# GENERAL BY-LAW

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BY-LAW

WHEREAS the Objects of Theatre Ontario include:

a. To encourage and promote theatre throughout Ontario;

b. To sponsor theatre arts festivals, conferences, workshops and educational and training programmes;

c. To create and maintain channels of communication and to act as a resource centre to co-ordinate and improve the quality of information on theatre arts,

AND WHEREAS Theatre Ontario was incorporated as a not-for-profit corporation by its Letters Patent issued September 3, 1971;

THEREFORE BE IT RESOLVED THAT this By-law be enacted to set out the means by which Theatre Ontario will conduct its business.

This By-law takes effect on , 2013, and upon that date all previous By-laws of Theatre Ontario are hereby revoked.

ARTICLE I - INTERPRETATION AND DEFINITIONS

1.1 Definitions

In this By-law and all other By-laws and resolutions of Theatre Ontario, unless the context otherwise requires:

(a) “Act” means the Corporations Act R.S.O. 1990, c. C.38, as amended or revised from time to time, or any other Act that may hereafter be substituted therefore, and in particular will mean the Ontario Not-for-Profit Corporations Act, S.O. 2010 C.15 upon the date that such Act comes into force;

(b) "Board" means the Board of Directors of the Theatre Ontario;

(c) “Chair” means Chair of the Board;

(d) “Director” means a Director of the Board;

(e) “Fiscal Year” means January 1 to December 31, unless the Board by resolution determines otherwise;

(f) "Member" means a member of the Theatre Ontario as defined herein;

(g) “Ordinary Resolution” means a resolution submitted to a meeting of the Members duly constituted and passed at that meeting, with or without amendment, by at least a majority (50% + 1) of the votes cast;

(h) “Person” includes an individual, corporation, organization, association, limited or general partnership, joint venture, syndicate, the Federal, Provincial, and
Municipal governments and any agency thereof, and any other legal or business entity;

(i) “Proposal” shall mean a proposed resolution which shall be submitted to the members for a vote at an Annual General Meeting;

(j) “Record Date” means the date which is thirty (30) days prior to a meeting of the Members;

(k) “Special Resolution” means a resolution submitted to the Members at a meeting duly constituted and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast;

1.2 Interpretation

In this By-law and in all subsequent By-laws of Theatre Ontario, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine and neuter genders and vice versa, and references to persons shall include firms and corporations.

All section and other headings inserted herein are for convenience of reference only and are not to be construed as amending or derogating from the meaning of the words used in any section or part of this By-law.

“Shall” and “will” shall be construed as imperative, and “may” interpreted as permissive.

Other than is specified otherwise in this By-law, words and expressions defined in the Act have the same meanings when used in this By-law.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE II - HEAD OFFICE

The head office of Theatre Ontario shall be at 401 Richmond Street, Suite 350, in the City of Toronto, in the Province of Ontario, or at such other place in the Province of Ontario as the Board of Directors may determine from time to time.

ARTICLE III - SEAL AND CERTIFICATION OF DOCUMENTS

3.1 Seal

The seal of Theatre Ontario shall be in such form as shall be prescribed by the Board of Directors and shall have the words "Theatre Ontario" inscribed thereon. The Secretary of the Theatre Ontario shall be responsible for the safe custody of the seal.
ARTICLE IV - MEMBERSHIP

4.1 Class of Membership
Theatre Ontario shall have one class of membership. Each member shall be entitled to one vote, and shall have the right to vote on all matters before the Members.

4.2 Membership
Persons interested in becoming a Member of Theatre Ontario, or in renewing their membership, must submit the following to the head office of Theatre Ontario:

(a) Application
in a form prescribed by the Board; and

(b) Annual Fee
in an amount to be determined from time to time by the Board in accordance with section 4.3 herein.

The term of membership shall be for one year from the date of receipt of the application and the annual fee. Applicants shall be promptly notified of their admission as Members.

4.3 Membership Fee
The Board may at its discretion develop varying rates for membership fees, depending on whether the Member is an individual, family or organization, and may outline its membership fee structure in a Board policy.

The rate or rates of the annual membership fee for the coming year shall be approved by resolution of the Board no later than thirty (30) days prior to the fiscal year end. Notice of the amounts due shall be made available on the Theatre Ontario website as shortly thereafter as is reasonably possible.

4.4 Resignation and Termination of Membership
A membership to Theatre Ontario ceases to exist when:

(a) a membership has expired and has not been renewed;
(b) the Member resigns in writing to the Secretary;
(c) the Member dies;
(d) the Member ceases to be eligible under the provisions of this By-law;
(e) the Member if a corporation is liquidated or dissolved;
(f) Theatre Ontario is liquidated or dissolved; or
(g) pursuant to a Special Resolution of the Board, the membership has been
terminated by the Board, on the grounds that a Member:

(i) failed to adhere to any provision of Theatre Ontario’s Letters Patent, By-
laws or policies;

(ii) has conducted themselves in a manner which is detrimental to Theatre
Ontario, as determined by the Board at its sole discretion; or

(iii) for any other reason which the Board in its sole and absolute discretion
considers to be reasonable, having regard to the objects and purposes of
Theatre Ontario;

Where a Special Resolution to terminate a membership is before the Board, the
process must be carried out in good faith and in a fair and reasonable manner,
such that the Member who is the subject of the Special Resolution is entitled to:

(i) at least fifteen (15) days written notice of the resolution and the
reasons; and

(ii) submit a written statement explaining why they oppose the
resolution, which shall be circulated to all Directors providing it is
received by the Secretary no less than six (6) days prior to the
scheduled date of the Board meeting at which the matter will be
decided.

Upon any termination of membership, the rights of the member including any rights in the
property of the organization cease to exist, but the member shall nevertheless be responsible for
the full annual fee payable for the year in which the termination occurs.

4.5 Transferral of Membership

Membership is not transferrable.

ARTICLE V- MEETINGS OF MEMBERS

5.1 Notice of Meetings

At least one (1) meeting per year of the Members will be held, and that shall be the Annual
General Meeting. Additional meetings, which shall be called ‘Special meetings’, may be held as
necessary at the call of the Chair.

Written notice of the time and place of a meeting shall be sent to all Members entitled to receive
notice, all Directors, and any person appointed to conduct an audit or review engagement of the
corporation, not less than ten (10) and not more than fifty (50) days before the date on which the
meeting is to take place. Background materials necessary for voting members to make an
informed decision about resolutions on the agenda shall be posted on the Theatre Ontario website
no later than ten (10) days prior to the meeting.
Notice of a Members’ meeting may be sent electronically, unless a Member requests in writing that they receive a different method of notification.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall make the meeting, or the business conducted at the meeting, invalid.

Any Member may waive their right to be notified of a meeting, and may subsequently approve or ratify any business conducted at a meeting for which they were absent.

5.2 Annual General Meetings

Annual General Meetings shall be called by the Board, and shall be held not more than six (6) months after the end of the fiscal year, and no later than fifteen (15) months after the preceding Annual meeting, on such a day and place as the Board of Directors shall determine.

Meetings of the Members shall be open only to:

(a) Members eligible to vote at that meeting;
(b) Directors;
(c) The auditor;
(d) Persons admitted at the invitation of the Chair or by Resolution of the attendee Members.

The agenda for the Annual General Meeting shall include the following matters of business:

(a) consideration of the minutes of the previous Annual General meeting, and any Special Meetings of the Members;
(b) consideration of any proposed By-law amendments;
(c) consideration of the financial statements of Theatre Ontario;
(d) appointment of the auditor or person to conduct a review engagement:
(e) approval of the auditor’s report;
(f) election of the Directors;
(g) any Members’ proposals.

5.3 Member Proposal

Any Member entitled to vote at an Annual General Meeting may:

(a) give Theatre Ontario notice of any Proposal which the Member would like to have considered at the meeting; and
discuss at a meeting any matter with respect to which the member would have been entitled to submit a Proposal.

Provided that the Proposal is received by the Secretary at least sixty (60) days before the meeting, the Secretary shall include the Proposal with the notice of the meeting sent to the Members.

If the Member should so request, Theatre Ontario shall also include the Member’s statement in support of the Proposal, not to exceed 500 words, and/or the Member’s name and address.

5.4 Refusal

Notwithstanding the above, Theatre Ontario may refuse to send the Proposal to Members if:

(a) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;

(b) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the corporation;

(c) not more than two years before the receipt of the Proposal, the member failed to present in person or by proxy, if authorized by the By-law, at a meeting of the members, a previous Proposal that had been included in a notice of meeting at the Member’s request;

(d) substantially the same Proposal was submitted to Members in a previous notice of a meeting of the Members held not more than two years before the receipt of the Proposal and the Proposal was defeated; or

(e) the rights conferred by this section are being abused to secure publicity.

5.5 Special Meetings

Special Meetings of the Members may be convened by the Board at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special Meeting shall state the business to be transacted, including the text of any resolution to be submitted at the meeting, and only the business so stated may be dealt with at the meeting.

The Board of Directors shall call a Special Meeting within twenty-one (21) days upon receipt of a requisition in writing signed by at least ten (10) % or ten (10) members whichever is less, of the Members eligible to vote at the meeting which is being requested, stating the general nature of the business to be presented. Such a meeting shall be called as nearly as possible in the same manner as non-requisitioned meetings are called under this By-law, and shall deal only with the transaction of the business as stated in the requisition.

5.6 Adjournments

Members’ meetings may be adjourned to any time. Any business that might have been transacted at the original meeting may be transacted at the reconvened meeting. No notice of the
adjournment shall be required, and an adjournment may be made notwithstanding that no quorum is present.

5.7 Attendance and Quorum

Members may participate in a meeting by attending in person, by proxy, or by electronic or telephonic means providing that all Members at the meeting can communicate adequately with each other.

Any Annual General or Special meeting of Members shall require the presence of not less than ten (10) Members, at least five (5) of whom must be present in person, is necessary to constitute quorum.

5.8 Voting

Only those Members whose application and annual membership fee have been received by the Secretary by the Record Date will be eligible to attend and vote at that meeting.

Each Member eligible to vote shall be entitled to one (1) vote. Where the membership is held by a corporation, organization or family, the Member shall, prior to the commencement of the meeting, designate in writing one individual who may vote on its behalf.

Unless otherwise required by the By-law or the Act, all resolutions shall be decided by Ordinary Resolution. In case of an equality of votes the Chair shall be entitled to a second or deciding vote.

Every question shall be decided in the first instance by a show of hands, unless a poll is requested by a Member or by the Chair, in which case such poll shall be taken in such manner as the Chair shall direct.

A declaration by the Chair that a resolution has been carried or not 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 the votes recorded in favour of or against such resolution.

5.9 Proxy Voting

A Member entitled to vote at a meeting may appoint a proxyholder, to attend and act at the meeting in the manner and to the extent authorized by the proxy, who:

(a) need not be a member;

(b) has been appointed by written and signed proxy, in a form approved by the Board, that specifies the meeting (and any adjournments thereof) to which it applies,

provided the proxy has been deposited with the Secretary to the Board no later than two (2) days prior to the meeting for which it is intended.
ARTICLE VI - BOARD OF DIRECTORS

6.1 Board Composition

The affairs of Theatre Ontario shall be managed or supervised by a Board of no fewer than eight (8) and not more than fifteen (15) elected Directors, and one (1) ex-officio non-voting Director, who shall be the most recent past President, who may serve for one additional year following his or her retirement as President in the event that they are not eligible or do not seek re-election.

The Members may by Special Resolution either determine the number of Directors, or empower the Board to determine the number, provided that the number so determined does not result in any elected Director losing their seat before the expiration of their term.

6.2 Director Eligibility

The following persons are disqualified from being a Director:

   (a) A person who is not an individual;
   (b) A person who is under eighteen (18) years of age;
   (c) A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
   (d) A person who has been found to be incapable in any court in Canada or elsewhere;
   (e) A person who has the status of bankrupt;
   (f) A person who has been convicted of an indictable offence;
   (g) A person who is not a Member of Theatre Ontario, or who does not become a member within ten (10) days of becoming a Director.

6.3 Nominations for Election

Prior to each Annual General Meeting, the Nominating Committee shall determine the number of anticipated vacancies and shall call for nominations to the Board, specifying the date by which such nominations must be received in order to be considered by the Committee.

The Nominating Committee shall thereafter review the nominations received and prepare a list of proposed candidates for election by the Members.

In determining its recommendations, the Nominating Committee will make every effort to propose individuals who represent diverse backgrounds, placing particular weight on Theatre Ontario’s preference for a Board which reflects its membership to the greatest extent possible.

In order to encourage diverse geographical representation, the nominating committee will invite the appropriate Regional Community Theatre Associations to propose a nominee when a vacancy would leave any one region unrepresented on the Board.
In addition to the nominating process above, any Member may propose a nominee for election as a Director. Provided that the Proposal is signed by at least five (5) % of the Members entitled to vote at the meeting at which the election will take place, and is received by the Secretary no later than sixty (60) days prior to the Annual General Meeting, Theatre Ontario will include the proposal with the notice of the meeting.

At the Annual General Meeting at which the election takes place, a Member may also nominate any individual in attendance.

At the first Board meeting following the Annual General Meeting, the Nominating Committee will present a list of proposed candidates for election by the Board to the offices of Chair, Vice Chair, Secretary and Treasurer.

6.4 Election of Directors

Directors of Theatre Ontario shall be elected by the Members at the Annual General Meeting. The election shall be by a show of hands unless a ballot is requested.

The candidates receiving the highest number of votes shall be declared by the Chair to be elected to the existing vacancies. Each candidate so elected must execute a consent in writing to serve as a Director within ten (10) days of their election to the Board.

If the Members fail to elect the number of Directors required by this By-law and any Special Resolution by the Board, the incumbent Directors may continue in office until such time as their successors are elected. The Board may continue to exercise all of its powers, provided that there are no fewer than eight (8) Directors in office.

6.5 Term of Office

Directors shall, except as provided herein, be elected to hold office until the second Annual General meeting following their election or until a successor is duly elected or appointed.

The election of Directors shall be on a rotational basis, with approximately half elected in one year and the other half in alternate years.

A Director may serve up to three (3) consecutive two (2) year terms, after which they will be eligible for re-election following an absence of at least one year. Notwithstanding this limitation on the number of terms, a Director who has served as Chair of the Board may stand for a fourth consecutive term.

6.6 Termination

A Director ceases to hold office when they:

(a) submit their written resignation to the Chair of the Board, specifying the date upon which it shall become effective;

(b) become disqualified in accordance with the eligibility criteria outlined in this By-law.
6.7 *Vacancies*

Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply:

(a) If the vacancy occurs within ninety (90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;

(b) If the vacancy occurs more than ninety (90) days prior to the notice of next Annual General Meeting, the Board shall appoint an eligible Member, and that appointee shall serve as Director until the next Annual General Meeting, at which point an election will be held for a Director to serve for the remainder of the term.

If a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special Meeting of the Members in order to elect new Directors.

**ARTICLE VII – BOARD MEETINGS**

7.1 *Call and Notice of Meetings*

Directors’ meetings may be called by the Chair or Vice Chair, or by the Secretary on the direction of any two (2) Directors.

Except as otherwise required by law, the Board may hold its meetings at any place or places in or out of Ontario. A Board meeting may also be held, without notice, immediately following the Members’ Annual General Meeting.

The agenda for each meeting shall be set by the Chair in consultation with the Executive Director and Vice Chair.

Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Director not less than five (5) days before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place.

No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or signified their consent to the meeting being held in their absence.
No error or omission in giving such notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

A special meeting of the Board may be convened by the Chair, Vice Chair or a quorum of the Board for an urgent or unforeseen matter, on forty-eight (48) hours notice. Only such matters as are identified in the notice of the meeting may be dealt with at a special meeting.

A resolution, if signed by all Directors or committee members entitled to vote on that resolution at a meeting, is valid as if it had been passed at a Board or committee meeting.

7.2 Quorum

A majority of elected Directors present in person or participating by electronic or telephonic means shall constitute a quorum for the transaction of business.

Where there is a quorum, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to take measure to obtain a quorum, to adjourn or to take a recess, or to fix the time to which to adjourn.

7.3 Participation by Electronic or Telephonic Means

Directors may participate in Board and committee meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Director so participating shall be deemed to have been present at the meeting.

7.4 Voting

Matters before the Board shall be decided by Ordinary Resolution unless specified otherwise.

In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or deciding vote. All votes at any such meeting shall be taken by show of hands unless any Director present requests a vote by ballot.

A declaration by the Chair that a 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 the votes recorded in favour of or against such resolution.

In the absence of the Chair, the duties of Chair may be performed by a Vice Chair, or in the absence of a Vice Chair then by such other Director as the Board may appoint for the purpose.

7.5 Conflict of Interest

Where a Director is:

(a) a party to a material contract or transaction, or a proposed material contract or transaction with Theatre Ontario;
(b) or a director, officer, or has an immediate material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with Theatre Ontario,

the Director shall disclose to the Board, and request to have entered into the minutes of Board meetings, the nature and extent of their interest, whether or not Board approval of the contract or transaction is required.

This disclosure shall be made at the earliest of:

(a) the first meeting at which the proposed contract or transaction is considered; or

(b) at the first meeting after which the Director becomes so interested, or

(c) being so interested, at the first meeting after assuming the office of Director.

Directors who have a conflict as defined herein shall not attend any part of a Board or Committee meeting during which the contract or transaction is being discussed, and shall not vote on any Resolution the subject of which involves the contract or transaction.

If quorum does not exist for the purpose of voting on a Resolution to approve a contract or transaction only because a Director is not permitted to be at a meeting due to a conflict of interest, the remaining Directors are deemed to constitute a quorum for the purpose of voting on that resolution.

**7.6 Minutes**

Minutes shall be taken at all meetings by the Secretary of the Board or their designate, and shall include:

(a) the time that the meeting is called to order;

(b) the names of all Directors and staff who are present;

(c) the names of any guests in attendance;

(d) the approval of the agenda and minutes of the previous meeting;

(e) motions, noting the mover and seconder;

(f) whether each motion has been carried or defeated;

(g) items of information, including correspondence received by the Board;

(h) committee reports presented to the Board;

(i) the departure of any Director(s) who leave before a meeting concludes, and the time of their departure;

(j) the time the meeting was recessed or adjourned.
Upon approval by the Board, the minutes of Board meetings shall be ratified by signature of the Board Chair and one other Officer.

### 7.7 Indemnification and Insurance of Directors and Officers

No Theatre Ontario Director or Officer shall be liable for the acts, receipts, neglects, or defaults, of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to Theatre Ontario through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of Theatre Ontario or for the insufficiency or deficiency of any security in or upon which any of the monies of Theatre Ontario shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of Theatre Ontario shall be deposited, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen upon his or her own dishonesty.

Every Theatre Ontario Director or Officer and his or her 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 Theatre Ontario, from and against all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person in respect of any act, deed, matter or thing whatsoever, made done or permitted by that person in or about the execution of the duties of the office, and all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that person’s own wilful neglect or default.

Theatre Ontario will purchase and maintain insurance for the benefit of Directors and Officers, former Directors and Officers, and individuals who act or acted at the corporation’s request as a Director or against any liability incurred by the individual acting in their capacity as a Director or Officer.

### 7.8 Remuneration and Expenses

The Directors and elected Officers shall serve without remuneration, and shall not receive, either directly or indirectly, any financial gain by virtue of serving as a Director, provided however that a Director or Officer may be reimbursed for reasonable travelling and other expenses incurred in the performance of duties on behalf of Theatre Ontario and attendance at meetings.

### 7.9 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:

(a) act honestly and in good faith with a view to the best interests of the corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
Every Director and officer will comply with the Act and its Regulations, and Theatre Ontario’s Articles and By-laws.

ARTICLE VIII - STANDING AND AD HOC COMMITTEES

8.1 Standing and Ad Hoc Committees

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board resolution, or in the case of the Executive Committee by this By-Law, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors and Members to serve as members of its Committees, provided that at least one member of each committee is a Director.

Each Director is expected to sit on at least one Board committee.

Each Committee may determine its own rules of procedure and will annually elect its own chair, who may serve for a maximum of five one year terms. All committees of the Board are required to keep minutes of meetings.

8.2 Executive Committee

The voting members of Executive Committee shall be comprised of the elected Officers of Theatre Ontario. The Executive Director shall be an ex-officio non-voting member, and shall not be counted in determining if there is quorum.

The Board may delegate to the Executive Committee any and all of its powers, subject to restrictions, if any, contained in this By-law or imposed from time to time by the Board, but all decisions taken by the Executive Committee pursuant to this delegated authority must be reported to the Board at the next Board meeting.

Meetings of the Executive Committee shall be chaired by the President, and held at such place, time, and on such day as the President may determine, on a minimum of twenty-four (24) hours notice to Committee members, excluding Sundays and holidays, provided that any meeting of the Executive Committee may be held at any time without notice if all the members are present, or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

No error or omission in giving such notice for a meeting of the Executive Committee shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting, and any committee member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Three members of the Executive Committee shall constitute a quorum. Executive Committee members may participate in meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A committee member so participating shall be deemed to have been present at the meeting.
The Secretary or designate shall record the minutes of the Executive Committee meetings and shall forward same to the Board prior to the next Board meeting.

ARTICLE IX- OFFICERS

9.1 Officers

The elected Officers of the Board shall be the President, who shall also be the Chair, the Vice Chair, the Secretary, and the Treasurer. The Executive Director shall be an *ex-officio* Officer.

The Officers shall be elected by the Board at the first Board meeting following the Annual General Meeting for a one year term. In default of such election, the incumbent Officers shall hold office until their successors are later elected by the Board.

The Duties of the Officers shall be determined by the Board from time to time and as described herein, and may include, where the Board so resolves, delegation of the power to manage the affairs of the corporation.

9.2 Termination and Vacancy

An Officer shall cease to hold office when he or she:

(c) resigns in writing;

(d) is deceased;

(e) is removed by Ordinary Resolution of the Board, which shall be at the Board’s sole and absolute discretion.

If an office is vacated before the end of an elected Officer’s term, the Board will hold a meeting within four (4) weeks from the date the vacancy is created for the purpose of electing a new Officer to the position.

If a vacancy occurs in the office of President, the Vice-President shall serve as Interim President pending the election of a new President.

The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director.

9.3 Officer Duties

The duties of the Officers shall include but shall not be limited to the following:

(a) **President:** The President shall also serve as Chair and shall preside over meetings of the Members, the Board and the Executive Committee. The President shall be charged with the general supervision of the business and affairs of Theatre Ontario, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event. The President or designate shall be an *ex-officio* member of all Board committees. During any
absence or inability of the President, his or her duties and powers may be
exercised by the Vice President, or in the absence of the Vice President, by an
individual approved by the Board, as the Board may from time to time appoint for
that purpose.

(b) **Vice President:** During the absence or inability of the President to serve for any
reason, the duties of the President shall be exercised by the Vice President and in
addition the Vice President shall perform such other duties as may be assigned by
the Board from time to time. The Vice President shall chair the Nominating
Committee.

(c) **Secretary:** The Secretary shall be *ex officio* clerk of the Board of Directors. He
or she shall attend all meetings of the Board and shall cause to be recorded all
facts and minutes of all proceedings in the corporate records kept for that purpose.
The Secretary shall be responsible for ensuring that all required corporate records
are kept, and all notices are given to Members and Directors, and shall perform
such other duties as may from time to time be determined by the Board. The
Secretary may delegate any or all such duties to another Officer or to Theatre
Ontario staff.

(d) **Treasurer:** The Treasurer shall be responsible for ensuring that full and accurate
accounts of all receipts and disbursements of Theatre Ontario are kept in proper
books of account, and that the funds of Theatre Ontario are disbursed in
accordance with the direction of the Board, taking proper vouchers therefore and
regularly reporting to the Board an account of all transactions and the financial
position of the Theatre Ontario. The Treasurer shall also perform such other
duties as the Board may from time to time determine and may delegate any or all
such duties to another Officer or to Theatre Ontario staff.

(e) **Executive Director:** The Executive Officer is responsible for the general
management, administration and direction of the operations of Theatre Ontario,
subject to the authority of the Board.

**ARTICLE X- CORPORATE RECORDS**

**10.1 Required Records**

Theatre Ontario shall keep and maintain the following records at its registered office:

(a) the Articles and By-laws, and any amendments to them;

(b) the minutes of meetings and any resolutions of the Members;

(c) the minutes of meetings and resolutions of the Board of Directors, and any
committees of the Board;

(d) a register of Directors, Officers, and Members;
accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;

(f) a copy of the financial statements;

(g) consent to act as a Director of each individual who is elected as a Director of the corporation.

10.2 Directors’ Access to Records

Any such records shall be open to inspection by the Directors. Copies must be provided upon request at no cost to the Director.

10.3 Members’ Access to Records

A Member, a Member’s attorney or legal representative, may examine and, on payment of a reasonable fee, take extracts from the records referred to in clause (d) and (e) above.

A Member is entitled on request and free of charge to one copy of the Articles and By-laws, including any amendments to them.

ARTICLE XI - FINANCES

The Board may by resolution authorize such Officers and other individuals as it may determine as appropriate to execute deeds, transfers, assignments, contracts, obligations, and other instruments requiring execution, and as are necessary to conduct its banking on behalf of Theatre Ontario. All documents executed in accordance with such a resolution and/or policy shall be binding on Theatre Ontario without further action or formality.

In the absence of such resolution or resolutions, all cheques, drafts, orders for the payment of money and all notes, acceptances and bills of exchange must be signed by any two Officers.

Without limiting the generality of the foregoing, the Executive Director is authorized to make such expenditures as are necessary for the day-to-day operation and administration of the affairs of the Theatre Ontario.

ARTICLE XII – DISSOLUTION

Upon dissolution of Theatre Ontario and after payment of all debts and liabilities, its remaining assets shall be transferred to one or more successor organizations, or to such charitable organizations having similar objects and aims, or to such charitable organizations as may be determined in the discretion of the Board.

ARTICLE XIII - AMENDMENT OF BY-LAW

The Board may pass, amend or repeal this By-law by Ordinary Resolution, except where to do so is contrary to the Act, provided that where the Board has approved any such amendments, it shall
submit same to the Members at the next Members’ meeting, and the Members may confirm, reject, amend or repeal the revised By-law.

Any amendment to the By-law by the Board shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next Members’ meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members thirty (30) days before the meeting at which the amendment or amendments will be voted upon.

Resolved by this Board this ___day of ______, 2013.

__________________________________________
Chair

__________________________________________
Vice Chair