CONSTITUTION

A. NAME:

The group shall be known as Meadowvale Music Theatre, hereinafter referred to MMT.

B. OBJECT:

The object will be to develop and encourage interest in all aspects of theatre. It is understood that the organization shall be carried on without financial gain to its members and that any profits shall be used in promoting its objects. The entity, Meadowvale Music Theatre, shall endeavour to retain its status as a registered non-profit organization.

C. MEMBERSHIP:

Membership is open to anyone interested in furthering the objects of the group upon payment of the annual membership fee as set out in the By-laws.

D. EXECUTIVE (Board):

(i) The Executive shall be composed of no less than ten voting members.

(ii) Eight members shall be elected at the annual membership meeting. The term of office shall be for two years. Four members will be elected each alternate year.

(iii) A Treasurer can be a member of the Executive or can be appointed by the Executive from among the membership. The term of office shall be for one year renewable each year with no limitation as to the number of terms a member may seek re-appointment.

(iv) A Past President shall be a voting member of the Executive. Normally, this office shall be filled by the outgoing President. Should the outgoing President not be able to serve, the Executive may either let the office stand vacant or request another past president to serve.

E. DUTIES OF THE EXECUTIVE:

The Executive shall, among its other duties, appoint the Treasurer, select the show, approve the production dates and the rehearsal dates, approve the financial budget for the show and select a Production Committee. Any vacancy on the Executive may be filled by the remaining Executive to serve until the next annual meeting. A quorum at an Executive meeting shall be half plus one of the numbers of voting Executive.

The Executive shall elect the following from among themselves:

President
Vice-President
Secretary

The Executive shall appoint from among themselves a Chairperson of the committees set out below. These committees shall have the power to add to their number from among the members and report to the Executive Board:

Membership: The Membership Committee will keep track of attendance and keep in touch with members via telephone, email, and social media and maintain an accurate address list.

Production: The Production Committee shall be responsible for the show production. The committee shall consist of an Executive Member (Executive Producer) and such other members as this person requires.

Publicity: The Publicity Committee shall be responsible for all media contact. The Committee shall consist of an Executive member and such other members as this person requires.

Social: The Executive shall appoint a Social Director who will act as Chairperson of the Social Committee and be responsible for all social activities of the group.

Fundraising: The Fundraising Committee shall be responsible for all ventures designed to raise monies for MMT other than ticket sales for the show. The Committee shall be composed of an Executive Member and such other members as this person requires.

The Executive shall set such annual fees as may be necessary to carry out the objects of the organization, subject to approval of the members at a General Membership Meeting.

All cheques drawn on the account of the group shall carry two signatures. The signing officers shall be the President, Treasurer, or Vice-President.

The properties, sets, costumes and other fixtures owned by the group shall not be loaned or rented without the authority of the Executive.

Purchase of equipment for the group must be authorized by the Executive.

Honorarium (if any) shall be set by the Executive.

Annual fees are due on joining MMT and thereafter at the commencement of each fiscal year. The annual fees shall be established by the Executive and ratified at the Annual General Meeting for the following year.

F. ANNUAL MEMBERSHIP MEETING:

The annual meeting of the members is to be held within 120 days of the end of the fiscal year, at such time and place as may be fixed by the Executive. The report of the Executive and the financial statement for the previous year shall be presented. A quorum at the Annual General Meeting shall be ten.

G. SPECIAL MEMBERSHIP MEETINGS:

Special meetings of the members may be called by the Secretary at the request of the President or the Vice-President, acting as President, or any ten members in writing.

H. BY-LAWS:

By-laws passed by the Executive during the business year will be submitted at the General Meeting for ratification. Any By-law rejected by the membership will not affect the validity of acts done under that By-law during the year. By-laws require a simple majority to be amended.

I. AMENDMENTS:

Amendments to the Constitution can be made by motion approved by 70% of the members present at a General Meeting called for considering the proposed amendment. At least 14 days notice of this meeting and proposed amendment shall be given to all members in good standing.

J. DISSOLUTION:

The organization may be dissolved upon the passing of a motion by three-quarters of the members, at a meeting called to consider such motion. Upon the passing of such a motion, the assets of the organization shall be distributed, firstly in the payment of all outstanding liabilities of the organization, and then such balance as remains shall be donated to any charitable organization, chosen by a majority of members present.

Constitution of MEADOWVALE MUSIC THEATRE as amended at the Annual General Meeting of the group held on June 20, 1990, attested to by the signatures of the President and Secretary of the group.

PRESIDENT: SUSAN HORNER

SECRETARY: HASEL DALGLEISH

Constitution of MEADOWVALE MUSIC THEATRE as amended at the Annual General Meeting of the group held on September 14th, 2016, attested to by the signatures of the Executive members of the group.

President: NANCY REED

Vice-President: MURIEL LaTOUR

Secretary: CAROLE ROY

Executive Producer: DONNA FEGGANS

Director at Large: WENDY GUEST

Meadowvale Music Theatre By-Law No. 1 revised June 27thth, 2017

This document replaces By-Laws enacted June 23, 2008.

A by-law relating generally to the conduct of the affairs of the Meadowvale Music Theatre Board of Directors.

BE IT ENACTED as a by-law of the Meadowvale Music Theatre Board of Directors as follows:

Head Office

1. The Head Office of Meadowvale Music Theatre shall be in the City of Mississauga, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

Logo

2. The logo, an impression whereof is stamped in the margin hereof, shall be the corporate logo of the Corporation.

Board of Directors

3. The affairs of the Corporation shall be managed by a board of not less than 10 directors, each of whom at the time of their election or appointment or within 10 days thereafter and throughout their term of office shall be a member of the Corporation, and be at least 18 years of age.

   Each subsequent year, vacancies, which occur by reason of term expiry, or other reason, will be filled for a 2-year term.

   The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special meeting having no less than 10 persons as members present in given, remove any director before expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

Vacancies, Board of Directors

4. Vacancies on the Board of Directors, however caused, so long as a quorum of directors remain in office, may be filled by the remaining directors, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a special meeting to fill the vacancy. Written notice of a special meeting shall be sent at least 14 days prior to holding same, by ordinary or electronic mail to all members of the Corporation.

Quorum and Meeting, Board of Directors

5. A majority of the directors present at a meeting shall constitute a quorum. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, Vice-President, Secretary or an appointed Chair on direction in writing of two directors. Notice of such meetings shall be delivered or telephoned to the director not less than one day before the meeting is to take place or shall be sent by electronic mail to each director not less than one week before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

Errors in Notice, Board of Directors

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

Voting, Board of Directors

7. Questions arising at any meeting of directors shall be decided by a majority of voters. In case of an equality of votes, the President or Chair shall cast the deciding vote. All votes at such meeting shall be taken in the usual way by assent or dissent. A declaration by the President or Chair that a resolution has been carried and an entry to that effect in the minutes shall be 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 such resolution. In the absence of the President or Chair their duties may be performed by one of the Vice –President or Vice Chair or such other director as the board may from time to time appoint for the purpose.

Powers

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Entering into any contract(s) with a net value over $1000.00 shall require the signature of the President or Vice-President, along with the Treasurer.

   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 the Treasurer and one additional director as determined by resolution of the Board of Directors.

   The Treasurer, Business Manager or any other director as determined by resolution of the Board of Directors may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same my be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for this purpose. Where at all possible cash and or drafts in favour of the corporation should be deposited by another director of the corporation in order to maintain separation of duty.

   The Treasurer and one additional director as determined by resolution of the Board of Directors may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks' forms or settlement of balances and release or verification slips.

   Upon approval of the board, and without in anyway derogating from the foregoing, the Treasurer or another director as determined by resolution of the board of directors may be expressly empowered, from time to time, to authorize the purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

   The Corporation will own land, buildings or other property, and funds collected for the purchase of property or equipment or other for the purpose of promotion of theatre and performing arts.

Remuneration of Directors

9. The directors shall receive no remuneration for acting as such.

Officers of Corporation

10. There shall be a President, Vice-President and a Treasurer, and such other officers as the Board of Directors may determine from time to time. The Secretary will be appointed annually by the Board of Directors at the first meeting of the board following the annual general meeting.

    One person may hold more than one office except the office of Chair. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

Duties of the President & Vice-President

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President and if the Vice-President or such other director as the board may from time to time appoint for the purpose, exercises any such duty of power, the absence or inability of the President shall be presumed with reference thereto.

Duties of Secretary

12. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceeding in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the logo of the Corporation and of all books, papers, records, correspondence, contracts and documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named from time to time be determined by the Board of Directors.

Duties of Treasurer

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required on them, an account of all transactions of the board, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors. There shall be least three signing officers with the requirement of two signatures on all cheques. Two of the three signing officers shall be the Treasurer and President; the third shall be determined by a resolution of the Board of Directors. .

Duties of Other Officers

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Ex-Officio Members of the Board of Directors

15. Notification of all meetings of the Board of Directors will also be given to 'ex-officio' members of the board whose presence will assist the Board of Directors in carrying out their business.

Execution of Documents

16. Deed, transfer, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the logo of the Corporation to such instruments as require the same.

    Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or person by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

    Every Director and their heirs, executors and administrators and estate and effects of every Director, shall at all times be indemnified and saved harmless out of the funds of the Corporation, if the Director is a member of the Corporation from and against:

    a) All costs, charges and expenses whatsoever, which a Director sustains or incurs, in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Director, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Director, in or about the execution of the duties of the office except such costs, charges, or expenses as are occasioned by the Director's own neglect or default, unless otherwise decided by the Board of Directors.
    b) All other costs, charges and expenses that the Director sustains or incurs, in or about or in relation to the affairs of the Corporation unless otherwise decided by the Board of Directors.

Books and Records

17. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or laws are regularly and properly kept.

    The Board of Directors shall prepare an annual audit of the year's business that shall include a Financial Statement for the year, for the public and membership to address and question at each annual general meeting.

Membership

18. The membership shall consist of anyone who has paid a membership fee for the year. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. There shall be no proxies for voting. Only those members in attendance may vote.

    Non-members will be allowed to audition for up-coming shows and will become members within two weeks after the commencement of the first rehearsal.

Dues

19. Annual fees for membership shall be such as recommended by the Board of Directors and approved by the membership at an annual general meeting.

    The Secretary shall notify the members of the dues or fees and the date and location of any special or general meeting call for the business of the Corporation as directed by the Board of Directors.

Annual and Other Meeting of Members

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint. The Annual General Meeting shall take place within four months of the end of each fiscal year following May 31.

20. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have the power to call at any time a special meeting of the members of the Corporation. Written notice of all meetings of the membership must be sent at least 14 days prior to the meeting, by ordinary or electronic mail to all members of the Corporation. The conduct of all meetings shall be in accordance with Robert's Rules of Order.

Errors or Omission in Notice

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For the purpose of sending notices to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be their last address recorded on the books of the Corporation.

Adjournments

22. Any meetings of the Corporation or of the Directors may be adjourned at any time. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Quorum of Members

23. A quorum for the transaction of business at any meeting of the members shall consist of not less than 10 voting members, provided that in no case can any meeting be held unless they are present for such meeting. No proxy will be accepted in lieu of attendance or voting rights.

Voting of Members

24. Subject to the provisions, if any, each member in good standing of the Corporation that has been a paid member for the previous 90 days as recognized by the secretary shall at all meetings of members be entitled to one vote, provided that they are in attendance for the said meeting. There will be no voting by proxy at any meeting of the membership.

    At all meetings of members every question shall be decided by a majority of votes of the members present unless otherwise required by the by-laws of the Corporation, or by law.
    Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded by a member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and any entry to that effect in the minutes of the Corporation shall be admissible in evidence as 'prima facie' proof of the fact without proof of the number of proportion of votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person. Such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Presdient shall cast the deciding vote.

Financial Year

25. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of May in each year.

Deposit of Securities for Safekeeping

26. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

Notice

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

Borrowing

28. According to the powers included in these by-laws, the directors may from time to time:
    a) borrow money on the credit of the Corporation; or
    b) issue, sell or pledge securities of the Corporation; or
    c) charge, mortgage, hypothecate or pledge all or any of the real or person property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Corporation.

    From time to time the Board of Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions to give such additional securities for any moneys borrowed or remaining due by the Corporation as the director may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

Fundraising

29. The funds raised by Meadowvale Music Theatre, as part of the fundraising effort will be strictly dedicated to the public activities of the Corporation.

Amendments

30. Any amendments to this Constitution may be made in the following manner:
    a) The amendment shall be prepared in writing by its sponsor, shall be seconded, and shall be submitted to the Secretary.
    b) The Secretary shall include such amendment in the notice of the next meeting of the Board of Directors for approval.
    c) If approved by the Board of Directors, discussion of and a vote on the amendment shall take place at the next general meeting of the Corporation.
    d) A written notice of the general meeting at which the proposed amendment shall be voted upon, shall be forwarded to the members of the Corporation at least 14 days in advance of such meeting. Such notice shall state the proposed amendment and the part of the by-law proposed to be amended.
    e) An affirmative vote of two-thirds of the members present at the meeting shall be necessary to adopt an amendment.

Dissolution of the Corporation

31. In the event of the liquidation or winding up of the Corporation, all remaining assets after payment of debts and liabilities will be distributed to a registered Canadian charity of like interest.

Interpretation

32. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and 'vice versa', and references to persons shall include firms and corporations.

Proposal to replace previous by-laws passed by the Board on June 23rd, 2008

This revised version was passed by the Board of Directors, this 27th day of June, 2017.

President: NANCY REED

Secretary: CAROLE ROY

Vice-President: MURIEL LaTOUR

Treasurer: CHRIS PEARSON

Director at Large: WENDY GUEST

Executive Producer: DONNA FEGGANS

Director at Large: MICHELLE WOOD

Director at Large: DEBBY ROOSE

Director at Large: DANNY DALCOURT

Director at Large: ERICA FEGGANS

Director at Large: KATI PEARSON

MEADOWVALE MUSIC THEATRE BY-LAW NO. 2

A by-law relating generally to the conduct of the affairs of the Meadowvale Music Theatre Board of Directors as it relates to the process and procedures of the production of the show.

To update the Production By-Laws dated June 20th, 1990.

1. (a) PRODUCTION COMMITTEE:

A Production Committee will be appointed for each show by the Executive and will consist of those needed from the following:

Artistic Director
Musical Director
Choreographer
Stage Manager
Producer

The Production Committee will be responsible to the Producer. The Producer shall be responsible to the Executive and may be replaced by the Executive at any time. At least one member of the Production Committee shall be a member of the Executive. If not otherwise represented above, the Executive will appoint a member as liason with the Production Committee.

(b) SHOW SELECTION COMMITTEE:

A Show Selection Committee consisting of at least two members of the general membership shall be selected annually by the Executive Recommendations will be made by the Committee to the Executive, whose decision will be final.

2. AUDITION COMMITTEE:

The Audition Committee will be comprised of the Artistic Director, Musical Director and such other members they may wish to appoint. Any decision made by this committee is final, but he Artistic Director has the authority to substitute, if necessary, in all and any roles after discussion with the Musical Director.

3. AUDITIONS:

Audition dates will be publicly announced and will be open to the members who wish to qualify for a part in the current show. Further auditions may be held at the discretion of the Audition Committee. The Audition Committee will not cast outside membership without the permission of the Executive.

4. All cheques drawn on the account of the group shall carry two signatures. The signing officers shall be the President, Treasurer, or Vice-President.

5. The properties, sets, costumes and other fixtures owned by the group shall not be loaned or rented without the authority of the Executive.

6. Purchase of equipment for the group must be authorized by the Executive .

7. Honorarium (if any) shall be set by the Executive.

8. Annual fees are due on joining MMT and thereafter at the commencement of each fiscal year. The annual fees shall be established by the Executive and ratified at the Annual General Meeting for the following year.

By-laws of MEADOWVALE MUSIC THEATRE as amended at the Annual General Meeting of the group held on June 20, 1990, attested to by the signatures of the President and Secretary of the group.

PRESIDENT: SUSAN HORNER

SECRETARY: HASEL DALGLEISH

By-laws of MEADOWVALE MUSIC THEATRE as amended at the Annual General Meeting of the group held on June 27th, 2017 attested to by the signatures of the Executive Members of the group.

Nancy Reed

President: NANCY REED

M LaTour

Vice-President: MURIEL LaTOUR

C Roy

Secretary: CAROLE ROY

Donna Feggans

Executive Producer: DONNA FEGGANS

Wendy Guest

Director at Large: WENDY GUEST