



**BY-LAW**  
**Last Revised June 2024**

**A by-law relating generally to the  
transaction of the business and  
affairs of**

**Marquee Theatrical Productions Inc.  
("MTP" or the "Corporation")**

**SECTION I – MEMBERSHIP**

1. Subject to the articles of incorporation of the Corporation (the "articles"), there shall be two (2) classes of members in the Corporation, namely, Full Members and Lifetime Members.

The following conditions of membership shall apply:

Full Members

Full Members shall be voting members of the Corporation. Full membership shall be available to individuals over the age of eighteen (18) who are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as may be determined by the Board.

The term of membership of a Full Member shall be one (1) year from September 1 of each year and will expire on August 31 of each year, subject to renewal in accordance with the articles, by-laws and policies of the Corporation.

Subject to the Act and the articles, each Full Member is entitled to receive notice of, attend, and vote at all meetings of members, and each Full Member shall be entitled to one (1) vote at such meetings.

Lifetime Members

Lifetime Members shall be voting members of the Corporation. Lifetime membership shall be available to individuals who have made significant contributions to MTP over the years and whose continued support of MTP would be of benefit to the Corporation. Lifetime members shall be accepted into membership in the Corporation by resolution of the Board, or in such other manner as may be determined by the Board.

The term of membership of a Lifetime Member shall be over the member's lifetime.

Subject to the Act and the articles, each Lifetime Member is entitled to receive notice of, attend, and vote at all meetings of members, and each Lifetime Member shall be entitled to one (1) vote at such meetings.

2. The membership fee, paid annually, shall be determined by the Board of Directors and shall be subject to ratification by a majority vote of members present and entitled to vote at the Annual

Meeting or at a Special Meeting of members. Lifetime Members shall be exempt from paying any membership fees.

3. "Members in good standing" shall be defined as persons who have paid their annual membership fees.
4. A membership in the Corporation is terminated when:
  - a. the member dies;
  - b. the member fails to maintain any qualifications for membership described in the articles or by-laws;
  - c. the member resigns by delivering a written resignation to the Secretary, in which case such resignation shall be effective on the date specified in the resignation;
  - d. the member is terminated by the Board or a majority vote of the membership, in accordance with a fair and reasonable procedure as outlined in the Ontario *Not-for-Profit Corporations Act* (the "Act");
  - e. the member's term of membership expires; or
  - f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Upon termination of membership, membership fees are nonrefundable.

5. Disciplinary action of any member may be taken for reasons including but not limited to, such acts that violate the articles, MTP by-laws, policies or run contrary to the purpose and objectives of the organization and are not considered to be in the best interests of MTP. In the event of such action, said member must be provided fifteen (15) days notice of the disciplinary action with reasons, and may be given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action becomes effective, by the person with authority to impose or revoke the disciplinary action or termination. Said member must be informed of the decision of the Board or the members by registered mail.

## **SECTION II – BOARD OF DIRECTORS AND OFFICERS**

1. The Board shall consist of the number of directors as specified in the articles. A director must be a member of the Corporation.
2. The Board of Directors shall appoint the following officers from amongst the directors:

President (Chair)  
Vice President  
Secretary and  
Treasurer

Two or more offices may be held by the same person.

3. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
  - a. the officer's successor being appointed,
  - b. the officer's resignation,
  - c. the officer ceasing to be a director (if a necessary qualification of appointment) or
  - d. the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by a majority vote, appoint a person to fill such vacancy.

4. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that:
  - a. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and
  - b. Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in another capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

### **SECTION III – ELECTION OF DIRECTORS**

1. All members of the Board of Directors shall be elected by the membership and shall assume office following the election.
2. Any member may be nominated by any other member as a director. Such nominations may be submitted to the Secretary (or other designated person) at least ten (10) days prior to the Annual Meeting or may be made from the floor at the Annual Meeting. Such nomination must be seconded by one other member. The member nominated for a position must signify his or her willingness to stand, either verbally or in writing, at the Annual or Special Meeting.
3. The President of MTP shall serve as Chair during the election of board members, and in the event of a tie, shall have a second or casting vote. In the event of the President/Chair's absence, any assigned Director shall preside and have a second or casting vote in the event of a tie.
4. At the first election of directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three (3) year term, one-third (1/3) directors shall be elected for a two (2) year term and one-third (1/3) directors shall be elected for a one (1) year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms. Each director shall be eligible to serve for a maximum of two (2) consecutive terms. Upon serving a maximum number of consecutive terms, a director may be eligible for re-election after a period of one (1) year's absence.

A board member may request a term of less than three (3) years and their request may be approved by the membership at the time of election.

5. Only members in good standing shall be eligible to elect the directors. One (1) proxy per member shall be allowed for the election of directors. These proxies must be sent or submitted to the

secretary in writing at least one (1) day prior to the Annual Meeting. If a member is unable to attend a meeting, it is the member's responsibility to submit a proxy form.

6. Any member of the Board of Directors may be required, to vacate their position:
  - If at a special meeting of members, a general resolution is passed by simple majority (50% +1) of the votes cast by the members in favour of the removal of said Board Member
  - If a Board Member has resigned his or her office by delivering a written resignation to the secretary of MTP.

In the event of a vacancy on the Board of Directors, the President may appoint any member to complete the remainder of the term up until the next Annual Meeting of Members. The total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous Annual Meeting of Members.

#### **SECTION IV – MEETINGS AND VOTING**

1. The Annual Meeting shall be called no later than fifteen (15) months after the preceding annual meeting of members. The Board of Directors may call a Special meeting of members at any time when necessary. Notice of these meetings shall be sent by email to all members at least ten (10) days prior to the meeting date.
2. The Board shall call a Special meeting on written requisition of members who hold at least 10 per cent (10%) of votes that may be cast at a meeting of members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
3. A quorum at the Annual Meeting or any special meeting shall consist of one per cent (1%) of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a member is unable to attend a meeting it is the member's responsibility to submit a proxy form.
4. A majority vote of members present shall decide motions at all meetings except motions dealing with specific changes to the by-law or articles.
5. Meetings of the Board of Directors shall be held at the board's discretion as required and no less than six (6) times per year. Notice of the time and place for a Board meeting shall be given to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
6. A quorum at a Board meeting shall consist of 50% of the total number of current directors plus one. At least one (1) of the directors' present must be the President (Chair) or another Officer. The minimum number of Directors for quorum shall be 4 (four).
7. No voting at a Board meeting may be conducted in the absence of a quorum.

8. The President shall serve as Chair of all Board meetings unless the Board determines another Board member will serve as Chair. At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one (1) vote. In the event of an equality of votes, the chair shall have a second or casting vote.

#### **SECTION V – CONFLICT OF INTEREST**

1. A director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.

#### **SECTION VI - INDEMNITIES TO DIRECTORS AND OTHERS**

1. Every director or officer of the Corporation, former director or officer of the Corporation, and an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the Corporation. A Corporation shall not indemnify an individual unless:
  - a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
  - b. If the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.
2. The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that directors and officers will be indemnified and saved harmless in accordance with this by-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

#### **SECTION VII - MISCELLANEOUS**

- a) Copies of the by-laws shall be made available to all members. In most cases this will be made available through the MTP website.
- b) Any member of MTP entitled to any notice under these by-laws may waive any such notice.
- c) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or auditor, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action at any meeting to which the notice pertained or otherwise founded on such notice.
- d) Conduct at all meetings of MTP shall be in accordance with Robert's Rules of Order.

- e) The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

**SECTION VIII – DATE EFFECTIVE**

This constitution shall be effective as of:

Signed at   *Aurora, Ontario*  

this   *18<sup>th</sup>*   day of   *June*  , 2024 with the approval of a majority of the members present.

President   *D. Moore*  

Vice-President   *N. Cobbold*  

Secretary   *C. Krisko*  

Treasurer   *M. Casey*