

# Constitution of The Belleville Theatre Guild



June 2019

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## **Preamble**

A work of this nature is highly dependent upon the work of many theatre community groups. Of the many materials consulted and researched, the efforts of the following groups were especially helpful as we laboured to create our own document specific to our needs.

The Belleville Theatre Guild would like to heartily thank and acknowledge the fine work of the following community theatre groups:

Theatre Ontario  
Northumberland Players  
Town & Country Players  
Albany Civic Theatre, Inc

Ottawa Little Theatre  
Shuswap Theatre  
Iowa City Community Theatre  
The Actorsingers

## **Numbering Conventions Used**

To facilitate organization and reference to specific items, The Belleville Theatre Guild Bylaws document uses the numbering conventions that follow.

In this Constitution Major Sections are labelled as Articles and numbered with Roman Numerals: I, II, III, IV, V, et cetera, while Sub-Sections are identified with numbers: 1, 2, 3 *et cetera*. Any further breakdown in this identification process will use Outline numbers: 1, 1.1, 1.2, 1.3, ... 2, 2.1, 2.2, 2.3 *et cetera*

Policies and/or Procedures developed by the Belleville Theatre Guild will fall into one of the following broader categories:

Governance  
Human Resources

Administrative  
Facilities and Property

Financial

## **Constitution Review Committee: Composition**

Paul G. Lattanzio, President (Chair)      Amy-Lyn Van Londersele, Vice President  
Maira Nikander-Forrester, Past President      Dave Henderson, Past President  
Christopher Black, Ad Hoc Member, Board of Directors

## **Constitution Review Committee**

Many thanks to my CRC colleagues for their hard work and dedication in guiding the extensive review and re-writing of our Constitution. The time and experience you so selflessly gave are a credit to the entire Belleville Theatre Guild.

Paul G. Lattanzio, President, The Belleville Theatre Guild (June 2019)

## **ARTICLE I: NAME**

The name of the Corporation shall be “The Belleville Theatre Guild Inc.” hereinafter called “the Corporation”.

## **ARTICLE II: MISSION**

The Corporation will actively promote participation, interest in, and enjoyment of, quality live theatre by providing leadership, instruction, education and entertainment in all of the theatre arts.

## **ARTICLE III: PURPOSE**

The Corporation is a predominantly-volunteer, community theatre corporation that takes pride in producing top-quality comedies, dramas and musicals chosen to appeal to a wide range of audience tastes, and to provide exciting creative opportunities for local actors, playwrights, technicians and theatre lovers.

## **ARTICLE IV: HEAD OFFICE LOCATION**

The Head Office of the Corporation shall be in the City of Belleville, 256 Pinnacle St. in the Province of Ontario, K8N 3B1 and at such place therein as the Directors may from time to time determine.

## **ARTICLE V: DEFINITIONS**

In this Constitution, the Bylaws, Policies, Procedures and any resolutions of the BTG, unless the context otherwise requires:

- 1 “Act” means the Corporations Act R.S.O. 1990, Chapter C.38 (Ontario), as amended or revised from time to time, or any other Act that may hereafter be substituted therefore;
- 2 “Board” means the Board of Directors of the BTG;
- 3 “Bylaw” means a bylaw contained in the document “Bylaws of The Belleville Theatre Guild”;
- 4 “Director” means a Director on the Board of Directors;
- 5 “Fiscal Year” means July 1 to June 30, unless the Board by resolution determines otherwise;
- 6 “Member” means an individual who is current in his/her annual dues and is in compliance with the expectations itemized in the Membership and Fees section;
- 7 “General Meeting” means a meeting of all members;

- 8 “Day” is defined as a calendar day;
- 9 “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;
- 10 “Executive Committee” refers to President, the Vice President, the Secretary, the Treasurer and the Past President;
- 11 “Proposal” shall mean a proposed resolution which shall be submitted to the members for a vote at a General Meeting or Annual General Meeting;
- 12 “Director’s 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.

#### **ARTICLE VI: INTERPRETATION**

- 1 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 Bylaw.
- 2 Unless otherwise specified words and expressions defined in the Act have the same meanings when used in this Constitution, Bylaws and other BTG documents.
- 3 The invalidity or unenforceability of any provision of this Constitution and Bylaws shall not affect the validity or enforceability of the remaining provisions of this Constitution and Bylaws.

#### **ARTICLE VII: SEAL AND CERTIFICATION OF DOCUMENTS**

- 1 The seal of The Belleville Theatre Guild shall be in such form as shall be prescribed by the Board of Directors and shall have the words “The Belleville Theatre Guild” inscribed thereon.
- 2 The Secretary of the BTG shall be responsible for the safe custody of the seal. Whenever used, it shall be authenticated by the signatures of two officers of The Belleville Theatre Guild.
- 3 Deeds, transfers, licences, leases, and contracts under seal or other documents requiring certification shall be signed on behalf of the Corporation by the President and the Treasurer.

## **ARTICLE VIII: Membership and Fees**

These shall be designated in accordance with the Bylaws.

## **ARTICLE IX: Meetings of the Corporation**

- 1 An Annual General Meeting (AGM) shall be held in June of each year for the purposes of allowing the officers of the Board of Directors to provide annual reports, including preliminary financial reports, to the members and to permit the annual election of the Board of Directors.
- 2 A Fall General Meeting (FGM) shall be held in the fall of each year to receive a financial statement.
- 3 A quorum for the transaction of the business of a General meeting of the Corporation shall consist of a minimum of twenty five (25) members present, or 50 per cent plus one (1) of the membership, whichever is the lesser.
- 4 Conduct of General Meetings shall be in accordance with the Bylaws.

## **ARTICLE X: Board Structure, Responsibilities, Duties, Authority and Vacancies**

These shall be designated in accordance with the Bylaws.

## **ARTICLE XI: Committees**

These shall be designated in accordance with the Bylaws.

## **ARTICLE XII: EXECUTION OF DOCUMENTS**

- 1 Deeds, transfers, licenses, contracts and engagements or obligations on behalf of the Corporation shall be signed by the President and one (1) other officer designated by the Board of Directors.
- 2 Contracts in the ordinary course of the Corporation's operations may be negotiated or signed on behalf of the Corporation by any two (2) persons comprising either the President, Vice President, or the Treasurer, or by any other person authorized by the Board of Directors.
- 3 Any two (2) Directors, under authorization of the Board of Directors, may transfer any and all shares, bonds or other securities standing in the name of the Corporation, in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of charges, bonds or other securities

transferred to the Corporation.

- 4 The aforesaid two (2) Directors, under authorization of the Board of Directors, may also affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointments of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.
- 5 Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

### **ARTICLE XIII: LIABILITY OF ACTS**

1. No Director or other officer of the Corporation shall be liable for any:
  - a) acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other acts for conformity;
  - b) loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors or on behalf of the Corporation;
  - c) loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be invested;
  - d) loss or damage from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
  - e) loss occasioned by any error of judgment or oversight on his or her part;
  - f) other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.
2. Each Director and other officer, his or her heirs, executors and administrators and estate and effects shall be indemnified by the Corporation against all costs, charges and expenses which he or she may hereafter sustain or incur in or about:
  - a) any suit-in-law or in equity, action or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or other thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;

- b) all other costs, charges or expenses which he or she may hereafter sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

#### **ARTICLE XIV: CHARITABLE TAX STATUS**

- 1 The Belleville Theatre Guild is registered with the Federal Government of Canada Taxation Department as a Registered Charitable Organization and as such can issue tax-deductible receipts for donations.
- 2 **The BTG charitable tax number is 11880 2891 RR0001.**

#### **ARTICLE XV: AMENDMENT OF BYLAWS**

- 1 A Bylaw may be passed, amended or repealed, except where to do so is contrary to the Act (see V.1), at any AGM or FGM by Ordinary Resolution.
- 2 In addition, the Board may pass, amend or repeal a Bylaw by Ordinary Resolution, except where to do so is contrary to the Act (see V.1), subject to successful approval by the members at the next AGM or FGM.
- 3 Any amendment to a Bylaw 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 next AGM or FGM if not submitted to the members for a vote at that meeting, or if at that meeting such amendments are rejected by the members.
- 4 Notice of a Board passed or a Board proposed amendment to a Bylaw, including the complete text of the previous and revised version of the Bylaw, shall be provided to the members thirty (30) days before the AGM or FGM when the amendment or amendments are to be voted upon.
- 5 Where an amendment to a Bylaw has ceased to be in effect because it was not submitted to the members or was rejected by the members, the Board shall not to pass, amend or repeal the same Bylaw in accordance with Section XV.2 for a period of one year. Note: The article does not restrict the Board from *proposing* an amendment of the same Bylaw in accordance with XV.4.

#### **ARTICLE XVI: AMENDMENT OF THE CONSTITUTION**

- 1 The Constitution of the Corporation may be amended at any AGM or FGM by a vote of two-thirds of the members present.
- 2 Notice of proposed amendments, including the complete text of the previous and revised version of the affected section, shall be provided to the members thirty (30) days before the AGM or FGM when the amendment or amendments are to be voted upon.

- 3 Amendments may be proposed by the Board of Directors, or upon petition in writing to the Board at least sixty (60) days in advance of the AGM or FGM by no fewer than ten (10) members in good standing.
- 4 As amended: November 28, 1999; June 25, 2008; June 26, 2013; June 21, 2017; June 19, 2019.

### **ARTICLE XVII: DISSOLUTION**

- 1 The Belleville Theatre Guild may be dissolved by a resolution passed by two-thirds of the membership at a meeting of its active members that are at least 18 years of age.
- 2 The members shall be provided at least sixty (60) days' notice of the proposal.
- 3 In the event of dissolution of the BTG, any funds of the BTG remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with live theatre or organizations promoting the same mission of this Corporation, as may be determined by the members of the Corporation at the time of dissolution.
- 4 If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect.

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Resolved by this Board on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_

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Paul G. Lattanzio  
President

Amy-Lyn Van Londersele  
Vice President