

## **THEATRE KENT CONSTITUTION**

### **DIRECTORS**

The affairs of the company will be managed by a Board of not more than 8 directors, each of whom at the time of his/her election, or within 10 days thereafter and throughout his/her term of office will be a member of Theatre Kent.

#### **1. ELECTION AND TERM**

Subject to qualification or earlier resignation, each director will hold office until the second Annual General Meeting following his / her election, when he or she will retire, but will be eligible for re-election if otherwise qualified.

Election will be by ballot at the Annual General Meeting. At the option of the Board of Directors, such election may be by ballot sent by mail from the Board of Directors at or before the mailing of the notice of the Annual General Meeting. Such ballots will contain the names of those persons nominated for election to the Board of Directors pursuant to the rules established by the Board, or by a committee of such Board, and approved by the Executive Committee.

At any time up to forty-five (45) days prior to the Annual Meeting, all nominations proposed by two members in good standing and accepted in writing by the candidate, will be added to the names of the nominees on the ballot.

#### **2. VACANCIES**

The office of a Director will be automatically vacated if:

a) the Director, by notice in writing to Theatre Kent, resigns office. The resignation will become effective at the time it is received by the Vice Chair Administration of Theatre Kent or at the time specified in the notice, whichever is later.

b) at a special meeting of Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members present at the special meeting, removing the Director before the expiration of the Director's term of office.

c) the Director leaves/dies.

#### **3. FILLING OF VACANCIES**

A vacancy occurring in the Board of Directors will be filled as follows:

a) by the Directors from among qualified. Members of Theatre Kent, if they see fit to do so, so long as there is a quorum of Directors in office. Such appointments will, at the discretion of the Board, be either for the balance of the term of the Director whose departure caused the vacancy, or until the next Annual General Meeting, or

b) at the next Annual General Meeting of the Members, at which the Directors for the ensuing year are elected.

If the number of Directors is increased between the terms, those newly created positions are to be considered vacant, and may be filled in either manner provided above.

#### **4. EXECUTIVE COMMITTEE**

The Executive committee shall consist of a maximum of five members of the Board of Directors. The Executive Committee shall be formed, consisting of: Chair, Past Chair, Vice Chair Administration, Vice Chair Finance and Vice Chair Production.

#### **5. OTHER COMMITTEES**

The Board of Directors may, from time to time, appoint any other committee or committees as is deemed necessary or appropriate, for whatever purposes and with whatever powers that the Board sees fit. Any such committee may formulate its own rules of procedure, subject to regulations or directions provided by the Board. Any committee member may be removed by resolution of the Board of Directors.

#### **6. MEETINGS OF DIRECTORS**

##### a) NOTICE

A meeting of Directors may be convened by the Chair, Vice-Chair or by any two Directors. Notice of such meetings will be delivered in writing or by telephone to each Director not less than two (2) days before the meeting is scheduled, or mailed to each Director no less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary and the Chair that notice has been given pursuant to this Bylaw will be sufficient and conclusive evidence that such notice was given.

##### b) GENERAL MEETINGS

"The Board of Directors or the Chair will have the power to call, at any time, a General Meeting of the Members of Theatre Kent. No public notice or advertisement of Members' meetings, Annual or General, will be required, but notice of the time and place of every such meeting will be give to each Member by sending notice of such by mail or telephone thirty (30) days before the time fixed for the holding of each meeting.

##### c) VOTING

No Member will be entitled, either in person or by proxy, to vote at meetings of members of Theatre Kent unless the Member has paid all dues or fees, if any, and unless the Member is 18 years of age or older. A poll may be demanded by any Member entitled to vote, either before or after any vote, by a show of hands.

##### d) PROXIES

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every Member and/or person appointed by proxy to represent one or more Members, will have one vote on a show of hands.

Upon a poll and subject to the provisions, if any, of the Letters Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized, will have one vote. Every person appointed by proxy will have one vote for each Member who is entitled to vote at the meeting and who is represented by the proxy holder.

A proxy will be executed by the Member, authorized in writing. The person authorized by proxy must also be a Member. All proxies must be submitted to the Secretary- prior to voting.

a) ERRORS OR OMISSIONS IN NOTICE

No error or omission in giving notice of any annual or general meeting, or any adjourned meetings, whether annual or general, of the Members of Theatre Kent will invalidate the meeting or make void any proceedings there taken. For the purpose of sending notice to any- Member, Director or Officer for every meeting or otherwise, the address will be his or her last address recorded on the books of Theatre Kent.

b) REGULAR MEETINGS

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place and hour to be named by the Board. A copy of any resolution of the Board fixing the time and place of regular meetings will be sent to each Director forthwith after being passed, but no other notice will be required for any such regular meetings.

c) QUORUM

A majority of Directors is required to form a quorum for the transaction of business, which is 50 (fifty) percent plus one (1).

d) ATTENDANCE

Directors are expected to attend all Board Meetings. Regrets for absences must be made to the Secretary prior to meetings. Failure to attend three meetings without regrets will result in dismissal from the Board.

e) VOTING

Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors will be decided by a majority of votes. In case - of any equalities of votes, the chair person of the meeting will have, in addition to his or her original vote, a second or casting vote. All votes at any such meeting will be taken by ballot if so demanded by any present Director, but if no demand is made, the vote will be taken by assent or dissent.

**MEMBERSHIP**

**7. MEETINGS**

a) ANNUAL GENERAL MEETING

The Annual General Meeting of the members will be held annually in the Municipality of Chatham-Kent, within 90 days of the end of the fiscal year. The Board of Directors will select the date and time of the meeting at which the Board of Directors for the ensuing year will be elected.

The fiscal year will be from August 1st to July 31st

b) QUORUM FOR GENERAL MEETINGS

A quorum for the transaction of business at any meeting of Members will consist of not less than ten (10) Members present in person.

**GENERAL**

**8. REMUNERATION OF DIRECTORS, OFFICERS OR MEMBERS**

No Director, Officer or Member of Theatre Kent will be entitled to receive from Theatre Kent any income, remuneration or compensation as an employee, or with respect to his or her position and duties as a Director, Officer or Member, save and except for repayment of reasonable expenses incurred by him or her in the performance of duties undertaken at the request of the Board of Directors of Theatre Kent.

## **9. OFFICERS OF THE ORGANIZATION**

There will be a Chair, Past Chair, Vice Chair Administration, Vice Chair Finance, Vice Chair Production and such other Officers as the Board of Directors may determine from time to time. No one person will hold more than one office at a time.

### **a) QUALIFICATIONS**

The qualifications of each director will be that he or she is 18 years of age or older, and that he or she is not an undischarged bankrupt or a mentally incompetent person.

### **b) DUTIES OF CHAIR**

The Chair, when present, presides at all meetings of the Members, the Board of Directors and the Executive Committee. The Chair shall also be charged with the general management and supervision of the affairs and operations of Theatre Kent in conjunction with the Executive Committee. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice Chair Administration, the Past Chair, or any other Director as the Board of Directors may from time to time appoint for the purpose.

### **c) DUTIES OF VICE CHAIRS**

In addition to the foregoing, the Vice Chairs will also perform such duties and exercise such powers as the Chair or the Board of Directors may, from time to time, delegate to him them.

### **d) DUTIES OF VICE CHAIR ADMINISTRATION**

The Vice Chair Administration will be the Clerk of the Board of Directors. He or she will attend all meetings of the Board of Directors, of the Executive Committee and of the Members and record all facts and minutes of all proceedings in books kept for that purpose. He or she will give all notice required to be given to Members and Directors. He or she will be the Custodian of all books, papers, records, correspondence, contracts and other documents belonging to Theatre Kent, which he or she will deliver up only when authorized by a resolution of the Board of Directors or Executive Committee to do so, and to such person or persons as may be named in the resolution. He or she will be in possession of the Corporate Seal. He or she will perform such other duties as may from time to time be determined by the Board of Directors or by the Executive Committee.

### **e) DUTIES OF VICE CHAIR FINANCE**

The Vice Chair Finance will have the care and custody of all of the funds of the Corporation and will deposit the same in the name of Theatre Kent in such Bank as the Board of Directors may direct. He or she will keep, or cause to be kept, the requisite books of account, accounting records and a monthly report to the Board of Directors, or as designated. He or she will oversee the preparation and presentation of a financial statement that the Annual General Meeting.

### **f) DUTIES OF THE VICE CHAIR PRODUCTION**

### **g) DUTIES OF DIRECTORS (OTHER THAN THE EXECUTIVE)**

Directors will be responsible for the co-ordination of committees. They may appoint committee members from the general membership. They will ensure that regular meetings are held, report to the Board of Directors and will report pertinent information to the TK Prompter (the emailed newsletters) for distribution to the general membership.

h) DUTIES OF COMMITTEE MEMBERS

The committee members are accountable to the Director to whom they are responsible, and will be a member of Theatre Kent. They are responsible for attending meetings.

**10. TERMS OF OFFICE**

ALL TERMS OF OFFICE ARE FOR TWO (2) YEARS.

The office of Chair will not be held by the same person for more than two (2) consecutive terms.

The position of Vice Chair Administration will run opposite to those of Chair and Vice Chair Finance.

**11. RULES OF ORDER**

The proceedings of Theatre Kent, its Board of Directors and Committees will be governed by Robert's Rules of Order, as far as they may be applicable without coming into conflict with this Constitution.

**12. AMENDMENTS**

This Constitution may be amended by a two-thirds majority vote of the Members at an annual General Meeting. Notice of the amendments will be mailed by the Secretary to each member at least thirty (30) calendar days before the date of the meeting.

**13. REVOCATION**

All previous documents relating to the Constitution of Theatre Kent are hereby revoked.

**SPECIAL PROVISIONS**

A) It will not be lawful for Theatre Kent to transact or undertake, directly or indirectly, any business within the Loan and Trust Corporation Act;

B) It is hereby, ordained and declared that Theatre Kent will be carried on without the purpose of gain for its Members and any profits or other accretions to Theatre Kent will be used in promoting the objects of Theatre Kent;

C) It is hereby further ordained and declared that, upon the dissolution of Theatre Kent and after payment of all debts and liabilities, its remaining property will be disposed of to non-profit organizations having similar objects and which carries on business in the Province of Ontario;

D) And it is hereby further ordained and declared that the Directors will serve as such without remuneration and no Directors will receive any profit, directly or indirectly, from his or her position as such. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.