

# **BY-LAWS NO. 1**

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

## **INGERSOLL THEATRE OF PERFORMING ARTS**

**BE IT ENACTED** as a by-law of Ingersoll Theater of Performing Arts as follows:

### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in Park Place Theater, 88 Thames Street South, in the Town of Ingersoll, In the Province of Ontario.

### **SEAL**

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

### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a Board of 12 elected directors and the immediate Past President each of whom at the time of election or within 10 days thereafter and through the term of office shall be a paid up member of the Corporation. Each director shall be elected at the annual meeting to hold office for a 2 year term. Directors may serve no more than 3 consecutive terms, unless the Board at its sole discretion permits. The immediate Past President shall be an ex-officio member of the Board. A minimum of 6 directors shall be eligible for election each year. The election may be by a show of hands unless a ballot be demanded by any member. The Board of Directors may, by a majority of votes cast at a regular or special meeting of the Board, remove any director before the expiration of their term of office if such director is not fulfilling the duties as set out under Item 4.

### **RESPONSIBILITIES – BOARD OF DIRECTORS**

4. All directors are expected to meet the following criteria:
  - a) Attend a minimum of 75% of meetings of the Board and actively participate in the Board discussions.
  - b) Actively participate in theatre projects and Board committee work.
  - c) Be an ambassador for the theatre at all times.
  - d) The annual membership fee will be waived while on the Board.

## **VACANCIES – BOARD OF DIRECTORS**

5. Vacancies on the Board of Directors however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation or by appointing a person for the duration of the unexpired term. Otherwise such vacancy(s) shall be filled at the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

## **QUORUM AND MEETINGS – BOARD OF DIRECTORS**

6. Seven directors shall be a quorum of the Board for the transaction of business. Except as otherwise required by law the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors meeting may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of 2 directors. Notice of such meetings shall be received by each director not less than 2 days before the meeting is to take place. The statutory declaration of the Secretary of President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The Board shall meet at least 8 times per year. The Board may appoint a day or days in any month or months for regular meeting at an hour to be named. Minutes of the previous meeting with agendas for the up-coming meeting must be mailed 7 days prior to the meeting. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

## **ERRORS IN NOTICE – BOARD OF DIRECTORS**

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

## **VOTING – BOARD OF DIRECTORS**

8. Questions arising at any meeting of the directors shall be decided by an majority of votes. In the case of an equality of votes the Chairperson in addition to their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that the resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. In the absence of the President, the president's duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

## **POWERS – BOARD OF DIRECTORS**

9. The directors of the Corporation may administer the affairs of the Corporation in all things and make 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 the things as the Corporation is by its character or otherwise authorized to exercise and do.

Without in any way derogation from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **REMUNERATION OF DIRECTORS**

10. The directors shall receive no remuneration.

## **OFFICERS OF THE CORPORATION**

11. The officers of the Corporation shall consist of a President, Vice-President, Artistic Director, Director of Administration, Secretary, Treasurer and Immediate Past President, and such other officers as the Board of Directors may determine by By-Law from time to time. These officers shall form the Executive Committee of the Corporation. One person may hold more than one office except the office of President. Officers ( except for the Immediate Past President) shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election so such board of directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

## **DUTIES OF THE PRESIDENT AND VICE-PRESIDENT**

12. The President shall preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management in supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-Laws. During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice-President and if the Vice-President or such other director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **DUTIES OF THE SECRETARY**

13. The Secretary shall be an ex officio clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to all members and to directors; and shall be the custodian of the Seal of the Corporations and belonging to the Corporation which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such other duties as may from time to time be determined by the Board of Directors.

## **DUTIES OF THE TREASURER**

14. The Treasurer or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name into the credit of the Corporation in such banks of financial institutions as may be from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at regular meetings thereof or whenever required, an account of all transactions as treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **DUTIES OF OTHER OFFICERS**

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

## **COMMITTEES – BOARD OF DIRECTORS**

16. The following are committees of the Board with duties as specified.
  - a) Executive Committee – Meetings of this committee may be called as required to conduct specific business between meetings of the Board.
  - b) 1. Nominating Committee – To be appointed two months prior to the Annual General Meeting by the Board of Directors. The committee shall consist of three people, two of whom must be directors. It shall be the duty of this committee to prepare a slate of nominees who are willing and eligible to fill positions which are vacant on the Board. The committee shall also prepare a slate of nominees to be officers, this slate to be presented at the first meeting of the new Board following the Annual General Meeting.
    2. The following is to be included in all Annual General Meeting advertising:

*Any person wishing to stand for election to the ITOPA Board of Directors may do so by submitting their name, endorsed by two members in good standing, to the chairperson of the Nominating Committee, at least two weeks prior to the Annual General Meeting. Nominations will not be accepted from the floor at the Annual General Meeting.*

- c) Standing Committees – At an early date after the Annual General Meeting in each year and preferably at its first meeting after such Annual General Meeting, the Board of Directors shall appoint such standing committees as shall be required.
- d) Ad Hoc Committees – From time to time committees with a specific task will be set up. These committees shall make recommendations to the Board which will be dissolved when their task is completed.

### **EXECUTION OF DOCUMENTS**

17. Deeds, transfers, contracts and engagements, or other documents relating to the property of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the Seal of the Corporation to such instruments as require the same.

Contracts, licenses and engagements in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, and Treasurer or by any person authorized by the Board.

### **BOOKS AND RECORDS**

18. The directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute of law are regularly and properly kept.

### **MEMBERSHIP**

19. The membership shall consist of all paid up members of the Corporation. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Clubs or organizations who have donated to the theatre as benefactors or patron shall be entitled to one vote on each question arising at any special or general meeting of the members, such vote to be exercised through an authorized representative.

To be a member in good standing you must have held a membership for no less than three months. Each member shall promptly be informed by a designated person of admission as a member.

DONORS of the Corporation are those who have made a donation of \$25.00 to \$49.00 during the fiscal year.

PATRONS of the Corporation are voting members who have made a donation of \$50.00 to \$149.00 during the fiscal year.

BENEFACTORS of the Corporation are voting members who have made a donation of \$150.00 or more during the fiscal year.

### **DUES – MEMBERS**

20. The annual membership fee for the Corporation shall be fixed by unanimous votes of the Board of Director, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. A designated person shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation but any such members on payment of all unpaid dues or fees shall be reinstated.

### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

21. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere as the Board of Directors may determine and on such day as the said directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and the auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. A public notice or advertisement of members' meeting, annual or general, shall suffice in lieu of a special individual notice to each member.

### **ERROR OR OMISSION IN NOTICE**

22. No error or omission in giving notice of any annual or general meeting of any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings

taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approved and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to nay member, director or officer shall be his last address recorded on the books of the Corporation.

### **ADJOURNEMENTS**

23. Any meetings of the Corporation or of the directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournments.

### **QUORUM OF MEMBERS**

24. A quorum for the transaction of business at the Annual General Meeting shall consist of not less than ten (10) members present.
25. Subject to the provisions, if any, contained in the letters of Patent of the Corporation and Item 19 of these By-Laws, each member of the Corporation shall at all meeting of members be entitled to one vote. No member shall be entitled to vote at meeting of the Corporation unless they are a member in good standing.

At all meeting of members every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of that fact, without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll may be withdrawn but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present, and such poll shall be taken in such a manner as the chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation, In case of an equality of votes a t any general meeting, whether upon a show of hands or a poll, the chairperson shall be entitled to a second vote.



## **FINANCIAL YEAR**

26. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of July, in each year.

## **CHEQUES, ETC**

27. All cheques and payments for debts incurred by the Corporation shall be signed by at least two of the signing officers as shall from time to time be determined by the Board of Directors. Any one of such officers may alone endorse cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

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

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

28. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of two of the signing officers or by a resolution of the Board of Directors. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **NOTICE**

29. Whenever, under the provisions of the By-Laws of the Corporation, notice is required to be given, such notice may be given either personally, by mail, by telephone, by fax, e-mail, or by public advertisement.

## **BORROWING**

30. The directors may from time to time
- a) Borrow money on the credit of the Corporation; or
  - b) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation, or any other person, to make arrangements with reference to the moneys 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 thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **ALTERNATE THEATRE USES**

31. From time to time the theatre may be used for purposes other than production in a subscription series. These events fall into two categories:
- a) Non-production theatre events such as fund raisers, workshops, meetings, parties, as authorized by the Board of Directors.
  - b) Rental of facilities for outside groups. There shall be a written contract for all rentals, specifying the exact area being used and any properties exclusive to ITOPA, e.g. Lighting and sound equipment, property and wardrobe items and nay other items specified, date and times of rental assumed, and clearly laying out the fee structure. This contract is to be signed by both parties prior to the rental date and approved by the Board of Directors or the Executive Committee. An ITOPA representative (as authorized by the Board) must be on the premises when any outside group or member uses the theatre.

## **DISSOLUTION**

32. In the event that the Corporation should cease to function as a community theatre, all assets of the group shall be liquidated. Money remaining after all outstanding debts are paid shall be donated to recognized, non-profit local groups to be named by the Board of Directors.

## INTERPRETATION

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

## AMENDMENTS

34. These By-Laws may be amended, repealed or altered only by a two-thirds vote of the Board of Directors at a duly-called meeting, later supported by a meeting of the general membership. Proposed amendments shall be made in writing, signed by at least ten voting members.

Passed by the Board of Director and sealed with the Corporate Seal

This 4th day of October, 2011

Lynne McSherry  
President

Val Taylor  
Secretary

