

CONSTITUTION of THEATRE KINGSTON

(Last Updated July 2004)

1. NAME:

The name of the Corporation is Theatre Kingston Inc. Its business address is:
PO Box 21004, Princess Postal Outlet, Kingston, Ontario, K7L 5P5

2. MISSION STATEMENT:

The purposes for which this corporation is organized and formed are:

1. To produce intellectually provocative work at a high level of professional competence.
2. To produce work that enriches the Kingston community, draws upon and contributes to the innovations of the global theatre community. Such work would include, but not be limited to, plays for and about Kingston, acknowledging its cultural diversity, and challenging works not normally produced by other theatres in this region.
3. To foster and promote Canadian theatre through the creation and development of new work, the production of recent Canadian plays and of older works drawn from the Canadian repertoire.
4. To provide outreach and an educational theatrical resource for the community.
5. To facilitate the development of performing artists, designers, directors, playwrights, and other theatre professionals within the region.

3. MEMBERSHIP:

Membership in Theatre Kingston shall be open to all interested individuals who over the past twelve months have:

- *paid the annual membership fee of \$10, or*
- *acted in any Theatre Kingston production, or*
- *been on the production staff of any Theatre Kingston production, or*
- *been a season subscriber, or*
- *volunteered at a minimum of three (3) Theatre Kingston events (i.e. fund-raising events, board meetings, committee meetings, special events), or*
- *given a minimum donation above the membership fee, or*
- *been a member of the Board of Directors*

Membership privileges shall include:

- *voting rights at the Annual General Meeting*
- *invitations to special events*
- *all Theatre Kingston mailings and newsletters*

Membership lists shall be maintained and updated regularly by a designated board member.

4. BOARD OF DIRECTORS:

Section 1. Powers and Functions as a Unit:

The Board of Directors has the general power to:

1. Control and manage the affairs, funds and property of the Corporation
2. Disburse the Corporation's monies and dispose of its property in fulfillment of its corporate purpose.

The Board of Directors shall appoint an Artistic Director who shall be responsible to the Board for overseeing the artistic management of the Corporation, and a General Manager who shall be responsible to the Board for overseeing the administrative and business management of the Corporation. The Board shall establish operational policies and by-laws for how it will govern and organise the Corporation's work.

Specifically, the Board shall establish operational policies and by-laws for, and shall govern each of the following areas:

- i. Financial** - The Board shall
 - a) establish the budget and financial reporting system
 - b) monitor the revenue and expenditures of the organization
 - c) participate in and oversee fund-raising activities
 - d) manage the assets of the organisation

- ii. Personnel** - The Board shall
 - a) Define the roles, responsibilities and functions of Board members and senior staff
 - b) oversee the recruitment, selection, orientation, training, evaluation and retirement of Board members
 - c) oversee the recruitment, selection, orientation, training, evaluation and, if necessary, the "separation" or dismissal of the General Manager or Artistic Director

- iii. Program** - The Board shall monitor, respond to and evaluate the long and short term development of the Artistic Director's program planning, outreach planning and the company's community services.

- iv. Advocacy** - The Board shall
 - a) develop community awareness of the unique mission of the organisation
 - b) as necessary, represent the organisation to the community, government, foundations, corporations and other funding agencies
 - c) where necessary or appropriate, monitor government legislation and advise government officials on the impact of current and proposed policies and programming

SECTION 2.

Number: The number of Directors, which shall not be less than seven (7) and no greater than fifteen (15), shall be established from time to time by the Directors then serving in office.

SECTION 3.

Election, Term of Office: New Board members shall be elected by ballot after the candidate's interests and credentials have been sufficiently reviewed by all voting members. Candidates must receive a unanimous vote in order to be invited to join the Board. When elected, the new Board member shall take office immediately following the vote. A Board member's term of office shall be three (3) years which the Board may renew.

SECTION 4.

Positions/Titles: The Board shall include a Chair (president), Vice-Chair, a Secretary, a Treasurer and Directors at large.

SECTION 5.

Resignation and Removal of Directors: Any Director may resign by giving written notice of his or her resignation to the Board Chairman or Secretary. The acceptance of such resignation shall not be necessary to make it effective. Any member of the Board may be removed from office by a majority vote of all Directors then serving. Such action will not be taken without due notice to the Director in question so that he/she may respond to the contemplated action.

SECTION 6.

Advisory Board Members: The Board may appoint honorary or advisory members to the Board, the terms of which shall be determined by a majority vote of the members then serving. Advisory members will not hold voting power. The Board may also, from time to time, recommend that active or retiring directors' status be changed.

3. In the event of the dissolution of the Corporation, the Board shall donate all monies and assets belonging to Theatre Kingston to the Kingston Regional Arts Council with the proviso that it should be used to assist local theatre companies.

SECTION 7.

Roles and Responsibilities of Board Members: Each member shall:

- a) be an active advocate of the organisation
- b) be knowledgeable and updated about the activities of the company
- c) attend Board meetings regularly
- d) oversee the fiscal operations of the company
- e) attend the programming (productions, functions, etc.) of the organisation

- f) be an active participant in fund-raising activities
- g) bring an in-kind contribution to the company
- h) serve on at least one committee

The roles and responsibilities of the principal officers are:

CHAIR: The Chair is responsible for:

- 1) Determining the agenda for all board meetings in association with the Artistic Director
- 2) Generally consulting with the Artistic Director and General Manager about the ongoing activities of the organisation
- 3) Drafting the letters of agreement between the organisation and the Artistic Director and the General Manager
- 4) Having signing authority
- 5) Being a member of the executive committee

VICE-CHAIR: The Vice-Chair is responsible for:

- 1) Assuming the duties of the chair when the chair is unable to perform his or her functions
- 2) Being a member of the executive committee

SECRETARY: The Secretary is responsible for:

- 1) Making sure all members are informed of upcoming meeting dates and times
- 2) Recording and distributing the minutes of the Board meetings. ** In cases where the Secretary cannot be present at the meetings, it is his/her responsibility to make sure that his/her duties are delegated and carried out.
- 3) When called upon, to conduct whatever outside correspondence is necessary
- 4) Having signing authority
- 5) Being a member of the executive committee

TREASURER: The Treasurer is responsible for:

- 1) Making sure accurate and adequate records are kept of all the assets, liabilities and transactions of the organisation
- 2) Meeting yearly with the General Manager and Artistic Director to review and update records
- 3) Finding an auditor to oversee the yearly audit
- 4) Having signing authority
- 5) Being a member of the executive committee

STANDING COMMITTEES: The committees shall be drawn from Board members and interested members:

- a) Executive Committee
- b) Nominating Committee

- c) Financial Committee
- d) Marketing/PR Committee
- e) Special Events Committee
- f) Membership/Website Committee
- g) Education/Outreach Committee

SECTION 8.

Board Review and Evaluation: The Board shall hold one yearly meeting the purpose of which shall be to exclusively discuss and evaluate the effectiveness of the Board, both collectively and individually and the effectiveness of the Artistic Director and General Manager. This meeting shall take place towards the end of the fiscal year.

5. MEETINGS

Section 1. Attendance: Board meetings shall be open to the Board of Directors, the Artistic Director, the General Manager and any other interested company members, unless the Chair declares meetings of portions thereof to be *in-camera*.

Section 2. Frequency and Notice: The Board shall meet a minimum of once every two months, and more frequently when deemed necessary. Specific dates of meetings shall be determined at least two meetings in advance except in emergency situations.

Section 3. Action Without a Meeting: Action may be taken without a meeting if verbal consent from a majority of members is attained by phone or in person. Such action shall be reported to and recorded by the Secretary. Actions taken in this way shall be restricted to time-limited issues where immediate resolution is required.

Section 4. Quorum: Quorum shall be a majority of the Board members.

Section 5. Voting: All Board members in attendance are entitled to one vote.

Section 6. Annual General Meeting: The Annual General Meeting shall be held within two months of the end of each fiscal year.

6. FINANCES

- 1) The fiscal year of the organisation shall be from September 1st to August 31st.
- 2) The return to Revenue Canada shall be made by the appropriate dates as required by law. This return shall be prepared by the General Manager under the supervision of the Treasurer.

- 3) Financial statements of specific productions or projects shall be presented to the Board by the General Manager within a month of the completion of each production or project.
- 4) The books shall be regularly audited by a General Accountant as per federal law.

7. PERSONAL LIABILITY

Directors of a not-for-profit corporation are jointly and severally liable to the employees of the corporation for debts not exceeding 6 months' wages and up to 12 months' vacation pay.

A director's duty is to the corporation and its members. As such, all directors must act honestly and in good faith with the best interests of the corporation in mind when exercising powers and discharging duties.

All directors of a not-for-profit corporation must comply with the CA, Letters Patent, by-laws and other instruments governing the affairs of the corporation.

Directors may be responsible for statutory penalties for failure to make appropriate filings and to keep proper records for the corporation.

8. AMENDMENTS

This Constitution may be altered or amended by the passage of amendments at any two (2) consecutive meetings of the Board of Directors of the Corporation. A two-thirds vote is required to pass any constitutional amendments.

THEATRE KINGSTON is incorporated as The People's Theatre Kingston, Inc. The company is a registered not-for-profit organisation.
Charitable number: 138546692RR0001