

OTTAWA LITTLE THEATRE INC. BY-LAW

The following is a consolidation of the Ottawa Little Theatre General By-law passed by the Board of Directors on November 11, 1992 and confirmed by the members on December 6, 1992. It includes the following amendments:

- Amendment No. 1, passed by the Board of Directors on November 16, 1994 and confirmed by the members on December 4, 1994
- Amendment No. 2, passed by the Board of Directors on March 6, 1996 and confirmed by the members on December 1, 1996
- Amendment No. 4, passed by the Board of Directors on March 5, 1997 and confirmed by the members December 7, 1997
- Amendment No. 5, passed by the Board of Directors on June 26, 2002 and confirmed by the members on December 1, 2002.
- Amendment No. 6, passed by the Board of Directors on October 23, 2002 and confirmed by the members on December 1, 2002.
- Amendment No. 7, passed by the Board of Directors on July 22, 2006 and confirmed by the members on December 3, 2006.
- Amendment No. 8, passed by the Board of Directors on July 22, 2006 and confirmed by the members on September 12, 2006.
- Amendment No. 10 was passed by the Board of Directors on November 19, 2008 and confirmed by the members on December 7, 2008.
- Amendment No. 12 was passed by the Board of Directors on December 5, 2010 and confirmed by the members on December 5, 2010.
- Amendment No. 13 was passed by the Board of Directors on December 5, 2010 and confirmed by the members on December 5, 2010.
- Amendment No. 15 was passed by the Board of Directors on January 11, 2011 and confirmed by the members on December 4, 2011.
- Amendment No. 16, passed by the Board of Directors on June 3, 2012 and confirmed by the members on December 2, 2012.
- Amendment No. 17, passed by the Board of Directors on November 22, 2014 and confirmed by the members on December 14, 2014.
- Amendment No. 18, passed by the Board of Directors on August 8, 2016.

The following amendments were passed by the Board of Directors, but were not confirmed by the members:

- Amendment No. 3, passed by the Board of Directors on October 9, 1996;
- Amendment No. 9, passed by the Board of Directors on January 14, 2008.
- Amendment No. 11 was passed by the Board of Directors on January 23, 2010.

Secretary

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OTTAWA LITTLE THEATRE GENERAL BY-LAW

A by-law relating generally to the conduct of the affairs of Ottawa Little Theatre Inc., as follows:

INTERPRETATION

1. In all by-laws and special resolutions of the Theatre:

"Act" means the *Corporations Act* of the Province of Ontario;

"annual meeting" means the annual meeting of members required by section 293 of the Act;

"Board" means the board of directors of the Theatre;

"director" means a director of the Theatre;

"member" means a person who is a seated life member, as provided in section 5, or an annual member, as provided in section 6 or 6.1;

"person" includes a corporation;

"President" means president of the Theatre;

"Vice-president" means vice-president of the Theatre;

"Secretary" means secretary of the Theatre;

"Treasurer" means treasurer of the Theatre;

"Theatre" means the Ottawa Little Theatre, a corporation incorporated under the Act.

2. In all by-laws and special resolutions of the Theatre:

(a) the singular includes the plural and the plural the singular;

(b) the masculine includes the feminine and the feminine includes the masculine;
and

(c) where a given number of days' notice or notice extending over a period of time is required to be given, the day of service or posting of the notice shall, unless otherwise provided, be counted in the number of days or the period.

3. Whenever reference is made in any by-law or any special resolution of the Theatre to any statute or section of a statute, the reference shall extend to any amendment or re-enactment of the statute or section.

HEAD OFFICE

4. The head office of the Theatre shall be in the City of Ottawa, in the Province of Ontario, and the directors may from time to time, by resolution, fix the location of the head office of the Theatre within the place in Ontario designated as such by the Theatre's Letters Patent, or by special resolution of the Theatre.

MEMBERS

One Class of Members

5. There is one class of members consisting of the following persons who submit a request for membership to the Theatre Box-office:

- (a) persons recorded in the subscription records of the Theatre as "seated life members";
- (b) persons who hold a subscription to the current regular season;
- (c) persons named on the current list of volunteers of the Theatre; or
- (d) persons who, during the current or preceding fiscal year, have made or make either a monetary donation or a donation of services or property, which donation must be of at least a minimum amount or value to be determined by resolution of the Board.

6. (1) A person who submits a request for membership continues to be a member as long as they meet any of the requirements of paragraphs 5(a) to (d).

(2) A person who was a member immediately before this by-law comes into effect is deemed to have submitted a request for membership under this section.

Resignation

7. (1) A member may resign from membership upon notice in writing to the Theatre Box-office.

(2) A member who ceases to meet any of the requirements of paragraphs 5(a) to (d) is deemed to have resigned from membership.

Annual Meetings

8. (1) Subject to compliance with section 293 of the Act, the annual meeting of members must be held each year at a place within Ontario, on a day and at a time that the directors by resolution determine.

(2) At the annual meeting, the directors shall present a report of the affairs of the Theatre for the previous year, a financial statement of the Theatre, the auditor's report and any other information or reports relating to the Theatre's affairs that the directors decide to present.

Special Meetings

9. Special meetings of the members may be convened by order of the President, a Vice-President, or the Board to be held at any date and time and at any place within Ontario.

Notice

10. (1) A printed, written or typewritten notice of each meeting of members must be given to each member and to the auditor of the Theatre.

(2) The notice must state the day, hour and place of the meeting and the general nature of the business to be transacted.

(3) The notice must be given by personally delivering or mailing it at least ten days before the day of the meeting.

(4) A notice mailed to a member must be addressed to the member's address, as it appears on the membership list.

(5) Notice of the day, hour and place of each annual meeting shall also be published in the program of the last play closing at least four weeks before the day of the meeting.

11. (1) Omission to give notice of a meeting of members does not invalidate any proceedings at the meeting (including the passage of resolutions) if

(a) all the members and the auditor are present at the meeting;

(b) all absent members and the auditor (if absent) have given their written consent to the meeting being held in their absence; or

(c) the omission was accidental.

(2) A member or the auditor may waive his or her right to object to an omission of notice or to an irregularity in a notice or in a meeting.

Chairmanship

12. The President or a Vice-president shall chair each meeting of members, but in the absence of the President and every Vice-president, the members present at a meeting may choose another director as chairman, and if no director is present or if all the directors present decline to act as chairman, the members present may choose one of their number to act as chairman.

12.1 Despite section 12, the chair of the nominating committee shall chair the portion of the annual general meeting that deals with the election of directors.

Quorum

13. (1) Six members form a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting, but for all other purposes, twenty members form a quorum.

(2) No business may be transacted at any meeting unless the requisite quorum is present at the commencement of the business.

Voting

14. (1) Every question submitted to a meeting of members shall be decided by a majority of votes, except in the case of the confirmation of a by-law made under section 59, 70, 130 or 132 of the Act, or the confirmation of a special resolution.

(2) Each member is entitled to one vote, which may, in accordance with section 84 of the Act, be exercised by a nominee appointed by proxy to attend and act at the meeting.

(3) Any member may demand that a poll be taken on any question, but if no demand is made, voting shall be on a show of hands and a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

(4) In case of an equality of votes on either a show of hands or a poll, the chairman must cast a second or deciding vote.

15. (1) If at any meeting of members a poll is demanded on the election of a chairman or on the question of adjournment, it must be taken immediately without adjournment.

(2) If a poll is demanded on any other question it must be taken in such manner, and either at once or later at the meeting or after adjournment, as the chairman directs.

(3) The result of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

(4) A demand for a poll may be withdrawn.

Adjournments

16. (1) The chairman may, with the consent of a majority of the members present, adjourn a meeting of members from time to time, and no notice of adjournment need be given to the members and a quorum need not be present.

(2) 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 that meeting.

BOARD OF DIRECTORS

Directors

17. (1) The Theatre shall have a Board of nine directors, each of whom must be a member and be otherwise qualified in accordance with section 286 of the Act.

(2) The number of directors may be increased or decreased by special resolution, in accordance with section 285 of the Act.

(3) The directors to be elected at each annual meeting shall, despite subsection 14(3), be elected by poll if there are more candidates than positions up for election.

(4) Each director holds office until the second annual meeting after the director's election.

(5) Each director is eligible for re-election, if otherwise qualified.

(6) Three directors shall be elected at the 2006 annual meeting. After the meeting, the Board shall designate one of the directors elected at the previous annual meeting to serve, despite subsection (4), until the third annual meeting after the director's election.

Nominating Procedures

18. (1) Each year the names of the members of the Nominating Committee shall be published in or with the program for the first play of the regular season, together with the procedure and deadline for receipt of nominations. The deadline is the second-last Friday before the Annual General Meeting.

(2) The committee is responsible for finding a slate of nominees for the positions that will become vacant at the next annual meeting.

(3) A nomination from a member must be in writing, be signed by two other members and be received by the box office on or before the deadline for the receipt of nominations.

(4) The committee shall post the names of all nominees at the front doors to the Theatre, in the Green Room and on the Theatre's website as soon as possible after the deadline for receipt of nominations.

(5) If the nomination of any of the nominees on the slate found by the committee is withdrawn after the deadline for receipt of nominations, the committee may find and substitute other nominees and post their names.

Vacancies

19. (1) A director ceases to hold office if the director

(a) ceases to be qualified as a director;

(b) resigns by notice in writing to the President; or

(c) fails to attend four consecutive regular meetings of the Board without the consent of the Board expressed by resolution passed at or before the fourth such meeting.

(2) If a director ceases to hold office, the Board may appoint any member to replace the director for the remainder of the director's term, as long as there is a quorum of directors in office.

(3) If a position on the Board is not filled at an Annual General Meeting, the Board may appoint any member to fill the position, as long as there is a quorum of directors in office.

20. (1) The members may remove a director by resolution passed by at least two-thirds of the votes cast at a special meeting of the members of which notice specifying the intention to propose the resolution has been given.

(2) If the members remove a director at a special meeting, they may, by a majority of the votes cast at the meeting, elect any member to replace the director for the remainder of the director's term.

Place of Meetings

21. Except as otherwise required by law, the Board may hold its meetings at any place that it may from time to time determine.

Quorum

22. Five directors form a quorum for the transaction of business by the Board.

Time and Notice

23. (1) No formal notice of any meeting of the Board is necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

(2) The meetings may be formally called by the President, or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing of two directors.

(3) Notice of the meetings must be delivered or telephoned to each director not less than one day before the meeting is to take place, or be mailed to each director not less than four days before the meeting is to take place.

(4) The statutory declaration of the President or the Secretary that notice has been given pursuant to this by-law is conclusive evidence of the giving of notice.

(5) The Board may appoint a day in any month for regular meetings at an hour to be named, and for a regular meeting no notice need be sent.

(6) A meeting may also be held, without notice, immediately after the annual meeting.

(7) No error or omission in giving a notice for a meeting invalidates the meeting or any decisions made at the meeting, and any director may at any time waive notice of the meeting and may ratify and approve any decision made at the meeting.

Business and Voting

24. (1) The directors may consider or transact any business, either special or general, at a meeting of the Board.

(2) Questions arising at the meeting shall be decided by a majority of votes.

(3) In case of any equality of votes, the director chairing the meeting must cast a second or deciding vote.

(4) All votes at the meeting must be taken by ballot if demanded by any director present, but if no demand is made the vote must be taken in the usual way by assent or dissent.

(5) A declaration by the director chairing the meeting that a resolution has been carried and an entry to that effect in the minutes is 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 the resolution.

Management Powers

25. The Board shall manage the affairs of the Theatre in all things and may, on behalf of the Theatre, enter into any contract into which the Theatre may lawfully enter and generally may exercise all other powers and do all other things that the Theatre is authorized to exercise and do.

By-laws

26. The Board may pass by-laws relating to the Theatre or to the conduct of its affairs, as authorized by the Act.

Remuneration

27. (1) The directors shall serve without remuneration and may not directly or indirectly receive any profit from their positions as such, except that they may be paid reasonable expenses incurred by them in the exercise of their duties.

(2) No person employed by, or acting under contract with, the Theatre, may be elected as a director unless the person has declared the employment or contract to the persons voting at the election.

(3) A director who becomes an employee of the Theatre after being elected may not continue as a director unless permitted by a resolution of the Board, carried by a majority of at least three-quarters of the directors who vote on the resolution.

(4) A director who begins acting under a contract with the Theatre after being elected may not continue as a director unless he or she has complied with section 71 of the Act and is permitted by a resolution of the Board carried by a majority of at least three-quarters of the directors who vote on the resolution.

OFFICERS

Senior Officers

28. (1) There shall be a President, and no more than three Vice-presidents, a Secretary and a Treasurer.

(2) One person may hold more than one office at the same time, but shall not hold the offices of President and Vice-president at the same time.

(3) The President and Vice-presidents shall be elected by the directors from among themselves no later than six weeks after each annual meeting.

(4) The President and Vice-presidents shall hold office until the next election for those offices.

(5) The Secretary and Treasurer need not be directors, but shall be elected by the directors no later than six weeks after each annual meeting.

President

29. The President is the senior executive officer of the Theatre and has responsibility for its general policies and strategic direction.

(2) The President shall, when present, chair the meetings of the Board and the meetings of the members and has any other powers and duties assigned by the Board or incident to the office of President.

Vice-presidents

30. (1) The Vice-President or, if more than one, the Vice-Presidents, in order of seniority as incumbents of that office, have all the powers and duties of the President in the President's absence or inability or refusal to act.

(2) The Vice-President or, if more than one, the Vice-Presidents have any other powers and duties assigned by the Board or incident to the office of Vice-president.

Secretary

31. The Secretary

(a) when present, shall act as secretary of all meetings of the Board and meetings of the members;

(b) has charge of the minute books of the Theatre and the documents and registers referred to in section 300 of the Act; and

(c) has any other powers and duties assigned by the Board or incident to the Secretary's office.

Treasurer

32. (1) Subject to the provisions of any resolution of the Board, the Treasurer

(a) has the care and custody of all the funds and securities of the Theatre and shall deposit them in the name of the Theatre in any bank or with any depository that the Board directs; and

(b) has any other powers and duties assigned by the Board or incident to the Treasurer's office.

(2) The Treasurer may be required to give any bond for the faithful performance of the Treasurer's duties that the Board in its discretion may require, but no director is liable for failure to require a bond or for the insufficiency of a bond, or for any loss by reason of the failure of the Theatre to receive any indemnity provided by a bond.

Managing Director

33. (1) The Board may appoint a Managing Director to whom it may delegate authority to manage and direct the business and affairs of the Theatre (except the

matters and duties that by law must be transacted or performed by the Board or by the members at an annual or special meeting), and to employ and discharge agents and employees of the Theatre.

(2) The Managing Director shall carry out all lawful orders given by the Board and shall, at all reasonable times, give to a director all information the director may require regarding the affairs of the Theatre.

(3) Any agent or employee appointed by a general manager may be discharged by the Board.

Other Officers and Agents

34. (1) The directors may appoint any other officers and agents necessary, who may exercise the powers and shall perform the duties assigned to them by the Board.

(2) The other officers of the Theatre need not be directors and the employment of all officers shall be settled from time to time by the Board.

Delegation

35. If any officer is absent or unable to act, or refuses to act, or for any other reason that the Board may consider sufficient, the Board may delegate all or any of the powers of the officer to any other officer, or to any director for the time being.

Vacancies

36. The President, a Vice-President, the Secretary or the Treasurer ceases to hold office if he or she dies or, by notice in writing to the Board, resigns.

37. The directors may remove the President or a Vice-president by resolution at a meeting of the Board of which notice specifying the intention to pass the resolution has been given.

38. All officers, other than the President and Vice-Presidents, in the absence of agreement to the contrary, are subject to removal by resolution of the Board at any time, with or without cause.

39. (1) If the office of President or Vice-president becomes vacant, the Board may elect a director to fill the vacancy, as long as there is a quorum of directors in office.

(2) If any other office becomes vacant, the Board may appoint any person to fill the vacancy.

Indemnity

40. Every director or officer of the Theatre or other person who has undertaken or is about to undertake any liability on behalf of the Theatre and its administrators and assigns and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Theatre, from and against all costs, charges and expenses that the director, officer or other person incurs

(a) in or about any action, suit or proceeding that is brought commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in the execution of the duties of his or her office; or

(b) in relation to the affairs of the Theatre, except costs, charges or expenses that are occasioned by his or her own wilful neglect or default.

Liability of Directors and Officers

41. (1) No director, or officer for the time being, of the Theatre shall be liable for

(a) acts, receipts, neglects or defaults of any other director or officer or employee, or joining in any receipt or act for conformity;

(b) any loss, damage or expense happening to the Theatre through the insufficiency or deficiency of title to any property acquired by the Theatre or for or on behalf of it;

(c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Theatre are invested;

(d) 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 are lodged or deposited; or

(e) any other loss, damage or misfortune in the execution of the duties of his office or trust, or in relation to it, unless it happened by or through his own wrongful and wilful act, and wilful neglect or default.

(2) The directors have no responsibility in respect of any contract, act or transaction, whether or not entered into or done on behalf of the Theatre, unless it was authorized by the Board.

COMMITTEES

41.1 (1) The Volunteer Committee is established to oversee the recruiting, placement, training and rewarding of Theatre volunteers. It is chaired by a member of the Theatre who is not a Board member, but it includes at least one Board member.

(2) The chair of the committee has observer status at Board meetings.

41.11 (1) The Nominating Committee is established for the purpose of finding candidates to stand for election to the Board of Directors of the OLT with a view to ensuring its good governance and the achievement of its objects.

(2) The committee is composed of at least 3 members including the following:

(a) a member of the Board of the OLT whose term does not expire at the next Annual General Meeting; and

(b) a past executive officer of the Theatre (president, vice-president, secretary or treasurer).

(3) The Board appoints the members of the committee not later than August 31 each year to serve until the next Annual General Meeting.

(4) The committee is chaired by the chair of the Volunteer Committee. An OLT staff member may be assigned to act as the secretary.

41.2 (1) The Operations Committee is established as an executive committee under section 70 of the Act. The Treasurer and the Managing Director are members of the Committee. The other members and the chair shall be selected by the Board no later than six weeks after each annual meeting.

(2) The committee oversees, assists and provides practical advice to the Managing Director in their day to day management and administration of the affairs of the theatre ensuring consistency with the Theatre's mission, values, budget, strategic directions, policies and By-Laws.

(3) The committee may also make management decisions on behalf of the Board and fix the remuneration of the auditors. However, the power to make policies and by-laws remains with the Board.

(4) The powers delegated to the committee by this section are subject to any restrictions that the Board may impose from time to time.

41.21 (1) A Governance Council is established composed of the chairs of all OLT committees. Its mandate is to facilitate coordination of OLT functions and ensure that decisions are made taking into account all relevant perspectives.

(2) The Council is chaired by the Managing Director.

41.3 The Board may further elaborate the roles of the committees and may establish other committees as it considers appropriate to assist it in its functions.

41.4 A majority of the members of a committee forms a quorum for the transaction of business by the committee.

41.5 All committees report to the Board.

BUSINESS MATTERS

Corporate Seal

42. The seal, an impression of which is stamped in the margin of this page, is the corporate seal of the Theatre.

Cheques, Drafts, Notes Etc.

43. All cheques, drafts or orders for the payment of money, and all notes of acceptance and bills of exchange must be signed by such officer or other person, and in such manner, as the Board may designate by resolution.

Execution of Legal Documents

44. (1) Contracts, documents or instruments in writing requiring the signature of the Theatre may be signed by the President or a Vice-President, together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed are binding on the Theatre, without any further authorization or formality.

(2) Despite subsection (1), the Board may by resolution appoint any officer or other person to act on behalf of the Theatre, whether to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing, and all contracts, documents or instruments in writing so signed are binding on the Theatre, without any further authorization or formality.

(3) The corporate seal of the Theatre may, when required, be affixed to contracts, documents or instruments in writing.

(4) In this section, the term "contracts, documents or instruments in writing" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

(5) Without limiting the generality of the foregoing, the President, or a Vice-President, together with the Secretary or the Treasurer, are authorized

(a) to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Theatre; and

(b) to sign and execute (under the corporate seal of the Theatre or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

Borrowing

45. The Board may from time to time;

(a) borrow money on the credit of the Theatre;

(b) issue, sell or pledge securities of the Theatre; and

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Theatre, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Theatre.

(2) The Board may authorize any director, officer or employee of the Theatre, or any other person,

(a) to make arrangements with reference to the moneys borrowed or to be borrowed

and as to the terms and conditions of the loan, and as to securities to be given, with power to vary or modify the arrangements, terms and conditions; and

(b) to give such additional securities for any moneys borrowed or remaining due by the Theatre as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Theatre.

Fiscal Year

46. The fiscal year of the Theatre ends on August 31st in each year.

DISSOLUTION

47. If the Theatre is dissolved, then its property shall be converted into money and any of the money remaining after payment of its debts and liabilities shall be paid to the Community Foundation of Ottawa-Carleton to be used to provide funds for registered charitable organizations as follows:

(a) to fund children's theatre in the City of Ottawa to at least the amount standing to the credit of the Sybil Cooke Memorial Award Fund in the accounts of the Theatre, and if the remaining money is less than this amount, then to the amount of the remaining money; and

(b) to fund other activities related to the performing arts in the City of Ottawa, including, without limiting the generality of the foregoing, the presentation of theatrical, musical or dance works.