

# Theatre Scarborough Bylaws

***Approved by the Board, July 10, 2021***

***Pending ratification by the Members, August 25, 2021***

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## Section 1: Preamble

### 1.1 Name

The name of the corporation is Playhouse 66 Inc. (operating as Theatre Scarborough), hereinafter referred to as *the Corporation*.

### 1.2 Objectives of the Corporation *(old B/L addendum)*

These bylaws relate generally to the distribution of responsibilities between the Corporation and the Member Performing Arts Organizations (MPAO) - where the Corporation and the MPAO have agreed to the following distribution of responsibilities between the Corporation and the MPAO (see section 1.3).

The objectives of the Corporation are the sole jurisdiction of the Corporation and not those of the MPAO. These objectives include:

- a. **Lease Management** – Enter into lease (or similar instrument) arrangements for the theatre facility with the City of Toronto, and to meet any and all obligations under any such lease. To act as single point of contact on behalf of the MPAO between the Corporation and the relevant City of Toronto departments.
- b. **SVRC Relations** - To act as single point of contact on behalf of the MPAO between the Corporation and the Scarborough Village Recreation Centre (SVRC) Liaison. To annually coordinate scheduling of the MPAO activities in SVT and SVRC;
- c. **Theatre Premises Management** – Perform regular preventative maintenance activities on the equipment onsite at the theatre. To develop a plan for capital equipment upgrades and replacement. To provide technical oversight support for all production move-in/move-out activities;
- d. **Box Office Management** - Manage the theatre Box Office functions;
- e. **Theatre Refreshments** - Manage the theatre refreshment functions;
- f. **Website** - Manage the Corporation website, assign pages to the MPAO, and monitor and manage AODA (Access for Ontarian with Disabilities Act) compliance. To manage the e-mail addresses of the Corporation and the MPAO;
- g. **Publicity and Marketing** – Responsible for Theatre Scarborough’s brand and style guide, relating to, but not limited to, signage, annual season brochure, tickets, and promotional arrangements between the Corporation and third parties.
- h. **Fundraising** - To conduct fundraising activities on behalf of the Corporation;
- i. To conduct its activities in accordance with government requirements for charitable organizations.

**NOTE:** The MPAO have sole responsibility for the selection of their shows, the production of their shows, establishing ticket pricing for their shows, fundraising for their organizations, management of their organizations, and marketing their productions with such items as flyers and programs.

**PH66-BOD** – this is an updated version of an addendum on our last bylaws. Bylaw examples suggest that this should be at the start of the document. As well, this should generally align to our organization chart and our strategy.

## 1.3 Coordinated responsibilities between the Corporation and the MPAO (old B/L addendum)

- a. The Corporation shares responsibility with the MPAO relating to coordinating education, community outreach, Member recognition, acquisitions of technical upgrades to the theatre venue, annual advertising, and front of house activities.
- b. A vote of the Board of Directors to take any action with respect to a matter involving a shared jurisdiction as outlined in Section 1.3.a require a 2/3 plus 1 majority of the Board to pass.
- c. A vote of the Board of Directors to take any action that involves an anticipated financial expense to any of the MPAO in excess of \$1,000, requires a 2/3 plus 1 majority of the Board to pass.

**PH66-BOD** – This was part of the addendum on our last Bylaws. We believe it is helpful and appropriate to include here.

## Section 2: General

### 2.1 Definitions

In these bylaws, unless the context otherwise requires:

- a. **Act** - means the Ontario Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. **Articles** - means the Articles of Incorporation (or Letter Patent, in our case) of the Corporation;
- c. **Board** - means the Board of Directors of the Corporation;
- d. **Bylaws** - means this bylaw (including any schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- e. **Chair** - means the Chair of the Board;
- f. **Corporation** - means the corporation that has passed these bylaws under the Act or that is deemed to have passed these bylaws under the Act;
- g. **Department Heads** – means: Box Office Manager(s), Refreshments Manager(s), Website Manager(s), Theatre Operations Manager(s), Publicity Manager(s), etc.;
- h. **Director** - means an individual occupying the position of Director of the Corporation by whatever name they are called. Directors are the ~~seven-eight~~ individuals elected at the AGM, as well as the three MPAO Presidents who are automatically Directors of the Corporation;
- i. **Member** - means a member of the Corporation;
- j. **Member Performing Arts Organizations (MPAO)** – refers to Scarborough Music Theatre, Scarborough Players, and Scarborough Theatre Guild;
- k. **Members** - means the collective membership of the Corporation; and
- l. **Officer** - means an Officer of the Corporation. Officers are special Directors. These include the President, ~~Vice-President~~, Secretary, and Treasurer. The President ~~and the Vice-President are~~ ~~is~~ elected by the members at the AGM, and the Secretary and Treasurer are elected from the elected Directors at the first meeting of the Directors.

**PH66-BOD** – we can include definitions or not, but providing definitions is “stronger”. We can add any definitions that are value-added to our corporation.

## 2.2 Interpretation **(old Sec-16)**

Other than as specified in Section 2.1, all terms contained in this bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**PH66-BOD** – including this section or not is optional, but we think we should include it.

## 2.3 Severability and Precedence

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw. If any of the provisions contained in the bylaws are inconsistent with those contained in the Articles of the Corporation or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

**PH66-BOD** – Observing this section or not is optional. We are not required to include, but we think it's good to include. i.e., one unenforceable provision does not invalidate the document. If we don't include, or contradict the Articles or the Act, we are STILL bound by the Articles and the Act.

## 2.4 Execution of Contracts **(old Sec-13)**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Authorized Signing Officers, however execution of such Contracts must have Board approval in advance.

In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

Any Director or Officer may certify a copy of any instrument, resolution, bylaw, or other document of the Corporation to be a true copy thereof.

**PH66-BOD** It is good to list that we require two to sign. Any docs that we are comfortable with one to sign (e.g., the CST appn), we would make a note in our minutes: "Regarding the CST appn, the Board approves that only one Officer/Director is needed to sign on behalf of the Corporation".

## Section 3: Directors

### 3.1 Election and Term (old Sec-5, not 5.8/9/10/13/14/17/20)

1. The property and business of the Corporation shall be managed by a Board of Directors (the Board) consisting of exactly ~~10-11~~ Directors (or exactly ~~11-12~~ Directors when the position of Past President is occupied).
2. Each Director must have power under law to execute contracts and be 18 years of age by the August 1 preceding their election.
3. Each Director – throughout their term as Director – shall automatically be a Member of the Corporation. Further, they shall perform their duties in accordance with the objectives of the Corporation.
4. **Board Composition** - The Board of Directors shall be comprised of ~~10-11~~ (or ~~11-12~~) Directors:
  - a. the Presidents of each of the three MPAO;
    - At the start of each season, but no later than September 30, the MPAO Presidents communicates whether they or their designate will represent their MPAO as a Director of the Corporation. When a designate is put forward, their designate holds the Director position the entire season and has full voting privileges;
  - b. the President of the Corporation;
  - c. the Vice President of the Corporation; and
  - d. six Members at Large; and
  - e. (optional) a Past President of the Corporation;
    - The Past President may only serve on the Board in that capacity for one year following their departure from the position of President.
    - In the interest of knowledge sharing, if the immediate Past President is unable or unwilling to serve, the Board can choose to invite a different Past President to serve in the role, as long as not more than 5-years have past since that individual last served on the Board of the Corporation.

The President, the Vice President, and the six Members at Large are elected by the Members at the Corporation's Annual General Meeting. ~~Two-Three~~ elections shall be held, one for the position of President of the Corporation, the second for the position of Vice President, and ~~the other a third~~ for the six Member at Large positions.

**NOTE:** Should a MPAO president be elected as the Corporation President, they must select a designate to represent their MPAO (per 3.1.4a above) during their term as Corporation President.

5. **Board Nominations Chair**– At least 60-days prior to the AGM, the Board shall elect a Board **Nominations Chair** – who can establish a Nominations Committee - charged with the responsibility to encourage people to run for the elected positions and to facilitate the nomination process.



**6. Nominations to Serve on the Board**

- a. Each MPAO may nominate no more than:
  - two members for election to serve as a Member at Large;
  - one Member for election for the position of President of the Corporation; and
  - one Member for election for the position of Vice President of the Corporation;
- b. Any five Members can support a nomination for an individual to the position of President;
- c. Any five Members can support a nomination for an individual to the position of Vice President;
- d. Any five Members can support a nomination for an individual to the position of Member at Large;

All nominations are to be submitted in writing via email or letter to the Nominations Chair no later than one full week prior to the meeting at which the elections will take place.

7. **Publishing Nominees** - Six days prior to the AGM, the Nominations Chair shall publish the names of all of the candidates for the position of President, the position of Vice-President, and the position of Member at Large to the Presidents of the MPAO, who shall in turn immediately publish this information to their respective members.
  - In this communication, the Nominations Chair will confirm:
    - a. if nominations are closed; and/or
    - b. if there are still openings to be filled, and which positions are still open;
8. **Insufficient Nominations** - If there are insufficient numbers of nominations to fill any of the positions on the Board of Directors at least one full week prior to the meeting at which the elections will take place, the individual running the elections at the meeting may accept nominations from the floor of any individuals made by at least five members at the meeting.
9. **Term of Office** - The elected Directors' term of office shall be **one-year** from the date of the meeting at which they are elected (or appointed) until the annual meeting next following or until their successors are elected or appointed. Retiring Directors shall remain in office until the dissolution or adjournment of the meeting, at which time the Director's retirement is accepted and the Directors' successor takes the position.

**PH66-BOD: According to both OCA and ONCA we are allowed to establish terms of 1/2/3/4 years - our choice!**
10. **Director-Alternate** - If any Director wishes, they may send an alternate to take the Director's place at a Board meeting. However, that alternate:
  - Cannot count for the quorum requirement; and
  - Cannot vote at the meeting.
11. **Voting at Board Meetings** - Each director is authorized to exercise one vote. Questions arising at any Board meeting shall be decided:
  - by a majority of votes, unless stated otherwise in a bylaw of the Corporation,
  - by a show of hands or other approved electronic means, and,
  - in the case of a Director deemed to be present in person at any meeting pursuant to Section **4.6**, by the Director's verbal or electronically communicated response in favour of or opposition to each question to arise, as the case may be.

Any two Directors present may call for any question to be voted on by secret ballot and it shall be done. Such ballots shall be tabulated by the Chair unless the Chair has a conflict of interest in the subject matter of the ballot in which case a majority of the Directors present shall select a different Director to tabulate the ballots.



12. **Minutes of a Board Meeting** - The minutes of a meeting of the Board of Directors shall be available to the Directors, each of whom shall receive a copy of such minutes before the next Board Meeting. Minutes approved by the Board can also be provided to a Member upon request by that Member.
13. **Members attending Board Meetings** - Members may attend Board meetings, however this does not limit the ability of the Board of Directors, by resolution, to exclude non-Directors from a portion or all of a meeting when Board confidentiality so requires.

## 3.2 Vacancies (old Sec-5.8)

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice - whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.  
(See section 3.3.4)

**PH66-BOD** - If we don't include this, we are still bound by this. These ways cannot be deleted or varied, and no additional ways can be added. Thus, we think they should be included for transparency/clarity;

## 3.3 Filling Vacancies (old Sec-5.8 last)

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a General meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

**PH66-BOD** - This is the std text, and we think we should go with this.

### 3.4 Director position held at the discretion of the general membership **(old Sec-xx)**

Board Members (Directors) elected by the membership of TS can only be removed from the Board by a vote of the membership.

Any TS member or group of TS members can call for the removal, for cause, of any Director from the Board.

The individual(s) calling for the removal must make a submission in writing to the Board outlining the reason(s) why the subject Director should be removed from the Board, providing supporting documentation and/or evidence where possible.

From the next scheduled Board meeting, the subject Director then has 14 days to make a submission in writing to the Board outlining the reason(s) why they should not be removed from the Board, providing supporting documentation and/or evidence where possible.

The Board will call a General meeting of the members within 30-days of receipt of the subject Director's response. At that General meeting:

- the rationale for removing the Director will be presented;
- the subject Director's response to the removal will be presented; and
- the members will be invited to ask questions and comment.

The Chair will then invite a motion to remove the subject Director from the Board.

If such a motion is moved and seconded, voting will proceed as usual, with the following caveats:

- the subject Director will not vote on the motion;
- the vote will be anonymous; and
- at least a two-thirds majority of the members present (not counting the subject Director but including any other Directors present) must vote in favour of the motion in order for it to pass.

If the motion is passed, the Board will fill the newly vacated Director position according to the process laid out in Section 3.3.3 of these bylaws.

**PH66-BOD** – We can write our own section about the removal process of Board members. Include details such as who can remove a Director (e.g., a member or group of members) and when Director can be removed (e.g., acting in contravention of policies). But it must align with the general clause 3.2.e.

## 3.5 Committees (old Sec-6.4)

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

**NOTE:** The Board cannot delegate the following responsibilities to a managing Director or a committee of Directors:

- filling a vacancy among the Directors, or the auditor or person appointed to conduct a review engagement;
- appointing additional Directors;
- approving financial statements;
- seeking Member approval on a decision;
- approving new or amended bylaws;
- establishing membership dues or contributions;
- issuing debt obligations, except as authorized by the Directors.

**PH66-BOD** – This is the standard text, and we think we should go with this. If we do or not, we are still bound by what we CANNOT assign to a committee.

## 3.6 Remuneration of Directors (old Sec-5.20)

The Directors shall serve as such without remuneration. As well, no Director shall directly or indirectly receive any profit from occupying the position of Director.

- However, Directors may be reimbursed for approved reasonable expenses they incur in the performance of their Directors' duties;

**PH66-BOD** – Above is the text to use since we are a charity. We can write our own, but here, we're recommending the standard text.

## 3.7 Eligibility to Serve

Individuals' roles or potential roles with the MPAOs will not preclude their serving the Corporation as an Officer or Director or in any other capacity, except as otherwise outlined in these bylaws.

**PH66-BOD** We recommend that this modified note from our existing bylaws resides here.

## Section 4: Board Meetings

### 4.1 Calling of Meetings (old Sec-xx)

Meetings of the Directors may be called by the Chair, the President, or any two Directors at any time and any place on notice as required by this bylaw.

**PH66-BOD** – This is the standard wording. We think we should go with this.

### 4.2 Regular Meetings (old Sec-5.9, 5.10)

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

- Every effort is made to meet monthly, however there must be a minimum of five meetings each year.
- In cases where it is known in advance that quorum will not be achieved, the Chair can decide whether a gathering of available Directors is still worthwhile.
- A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the members of the Board of Directors (i.e., seven if the Board includes a past president, six if the Board does not include past president).
- In the event that no quorum is reached for three consecutive duly called Board meetings, the Chair shall call a general meeting of the Members to transact the business of the Corporation.

**PH66-BOD** – First section is the std section. We're allowed to add/change wording. We suggest that we should include the 4-bullets, which includes some valuable text from our current bylaws.

### 4.3 Notice (old Sec-5.17)

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in [Section 10](#) of this bylaw to every Director of the Corporation not less than **seven days** before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Corporation.

**PH66-BOD** – This is the standard wording. We think we should go with this, but we can write our own. ONCA cautions not to make things too restrictive.

### 4.4 Chair (old Sec-8.1 part)

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

From time to time, the Chair can invite another Director to Chair the meeting - in the interest of cross training.

**PH66-BOD** – The first item is the standard working that we recommend we keep. We are allowed to write our own in this section. We're recommending adding the second item.

#### **4.5 Voting (old Sec-5.13)**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

**PH66-BOD** – This text is required by the ONCA.

#### **4.6 Participation by Telephone or Other Communications Facilities (old Sec-5.14)**

If a majority of the Directors of the Corporation consent, any Director(s) may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Additionally, if a majority of the Directors of the Corporation consent, the entire meeting may be conducted by electronic means that permits all participants to communicate adequately with each other during the meeting.

**PH66-BOD** – This is the standard wording. We think it is valuable to include this.

### **Section 5: Financial**

#### **5.1 Banking (old Sec-xx)**

The Board shall by resolution from time to time designate the bank in which the money, bonds, or other securities of the Corporation shall be placed for safekeeping.

**PH66-BOD** – This is the standard wording. We think it is valuable to include this.

#### **5.2 Financial Year (old Sec-11)**

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

**PH66-BOD** – This is the standard wording. We think it is valuable to include this.

## Section 6: Officers

### 6.1 Officers (old Sec-7)

The President is elected by the members at the Annual General Meeting.

The Vice President is elected by the members at the Annual General Meeting.

At the Board's first meeting following the annual meeting of the Corporation:

- The President is offered first right of refusal to also fill the role of Chair. If the President accepts, the role is known as President-Chair.
  - In the case where the President declines the role, the Board shall elect by majority vote the Chair from among the Vice President, the Past-President (where applicable), and the six Members at Large.
- The Board shall elect by majority vote from among the Directors a Treasurer and a Secretary.
  - When necessary, the office of Treasurer and Secretary may be held by the same person until such time as two individuals are identified.

The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

**PH66-BOD** – We are able to write our own "Officer" section. This is our recommendation.

### 6.2 Certain Offices Held at Board's Discretion (old Sec-xx)

Any Board Member (Director) — or any group of Directors — can call for the removal, for cause, of another Director from their office as Chair, Past President, Secretary, and/or Treasurer.

The Director(s) calling for the removal must make a submission in writing to the Board outlining the reason(s) why the subject Director should be removed from office, providing supporting documentation and/or evidence where possible.

At the next scheduled Board meeting, the Board must vote, by majority, on whether or not to formally consider the potential removal.

If the Board votes to formally consider the potential removal, the subject Director then has 14 days to make a submission in writing to the Board outlining the reason(s) why they should not be removed from office, providing supporting documentation and/or evidence where possible.

If the subject Director does not provide a written submission to the Board within the 14 days, the consideration continues regardless.

At the next scheduled Board meeting, the Board will — as its first order of business — invite a motion to remove the subject Director from office.

If such a motion is moved and seconded, discussion and voting will proceed as usual, with the following caveats:

- the subject Director will not vote on the motion;
- the vote will be anonymous; and
- at least two thirds of the full Board (not counting the subject Director but including any absent Directors) must vote in favour of the motion in order for it to pass.

If the motion is passed, the Board will — as its next order of business — fill the newly vacated office(s) according to the process laid out in Section 3.3.3 of these bylaws.

**PH66-BOD** – We can write our own section about the removal of Officers. Include details such as who can remove an Officer (e.g., the Board or the Chair) and when an Officer can be removed (e.g., acting in contravention of policies). Majority vote? Unanimous vote? Majority vote when ALL other Directors participate in the vote?

## 6.3 Duties (old Sec-xx)

Officers shall be responsible for the duties assigned to the office, and they may delegate to others the performance of any or all of such duties.

**PH66-BOD** – We must choose “may delegate”. Think if the Secretary is absent?

## 6.4 Duties of the Chair (old Sec-xx)

The Chair shall perform the duties described in sections 4.4 and 10.5 and such other duties as may be required by law or as the Board may determine from time to time.

**PH66-BOD** – We must choose this language.

## 6.5 Duties of the President (old Sec-8.1)

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

**PH66-BOD** – We must choose this language.

## 6.6 Duties of the Vice President

The Vice President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

**PH66-BOD** – We have drafted this from extensive research.

## 6.7 Duties of the Secretary (old Sec-8.2)

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

**PH66-BOD** – We must choose this language.

## 6.8 Duties of the Treasurer (old Sec-8.3)

The treasurer shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

**PH66-BOD** – We must choose this language.



## Section 7: Protection of Directors and Officers

### 7.1 Protection of Directors and Officers **(old Sec-9.1)**

No Director, Officer, or committee member of the Corporation is liable for the acts, neglects, or defaults of any other Director, Officer, committee member, or employee of the Corporation or for joining in any receipt or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or 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 moneys, securities, or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- complied with the Act and the Corporation's articles and bylaws; and
- exercised their powers and discharged their duties in accordance with the Act.

**PH66-BOD** – This is a "heavy section". We suggest that we accept it as is. One can read Section 46 of ONCA if one wants to delve in deeper.

## Section 8: Conflict of Interest

### 8.1 Conflict of Interest **(old Sec-xx)**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**PH66-BOD** – This is the default language. It is also how we have been operating. We suggest we go with this.

### 8.2 Charitable Corporations **(old Sec-xx)**

No Director shall, directly or through an associate, receive a financial benefit - through a contract or otherwise - from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

**PH66-BOD** – We must choose this language as we are a charitable corporation.

## Section 9: Members

### 9.1 Members (old Sec-2.2, 2.3)

1. **Members, Organizational** (MPAO) shall consist of:

- Scarborough Music Theatre Inc;
- Scarborough Players;
- Scarborough Theatre Guild Inc.;

2. **Members, General** shall consist of:

- those persons who are Directors and Officers of the Corporation; and
- any other persons, who fulfill the criteria set forth in Section 9.2.1 and who are members in good standing of any of the MPAO.

3. **Members, Honorary** - A person may be awarded the status of *Honorary Member of the Corporation*:

- by a majority vote of the Directors at a Board meeting; or
- by a majority vote of the Members at a General Meeting of the Members .

Honorary membership may be for a prescribed or indefinite term. Honorary membership does not include the entitlement to vote at any meeting of the Corporation, nor does it entail compliance with Section 9.2.1.

**PH66-BOD** - We're allowed to write our own wording here, and this is a clarification of old Sec-2.2.

### 9.2 Membership (old Sec-2.1, 2.4, 2.5, 2.7)

1. Membership in the Corporation shall be limited to persons interested in furthering the objectives of the Corporation.

2. There shall be no membership fees or dues unless otherwise fixed - from time to time - by resolution of the Members at a General or Annual General Meeting.

3. A membership in the Corporation is not transferable.

4. Membership in the Corporation automatically terminates:

- if the member resigns from all of the MPAO; or
- if the member's membership is otherwise terminated by all of the MPAO;
- if the honorary member's membership in the Corporation is otherwise terminated by the Corporation;

**PH66-BOD** - we're allowed to write our own wording here, but we suggest this.

## 9.3 Disciplinary Act or Termination of Membership for Cause *(old Sec-2.6)*

1. In cases where the Corporation member is Since membership is contingent on being a member in good standing of one or more MPAO, the Corporation does not have the authority to terminate membership.
2. In cases where the Corporation member is only a member of the Corporation (e.g., honorary member):
  - Any Board Member (Director) - or any group of Directors - can call for disciplinary action (or the removal), of an honorary member for cause;
  - The Director(s) calling for disciplinary action (or the removal) of the honorary member must make a submission in writing to the Board outlining the reason(s) why the subject member should be disciplined (or removed from membership), providing supporting documentation and/or evidence where possible.
  - At the next scheduled Board meeting, the Board must vote, by majority, on whether or not to formally consider the potential disciplinary action (or removal).
  - If the Board votes to formally consider the potential disciplinary action (or removal), the subject member then has 14 days to make a submission in writing to the Board outlining the reason(s) why they should not be disciplined (or removed), providing supporting documentation and/or evidence where possible.
    - If the subject member does not provide a written submission to the Board within the 14 days, the consideration continues regardless.
  - At the next scheduled Board meeting, the Board will - as its first order of business - invite a motion to discipline (or remove) the subject member.
  - If such a motion is moved and seconded, discussion and voting will proceed as usual, with the following caveats:
    - the vote will be anonymous; and
    - at least two thirds of the full Board (including any absent Directors) must vote in favour of the motion in order for it to pass.
  - If the motion is passed - as its next order of business - the Board will either:
    - Determine the next steps to execute the necessary disciplinary action regarding subject honorary member; or
    - Advise the individual that their honorary membership in the Corporation has ended;

**PH66-BOD** – We're not required to have anything here, but if there's nothing, that might be ambiguous. Thus, we suggest the above. The ONCA includes two options, but also indicates we can write our own. However, since membership in PH66 is due to membership in SMT/SP/STG ... Can we terminate someone from PH66 if they still remain a member of a MPAO? We suggest that we only need items 1 and 2.

## Section 10: Members' Meetings

### 10.1 Annual Meeting (old Sec-4.1, 4.4)

1. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board.
2. The business transacted at the annual meeting shall include:
  - a. land acknowledgment;
  - b. approval of the agenda;
  - c. approval of the minutes of the previous annual and subsequent general meetings;
  - d. consideration of the financial statements for the season just ended;
  - e. final report from the auditor, or person who has been appointed to conduct a notice to reader or review engagement for the season prior to the season just ended;
  - f. reappointment or new appointment of the auditor, or a person to conduct a notice to reader or review engagement for the coming year;
  - g. election of Directors; and
  - h. such other or special business as may be set out in the notice of meeting.
3. Any Member, upon request, shall be provided, not less than **21** days or other number of days prescribed in regulations before the annual meeting, with a copy of the: approved financial statements, auditor's report; notice to reader; or review engagement report, and other financial information required by the bylaws or articles.

**PH66-BOD** – We're allowed to write our own wording here.

### 10.2 General Meeting (old Sec-4.5, 4.7)

1. A majority of Directors may call a general meeting of the Members.
2. The Board shall convene a general meeting on written requisition of not less than **20** Members, not including Directors - for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act - within **21** days from the date of the deposit of the requisition.

**PH66-BOD** – We're required to use this wording, but can set the number or percentage, but a fixed number makes more sense in our environment.

### 10.3 Notice (old Sec-4.8, 4.9)

1. Subject to the Act, not less than **10** and not more than **50** days written notice of any annual or general Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Act-Section 55(1)(a) & (c)).
2. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)).
3. Notice of each meeting must remind the Members of their right to vote by proxy (Act-Section 65).
4. Proxy voting will be supported by:
  - Directors are never allowed to vote by proxy (OCA/ONCA rule);
  - Members are allowed to vote by proxy by notifying the President and Secretary, no later than 24 hours prior to the meeting, advising that they cannot attend, and either:
    - they are sending <person's name> in their place as proxy who will be voting on their behalf. The proxy does not have to be a member but does have to be 18 years of age or older; or
    - they wish to lodge <the following votes> for the pre-identified motions listed in the advance Agenda;
    - Members can "notify" the President and Secretary by: sending an email, mailing a letter, or phoning both to advise of their wishes;

**PH66-BOD** – We are required to use the language in items 1-3. Further, it was suggested that language explaining how proxy voting is executed be included. Research has uncovered the above (#4) bulleted language.

### 10.4 Quorum (old Sec-4.11)

A quorum for the transaction of business at a Members' meeting is **20** members in good standing (not including Directors) entitled to vote at the meeting.

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

**BLT** – We can write out own, but this is the std that we recommend we use.

### 10.5 Chair of the Meeting (old Sec-xx)

The Chair shall be the chair of the Members' meeting.

In the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair, and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

## 10.6 Voting of Members *(old Sec-4.12, 4.14)*

1. Business arising at any Members' meeting shall be decided by a majority of votes (half plus one) unless otherwise required by the Act or the bylaws, provided that:
  - a. each Member shall be entitled to one vote at any meeting;
  - b. votes shall be taken by a show of hands among all Members present *(or an approved electronic equivalent)* - and the Chair of the meeting, if a Member, shall have a vote;
  - c. an abstention shall not be considered a vote cast;
  - d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot *(or an approved electronic equivalent)*. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
  - e. if there is a tie vote:
    - the vote can be re-run to confirm it is a tie; and
    - in the case of a tie, the Chair can cast a second vote and break the tie. If the Chair abstains rather than votes, the motion fails;
  - f. whenever a vote by show of hands *(or an approved electronic equivalent)* is taken on a question, unless a written ballot is required or demanded - a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**PH66-BOD** - we can write our own, using some, all, none of above

## 10.7 Adjournments *(old Sec-xx)*

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**PH66-BOD** - We can write our own, using some, all, none of above. If your Members' meetings regularly run overtime, this bylaw may help avoid confusion or delays. However, we don't have to include this section but it's really clearer to have something than nothing.

## 10.8 Persons Entitled to be Present *(old Sec-4.6)*

The Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a notice to reader or review engagement, if any) are entitled to attend the meeting, make a motion, speak to motions, vote on motions, and/or ask questions.

All others are welcome to attend the meeting and ask questions (if desired). Should they wish to make a motion, they must have the motion moved by a Member.

**PH66-BOD** - we can write our own section here, and should clarify what is our position on non-members attending (and we have done so).

## Section 11: Notices

### 11.1 Services **(old Sec-4.16)**

Any notice required to be sent to any Member or Director shall be provided by prepaid mail, email, or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation.

Any notice required to be sent to the auditor (or person who has been appointed to conduct a notice to reader or review engagement) shall be provided by prepaid mail, email or other electronic means, or telephone to their business address, email, or phone number.

**PH66-BOD** – We're allowed to write our own wording here. This is a slight modification of the std suggested.

### 11.2 Computation of Time **(old Sec-xx)**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**PH66-BOD** – only option

### 11.3 Error or Omission in Giving Notice **(old Sec-5.18)**

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

**PH66-BOD** – only option

## Section 12: Adoption and Amendment of Bylaws

### 12.1 Amendments to Bylaws **(old Sec-15)**

These bylaws may be amended from time to time by a 2/3 vote of the Board present at a Board meeting, and the subsequent majority approval of the Members present at General or Annual meeting of the Members.

**PH66-BOD** – We're allowed to write our own wording here, and have done so from provided suggestions.



## Section 13: SCHEDULE A Position Description of the President

### **Role Statement**

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and department heads, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

### **Responsibilities**

**Agendas** - Establish meeting agendas aligned with annual Board goals, and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction** - Unless otherwise delegated, serve as the Board's central point of communication with the Department Heads, if any, of the Corporation; provide guidance to department heads, if any, regarding the Board's expectations and concerns. In collaboration with department heads, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Performance Appraisal** - Lead the Board in monitoring and evaluating the performance of Department Heads, if any, through an annual process.

**Work Plan** - Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation** - Serve as the Board's primary contact with the public.

**Reporting** - Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct** - Set a high standard for Board conduct and enforce policies and bylaws concerning Directors' conduct.

**Mentorship** - Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning** - Ensure succession planning occurs for department heads, if any, and Board.

**Committee Membership** - Serve as Member on all Board committees.

**PH66-BOD – This is as was provided. We think it provides a solid foundation.**

## Section 14: SCHEDULE B Position Description of the Vice President

### Role Statement

The Vice-President works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

### Responsibilities

Board Conduct - Support the President in maintaining a high standard for Board conduct and uphold policies and the bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities. As well:

- Prepares to possibly stand for election for the office of the President.
- Assists the President in the execution of their duties.
- Fulfills the President's duties when the President is absent or if that office becomes vacant.
- Serves on committees as requested to learn the operations of the Board.
- Supports the President in developing and executing the strategy of the organization, as appropriate.
- Provides organizational guidance to new and/or less familiar Board members.
- Works closely with the President to transfer knowledge and history to prepare for leadership.

**PH66-BOD – This was created from research for VP-R&R. We think it provides a solid foundation. Clearly, we would remove this if we are not moving forward with the position of VP.**

## Section 15: SCHEDULE C Position Description of the Secretary

### Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

### Responsibilities

**Board Conduct** - Support the president in maintaining a high standard for Board conduct and uphold policies and the bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management** - Keep a roll of the names and all contact information of all Board Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation and the Board. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that they are maintained as required bylaw. Ensure that all reports received are filed as required by law or requested by the Board.

**Meetings** - Give such notice as required by the bylaws of all meetings of the Corporation and the Board. Attend all meetings of the Corporation and the Board.

**PH66-BOD – This is generally as was provided. We think it provides a solid foundation.**

## Section 16: SCHEDULE D Position Description of the Treasurer

### **Role Statement**

The Treasurer works collaboratively with the President and department heads, if any, to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

**Custody of Funds** - 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. The Treasurer 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 Chair 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. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct** - Maintain a high standard for Board conduct and uphold policies and bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship** - Serve as a mentor to other Directors.

**Financial Statement** - Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

**PH66-BOD – This is as was provided. We think it provides a solid foundation.**