



CONSTITUTION  
FOR CLARKSON MUSIC THEATRE INC  
BEING BY-LAW NUMBER 1 OF THE  
CORPORATION

Clarkson Music Theatre Inc  
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BEING BY-LAW Number 1 of the Corporation

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THE CONSTITUTION  
CLARKSON MUSIC THEATRE INC  
BEING BY-LAW NUMBER 1 of  
the CORPORATION

*(a non-share, charitable Corporation, chartered under the Laws of the Province of Ontario, with charitable number BN89071 3548 RR0001 registered under the federal law of Canada)*

**I. NAME & HEAD OFFICE**

- a. "Clarkson Music Theatre Inc" is the registered name (exactly as it appears in the Letters Patent, as amended) of an Ontario non-share Corporation that is the legal entity under which its officers, Directors and membership shall operate. This name shall be used in all business dealings and legal matters conducted by the Corporation, although in internal publications, advertising copy, promotional literature and in the media, the shortened name "CLARKSON MUSIC THEATRE" may be used. Both the legal and shortened names shall not be used except in an authorized manner exclusively to carry out the objects and business of the Corporation.
- b. For purposes of this document, references to "Clarkson Music Theatre Inc" shall be noted as "CMT".
- c. The Head Office of CMT shall be a physical address, as required under applicable law, approved by the Board of Directors on an annual basis, except in circumstances where a change of address immediately is necessary. This address shall appear as required on all filings made to the Governments of Ontario and Canada by the Corporation in the course of the administration of the Corporation.
- d. Notwithstanding the requirement of a physical address, CMT may maintain for convenience a post office box mailing address and a web site address on the Internet, as from time to time may be approved by the Board of Directors.

**II. OBJECTS & PURPOSE OF THE CORPORATION**

The objects and purpose of CMT shall be the same as appears in the Corporation's Letters Patent, as amended from time to time in accordance with applicable law.

**III. MEMBERSHIP**

- a. Every person 18 years of age and over shall be eligible to become a member of CMT and the admission process shall not discriminate on any grounds including but not

limited to any applicant's sexual orientation or gender expression, race, neuro divergence, size, religious affiliation or as regards to any disability.

- b. A prerequisite for membership is an avowed interest by the applicant in furthering the objects and purpose of CMT, which objects and purpose principally are concerned with the presentation and promotion of superior quality community musical theatre in the immediate community and beyond.
- c. There shall be FIVE (5) CLASSES of membership:
  - 1. **"Individual"**– performing and non-performing.
  - 2. **"Family"** (those family members resident in a household of which one family member must be at least 18 years old and responsible for any named family member(s) in a membership application who are under 18 years old).
  - 3. **"Performing minor"** (persons under 18 years of age on whose behalf a person who is at least 18 years old has submitted a membership application and agreed therein to be a member responsible for the participation and conduct of the "performing minor" during the period of membership).
  - 4. **"Life"** members shall be deemed to enjoy such status after twenty-five (25) consecutive years as a member in good standing. A "Life" member shall no longer be required to pay membership dues and shall retain all the rights and privileges of an individual member.
  - 5. **"Supporting Members"** are those participants who work in such areas as set, costumes, musicians, props etc. Their membership is of an honorary nature. The term of such membership will expire at the end of each production. The dues of Supporting Members shall be \$1 and shall be borne by the Corporation. The production team shall maintain a list of supporting members for each production.
- d. A person may join CMT as a non-performing member, but no member shall be entitled to perform in any CMT production unless that member has successfully completed the audition process. In reference to classes (2) and (3) of membership, the obligation to be "responsible" for any person under the age of 18 years shall include the duty to supervise any such person in all activities related to the Corporation in which that person may participate and shall include responsibility and liability for the conduct of any such person as same relates to activities of the Corporation in which that person participates.
- e. The Board of Directors shall from time to time, set the dues for each class of membership referred to in paragraphs c(1) to c(3) above. Each such membership, unless renewed, shall expire on the day after the day of the next Annual General

Meeting of CMT, which date shall be proclaimed and published in any newsletter or on CMT's social media.

- f. No person shall be entitled to perform or engage in rehearsal for or in performance of any CMT production or attend CMT'S functions or appear on a current membership list unless the appropriate dues have been paid.
- g. The membership list shall be comprised of the names, addresses, residential/cell telephone numbers and e-mails of all members in good standing. In keeping with prevailing privacy legislation and Clarkson Music Theatre's own privacy policies, the contents of the membership list shall be regarded as the property of CMT and its members as private and confidential, not to be disclosed in whole or in part except by the written permission of the member. No person shall copy, sell, license, or rent a membership list of CMT for any reason.
- h. To satisfy those criteria, set by the City of Mississauga for affiliation of CMT with the municipality, the membership shall focus upon recruiting applicants for membership who physically reside within the City of Mississauga.
- i. In keeping with the inclusive nature of CMT, every reasonable effort shall be made to encourage a diverse membership, representative of the population of the community.

#### **IV. BOARD OF DIRECTORS – NUMBER / QUALIFICATIONS**

- a. The affairs of the Corporation shall be managed by a Board of TEN (10) Directors (one of whom shall be the President and one of whom shall be the Resident Music Consultant), each of whom shall be elected with full voting privileges as hereinafter provided.
- b. A candidate for Director is qualified for election to office if the candidate is:
  - 1. not a bankrupt, and is a resident of Canada, over 18 years of age.
  - 2. a member in good standing of CMT and has been a member in good standing during the previous TWELVE (12) month period immediately prior to the TWO (2) year period within which the candidate intends to be elected to the Board.
  - 3. a person who is not a Board or executive member with any other musical theatre company or group that is part of *Music Theatre Mississauga*.

4. not in a conflict of interest of a nature that would compromise that candidate's impartial and dedicated service as a Director of the Board.
5. not currently or about to be elected, chair of *Music Theatre Mississauga*.

#### V. BOARD OF DIRECTORS – TERM, NOMINATION, ELECTION/ SUSPENSION

- a. The term of a Director shall be TWO (2) YEARS until the second annual general meeting after that Director's election, provided that from the date of enactment of this by-law, those Directors in office as at the date of enactment shall be entitled to serve the balance of their respective terms until the next election of Directors to be held under the provisions of this by-law. Directors of the Corporation shall retire in rotation.
- b. A Director whose term is about to expire shall be entitled to stand for re-election, provided that the Director remains qualified to do so and is nominated under the procedure as proscribed in "Clarkson Music Theatre's Policies document" (hereinafter noted simply as "CMT's Policies").
- c. A Director may terminate his or her office by written resignation to the Board, subject to acceptance by the Board, or be subject to termination upon recommendation by the Board of Directors to the membership, which in turn may cause the removal of the Director from the Board by a simple majority vote by the membership at a general meeting so convened on notice for that purpose. A Director who is involuntarily removed from the Board shall be prohibited from seeking election at the next annual general meeting.
- d. Where a vacancy arises in the Board of Directors due to resignation, removal, death, or failure to elect all positions, a Director may be added to the Board to fill such vacancy. The Board of Directors shall have the right to appoint a replacement Director by majority vote on a resolution recorded in the minutes. The Appointee shall be a member in good standing of the Corporation and shall have consented to such an appointment. The Director appointed shall serve the balance of the term of the Director that has been replaced.
- e. Subject to article V paragraph F and article VI, the Directors shall be elected as follows:
  1. A qualified candidate may submit a nomination to the secretary or chief electoral officer from a nominator and a seconder, both of whom shall be members in good standing of the Corporation and who have indicated their formal support, together with the acknowledgement on the nomination that he or she consents to the nomination; nominations may be submitted electronically or by nomination form.

2. With the exception of virtual Annual General Meetings, a qualified candidate may upon a call to the floor for nominations during an annual general meeting by the chair or chief electoral officer, acknowledge a nominator and seconder, both having to be present at the meeting, who propose the candidate for nomination, whereupon the candidate shall immediately confirm his or her status as a member in good standing of the Corporation and consent to nomination. For virtual Annual General Meetings, the list of nominees will close by a time so designated in the notice to the membership. As adequate time will have been allowed for nominations, no additional nominations will be accepted from the floor.
  3. A qualified candidate may be part of a proposed slate of candidates proposed by the Board of Directors, provided that the slate is approved by resolution by the Board and circulated to the membership when the notice of annual general meeting is sent out, and the candidate otherwise qualifies to stand for the office.
  4. In any annual general or other meeting convened that involves elections to office, the Secretary or chief electoral officer shall announce any slate so proposed and those other candidates standing for election, and in doing so, shall indicate to the membership that the existence of a slate does not prevent the members from voting for any candidate or candidates.
- f. The Resident Music Consultant by virtue of his or her office will be a Director of the Corporation. The Resident Music Consultant shall be elected in a separate ballot by the members at an Annual General meeting from among the candidates who have been identified by the Board of Directors as having the required musical expertise and interest. Subject to the foregoing article IV and Article V which apply to the Resident Music Consultant.
- g. Where a Director reasonably forms a belief that another Director in the performance of his or her duties has committed an act of dishonesty or breach of trust that seriously has affected, or will adversely affect the affairs of the Corporation, or has manifestly neglected his or her duties as a Director, Officer, or committee chair within the Corporation so as to seriously affect, or will adversely affect the affairs of the Corporation:
1. The Director who has formed such a belief shall request the Secretary to convene immediately a meeting of the Board of Directors on notice, with a summary of the matter(s) to be discussed, to address the Director's alleged conduct. The Secretary shall communicate with the Directors on a confidential basis, and in doing so shall make best efforts to secure 100% attendance. At the return of the meeting, the Secretary shall confirm to those present that the

Director(s) whose conduct is the subject of the meeting has been put on notice of the meeting, whether the individual Director(s) are present or not.

2. The meeting so convened shall be conducted *in camera*, and the minutes of the meeting, as recorded by the Secretary or by a Director so appointed, shall be retained by the Secretary, although these minutes shall not form part of the public record of the minutes of the Corporation.
3. The President or other Director so elected to do so at the meeting by the Board, as circumstances dictate, shall chair the meeting. The Director who has requested the meeting shall present his or her concerns to the Board, with evidence that supports such concerns, where applicable, and the Director(s) so affected by the presentation shall be afforded the opportunity to respond and provide supporting evidence as well. Any Director may ask questions through the chair of those Directors who have made presentations/responses, and the chair shall have the right to rule as to whether any question is improper, having regard to its subject matter, relevancy, and the nature of the proceeding. The chair shall conduct the meeting in a fair and impartial manner, while reserving the right to limit questions and to declare that the time for presentations and questions is concluded or adjourn the meeting in order to allow an opportunity for further submissions at a subsequent meeting whose date, time and place shall be fixed as part of the adjournment.
4. The Board of Directors (except the chair, the Director who has requested the meeting and the Director(s) whose conduct is the subject of the meeting) shall then retire to a separate location to deliberate on any action that may be taken by the Board. Those Directors shall vote during that session, and by simple majority may suspend the office(s) of the Director(s) whose conduct is the subject of the meeting, pending a recommendation to the general membership that the Director(s) be removed from the Board of Directors during a general meeting convened for that purpose. If the Directors do not vote for suspension, the Directors shall return to the meeting and advise the chair that no action need be taken in reference to the Director(s) whose conduct is the subject matter of the meeting. For greater certainty, a tie vote as the result of deliberation shall be deemed to be a decision that no action be taken. Those Directors who have voted shall not reveal their votes to anyone other than those other Directors in the process of deliberation.
5. Where a Director is suspended by the Board of Directors and thereafter chooses to resign from the Board, or where a Director resigns from the Board after having received notice of meeting from the Secretary concerning his or her conduct, resignations under these circumstances shall disentitle the Director from standing for election at the next annual general meeting.



## VI. PRESIDENT – ELECTION / REMOVAL / SUSPENSION

- a. The President shall be elected to office by the members of the Corporation at an annual general or at such other meeting so convened for purposes that include election of the President, for a TWO (2) YEAR term not beyond the date of the second next annual general meeting following the meeting when the election occurred.
- b. The President upon election shall by virtue of the office be a Director of the Corporation, with voting privileges unique to that office as set out herein.
- c. The nomination processes for the office of President shall be identical to those prescribed for the nomination of a Director of the Corporation, and the qualifications for candidacy of President shall be identical to those required of a candidate for election of a Director of the Corporation, provided further that no member shall be nominated for the office of President unless he or she has been a Director of the Corporation for a TWO (2) YEAR term immediately prior to the term for which the member may be elected to serve as President.
- d. The conduct of a President in office may be the subject of review on grounds and in a manner identical to those that apply to a Director of the Corporation, and the Board of Directors shall have the power to suspend a President and recommend the President's removal from office by following procedures that apply to removal of a Director.
- e. If a President resigns, dies, is suspended, or is removed from office, the Board of Directors shall elect by majority vote a Director then in office to assume the role of acting President pending election of a successor by the membership at the next annual general meeting. If the Directors' vote results in a tie, the Secretary shall assume the interim office of acting President. Following suspension, if a President in office does not resign or is not removed, the suspension shall be deemed to have been lifted after a vote of the membership regarding removal has been taken, such that the President may resume his or her office.
- f. Where a President resigns for any reason, or is removed from office, that President may not seek election as President or as a Director at the next annual general or such other meetings of the membership convened to conduct Board elections.
- g. Where a President takes a leave of absence, he/she may resume his/her duties upon his/her return.
- h. To ensure a smooth transition, a president who leaves office becomes *ex officio* past president for a one-year term with right to participate in but not vote at Board meetings.
- i. The President is eligible to stand for re-election.

## VII. BOARD OF DIRECTORS – CONDUCT OF MEETINGS

- a. Unless otherwise provided for in this By-Law, the provisions of paragraph VII shall govern all meetings of the Board of Directors of the Corporation.
- b. Meetings of the Board of Directors shall abide by the code of conduct as outlined in “CMT’S POLICIES”.
- c. The Board of Directors shall meet no later than TEN (10) DAYS following the date of an annual general meeting to assign the titles and duties of each Director.
- d. Wherever possible, the Board shall meet monthly (in person or virtually) during the Corporation’s fiscal year, with a meeting prior to the date of the annual general meeting to occur at least FOURTEEN (14) but not more than THIRTY (30) DAYS prior to the date for the annual general meeting of the Corporation’s membership.
- e. No business shall be transacted at any Board of Directors’ meeting unless a quorum of 50% of Directors is present.
- f. Board of Directors’ meetings shall, upon request, be open to all members in good standing and to guests invited by the Board, unless the Board resolves or is obligated by this by-law to meet in closed session, *in camera*.
- g. The President, or in his or her absence, a Director so designated by the President, or where there has been no designation, the Secretary shall preside at and chair a Board meeting. The President and Secretary shall confer concerning the publication of an agenda prior to the meeting, to be circulated amongst Directors and committee chairs at any time prior to the commencement of any such meeting.
- h. The Secretary, or designate, shall record minutes of all meetings, which minutes shall be provided to members of the Board and committee chairs within FOURTEEN (14) DAYS after the date of the meeting. The minutes shall be recorded and remain in the safekeeping of the Secretary, in addition to any electronic storage, also to be safeguarded by the Secretary and accessible by the Board of Directors. The minutes shall be retained in accordance with applicable law.
- i. The minutes of these meetings are confidential and shall be made available to members of the Corporation for inspection on a confidential basis, and to third parties, in the latter instance only with the written permission of the Board of Directors.
- j. As a matter of general practice, the Board shall conduct its business in a manner that follows the procedures in *Roberts Rules of Order*. Except as otherwise provided for in this BY-LAW, actions taken by the Board shall be by way of resolution, proposed and seconded, with opportunity for discussion, with amendments if adopted, and the

Directors shall by simple majority vote either approve or reject any resolution in its initial, amended, or final form as the case may be. The Secretary shall keep in the minutes an accurate record of all resolutions formally proposed and seconded, and of the disposition of same.

- k. If there be a tie vote in reference to any resolution, request for approval, or other matter that comes before the Board, the Chair presiding at the meeting shall cast a deciding vote solely for the purpose of breaking the tie. Nothing inherent in this privilege shall prevent the Chair from voting on the same matter prior to the casting of a tiebreaker.
- l. The Board is prohibited from voting to remunerate its Officers and Directors for their services on the Board. Nothing in this prohibition shall prevent a Director from receiving an honorarium for services in other capacities performed on behalf of the Corporation, as may be hereinafter permitted, or from receiving payment of any expense that is approved by the Board.
- m. The Board of Directors shall have the right to appoint the officers of the Corporation (other than the President and the Resident Music Consultant) and the committee chairs, as hereinafter described, with the committee chairs to serve in such named and detailed capacities during the pleasure of the Board.

#### **VIII. BOARD OF DIRECTORS – INSURANCE, LIABILITY, AND INDEMNITY**

- a. Insurance - Subject to applicable law the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.
- b. Limitation of Liability - Every Director and officer of the Corporation in exercising the powers and discharging the duties of a Director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable:
  - 1. for the acts, omissions, failures, neglects or defaults of any other Director, officer, or employee,
  - 2. for any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation,
  - 3. for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested for any loss, damage or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited,

4. for any loss, damage or expense arising from any error of judgement or oversight on the part of such Director or officer, or
  5. for any other loss, damage or expense arising from the execution of the duties of office or in relation thereto.
- c. Indemnity - Subject to applicable law, the Corporation shall indemnify a Director or officer, a former Director or officer, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if such person acted honestly and in good faith with a view to the best interests of the Corporation.
- d. In the case of a civil, criminal, or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

**IX. OFFICERS OF THE CORPORATION – APPOINTMENT, ELIGIBILITY TO VOTE, OFFICES- DESCRIPTION AND DUTIES**

a. Appointment –The Board shall at the first meeting of the Board after each annual meeting appoint or reaffirm from among its members (based on experience, knowledge, and preference): a secretary, a treasurer, one or more vice-presidents (to which title may be added words indicating seniority or function), Director of Production, and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office but with only one vote. Vacancies amongst the officers of the Corporation may be filled by elections within the Board of Directors. The Board may specify the duties of and, in accordance with this by-law and subject to applicable law delegate to such officers, powers to manage the business and affairs of the Corporation. Such duties of the officers shall be as described (but not limited to) those listed in “CMT’s Policies” created for the Corporation.

b. OFFICES- DESCRIPTIONS AND DUTIES

1. President - The President shall be the chief executive officer and subject to the authority and direction of the Board, shall have general supervision of the affairs

of the Corporation; and shall have such other powers and duties as the Board may specify.

2. Resident Music Consultant - The Resident Music Consultant is elected separately to this office as noted in Article V paragraph f. The RMC shall have such powers and duties as outlined in this By-Law and in CMT's Policies.
3. The following officers shall be selected from the Board of Directors:
  - i. Vice-President - A Vice-President shall have such powers and duties as the Board may specify.
  - ii. Secretary - The secretary shall attend and be the secretary of all meetings of the Board and of members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to members, Directors, officers, auditors, and members of committees of the Board and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The secretary shall have such other powers and duties as otherwise may be specified by the Board.
  - iii. Treasurer - The Treasurer shall act as the chief financial officer and as a fiduciary of the Corporation. The treasurer shall oversee the proper accounting records of the financial activities of the Corporation, the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. the treasurer shall render to the Board whenever required an account of all financial transactions and of the financial position of the Corporation. The Treasurer shall have such other powers and duties as otherwise may be specified.
  - iv. Director of Production – The Director of Production shall supervise all productions / performances undertaken by CMT and other duties as determined by the Board or provided for herein.
4. Without limiting the power and discretion of the Board under paragraph (a) above to create officer positions and define their responsibilities and duties, the Board may choose to appoint from among its members the following:
  - I. Director of Administration - to be responsible for the general management of the Corporation and other duties as determined by the Board.
  - II. Director of Finance - to manage the fundraising activities, sponsorship of CMT's activities and other duties as determined by the Board.

- III. Director of Membership – to maintain the membership lists and database for CMT and other duties as determined by the Board.
- IV. Director of Marketing – to be responsible for the promotion of all external/public activities and media relations of CMT and other duties as determined by the Board.
- V. Director of Social Media – to be responsible for the promotion of all of CMT's external / public activities by social media and other duties as determined by the Board.

c. Bookkeeper The Board may appoint or hire a bookkeeper who is not a Director to perform such duties as are determined by the Board. The remuneration, if any, payable to a bookkeeper shall be determined by the Board. Any bookkeeper so appointed may, at the invitation of any Director, attend meetings of the Board but shall not be entitled to vote thereat.

#### **X. EXECUTION OF INSTRUMENTS, CONTRACTS, AUDITOR**

a. Execution of Instruments - All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers as may be designated from time to time by resolution of the Board provided that two signatures shall be required.

b. Contracts - All contracts with a net value of over \$2,500 shall be signed on behalf of the Corporation by two persons, one of whom holds the office of Treasurer, the other of whom holds one of the offices of President or Vice President, provided that notwithstanding any provisions to the contrary contained in the by-laws, the Board may direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

c. Auditors - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. If in any financial year the Corporation's annual revenue is no more than \$100,000 or such other amount as may be prescribed by the regulations made under applicable law, the Corporation may waive the appointment of an auditor and an audit for such financial year if the members of the Corporation pass an extraordinary resolution to that effect as permitted by applicable law.

XI. BORROWING / CONTRACTUAL POWERS OF THE CORPORATION

The Board of Directors shall not be permitted to authorize or engage in any borrowing of funds or use of credit facilities in the name of the Corporation, including the establishment of any credit facilities that relate to credit cards, excepting any transaction or business practice that may be recommended by the Board and where such transaction or practice does not contravene government regulations as same relate to fundraising, non-share, licensed charitable Corporations. This prohibition shall not extend to contracts and payment terms that relate to productions undertaken by CMT, where payments of suppliers of goods, services and rentals to the production are agreed to be made from ticket sales revenue and from other corporate funds that may be legally used for such payments. Such contracts and corresponding payments shall be in keeping with production budgets that have been vetted and approved by the Board of Directors, with any proposed cost overrun to be detailed to the Board.

XII. STANDING COMMITTEES OF THE CORPORATION

The Board has the right to appoint policies from time to time, appoint committees which are not listed in this By-Law and define their mandates. There shall be in place the following standing committees of CMT for the purpose of implementing those policies, projects and other business established by the Board of Directors, these committees at all times to be responsible and report to the Board of Directors, as required:



a. Production Committee

1. After approval of a production/show by the Board, the Director of Production engages the producers who shall have day-to-day control of all aspects of the production/show in process.
2. After an open invitation to interview, and at least four (4) months in advance of the first date of theatre performance, the producers shall hire an Artistic Team (Director, Choreographer and Music Director) and a Stage Manager. The Artistic Team shall abide by CMT's diversity policy to ensure casting is bias neutral.
3. The Production Committee consists of the producers (one of whom shall be chair), the Artistic Team, the Resident Music Consultant, the Stage Manager, the Director of Production, and the following department heads: stage design, lights, costumes, sound, props, marketing, and other departments deemed necessary for a production. The Department Heads shall report to the Producers. The Director of Production shall provide monthly production reports to the Board. No production budget shall be confirmed without discussion with and approval by the Board of Directors.

b. Audition Committee

1. The audition committee shall consist of the production's Artistic Team, and the Resident Music Consultant. An appointed officer of the Board – usually a producer - who is not a cast member in the production shall attend and monitor the auditions and advise as to procedure, when needed. (in solely choral productions the Music Director so appointed shall constitute the audition committee, with the participation and advice of the Resident Music Consultant and an appointed officer of the Board). The audition committee shall abide by the following audition procedures as may be amended by the Board of Directors from time to time.
2. **Tie Breaking** - Every effort ought to be made by the committee to make its decisions based on consensus although it is open to the committee members, save for the Resident Music Consultant and the monitoring Director, to vote individually, with a majority to prevail where a consensus cannot be achieved. In the event of a tie vote, except where a “current performing member” and non-member are under consideration, the Director's vote shall decide which candidate shall be invited to accept the principal role auditioned for (*see Audition Policy below*).
3. **Complaints** - It is acknowledged that on rare occasions, a candidate who is not selected for a principal role specifically auditioned for may lodge a complaint concerning the audition process and that candidate's treatment. Complaints may be directed to a Producer, to an officer of the Corporation, or to all at the same time. Similarly, the Director monitoring the audition process may deem that there has been non-compliance with CMT's *Audition Policy*, notwithstanding advice about the *Audition Policy* having been rendered to the committee during the auditions. In such instances, this Director should address the concern immediately. If satisfactory resolution of the concern is not reached, a confidential written report to the producer copied to the secretary of the Board shall be made for consideration by the Board of Directors. In such a circumstance, the producer(s) may add comments and suggested resolutions to the report. The Board will use all information gathered to make an ultimate decision which will be final.
4. **Auditions** - The Production Committee, in its development of a production schedule, shall fix dates, times and venue(s) for auditions that shall be open to the public. Notice of the audition schedule shall be published on the Corporation's website, circulated in writing at an information meeting held to announce the production and may be published through the Encore Series, the *Mississauga Arts Council*, ACTCO, the local media, and any other sites virtual or real. In fixing this schedule, including any “call backs”, the producers and the artistic team shall choose at least two dates with times most suitable to attract prospective cast



members. The information provided to all candidates should include prospective roles (both principal and secondary), requirements in Chorus and Dance Corps, rehearsal schedule, the requirements of both volunteer hours and the candidate's commitment to the production.

## 5. **Audition Policy**

- i. The definition of "current performing member" as applies to this policy shall be: "a member in good standing with CMT at least *ONE day prior* to the *first* audition date fixed in any audition schedule".
- ii. In strictly vocal productions, vocal auditions are required for principal roles and new members to CMT, but current performing members may be invited to form the Chorus.
- iii. Auditions are required by both "current performing members" and nonmembers for the entire cast of every main stage production.
- iv. Auditions consist of dance and/or movement; voice; and monologue / cold read (as deemed necessary by the Artistic team).
- v. Candidates must demonstrate the required proficiency in dance and voice for any ensemble role.
- vi. Every consideration shall be made to include CMT members past or present who have made a significant contribution to CMT, provided that these members demonstrate the necessary skill level at their audition.
- vii. There shall be no discrimination based on sexual orientation or gender expression, race, neuro divergence, size, religious affiliation or as regards to any disability.
- viii. A separate dance call may be made for the dance corps at the discretion of the artistic team.
- ix. Should a satisfactory candidate not be found for a role in the first round of auditions, the process may be re-opened.
- x. As a rule, CMT shall not engage equity artists as performers. Should the need arise, special permission to engage such artists may be granted, by the Board of Directors on a show-by-show basis.

c. Show Selection Committee

This committee shall consist of the Director of Production (as chair), the President, the Resident Music Consultant plus two AD HOC volunteers. Every effort shall be made to vary the participants for this committee in order to have advice from experienced Directors, a variety of ages, and representation of the CMT membership. The committee's mandate is to research and recommend to the Board various available shows or other musical projects for performance by CMT, having regard to the selection and publicity criteria and deadlines set by *Music Theatre Mississauga*, in addition to the make-up of the performing membership, gender balance if appropriate, performance venue logistics, costs and prevailing ticket price levels and the tastes of the audiences. the Board of Directors shall duly consider those productions/shows recommended by this committee and shall approve at least one (1) show for performance during the fiscal year and also, the committee shall project a five-year selection list for future production. the decision(s) of the Board shall be final.

d. Marketing and Public Relations Committee

This committee shall be chaired by a Director who is assigned responsibility for marketing and public relations, with the general mandate to market CMT and its productions.

e. Fundraising Committee

This committee shall be chaired by A qualified Board member with the object of raising funds on a charitable basis to offset costs of any productions undertaken by CMT.

XIII. ANNUAL & GENERAL MEETINGS – NOTICE / CONDUCT

- a. The Board of Directors, once every TWELVE (12) MONTHS before the end of September in the calendar year shall convene an annual general meeting of the members of CMT on written notice as hereinafter provided for.
- b. The Annual General Meeting (hereinafter referred to as "AGM") may be conducted virtually or in person. Members who attend a virtual AGM shall have the means to vote on any motion.
- c. The requirement of a quorum OF 20% of the membership shall apply to all AGM meetings. Quorum may be achieved by proxy or with in-person representation.
- d. The AGM shall follow the procedures as outlined in "CMT's Policies".

- e. Where the “CMT Policies” document does not provide procedures that cover any matter to be addressed in a general meeting, the Secretary shall refer to *Roberts Rules of Order* as a guide to proper procedure.
- f. In the event of a tie vote on any resolution at an Annual General Meeting or an Emergency General Meeting, no member, Director, or officer shall be entitled to cast a tie breaking vote and the resolution shall be deemed to have not passed.

#### XIV DISSOLUTION

In the event of dissolution of the Corporation, all remaining assets after payment of debts and liabilities will be distributed in accordance with the Corporations’ Letters Patent subject to the limitation that any and all assets constituting or acquired with the proceeds of licensed lottery events shall only be distributed to Charitable organizations in Ontario that the Alcohol and Gaming Commission of Ontario and/or the Ontario Lottery and Gaming Corporation and/or the City of Mississauga or its successors consider eligible to receive lottery proceeds.

#### XV EFFECTIVE DATE, REPEAL AND TRANSITION

- a. Effective Date - This by-law shall come into force when confirmed by the members in accordance with applicable law.
- b. Repeal - All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any bylaw so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members of the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid to the extent inconsistent with this by-law and until amended or repealed.
- c. Transition - The terms of the Directors in office on the effective date of this by-law will expire on the date provided for under the by-law in effect at the time of their election. At the meeting of members at which this bylaw is confirmed, Directors will be elected for two-year terms to fill the positions of each existing Director whose term is expiring, At such meeting, an additional 1 Director will be elected for a 2-year term and an additional 1 Director will be elected for a 1 year term.

Appendix A

Clarkson Music Theatre Inc

Resolution September 15, 2021

WHEREAS the Board of Directors adopted By-Law Number 1 at its meeting on June 23, 2021.

AND WHEREAS the said By-Law Number 1 will be effective only upon confirmation by the membership.

NOW THEREFORE be it resolved that the existing Constitution / By-laws of the Clarkson Music Theatre Inc be and is hereby repealed and replaced with By-Law Number 1 as adopted by the Board of Directors on September 15, 2021.

Adopted by the Board of Directors on June 23, 2021

Confirmed by the Membership of Clarkson Music Theatre at its Annual General Meeting on September 15, 2021