff that involves the Board as the final arbitrator
- TMAC will strive for diversity in its employment practices with respect to race, culture and disability
- Staff have professional development opportunities made available to them and that an annual training plan is prepared and implemented with the resources available

Board Self-Assessment

The Board is responsible for its own operations. In accordance with this policy the Board monitors and evaluates its own performance on an ongoing basis and at least once per year, conducts a formal self-evaluation.

Membership

Members of the Corporation

According to Section 2 of the TMAC Bylaws, "Membership in the Corporation shall be limited to corporations and unincorporated associations / organizations that are either non-profit organizations or registered charities within the meaning of the Income Tax Act (Canada) whose purposes are to advance the public's appreciation and understanding of, or otherwise promote public interest in, the arts, and which are interested in furthering the objects of the Corporation and whose application for admission as a Member has received the approval of the Board."

Once the TMAC facility is operational, the Board intends to establish additional Membership classes with different rights and commitments than currently established by the TMAC Bylaws and definitions of Membership in the TMAC Board Governance.

Admission

Admission to tenant membership is at the discretion of the Board.

Eligibility for tenant membership may be subject to specified criteria. At a minimum, the organization must:

- Be an incorporated not-for-profit or charity
- Support the objectives of TMAC
- Demonstrate organizational capacity, including an established board of directors, community-base, and appropriate programming

When TMAC admits a tenant member, they enter into a membership agreement, a contract in which the tenant agrees to pay rent for the right to occupy a specified unit or units within the TMAC facility. The membership license may be open or for a fixed term, according to the agreement.

Security of Membership

Tenants members have security of tenancy. This means that a tenant member can continue to occupy its allocated space until:

- The tenant member decides to leave and gives TMAC proper notice that they intend to move out
- TMAC and tenant member agree that the tenant member will move out
- TMAC gives the tenant a notice to end the tenancy for a reason allowed by the Membership Agreement (for example, the tenant member is no longer carrying on activities allowed by the agreement).

Termination

TMAC may terminate tenant membership if the tenant member violates any terms of the Membership Agreement. The procedure for termination and appeal is set out in the Membership Agreement.

Members may terminate membership by providing at least 180-days' written notice to TMAC. Unless agreed otherwise, membership terminates on the 181st day following notice. The tenant member must move out and remove all possessions by the termination date.

If a tenant member moves out of the TMAC facility without giving notice or without giving proper notice, membership ends on the earlier of:

- The date the unit is rented to another tenant or
- The earliest termination date that could have been put in a notice to end a tenancy, if the tenant had given proper notice.

The tenant member must fulfill all obligations of membership and abide by all terms of the Membership Agreement until the termination date, including:

- Paying rent
- Paying membership dues
- Contributing to and carrying out any planned joint programming responsibilities with TMAC and/or other tenant members, unless a plan for transitioning these responsibilities is agreed to by the tenant member, TMAC and any party to existing funding or planning agreements

Responsibilities of Members

Members have a responsibility to:

- Use allocated and shared space only for the purposes allowed and set out in the Membership Agreement and any governing policies set out by TMAC from time to time.
- Manage, staff and maintain their own private spaces as required
- Represent the interests of their individual members and community base through the Membership committee
- Participate in joint programming activities, including work on Board committees and the Joint Programming Committee
- Pay rent and annual membership dues on time

Rights of Members

The rights of tenant members are set out in Sections 2-6 in the TMAC Bylaws, the Membership Agreement and the Memorandum of Understanding between founding Members as applicable.

Generally, tenant member organizations are entitled to:

- Exclusive licensed use of the private space allocated to them in the Membership Agreement, at the rate set forth in the agreement
- The benefits of shared services as detailed in the Membership Agreement

Statement on Diversity and Inclusion

TMAC is a community that values and recognizes diversity, and defends and builds equitable experiences. We are committed not only to including marginalized voices and bodies, but also to actively fighting racism, sexism, and oppression in all its forms.

We welcome and advocate for the presence and contributions of all people regardless of their ability, age, body size, cultural background, education, ethnic origin, gender expression, gender identity, immigration status, language, marital status, nationality, physical appearance, political affiliations, race, religion, sexual orientation, sexuality, status as a parent, socioeconomic status, or other such factors.

Prejudice, oppression, and discrimination are detrimental to the health and growth of our community and the individuals who are a part of it. Supporting the visibility of our diverse lives enhances the experiences of all community members. We recognize and honor our differences and vigorously defend TMAC as a safe and equitable space.

Guiding Principles

The goal of our collaboration is to:

- Plan for and build an organization that exists for the benefit of the community in which TMAC is situated
- Sustain and grow the diverse and autonomous work of its members
- Create a framework for positive and enduring change in the Toronto media arts landscape

Building on the founding vision of TMAC as a “cluster” of independent member organizations, we leverage each other’s deep experience planning, structuring and producing new art works for joint programming opportunities that would not have been possible before we came together as TMAC. At the same time, we create efficiencies through shared facilities, staffing, and infrastructure—reducing each organization’s precarity and allowing Member resources to flow to new initiatives and artists rather than administrative overhead and commercial rents.

The collaborative governance model is the natural evolution of TMAC, and the articulation of an adaptive structure that will serve TMAC now and in the years ahead.

The position TMAC strives to take within the community is that of a collaborator, valuing the input of all stakeholders working towards the goal of broad understanding and a sustainable future for the organizations and artists at the cutting edge of technoculture, art, and interactive media.

We strive to build relationships and trust between member organizations, artists, the public, and other stakeholders by focusing on our strengths, encouraging deep understanding, centering co-creation and iterating over our best and most ambitious ideas.

All of TMAC’s member organizations have worked cooperatively for many years, and are now moving towards roles that expound upon these experiences and allow us to build something bigger—a true platform for our transformative work.

Addenda

1. Letters Patent
2. Bylaws
3. Objects of the Corporation
4. Statement of Charitable Activities



Industry Industrie
Canada Canada

Canada
Corporations Act

Loi sur les
corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

TORONTO MEDIA ARTS CLUSTER

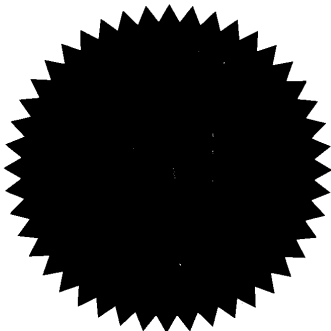
THEREFORE the Minister of Industry by virtue of the powers vested in him by the *Canada Corporations Act*, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - September 20, 2011

GIVEN under the seal of office of the Minister of Industry.

for the Minister of Industry

File Number: 793831-4



Canada

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT
SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT**

TO: THE MINISTER OF INDUSTRY:

I

The undersigned hereby apply to the Minister of Industry for the grant of a charter by Letters Patent under the provisions of Part II of the *Canada Corporations Act* constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of

TORONTO MEDIA ARTS CLUSTER

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of eighteen years with power under law to contract. The name, address and occupation of each of the applicants are as follows:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Michael Awad	160 R Clinton Street, Toronto, ON. M6G 2Y3	Architect
Gary Hall	3 Ferncliff Court, Toronto, ON. M4B 2M3	Arts Administrator
Deirdre Margaret Logue	25 Seaforth Avenue, Toronto, ON. M6K 1N4	Arts Administrator

Michael Awad, Gary Hall and Deirdre Margaret Logue will be the first directors of the Corporation.

III

The object of the Corporation is to educate and increase the public's understanding and appreciation of the arts by providing performances and exhibitions of an artistic nature in premises to be maintained and operated by the corporation and by providing instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises,

and without limiting the powers that the Corporation possesses pursuant to subsection 16 (1) of the *Canada Corporations Act*, the Corporation shall possess the power to do all such things as are incidental to the object of the Corporation and, in particular:

1. to use, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the Corporation and/or the income therefrom for purposes similar to the object of the Corporation, or to or for any organization or organizations that, on the judgment of the directors of the Corporation, will promote the object of the Corporation, provided that such organization or organizations are qualified donees under the *Income Tax Act* (Canada);
2. to hold and invest the funds of the Corporation and/or received by the Corporation as trustee or agent in such manner as from time to time may be determined by the board of directors of the Corporation, and in making such investments the directors shall not be limited to investments authorized by law for trustees, provided that such investments are reasonable and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest; and provided, further, that the board of directors may restrict investments from being made or maintained in industries or entities that are considered socially undesirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided, further, that the board of directors may authorize and make and maintain investments from time to time in industries or entities that are considered socially desirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided, further, that the board of directors may from time to time delegate decisions regarding the acquisition and disposition of investments to a special committee from time to time created by the board of directors for such purpose and to professional investment advisors from time to time retained by the board of directors for such purpose and dissolve any such committee and terminate any such retainer;
3. to accumulate from time to time income from the funds of or maintained by the Corporation, subject to any statutes or laws from time to time applicable
4. to draw, make, endorse, execute and issue cheques and other negotiable or transferable instruments;
5. to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real property or personal property, including either as an annual or other contribution or as an addition to the fund or funds of the Corporation, and to enter into and carry out agreements, contracts and undertakings incidental thereto, and to sell, dispose of or convey the same, or any part thereof, as may be considered advisable;
6. to acquire by purchase, lease, devise, gift or other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose and convey the same or any part thereof as the directors of the Corporation may consider advisable;

7. to hold, manage, sell or convert any of the real property or personal property from time to time owned or held by the Corporation, and to invest and reinvest any such property or the proceeds therefrom in such manner as the directors of the Corporation may from time to time determine;
8. to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned or held by the Corporation;
9. to employ and pay assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary to carry out the object of the Corporation;
10. to associate and affiliate with any association or organization, incorporated or unincorporated; and
11. to pay all costs and expenses of or incidental to the Corporation.

IV

The operations of the Corporation may be carried on throughout Canada.

V

The place within Canada where the head office of the Corporation is to be situated is in the City of Toronto, in the Province of Ontario.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organizations that are qualified donees under the *Income Tax Act* (Canada) and are carrying on similar activities or are organized for purposes similar to the object of the Corporation.

VII

In accordance with Section 65 of the *Canada Corporations Act*, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the corporation may from time to time

- a. borrow money upon the credit of the corporation;
- b. limit or increase the amount to be borrowed;
- c. issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- d. secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any

currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

VIII


The by-laws of the Corporation shall be those filed with the application for Letters Patent until repealed, amended, altered or added to.

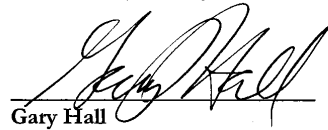
IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its object.

DATED at the City of Toronto, in the Province of Ontario this 15th day of September, 2011.


Deirdre Margaret Logue


Michael Awad


Gary Hall

BY-LAW NUMBER 1

A by-law relating generally to the
conduct of the affairs of
TORONTO MEDIA ARTS CLUSTER
INTERPRETATION

1. In the by-laws of the Corporation,
 - a. **Act** means the *Canada Corporations Act*, R.S.C. 1970, chapter C 32, and regulations made under the Act, as the same may be amended or substituted from time to time;
 - b. **Board** means the board of Directors of the Corporation;
 - c. **Corporation** means Toronto Media Arts Cluster;
 - d. **Director** means a person who has been appointed or elected to the office of director of the Corporation in accordance with the provisions of the by-laws of the Corporation; and
 - e. **Member** means a member in good standing of the Corporation determined and enrolled as such in accordance with the by-laws of the Corporation.

MEMBERS

2. Membership in the Corporation shall be limited to corporations and unincorporated associations / organizations that are either non-profit organizations or registered charities within the meaning of the *Income Tax Act* (Canada) whose purposes are to advance the public's appreciation and understanding of, or otherwise promote public interest in, the arts, and which are interested in furthering the objects of the Corporation and whose application for admission as a Member has received the approval of the Board.
3. An applicant for membership in the Corporation, whose application is received by the Corporation less than thirty-one days before a meeting of Members, if accepted as a Member, shall not be entitled to vote at that meeting.
4. The Board may establish dues or fees and may at any time change the required dues or fees. The Board may exempt any Member from the requirement to pay dues or fees.
5. A Member who wants to resign must advise the Secretary in writing. The resignation takes effect on the later of the date on which the Secretary receives it or the date the Member specifies.
6. Upon recommendation by the Board and where reasonable notice and an opportunity to speak has been given to the Member, a Member may be removed by a vote of three quarters of the Members present at a meeting of the Members.

MEETINGS OF MEMBERS

7. The annual or any other general meeting of the Members shall be held in the city where the head office of the Corporation is situated or at any place in Canada as the Board may determine and on such day as the Board shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada.
8. At every annual meeting of the Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
9. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the Members of the Corporation. The Board shall call a special general meeting of Members for a purpose not inconsistent with the Canada Corporations Act, on written requisition of at least 5% of the Members.
10. Members' meetings can deal only with business that has been specified in the notice.
11. Ten percent or 15 Members present in person or by proxy, whichever is fewer, but not fewer than two Members, will constitute a quorum for Members' meetings.
12. Fourteen days written notice shall be sent by either regular mail, facsimile transmission, or electronic mail transmission to each Member of any annual or special general meeting of Members.
13. Notice of a meeting shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.
14. Notice of each meeting of Members must remind the Member that he/she has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form:

I, a voting Member of the Toronto Media Arts Cluster, appoint (name), or failing such person (insert another name) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date).
15. Each Member with a right to vote and who is present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder is not required to be a Member of the Corporation.
16. Except with respect to matters which the Act requires be dealt with at a meeting of the Members, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. A resolution in writing may be so approved in counter part form.

17. A majority of the votes cast by the Members shall determine the questions in meeting except where the vote or consent of a greater number of Members is required by the Act or these By-laws.
18. If a majority of the Members of the Corporation consent thereto generally or in respect of a particular meeting, a Member may participate in a meeting of the membership by means of such conference telephone or other communications facilities to which each Member has equal access to permit all persons participating in the meeting to hear and communicate with each other. A Member participating in such a meeting by such means is deemed to be present at the meeting; provided that, at the outset of each such meeting and whenever votes are required, the chairperson of the meeting shall call roll to establish quorum. If the chairperson of the meeting is not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, then, unless a majority of the Members participating in such meeting otherwise require, the chairperson may adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.
19. Unless a ballot is requested by a Member, voting on any matter before the meeting may be by show of hands and a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.
20. 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 or all proceedings taken or had at that meeting. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his/her last address recorded on the books of the Corporation.
21. Any meeting of Members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.
22. Minutes of the meetings of the Members of the Corporation shall be kept and made available to Members.

BOARD OF DIRECTORS

23. The property and business of the corporation shall be managed by the Board.
24. Subject to Section 28, the Board shall, from time to time and at any time, consist of a number of positions of director of the Corporation that is equal to the number of Members of the Corporation, but in any case, the Board shall not consist of a number of positions of director of the Corporation that is fewer than three. Directors must be individuals, at least 18 years of age, with power under law to contract. Directors need not be Members.

25. If between annual general meetings new Members are admitted by the Board, then the number of positions of director of the Corporation shall automatically increase by the number of newly admitted Members, and the following rules shall apply:
- a. the Board, in its discretion as to timing, will call a meeting of Members for the purpose of electing individuals to the newly created positions of director of the Corporation;
 - b. the nomination and election of Directors to fill these new positions of director of the Corporation shall be carried out in accordance with the rules set out in Sections 29 and 30, except for the following additional rules which will apply:
 - (i) only the newly admitted Members shall be entitled to nominate an individual for election as a Director;
 - (ii) each newly admitted Member may, in writing delivered to the Board not later than 15 days before the Members meeting at which there is to be an election of Directors, nominate one, and only one, individual for election as a Director;
 - (iii) the election of these Directors shall take place at a special meeting of the Members called by the Board for the purpose of holding an election of Directors; and
 - (iv) the Directors shall be elected for a term ending at the next annual general meeting.
26. 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.
27. The Board may prescribe, as it deems expedient, such rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation.
28. The applicants for incorporation of the Corporation shall be the first Directors of the Corporation. Their term of office shall continue until the first meeting of Members, at which time the Board shall be elected.
29. All nominations for the election of Directors shall be conducted in accordance with the following rules:
- a. each Member may, in writing delivered to the Board not later than 30 days before the Members meeting at which there is to be an election of Directors, nominate one, and only one, individual for election as a Director; and
 - b. the Board shall nominate in writing to the Members meeting at which there is to be an election of Directors those individuals who were nominated by the Members pursuant to sub-section 29a, above, or, as applicable, pursuant to paragraph (ii) of sub-section 25b, above.

30. At the first meeting of the Members following the incorporation of the Corporation, and at every annual general meeting of the Members after the first meeting of the Members, the Directors shall be elected in accordance with the following rules:
- a. the Members shall elect the Directors from among those individuals nominated for election as Directors in accordance with Section 29; and
 - b. if the number of candidates for election as Directors at a meeting of Members is the same or fewer than the number to be elected at that meeting, then the chair of the meeting may declare the candidates to have been elected by acclamation.
31. The office of Director shall be automatically vacated:
- a. if a Director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
 - b. if he/she is found by a court to be of unsound mind;
 - c. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
 - d. if at a special general meeting of Members a resolution is passed by two-thirds of the Members present at the meeting that he/she be removed from office; and
 - e. on death

If any vacancy shall occur, then the Board may fill the vacancy for the balance of the former Director's term by appointing an individual who is eligible in accordance with the provisions of this By-law and who, in addition, is nominated by the Member whose nominee Director vacated the position on the Board.

32. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his/her duties. This shall not preclude a Director from serving the Corporation as an officer or in any other capacity.
33. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. This paragraph shall not be construed to preclude a Director from serving the Corporation in any other capacity.

DIRECTORS' MEETINGS

34. Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each Director, or, if by mail, at least 14 days prior to the meeting. There shall be at least one meeting per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one vote.

35. A majority of the Board, but not less than two Directors, shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.
36. If a majority of the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities to which each Director has equal access to permit all persons participating in the meeting to hear and communicate with each other. A Director participating in such a meeting by such means is deemed to be present at the meeting; provided that, at the outset of each such meeting and whenever votes are required, the chairperson of the meeting shall call roll to establish quorum. If the chairperson of the meeting is not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, then, unless a majority of the Directors participating in such meeting otherwise require, the chairperson may adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.
37. The minutes of the Board (or the minutes of the executive committee) shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes.

POWERS OF THE DIRECTORS

38. The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as 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.
39. The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
40. The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
41. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
42. Remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution.

BORROWING

43. The Board is hereby authorized, from time to time:
- a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
 - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
44. From time to time the Board 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 and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, 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 Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

PROTECTION OF DIRECTORS AND OTHERS

45. No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.
46. Every Director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
- b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

47. The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the Board may by resolution determine. Any two offices may be held by the same person. Officers need not be Directors or Members.
48. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
49. Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following an annual meeting of Members.
50. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time.

DUTIES OF OFFICERS

51. Unless another person is authorized by the meeting, the president, when present, chairs all meetings of the Members of the Corporation and of the Board. The president, with the secretary or other officer appointed by the Board to do so, will sign all by laws and any membership certificates. The president shall see that all orders and resolutions of the Board are carried into effect.
52. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.
53. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board.

54. The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers and shall attend all meetings and act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the Board, and will be the custodian of the seal. He/she shall perform such other duties as may from time to time be directed by the Board.
55. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

COMMITTEES

56. The Board may appoint committees whose members will hold office at the will of the Board, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.

AUDITORS

57. The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.
58. No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation.

NOTICES

59. Notice shall be deemed to have been sufficiently sent if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including telex or facsimile transmission or electronic mail, which produces a record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.
60. If any notice given to a Member pursuant to Section 59 is returned on two consecutive occasions because such Member cannot be found, then the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of its new address.
61. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included in making the calculation.
62. The signature on any notice or other communication or document to be sent by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically or electronically reproduced.

63. All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:
- a. by accident, notice was not sent to any person;
 - b. notice was not received by any person; or
 - c. there was an error in a notice that did not affect the substance of that notice.
64. Any person entitled to notice under the Act, the Letters Patent or this By-law may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any default in sending the notice.

GENERAL

65. Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be the last day of December in each year.
66. The by laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the votes cast by the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of Members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
67. The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.
68. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.
69. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

OPERATIONS WITHOUT PECUNIARY GAIN

70. The Corporation is to carry on its operations without pecuniary gain to its Members and any profits or other accretions to the Corporation are to be used in promoting its objects.

The **objects of the Corporation** are:

- a. to educate and increase the public's understanding and appreciation of the arts by providing performances and exhibitions of an artistic nature in premises to be maintained and operated by the corporation and by providing instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises; and
- b. to improve the quality of charitable programs intended to increase the public's understanding and appreciation of the arts by providing services and facilities in order to improve the planning, structuring and production of performances and exhibitions of an artistic nature, as well as in order to improve the planning, structuring and delivery of instructional seminars, conferences and workshops on topics relating to the arts,

and without limiting the powers that the Corporation possesses pursuant to subsection 16 (1) of the *Canada Corporations Act*, the **Corporation shall possess the power** to do all such things as are incidental to the objects of the Corporation and, in particular:

1. to use, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the Corporation and/or the income therefrom for purposes similar to the objects of the Corporation, or to or for any organization or organizations that, on the judgment of the directors of the Corporation, will promote the objects of the Corporation, provided that such organization or organizations are qualified donees under the *Income Tax Act* (Canada);
2. to hold and invest the funds of the Corporation and/or received by the Corporation as trustee or agent in such manner as from time to time may be determined by the board of directors of the Corporation, and in making such investments the directors shall not be limited to investments authorized by law for trustees, provided that such investments are reasonable and prudent under the circumstances and do not constitute, either directly or indirectly, a conflict of interest; and provided further that the board of directors may restrict investments from being made or maintained in industries or entities that are considered socially undesirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided further that the board of directors may authorize and make and maintain investments from time to time in industries or entities that are considered socially desirable as determined from time to time by the board of directors or the members of the Corporation (which determination shall be set forth in the investment policy of the Corporation as established from time to time by the board of directors of the Corporation); and provided further that the board of directors may from time to time delegate decisions regarding the acquisition and disposition of investments to a special committee from time to time created by the board of directors for such purpose and to professional investment advisors from time to time retained by the board of directors for such purpose and dissolve any such committee and terminate any such retainer;
3. to accumulate from time to time income from the funds of or maintained by the Corporation, subject to any statutes or laws from time to time applicable

4. to draw, make, endorse, execute and issue cheques and other negotiable or transferable instruments;
5. to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real property or personal property, including either as an annual or other contribution or as an addition to the fund or funds of the Corporation, and to enter into and carry out agreements, contracts and undertakings incidental thereto, and to sell, dispose of or convey the same, or any part thereof, as may be considered advisable;
6. to acquire by purchase, lease, devise, gift or other title, and to hold, any real property necessary for the carrying on of its undertaking and for the purpose of drawing a revenue therefrom, and to sell, lease, mortgage, dispose and convey the same or any part thereof as the directors of the Corporation may consider advisable;
7. to hold, manage, sell or convert any of the real property or personal property from time to time owned or held by the Corporation, and to invest and reinvest any such property or the proceeds therefrom in such manner as the directors of the Corporation may from time to time determine;
8. to exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned or held by the Corporation;
9. to employ and pay assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary to carry out the objects of the Corporation;
10. to associate and affiliate with any association or organization, incorporated or unincorporated; and
11. to pay all costs and expenses of or incidental to the Corporation.

STATEMENT OF CHARITABLE ACTIVITIES

TORONTO MEDIA ARTS CLUSTER

Toronto Media Arts Cluster (the **Organization**) will educate and increase the public's understanding and appreciation of the arts:

- by providing performances and exhibitions of an artistic nature in premises to be maintained and operated by the Organization; and
- by providing instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises,

and in furtherance of this purpose the Organization will engage in the following activities:

PRESENTATION, EXHIBITION AND CONSERVATION ACTIVITIES

1. The Organization will own and operate premises (referred to as the Organization's Premises) in Toronto, Ontario where presentations and exhibitions of an artistic nature will be presented to the public. The Organization's Premises will be operated, together with all of its programs and activities, under the direction and control of a board of volunteer directors.
2. The Organization's Premises will be a facility of approximately 35,000 square feet located in Toronto's Queen West District, which is an area that is home to one of the highest concentration of artists and arts organizations in Canada.
3. Although, as of the date of this application, the Organization does not own the Organization's Premises, it anticipates that it will acquire it in the course of 2014. The Organization will acquire the Organization's Premises as a result of an agreement between the developer of a residential condominium and the City of Toronto, pursuant to which the developer will build and convey to the Organization the Organization's Premises at substantially below fair market value in exchange for the developer being permitted by the City of Toronto to build its condominium at a greater density than allowed under the applicable zoning by-law.
4. The Organization will focus on making available to the public, at the Organization's Premises, visual arts and media arts, in the form of photography (visual arts), sculpture (visual arts), film/video (media arts) and electronic / digital arts (media arts).
5. The Organization will make available to the public, at the Organization's Premises, visual arts and media arts by entering into leasing agreements with non-profit and charitable organizations whose purposes are, as applicable, to increase the public's understanding and appreciation of the visual arts and media arts by providing public exhibitions and festivals in photography, film and video

(herein referred to collectively as the **arts organizations**). The leasing agreements will impose requirements on the arts organizations to ensure that their programming aims at exhibiting and presenting quality exhibitions and festivals in photography, film and video.

6. The spaces in the Organization's Premises that will be rented to the arts organizations will include a combination of exhibition / gallery space, media labs, secure and environmentally controlled spaces for conservation and preservation work and ancillary office space from which they may administer their respective visual arts programs. The leases between the Organization and the arts organizations will include the following provisions:
 - the rental will be marginally below fair market value for comparable space, to ensure that the arts organizations may offer their exhibitions, festivals and other programs on an affordable basis;
 - there will be a covenant from the arts organization (as tenant) to use the leased premises only for exhibiting quality exhibitions and festivals in photography, film or video, as applicable to the arts organization, and related office uses, and for no other purpose;
 - there will be a covenant from the arts organization (as tenant) that it will for the term of the lease operate as a non-profit organization within the meaning of the *Income Tax Act* (Canada);
 - there will be a prohibition against subletting or assigning the leased space and the lease without the permission of the Organization; and
 - there will be a provision that requires the arts organization tenant to pay to the Organization any rent received by the arts organization tenant, in a sublet or assignment of lease situation, in excess of the rental payable by the arts organization tenant under the lease
7. In addition to the individually leased exhibition and festival spaces, the Organization's Premises will also have:
 - a. a cinema space, with seating estimated at between 200 and 250 seats. The Organization will host and put on film / video exhibitions and festivals in the cinema space at various times during the year, jointly with other non-profit and charitable organizations, including the arts organizations that are tenants at the Organization's Premises, as well as third-party organizations. The exhibitions and festivals will be available to the wider public and their purpose will be to increase the public's understanding and appreciation of films and videos of varying formats, lengths, styles, including documentary and non-documentary, and on various subject matters. It is anticipated that the film / video exhibited in its cinema will be wide-ranging and eclectic, reflecting the diverse demographic and aesthetic approach of artists in the field and their audiences. The works will include examples of feature-length, short,

multi- and single-channel video, experimental, documentary, fictional and animation films, art videos, hybrid media, new media and audio. The thematic and topical approaches will be equally eclectic: from highly personal, confessional, art subject and/ or political documentaries, to more conventional narrative works, comedic shorts and music videos, such as family histories, community issues, stories of heartbreak or uplift, challenges and love letters to Hollywood, riffs on mainstream TV and sophisticated answers to the do-it-yourself phenomena represented by You Tube, Vimeo and the internet generally. Many of the works will be destined for gallery settings, too, and will be driven by concerns, aesthetic problems, conceptual ideas and the backgrounds of the individual creators reacting and interacting with the larger visual and media art world nationally and internationally; and

- b. common areas in which other forms of media, such as photography, may be exhibited. As with the film / video festivals exhibited in the cinema space, referred to above, these exhibitions of other forms of media will be carried out jointly with other non-profit and charitable organizations, including the arts organizations that are tenants at the Organization's Premises, as well as third-party organizations.

8. Each exhibition and/or festival that the Organization will carry out jointly with another organization will be:
 - a. the subject of a co-operative venture agreement that will permit the Organization to retain control and direction of the exhibition and/or festival, as applicable, in the proportion of the Organization's contribution to the joint undertaking;
 - b. developed and curated by a committee of persons, appointed by the Organization and its co-venturer, who are experts in the particular media form that is the subject of the exhibition and/or festival. The committee, subject to the oversight of the Organization's management and board of directors, will be responsible for ensuring that the media works chosen to be presented as part of the exhibition / festival will comply with high artistic standards, and in connection with this, the co-operative venture agreement will ensure that the committee chosen to select the media works to be presented as part of the exhibition / festival will adhere to high curatorial standards for constructing an exhibition / festival made up of thematic programs of, as applicable depending on the media form, innovative film, video and/or photography selected from submissions.
9. The Organization will seek to open up to a broader public access to the submissions selected for exhibitions / festivals by employing new models of digital delivery across multiple platforms, whether over the internet, social media or television partners.

10. One of the planned features of the Organization at the Organization's Premises will be to offer student-focused programming slots, organized in conjunction with many of the art schools in the greater Toronto area. This aspect of the Organization's activities will consist of it undertaking to ensure that the work of visual and media arts students is presented at the Organization's Premises as part of its annual programming seasons.
11. In addition to organizing and putting on festivals and exhibitions as described above, the Organization will also work in concert with other arts organizations, the educational sector and the private sector to organize and put on, at the Organization's Premises, special exhibits of contemporary media arts. By way of illustration:
 - a. the Organization would partner with CONTACT to make the Organization's Premises a venue for the annual Scotiabank CONTACT Photography Festival. This annual festival of photography is devoted to exhibiting, for the public, photography, as a way of increasing the public's knowledge and appreciation of photography as a media art form. The CONTACT festival is held annually in Toronto throughout the month of May, and features over 1,000 local, national and international visual artists;
 - b. similarly, the Organization would be involved in making the Organization's Premises available as a venue for the presentation of visual/media arts exhibitions accepted for display during Nuit Blanche¹;
 - c. the Organization anticipates undertaking, in concert with the Toronto District School Board, production and exhibition activities that are aimed at both elementary and secondary school-aged children, and which would be aimed at increasing children's appreciation of visual and media arts.
12. As well as jointly sponsored and produced exhibitions and festivals and the special events such the CONTACT festival and Nuit Blanche, the Organization may also rent common area spaces (for example, the cinema and common area galleries) of the Organization's Premises to arts organizations that are operated on a non-profit basis, and will include other registered charities, for the purpose of presenting and exhibiting media arts productions to the public. These arts organizations will include tenants of the Organization and outside, third-party arts organizations, and the rental of the common area spaces will be the subject of an event license agreement that will restrict the use of the event space within the

¹ Nuit Blanche is a 12-hour event, which occurs from dusk to dawn (Saturday night to the following Sunday morning) in early October in Toronto. It is intended to make contemporary art, in a variety of art form and style, freely accessible (no admission is charged) to large audiences. Cultural institutions, from museums to galleries to artist run centres, open their doors and offer free access to contemporary art, and it is anticipated that the Organization would also host exhibitions and presentations as part of Nuit Blanche.

Organization's Premises that is the subject of the license to a production in the form and style of media and visual arts of high artistic merit and quality.

13. In presenting and exhibiting visual and media arts productions, whether on its own, jointly with other organizations or through licensing event space within the Organization's Premises to third-party non-profit and charitable organizations, the Organization will ensure the artistic merit and quality of the productions and that the productions will remain accessible to the public and be affordable. Specifically, the Organization will ensure that:
 - a. all presentations and exhibitions will be selected on the basis established curatorial criteria that will include the artistic merit of the proposed presentation / exhibition, that the presentation / exhibition is related to the theme of the presentation / exhibition, the history and professional artistic accomplishment of the artist, the feasibility, including the budget, of the proposed presentation / exhibition;
 - b. the presentations / exhibitions will be the subject of public calls for submission;
 - c. the selection of works for inclusion in the presentations / exhibitions will be made by experienced artists, and other persons with curating experience, in the art form and the style that is the subject of the presentation / exhibition (by way of illustration, the backgrounds of the types of persons whom the Organization would engage to exercise a curating role would include persons who are members of the board of directors of a Canadian museum, public gallery, cinemathèque or artist-run centre that has demonstrated a strong commitment to producing, collecting, distributing and/or exhibiting contemporary visual and media art; the dean or chair responsible for studies in the visual and/or media arts or fine crafts at a Canadian university or art college, or a professor at such an institution; a Canadian private dealer in visual and/or media arts or fine crafts an established visual and/or media arts or fine crafts critic or curator);
 - d. the presentations / exhibitions are priced so as not to be a barrier to public having access to the presentations / exhibitions;
 - e. any private benefit to third-parties, such as to artists or third-party organizations, is not undue or disproportionate to the value and benefit to the public of the presentations / exhibitions (payments, if any, to such third-parties, will not be more than fair market value).
14. Related to the Organization's purpose of making available to the public art forms, in particular media art forms, among the tenant's of space within the Organization's Premises will be organizations whose purpose includes the preservation of film and video stock. The Organization's Premises will include media laboratories in which some of the tenants will repair damaged and old and deteriorating film and video stock, as well as preserve this material in

various digital file formats. The goal of such work will be to conserve historical Canadian and international film and video stock, to preserve the heritage of this art form in its earlier expressions to ensure that this film heritage is widely accessible, in cinemas, in people's homes and through new forms of digital communication. In the absence of such work, there is risk that this earlier and degraded, and degrading, film and video stock and material will be lost to future generations of the public and others interested in studying the history of film and videography.

15. Complementary to the work of conservation described in the immediately preceding paragraph, it is anticipated that the Organization's Premises will include a film vault which will have a climate-controlled environment and in which one of the tenants of the Organization, as part of its conservation work, will store old film and video that ensures its preservation and conservation from potential environmental damage, floods, fires and theft. Again, the intention is to preserve materials of cultural heritage, in the form of film and videography.
16. In terms of the artistic form and style of the subject matter of the presentations and exhibitions planned for the Organization's Premises, they will be visual and media arts, with a particular focus on photography, film sculpture, digital and electronic media arts and videography.
17. At this point, the Organization anticipates that there will be, annually, approximately 200 exhibitions and presentations in the visual and media arts at the Organization's Premises. As for pricing for admission of the public to view the exhibitions and presentations, admission charges will vary from exhibition / presentation to exhibition / presentation, but the Organization is committed to maintain such charges at affordable rates to allow for maximum public accessibility.

EDUCATIONAL WORK

18. The Organization's educational programs will further participants' appreciation and understanding of the visual arts and media arts, in the form of photography (visual arts), sculpture (visual arts), film/video (media arts) and electronic / digital arts (media arts). Examples of the programs include:
 - a. Guided or audio tours of exhibitions within the Organization's Premises to enhance visitors' understanding and enjoyment of photography, film and video.
 - b. Lectures by artists and curators that advance understanding, knowledge and enjoyment of visual and media art forms, as well as professional artistic and curatorial activities. Topics would include:
 - i. Digital! New Technologies and Contemporary Art -- This workshop / presentation would examine the effect that 21st century technology -- the latest electronic technologies, such as digital

imaging and the internet, the ability for greater view participation and interaction with works of art – has on the visual and media arts. How is this technology affecting the way that these art forms and styles are conducted, as well as viewers' aesthetic sense and appreciation for these art forms and styles?

- ii. Institutions by Artists – This session would examine how artist-run cultures are shifting the place of art in Canada
 - iii. Educating the next generation of media arts practitioners -- This would be a conference for teachers, aimed at examining contemporary ideas for the teaching of the visual and media arts in the early 21st century.
 - iv. Experimental Media Congress – this conference would involve gathering practicing experimental media artists and other artists and experts in the media arts field to examine themes and issues related to experimental media arts practices.
 - v. Photography in the digital age -- This workshop / presentation would examine the effect that digital technology is having on the practice of the art of photography, and would examine viewers' aesthetic sense and appreciation for photos.
 - vi. The Great Arts Debate – This conference / workshop would involve cross disciplinary practitioners making presentations, and debating, issues related to the evolving and emerging artistic culture.
- c. Preparing, publishing and disseminating didactic materials and catalogues concerning the exhibitions and festivals that will be put on at the Organization's Premises, with educational texts that illuminate works exhibited by the Organization and/or the Organization's tenants, either jointly or individually, and document them for future reference and research.
 - d. Workshops geared to exhibition organizers and artists offering expertise and knowledge of exhibition standards and curatorial practices related to film / video and other visual arts festivals and exhibits.
 - e. Workshops and demonstrations aimed at providing training in online tools for making and editing films, downloading films to watch and re-use (linking into Canada's film heritage), social media and resources.
 - f. Workshops for children, in association with local schools, daycare and community centres, focusing on the enjoyment and appreciation of a variety of visual art practices.
19. In addition to the foregoing educational programming, the presentations and exhibitions will often include a period of time devoted to question and answers involving the audience and the individuals (e.g., directors / curators) responsible for the production of the presentation or exhibition, or hosted/moderated discussions, again with the individuals responsible for the production of the presentation or exhibition. The Organization intends to present as many

artists/directors in person as possible (either on site or online) to provide learning opportunities to audiences by enabling them to receive input from such artists/directors and to allow audiences to ask questions and to engage dialogue and exchange with the artists/directors.

20. The Organization will retain curators, artists, academics and persons with expertise in the given field to conduct the educational programs, give lectures, conduct tours and give workshops. In addition, the Organization intends to carry out, jointly, education programs with the arts organizations that make up its various tenants, as well as outside arts organizations, institutions of higher learning that have fine arts programs school boards such as the Toronto District School Board (in furtherance of the Organization's programming for and on behalf of children), drawing on the expertise of these organizations in their given fields of media arts, visual arts and education more broadly. In each instance, these joint education programs would be the subject of a co-operative venture agreement that will permit the Organization to retain control and direction of the education program(s) in the proportion of the Organization's contribution to the joint undertaking.
21. The Organization also anticipates that the arts organizations that are tenants in the Organization's Premises will carry out education programs and workshops in and from the Organization's Premises, whether within and from these arts organization's respective leased premises or the common areas of the Organization's Premises, and that these education programs and workshops will be for the public and intended to increase the public's understanding of visual arts and media arts. As with the work that the Organization's tenants carry out in connection exhibitions, presentations and festivals, described above, the Organization's leases with these various tenants will require that the educational work consist of a degree of structure to permit the advancement of education in a way that allows the participants / attendees to learn something about the visual arts and media arts.
22. The Organization's Premises will include a residence studio, which the Organization will make available to various artists in residence selected by the Organization for various periods of time. The program of selecting artists in residence will aim at having a recognized artist who will be available to work with and provide training to artists at the Organization's Premises, as well as to give public conferences and workshops available to the public for the purpose of increasing the public's appreciation and understanding of the particular art form in which the artist in residence specializes. The Organization's board of directors will have oversight of and approve all such selections of the artists in residence.
23. The educational programs of the Organization will be open to the general public, and will be promoted through a wide variety of marketing initiatives including: paid advertisements, promotional mailings, bulk emails, postings on the Organization's website, press releases, local and national visual art

publications, community media outlets such as print, broadcast, radio, online, outreach in cooperation with sister institutions and exhibition partners.

ORGANIZATION'S PREMISES

24. The Organization anticipates that the Organization's Premises will include public gallery space that will enable the Organization to host receptions in conjunction with, and ancillary to, exhibitions, festivals and educational events that are put on at the Organization's Premises.
25. As well, the Organization intends to lease a portion of the Organization's Premises commercially, being approximately 560 square feet, to have a café that would be able to serve refreshments to the public in conjunction with exhibitions, festivals and educational programs. As of the date of this application, the Organization has not selected a tenant to occupy and operate the café, but the leasing of this portion of the Organization's Premises will be the subject of a typical commercial net lease. The net rental will be applied to activities of the Organization in support of its charitable purposes.

ADDITIONAL INFORMATION

Q11d) *Attached materials*

As noted in the response to Q11a), the organization is not engaged in its charitable programs yet, but is focused on working with the developer in getting the design and construction of the space finalized. Accordingly, apart from the organizing corporate resolutions, the organization does not have materials to include that further describe its intended charitable work.

Q 12 a) *Describe the organization's fundraising activities. Include the fundraising method of each event, and the percentage of people involved who are volunteers.*

1. The organization will hold gala openings of exhibitions of work, with a fundraising component to these galas. More than 80% of people involved will be volunteers.
2. The organization will use the internet and email solicitation for ongoing fundraising. No volunteers will be involved.
3. The organization will apply for grants from various public bodies and philanthropic organizations. No volunteers will be involved.

The organization's plans have not yet been finalized since it is still exploring potential uses of the exhibition space (which has not yet been constructed), so other opportunities may present themselves once the organization actually occupies the space.

Q 13 a) *Describe the organization's proposed activities for the generation of revenue from the sale of goods, services or use of its assets.*

In the event that there is from time to time space available in its premises that is surplus to its own purposes, the organization may rent for temporary use such surplus space to other groups whose activities are compatible with the operations of the organization (i.e. an artistic/cultural space). In addition, to enhance its charitable activity of operating artistic and cultural premises open to the public, the organization intends to allocate a portion of its premises to the operation of cafe which will also generate revenue for the organization.

Q 16 *Ownership*

B: The organization does not yet own property.

It plans to own property. Currently, the building is under construction, with occupancy expected in the spring of 2014.

Location of property

2-6 Lisgar St.,
Toronto, Ontario
Canada
Postal Code not yet assigned.

The organization will have freehold title to approximately 35,820 sq. ft. (3,328 sq. m.) of space within a mixed-use (commercial and residential) building.