

Dear members of the Theatre Scarborough Group of Companies (SMT/SP/STG)

Theatre Scarborough is not just a registered charity but is a provincially incorporated organization. As such, we are currently required to comply with the OCA (Ontario Corporations Act) legislation. In a few year's time, we will be required to comply with the new ONCA (Ontario Not for Profit Corporations Act) legislation that has been written to be a little more accommodating to non-profit organizations – under which we also fall.

Theatre Scarborough decided to make use of the COVID-lull in theatre activities to update our bylaws:

- To align our bylaws with ONCA requirements so that we are “already done” once ONCA is a requirement;
- Where allowed, roll in sections/nuances that continue to work for us that exist in our existing bylaws;
- Where allowed, roll in improvements that the TS Board has been discussing for the past few years; and
- Validate that the end result is still compliant with the current OCA legislation;

We had extensive discussion with the Board (during several Board meetings, and during two off-Board meetings to give the bylaws the focus they deserve). We offered two Town Halls to members to discuss the changes (thank you those who could attend). Also, several members sent in written feedback (thank you).

As a result, there are eight salient changes that we should bring to your attention:

1. **Vice-President** – The Theatre Scarborough Board is recommending the addition of a new position of Vice President. This is an elected position and adds an additional “desk” to our Board. Adding this position has necessitated tweaks in the following bylaw sections:
 - Sec-2.1, j; Sec-3.1, 4c; Sec-3.1, 4e; Sec-3.1, 6; Sec-3.1, 7; Sec-4.1; Sec-6.6; Sec-14.
2. **Sec-3.1, 4e, Past President**– We expanded the definition of Past President from “immediate Past President”, to “a Past President within the past 5-years”. This role is invited by the President. The individual counts towards quorum and they get a vote.
3. **Sec-3.4, Director position held at the discretion of the general membership** – Directors elected by the members can only be removed by the members. This clause should be used rarely, but it was suggested that we have a clear process ready in case it ever needs to be used.
4. **Sec-4.4, Chair** – We added that the Chair is welcome to invite other Directors to chair the meeting, in the interest of experience-sharing.
5. **Sec 6.1, Officers** – We added language that the President has first right of refusal for the Chair role, and if they decline, the Chair is elected from the six Members at Large and the VP (and Past President when applicable).
6. **Sec-6.2, Certain Office held at the Board’s Discretion** – ONCA (and OCA) allows us to write our own language here. We wrote something we feel is clear without being overly specific, which will help the Board in the future should they ever need to execute this clause. Remember, these offices were elected by the Board, thus the Board could remove and reassign the office.
7. **Sec-9.3, Disciplinary Act or Termination of Membership for cause** - ONCA (and OCA) allows us to write our own language here. However, TS is a unique organization since SMT/SP/STG members are automatically TS members. We wrote something we feel is clear without being overly specific, which will help the Board in the future should they ever need to execute this clause for those individuals who are members of TS only (i.e., Honorary Members).
8. **Sec-10.3 3, Notice** – But specifically to proxy voting. We wanted something that future Boards can follow with ease that also complies with OCA/ONCA legislation (and this does).

We believe these bylaws are in good shape to approve at the AGM on Wednesday, August 25 at 7:00pm. We hope to see you there. You are welcome to challenge any and all parts of the document, but we hope you feel you’ve had the opportunity to have your thoughts heard and addressed already. However, at the AGM, we would only be approving these eight salient changes (and perhaps we would just approve the entire document if there was no discussion on the above).

We thank everyone for their commitment to Theatre Scarborough and whichever of the member companies you support as well.

Resources used - Fortunately, the new ONCA has a number of excellent support tools, which were essential to us formulating solid and legally acceptable bylaws:

- **Sample ONCA bylaws, with Options tool** - <https://nonprofitlaw.cleo.on.ca/future-law/update-governing-documents/sample-bylaw-with-options/> This pdf contains clear guidelines on what an organization is required to include, what an organization might include, and where an organization is allowed to write their own text (as well as guidelines if the organization is a registered charity);
- A listing of **Changing your bylaws before ONCA takes effect**, highlights the “10 unalignments” so that we can ensure that what we create is aligned to the OCA for now (and we can make a note about any things we want to fix once the ONCA launches!)
<https://nonprofitlaw.cleo.on.ca/current-law/changing-your-bylaws-before-onca-takes-effect/>