# OLT BYLAWS

# TABLE OF CONTENTS

[INTERPRETATION 1](#_Toc38372239)

[HEAD OFFICE 1](#_Toc38372240)

[MEMBERS 1](#_Toc38372241)

[ANNUAL MEETINGS 2](#_Toc38372242)

[BOARD OF DIRECTORS 4](#_Toc38372243)

[OFFICERS 6](#_Toc38372244)

[COMMITTEES 9](#_Toc38372245)

[BUSINESS MATTERS 9](#_Toc38372246)

[Notice of Amendments: 11](#_Toc38372247)

# INTERPRETATION

1. In all by-laws and special resolutions of the Theatre:
   1. "Act" means the Corporations Act of the Province of Ontario;
   2. "annual meeting" means the annual meeting of members required by section 293 (Annual Meetings) of the Act;
   3. "Board" means the board of directors of the Theatre;
   4. "director" means a director of the Theatre;
   5. "member" means a person, as provided in section 5, ("person" includes a corporation);
   6. "President" means president of the Theatre;
   7. "Vice-president" means vice-president of the Theatre;
   8. "Secretary" means secretary of the Theatre;
   9. "Treasurer" means treasurer of the Theatre;
   10. "Theatre" means the Ottawa Little Theatre, incorporated under the Act.
   11. “poll” means a survey taken (generally show of hands) before a formal vote, to gauge the preliminary/potential voting on an issue
   12. “vote” means a formal indication of support presented thru a motion/resolution.
2. In all by-laws and resolutions of the Theatre:
   1. the singular includes the plural and the plural the singular;
   2. the masculine includes the feminine and the feminine includes the masculine and;
   3. 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

1. The head office of the Theatre shall be in the City of Ottawa, in the Province of Ontario. The directors may from time to time, by resolution, change the location of the head office of the Theatre as designated by the Theatre's Letters Patent, or by special resolution of the Theatre.

# MEMBERS

1. There is one class of active member consisting of the following persons who submit a request for membership to the Theatre Box Office:
   1. persons recorded in the subscription records of the Theatre as “seated life members”;
   2. persons who hold a subscription to the current season;
   3. persons named on the current list of volunteers of the Theatre; or persons who, during the current or preceding fiscal year, make either a monetary donation or a donation of services or property. Donations must be at least a minimum amount, or value, to be determined by resolution of the Board. [[1]](#footnote-1)

**6**. (1) A member may resign from membership upon notice in writing to the Box Office, or

(2) cease to meet the requirements of at least one of paragraphs 5(a) to (d).

# ANNUAL MEETINGS

**7**. (1) Subject to compliance with section 293 (*Annual Meetings*) of the Act, the **Annual General Meeting** of members must be held each year, on a day and at a time that the directors determine by resolution.

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

**Special Meetings**

**8**. 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.

**Notice**

**9**. (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, mailing or emailing at least ten days before the day of the meeting to the address on the membership list.

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

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

1. all the members and the auditor are present at the meeting;
2. all absent members and the auditor (if absent) have given their written consent to the meeting being held in their absence; or
3. 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.

**Chair**

**11**. 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 chair. If no director is present, or if all the directors present decline to act as chair, the members present may choose one of their number to act as chair.

(1) The chair of the nominating committee also chairs the portion of the annual general meeting that deals with the election of directors.

**Quorum**

1**2**. (1) Six members form a quorum of a meeting of members for the choice of a chair and the adjournment of the meeting, but for all other purposes, twenty (20) 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**

**13**. (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 the following sections of the Act: section 59 (*Borrowing Powers*), 70 (*Executive* *Committee*), 130 (*By-Laws Respective Delegates*) or 132 (*Disposition of property on dissolution*); or the confirmation of a special resolution.

(2) Each member is entitled to one vote, which may, in accordance with the Act section 84 (*Proxies*), 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. If no demand is made, voting shall be by a show of hands and a declaration by the chair 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 chair must cast a second or deciding vote.

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

(6) If a poll is demanded on any other question it can be taken at a time as directed by the chair.

(7) The result of a poll shall be deemed to be a resolution of the meeting.

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

**Adjournments**

**14**. The chair may, with the consent of a majority of the members present, adjourn a meeting. No notice of adjournment need be given and a quorum need not be present.

# BOARD OF DIRECTORS

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

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

(3) The directors to be elected at each annual meeting shall, despite subsection 13(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 qualified.

**Vacancies**

**16.** (1) A director ceases to hold office, if the director:

1. ceases to be qualified as a director;
2. resigns by notice in writing to the President; or
3. fails to attend four consecutive regular meetings of the Board without the consent of the Board, as expressed by resolution passed at or before the fourth such meeting.

(2) In the case of a vacancy, the Board may appoint any member to replace the director for the remainder of the term.

(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.

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

(5) 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.

**Nominating Committee**

**17**. (1) A nominating committee will be established for the purpose of finding candidates for election to the Board, for the positions that will become vacant at the next annual meeting.

(2) The committee is chaired by the chair of the Volunteer Committee.

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

1. a member of the Board whose term does not expire at the next Annual General Meeting; and
2. a past executive officer of the Theatre (president, vice-president, secretary or treasurer).

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

(5) Each year the names of the Nominating Committee members shall be published in, or with, the program for the first play of the regular season.

1. This notice will include the procedure and deadline for receipt of nominations. The deadline is 4 pm on the Friday one week prior to the Annual General Meeting.

(7) 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

(8) 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 immediately after the deadline

(9) If any nomination is withdrawn after the deadline, the committee may find and substitute other nominees.

**Place of Meetings**

**18**. Except as otherwise required by law, the Board may hold its meetings at any place that it may determine.

**Quorum**

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

**Time and Notice**

**20.** (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) Meetings can be called on direction in writing of two directors.

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

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

**21.** (1) The directors may consider or transact any business 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.

(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**

**22**. The Board shall manage the affairs of the Theatre in all things and may, on behalf of the Theatre, enter into any contract for services, 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**

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

**Remuneration**

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

(2) No person employed by, or acting under contract with, the Theatre, may be elected as a director.

(3) A director who becomes an employee of the Theatre after being elected may continue as a director 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 may not act under a contract with the Theatre unless he or she has complied with Section 71 (Disclosure by directors of interests in contracts) 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

**25**. (1) **Senior Officers (Executive)** shall be a President, 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.

(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**

**26**. (1) 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 all meetings of the Board and all meetings of the members and has any other powers and duties assigned by the Board or incident to the office of President.

**Vice-presidents**

**27**. (1) The Vice-President(s), in order of seniority, has (have) all the powers and duties of the President in the President's absence or inability or refusal to act.

(2) The Vice-President(s) has (have) any other powers and duties assigned by the Board or incident to the office of Vice-president.

**Secretary**

**28**. (1) The secretary, when present, shall act as secretary of all meetings of the Board and meetings of the members;

1. Has charge of the minute books of the Theatre and the documents and registers referred to in section 300 (*Documents and registers*) of the Act; and
2. Has any other powers and duties assigned by the Board or incident to the Secretary's office.

**Treasurer**

**29**. (1) Subject to the provisions of any resolution of the Board, the Treasurer:

1. 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
2. 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.

**Other Officers and Agents**

**30**. (1) The directors may appoint, or contract 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**

**31**. 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**

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

**33**. The directors may remove the President or a Vice-president by resolution at a meeting of the Board with notice given specifying the intention to pass the resolution.

**34**. 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.

**35**. If any office becomes vacant, the Board may select a director to fill the vacancy, as long as there is a quorum.

**Indemnity**

**36**. 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

1. 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
2. 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**

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

1. acts, receipts, neglects or defaults of any other director or officer or employee, or joining in any receipt or act for conformity;
2. 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;
3. the insufficiency or deficiency of any security in or upon which any of the moneys of the Theatre are invested;
4. 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
5. 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

**38**. The Board may, from time to time, establish committees of volunteers to carry-out various projects and activities.

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

**40**. All committees report to the Board, and the chair of the committees has observer status at Board meetings.

# BUSINESS MATTERS

**Corporate Seal**

**41**. 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.**

**42**. 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**

**43**. (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

1. 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
2. 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**

**44**. (1) The Board may from time to time;

1. borrow money on the credit of the Theatre;
2. issue, sell or pledge securities of the Theatre; and
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Theatre, including book debts, rights, powers, 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,

1. 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
2. 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**

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

**Dissolution**

**46**. 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:

1. 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
2. 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.

# Notice of Amendments:

The Ottawa Little Theatre General By~~-~~laws were passed by the Board of Directors on November 11, 1992 and confirmed by the members on December 6, 1992. The following amendments were subsequently made:

|  |  |  |
| --- | --- | --- |
| Amendment No. | Passed by Board of Directors | Confirmed by Members |
| 1 | November 16, 1994 | December 4, 1994 |
| 2 | March 6, 1996 | December 1, 1996 |
| 4 | March 5, 1997 | December 7, 1997 |
| 5 | June 26, 2002 | December 1, 2002 |
| 6 | October 23, 2002 | December 1, 2002 |
| 7 | July 22, 2006 | December 3, 2006 |
| 8 | July 22, 2006 | September 12, 2006 |
| 10 | November 19, 2008 | December 7, 2008 |
| 12 | December 5, 2010 | December 5, 2010 |
| 13 | December 5, 2010 | December 5, 2010 |
| 15 | January 11, 2011 | December 4, 2011 |
| 16 | June 3, 2012 | December 2, 2012 |
| 17 | November 22, 2014 | December 14, 2014 |
| 18 | August 8, 2016 | December 10, 2016 |
| 19 | May 21, 2019 | November 16, 2019 |

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

|  |  |
| --- | --- |
| Amendment No. | Passed by Board of Directors |
| 3 | October 9, 1996 |
| 9 | January 14, 2008 |
| 11 | January 23, 2010 |

1. The Board set this amount at $20 by resolution on December 5, 2016. [↑](#footnote-ref-1)