

BY-LAW NO.1

A By-Law relating generally to the conduct of the business and affairs of KITCHENER-WATERLOO LITTLE THEATRE (herein called the "Corporation")

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WHEREAS by Letters Patent, dated February 4, 1970, the Kitchener-Waterloo Little Theatre, was incorporated in the Province of Ontario;

BE IT ENACTED as a By-Law of the Kitchener-Waterloo Little Theatre the following:

1 INTERPRETATION

In this By-Law and all other by-laws and resolutions of the Kitchener-Waterloo Little Theatre, unless the context requires otherwise:

- a. The singular means the plural;
- b. The masculine shall mean the feminine (or vice versa);
- c. "Act" means the Corporations Act (Ontario) RSO 1990 c.38, as amended and any statute enacted in substitution therefore from time to time;
- d. "Board" means the Board of Directors of the Kitchener-Waterloo Little Theatre;
- e. "The Corporation" means the Kitchener-Waterloo Little Theatre as incorporated under the Act;
- f. "Director" means any Member who is elected to the Board of Directors;
- g. "Director at Large" means any Director who does not hold an Officer of the Board of Directors position as outlined in Articles 11 and 12.
- h. "Immediate family" means parent, spouse, son or daughter and brother or sister; i. "KWLT" means the Kitchener-Waterloo Little Theatre;
- i. "Member" means a Member as defined in Articles 7.1 and 7.2;
- j. "Officer" means any Member who is elected or appointed to conduct the day-today affairs of the Corporation.
- k. "Theatrical Season" means the collection of plays presented within a given term.

2 HEAD OFFICE

The head office of the Kitchener-Waterloo Little Theatre shall be in the City of Waterloo, in the province of Ontario at such place therein as may from time to time be determined by the Board.

3 TERRITORIAL JURISDICTION

The Kitchener-Waterloo Little Theatre shall have jurisdiction in the Province of Ontario under the authority of its Letters Patent.

4 CORPORATE SEAL

The seal impressed on the right margin of this By-Law shall be the corporate seal of the Kitchener-Waterloo Little Theatre.

5 PURPOSE

The purpose of the organization shall be to promote the art of theatre and to produce theatrical entertainment of as high a standard as possible.

6 OBJECTS

The objectives of the Corporation are to:

- a. Promote interest in and the practice of drama and the related arts;
- b. Establish and operate a theatre and repertory group;
- c. Provide facilities for education and instruction in the theatrical arts;
- d. Advance knowledge and appreciation of dramatic culture and tradition by theatrical performances;

and such other complementary purposes not inconsistent with these objects.

7 MEMBERSHIP

7.1 Classes of Members and Entitlements

The Corporation shall have six classes of membership – Full, Affiliate, Production, Junior, Family, and Life.

- a. A “Full Member” shall be an individual who supports the objectives of the Corporation. A Full Member shall have full rights to vote in the affairs of the Corporation and eligibility for election as an Officer or Director. A Full Member will otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors;
- b. An “Affiliate Member” shall be an incorporated or unincorporated organization or group who supports the objectives of the Corporation and carries on business or activities in a municipal, provincial or regional sub-district within the geographic jurisdiction of the Corporation. An Affiliate Member and its respective members may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors. An Affiliate Member is entitled to a single vote in the affairs of the Corporation. Such vote must be cast by an authorized agent of the Affiliate Member. An Affiliate Member is not eligible for election as an Officer or Director.
- c. A “Production Member” shall be an individual who supports the objectives of the Corporation, but does not otherwise qualify as a Full Member. A Production Member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but shall not have a right to vote in the affairs of the Corporation or be eligible for election as an Officer or Director;
- d. A “Junior Member” shall be an individual under the age of 18 at the beginning of his or her membership period that supports the objectives of the Corporation but does not otherwise qualify as a Full Member. A Junior Member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but shall not have a right to vote in the affairs of the Corporation or be eligible for election as an Officer or Director. A Junior Member who attains the age of 18 during his or her membership period may choose to pay the difference between the Junior membership fee and the Full membership fee. After paying this amount, he or she shall be a Full Member for the remainder of his or her membership period, and shall be entitled to all the privileges of a Full Member for that period;
- e. A “Family Member” shall be one or two adults, along with their children (if any), who in the opinion of the Board of Directors, live together as a family and support the objectives of the Corporation but do not otherwise qualify as Full Members. A Family Member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors. A Family Member is entitled to a single vote in the affairs of the Corporation. Such vote must be cast by one of the adults in the family. One adult of a Family Member is eligible for election as an Officer or Director.
- f. A “Life Member” shall be any person or organization that, by resolution of the Board of Directors, is deemed to have given distinguished service or support to the Corporation. A Life Member shall enjoy such entitlements to benefits and votes as from time to time defined by resolution of the Board of Directors and shall be entitled to all the privileges of a Full Member. A Life Member shall be exempt from membership fees.

7.2 Eligibility for Membership

Membership in the Corporation is open to any person who:

- a. Has paid the membership fees set by the Board of Directors;
- b. Has, in the opinion of the Board, a genuine interest in the objectives of the Corporation and whose application for membership has been approved by the Board (such approval shall not be unreasonably withheld) and/or;
- c. Any Corporation having its head office or carrying on business in the Province of Ontario whose application for admission as a Member has received the approval of the Board.

7.3 Membership Fees

1. The term of membership and its associated fees in each class shall be as from time to time defined by resolution of the Board of Directors.
2. Any Member whose membership fees are in arrears or who has not paid the required fee to renew his or her membership shall forfeit all rights and privileges of membership, until such time as the required fee is paid. If a membership fee remains unpaid for a period of 30 days from its due date or the relevant renewal date, the Member shall be deemed to have resigned his or her membership.

7.4 Exemption

The Board of Directors may vote to waive all or part of the membership fee for an individual if that individual is unable to pay the required fee due to financial hardship.

7.5 Termination

Membership is terminated when:

- a. The member dies, or in the case of a member that is a corporation, the corporation is dissolved;
- b. A member fails to maintain any qualifications for membership described in Article 7.2 of this bylaw;
- c. The member resigns by delivering a written resignation to the chair of the Board of Directors, in which case such resignation is effective on the date specified in the resignation;
- d. The member is expelled in accordance with Article 7.7 below or is otherwise terminated in accordance with the bylaws or Act;
- e. The member's term of membership expires; or
- f. KWLT is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the member, including any rights in KWLT property, automatically cease to exist. The Board of Directors will decide whether or not to refund any Membership fees received upon termination of a membership on a case by case basis at its sole discretion.

7.6 Expulsion or Suspension

The Board of Directors shall have authority to suspend or expel any member from KWLT for any one or more of the following reasons:

- a. Violating any provision of KWLT's letters patent, bylaws or written policies;
- b. Carrying out any conduct that may be detrimental to KWLT as determined by the Board of Directors at its sole discretion; or
- c. For any other reason that the Board of Directors in its sole discretion considers to be reasonable, having regard to the purpose and best interests of KWLT.

If the Board of Directors determines that a member should be expelled or suspended from

membership, the president shall provide 30 days' notice to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the President in response to the notice and/or submit to the President a written request to personally appear before the Board of Directors within such 30 day period. In the event that no written submissions or requests are received, the President may proceed to notify the member that s/he is suspended or expelled from membership.

If written submissions are received in accordance with this Article, the Board of Directors will consider them in arriving at a final decision and shall notify the member of such decision within a further 30 days from the date of receipt of submissions. The Board of Directors' decision shall be final and binding on the member, without any right of appeal.

If a request to personally appear before the Board of Directors is received in accordance with this Article, the President will invite the member to attend the next regularly scheduled meeting of the Board of Directors or an extraordinary meeting as determined by the Board of Directors at its sole discretion. The Board of Directors meeting shall take place no less than 30 days from receipt of the request. The member will be permitted to address the Board of Directors in confidence. The Board of Directors' decision shall be final and binding on the member, without any right of appeal.

8 DIRECTORS

8.1 Board of Directors

The affairs of the Corporation shall be governed by a Board of Directors comprised of at least 8 and no more than 12 Directors elected by the Members of the Corporation and the Past President who shall be a Director ex officio.

8.2 Eligibility

Any person is eligible to be a Director of the Corporation who:

- a. Meets the eligibility requirements for membership in the Corporation set out in Articles 7.1 and 7.2;
- b. Is an individual;
- c. Is a resident of Canada and/or carries on business in Canada;
- d. Is at least eighteen 18 years of age;
- e. Is not an un-discharged bankrupt; and
- f. Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

8.3 Term of Office

A Director shall hold office for a term of two years so long as he or she remains eligible under the terms of Article 8.2. Terms of office shall be staggered so that at least one-third of the full complement of positions (or four positions) expires each year. If four positions do not come up for election in any given year, the President shall request that required number of positions be opened for election from amongst the Directors-at-Large.

8.4 Election of Directors

Directors shall normally be elected by a majority of the Members in attendance personally at the Annual General Meeting of the Corporation. The election of Directors shall be conducted by secret

vote, either by written ballot or by show of hands. The candidate or candidates with the largest number of votes shall fill the Director vacancies where the number of candidates exceeds the number of vacancies to be filled.

8.5 Nomination of Directors

Nominations for vacant Director positions shall be submitted in writing to the Board of Directors at least seven days in advance of the meeting at which the vote is to be held. Such nominations shall contain the signature of two Members of the Corporation in good standing and a signed acceptance of the nomination by the nominee. Nominations may also be proposed at the meeting at which the vote will be held and must be supported by two Members of the Corporation in good standing and accepted by the nominee.

8.6 Vacancies

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Membership-elected Directors remains in office. A Director so elected shall remain in office until the next meeting at which Directors are to be elected. If there is not a quorum of Membership-elected Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacant Director positions.

8.7 Meetings

Meetings of the Board of Directors may be held at such times and at such places within the territorial jurisdiction of the Corporation as the Board may from time to time determine. The Board shall meet at least eight times each year.

Meetings of the Board of Directors can be called by:

- The President;
- Any four directors; or
- The Board of Directors.

8.8 Removal of a Director

A Director shall automatically cease to hold office if:

- a. A resolution to that effect is passed by a two-thirds majority of the Members of the Corporation voting at a meeting duly called for that purpose;
- b. He or she has resigned his or her office by delivering a written resignation to the Board of Directors;
- c. He or she has been removed by a motion of the Board of Directors under Article 8.14;
- d. He or she is found by a court to be of unsound mind;
- e. He or she becomes bankrupt;
- f. He or she dies; or
- g. The Director otherwise ceases to be eligible as a Member under the terms of Article 7 of this By-Law.

8.9 Conflict of Interest

Where a Director, either on his or her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he or she:

- a. Shall disclose his or her interest fully at a meeting of the Directors in the manner prescribed by Act;
- b. Shall disclose his or her interest and the general nature thereof prior to any

- consideration of the matter in the meeting;
- c. Shall not take part in the discussion of or vote on any question in respect of the matter; and,
 - d. Shall not in any way whether before, after or during the meeting attempt to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family Member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

8.10 Non-performance of Duties

Should a Director be dilatory in the performance of his or her duties, the Board shall instruct the President to discuss with that Director the question of resignation, or if indicated, to demand it.

8.11 Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

8.12 Notice of Meetings of Directors

Meetings of the Board of Directors may be held at any time and place provided that seven days notice, written or oral, of such meeting shall be given, to each Director and to the Membership. Notice by mail shall be sent at least 14 days prior to the meeting. Notice to the Membership shall be deemed given if posted on the Corporation's website or in the corporate newsletter. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.13 Attendance at Board and Committee Meetings

Board and committee meetings are open to the Membership. Any Member may ask to have any item of business placed on the agenda of a Board meeting. Such a request may not be unreasonably denied. Any Member may ask to speak to or against any resolution of the Board or any other matter before the Board. Such a request need not be made in advance of the meeting. Such a request shall be decided by the chair of the meeting, or by a vote of the Board. The Board may invite other interested parties to attend a Board meeting and in particular, the Board may seek the advice of interested parties and may invite individuals to be non-voting advisors to the Board.

8.14 Missed Board Meetings

A Director who is absent for three or more Board meetings may be removed by a motion of the Board of Directors.

If a Director does not attend three properly constituted Board meetings in a board's year, or three consecutive such meetings, the Board will include a statement in the minutes of the third meeting requesting a written explanation from the absentee Director. Inclusion of this request in the minutes shall be deemed to be sufficient notice to the absentee Director. If no written explanation is received from the absentee Director before the next Board meeting, the Director will be deemed to have resigned his or her position as Director and/or Officer of the Corporation.

The next Board meeting shall include a motion to remove the Director. A Director shall be permitted to

debate a motion to remove them brought under this Article. Should such the motion to remove be defeated, it may not be renewed at a future meeting unless that Director is absent from a subsequent meeting without being excused. The Board of Directors may excuse any number of absences included in the written explanation.

8.15 Voting

Each Director shall have the right to cast one vote in person on each resolution, except that the President or the Director acting as chair of the meeting may vote only in the event of a tie. No votes may be cast by proxy, telephone, or by, for or on behalf of any Director not in attendance at the meeting.

8.16 Quorum

The quorum for Board meetings shall be 50% + 1 of the Board Members in office at the time. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

8.17 Minutes

The minutes of the Board of Directors shall be available to the general Membership of the Corporation upon request to the Secretary. Each Director shall receive a copy of the minutes. Minutes of regular meetings of the Board of Directors shall include an account of the financial position of the Corporation as reported by the Treasurer. All financial statements presented to the Board of Directors shall be attached to the minutes of the relevant meeting.

8.18 Closed Sessions

Notwithstanding Article 8.13, the Board may, with reasonable justification, resolve to enter into a closed session that is not open to the general Membership of the Corporation.

9 POWERS OF DIRECTORS

9.1 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the power in particular to:

- a. Accumulate and invest corporate funds;
- b. Solicit donations and grants;
- c. Issue charitable receipts;
- d. Acquire, hold and dispose of real and personal property in accordance with Article 9.3;
- e. Hire employees and engage agents;
- f. Sue and settle claims;
- g. Set remuneration and fees;
- h. Issue cheques;
- i. Make rules and regulations; and
- j. Take any other action necessary on behalf of the Corporation.

9.2 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this By-Law or by resolution of the Board. No

individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this By-Law or by resolution of the Board.

9.3 Directors' Powers re: Real Property

The Board shall not acquire or dispose of real property unless sanctioned by an affirmative vote of at least two-thirds of the Members present at a property constituted Meeting of the Members.

9.4 Directors' Accountability

The Board and individual Directors represent the Membership of the Corporation and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to the Corporation for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every Director of the Corporation shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

10 OFFICERS

10.1 General

The Board of Directors shall, at the first meeting of the Board following the Annual General Meeting, or as often as may be required, elect Officers from among the Board Members and the general Membership of the Corporation to perform duties on behalf of the Board. While not sharing all of the same responsibilities as the Board of Directors, Officers are authorized by the Board to act within their designated areas. All Officers shall report to the Board of Directors. The Officer positions outlined in Article 11 must be filled by Board Members; however, the Officer positions outlined in Article 12 need not be Board Members.

10.2 Term of Office

The Officers of the Corporation shall hold office for 1 year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

10.3 Removal from Office

If an Officer is dilatory in the performance of his or her duties, he or she may be removed from office by resolution of a two-thirds majority of the Board of Directors. If such Officer is a member of the Board, he or she will remain on the Board of Directors and may be reappointed to another office.

11 OFFICERS OF THE BOARD OF DIRECTORS

11.1 General

From among the Board members, the Board shall elect Officers in the positions of President, Vice President, Treasurer, Secretary, Executive Producer, Artistic Director, Membership Director, Communications Director, Rentals Manager, and Box Office Manager. The Board may from time to time elect any other Officers it requires from among its members. Multiple Offices may be held by the

same person, except where otherwise directed by the Act or by-laws.

11.2 President

The President shall be the chief executive Officer of the Corporation. He or she shall preside at all meetings of the Corporation and the Board of Directors. He or she shall generally oversee and supervise the governance of the Corporation including the signing and carrying into effect of by-laws, special resolutions and other such documents requiring his or her signature and such other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

11.3 Past President

The Past President shall serve the Board of Directors in an advisory capacity and shall perform such duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office. The Past President shall not serve as such for longer than one year. If a President resigns his or her position before the end of his or her term for any reason, he or she shall not be eligible to become Past President.

11.4 Vice-President

The Vice-President shall, in the absence of the President, preside over meetings of the Corporation and of the Board and otherwise exercise all the powers and duties of the President. The Board, in the absence of the President and Vice President, may appoint from among its numbers an acting chairperson. The Vice President shall also be responsible for the following functions:

- a. Grant applications and other corporate fundraising;
- b. Ensuring, in co-operation with the Treasurer, that KWLTL's corporate and charitable statuses are maintained and that KWLTL complies with all necessary filing requirements;
- c. Maintaining adequate corporate insurance; and d. Liaising with other theatre groups and organizations.

The Offices of Vice-President and Treasurer may not be filled by the same person.

11.5 Treasurer

The Treasurer shall receive all monies paid to the Corporation and be responsible for depositing them 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. The Treasurer shall properly account for the funds of the Corporation and keep such books as may be directed by the Board. He or she shall present a full detailed account of receipts and disbursements, and the financial position of the Corporation to the Board no less than once per quarter and whenever requested, and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Corporation and submit a copy of same to the Secretary for the records of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors. The Office of Treasurer may not be held by an individual holding one or more of the following Offices: Vice-President, Rentals Manager, and/or Box Office Manager.

11.6 Secretary

The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when

authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary shall be responsible for maintaining all official records of the Corporation excluding financial records.

11.7 Executive Producer

The Executive Producer shall be responsible for liaising between each production and the Board and coordinating workshops and classes offered to the general public.

11.8 Artistic Director

The Artistic Director shall be responsible for coordinating the Theatrical Season in accordance with Article 24 of this By-Law, together with such other duties as may from time to time be directed by the Board of Directors.

11.9 Membership Director

The Membership Director shall be responsible for maintenance of the Membership list and issuing of Membership cards, together with such other duties as may from time to time be directed by the Board of Directors.

11.10 Communications Director

The Communications Director shall be responsible for publicity and promotion for KWLT in general and for specific productions and activities, together with such other duties as may from time to time be directed by the Board of Directors.

11.11 Rentals Manager

The Rentals Manager shall be responsible for the renting and booking of the physical premises of the Corporation and coordinating access thereof, together with such other duties as may from time to time be directed by the Board of Directors. The Offices of Rentals Manager and Treasurer may not be filled by the same person.

11.12 Box Office Manager

The Box Office Manager shall be responsible for coordinating ticket and concession sales together with such other front of house duties as may from time to time be directed by the Board of Directors. The Offices of Box Office Manager and Treasurer may not be filled by the same person.

12 ADDITIONAL OFFICES

12.1 General

The Board shall appoint from among the Corporation's Membership (including Board Members if so desired) a Building Manager, Bookkeeper, Webmaster, Technical Manager, and Privacy Officer. The Board may from time to time elect any other Officers it requires from among the Membership. Multiple Offices may be held by the same person, except where otherwise directed by the Act or by-laws.

12.2 Building Manager

The Building Manager shall be responsible for maintenance and upkeep of the physical premises of the Corporation and its contents, together with such other duties as may from time to time be directed by the Board of Directors.

12.3 Bookkeeper

The Bookkeeper shall assist the Treasurer in keeping the Corporation's books and records accurate and updated in a timely manner, together with such other duties as may from time to time be directed by the Board of Directors.

12.4 Webmaster

The Webmaster shall be responsible for the design and maintenance of the corporate internet presence, together with such other duties as may from time to time be directed by the Board of Directors.

12.5 Technical Manager

The Technical Manager shall be responsible for the upkeep and maintenance of all production equipment and the theatrical performance space, together with such other duties as may from time to time be directed by the Board of Directors.

12.6 Privacy Officer

The Privacy Officer shall be responsible for ensuring that the KWLTL Privacy Policy is adhered to, together with such other duties as may from time to time be directed by the Board of Directors.

13 INDEMNIFICATION

Every Director or Officer of the Corporation and his or her executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution, in good faith, of the duties of his or her office or in respect of any such liability;
- b. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default. The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation.

14 COMMITTEES

The Board may, from time to time, by resolution, establish such ad hoc committees with such duties and powers as it deems to be in the interests of the Corporation. Except as otherwise established in this By-Law, each such committee shall be chaired by a Director, have the committee membership and terms of reference approved by resolution of the Board, shall consider such matters as are referred to it by the Board, shall keep records of its activities and recommendations, and shall report to the Board at such intervals as required by the Board.

15 MEETINGS OF MEMBERS

15.1 Annual General Meeting

The annual meeting of the Corporation shall be held between June 1 and August 31 of each year at such date, time and place within the territorial jurisdiction of the Corporation as determined by the

Board for the purpose of:

- a. Considering and approving the minutes of the previous annual meeting and any Special General Meeting that may have been held since the last annual meeting;
- b. Receiving and considering audited financial statements for the preceding fiscal year;
- c. Receiving and considering such other reports and statements as are required by the Act;
- d. Electing Directors to the Board (note that said election does not include election of Officers)
- e. Appointing the auditors for the next fiscal year; and
- f. Transacting any other business properly brought before the meeting.

15.2 Special General Meeting

The Secretary shall call a Special General Meeting of Members at the request of the Board or upon receiving a written request signed by ten percent of the Members and stipulating the purpose of such meeting. Such meeting shall be scheduled within 30 days of receipt of the request at a date, time and place within the territorial jurisdiction of the Corporation as determined by the Secretary.

15.3 Notice and Agenda

Notice for any meeting of Members shall be given at least 15 days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Notice of meetings shall be deemed to be given if sent to the home or electronic mail address of each Member as it appears on the Membership roll. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a. A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least 10 days prior to such meeting; or
- b. Subject to the Corporations Act, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

15.4 Quorum

The quorum for a meeting of Members shall be determined at the time the meeting is called. Quorum shall be composed of voting Members who were not Directors at the time the meeting was called, and shall be equal to one less than the number of Directors at the time the meeting was called.

15.5 Chairing

Meetings of the Members will be chaired by the current President. If the President is unable to attend, the Board may appoint any other Member to chair the meeting. The Member who will be chairing the meeting will be responsible for preparing an agenda in advance of the meeting. The Board may require that the agenda be approved by the Board in advance of the Annual General Meeting.

15.6 Voting Procedures

Each voting Member shall have the right to cast one vote in person on each resolution put forth at each such meeting. No votes may be cast by proxy, telephone, or by, for or on behalf of any Member not in attendance at the meeting. A number of affirmative votes, at least equal to a simple majority of the number of voting Members present, shall be sufficient to carry and make effective each resolution voted upon, with the exception that a resolution to amend this By-Law must be voted in accordance with the provisions of Article 17. Any Member chairing a General Meeting will not be allowed to cast a vote, unless the result of a vote would otherwise be a tie, in which case the chairperson will be required to cast a vote.

16 ERRORS OR OMISSIONS IN NOTICE

An accidental error or omission in giving notice of any meeting required by this By-Law or the non-receipt of such notice by any Director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any Director, Member or the auditor of the Corporation may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

17 AMENDMENT OF BY-LAW

Any by-law of the Corporation not embodied in the letters patent may be repealed or amended by by-law enactment supported by unanimous consent of each and every Director of the Corporation signified in writing and the enactment shall hold force and effect until it is sanctioned by an affirmative vote of at least two-thirds of the Members at the next Annual General Meeting. If such by-law enactment is not so sanctioned it shall cease to hold force and effect immediately the resolution proposing such amendment is defeated.

18 APPOINTMENT OF AUDITOR

The Members shall, at each Annual General Meeting, appoint an external Auditor to review the accounts and annual financial statements of the Corporation for report to the Members at the next Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

19 BOOKS AND RECORDS

19.1 Maintenance

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 law are regularly and properly kept in whatever format is directed by the Board of Directors.

19.2 Access

The books and records of the Corporation may be inspected by any member of the Corporation at any time upon giving reasonable notice and arranging a time satisfactory to the Officer(s) having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.

20 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members, shall at and from that time cease to have any force and effect.

21 FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

22 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Directors or Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

23 BANKING AND BORROWING

23.1 Signing Officers

Signing Officers for the purposes of banking and borrowing will consist of the President, Vice President, and Treasurer. Two of these signatures shall be required for all financial transactions of the Corporation requiring signatures.

23.2 Debt and Loans

The Corporation shall not enter into debt nor issue any loans without a resolution consisting of a two-thirds majority vote of the Board of Directors.

24 THEATRICAL SEASON

24.1 Term of Season

The Theatrical Season shall be a period of one year. The start of the Theatrical Season shall be determined by resolution of the Board of Directors.

24.2 Content

The Artistic Director shall solicit plays and directors for the upcoming season. These choices will be presented to the Board of Directors for approval prior to the announcement thereof. The approved season will be presented to the Membership at a time, chosen by the Board of Directors, no later than the Annual General Meeting. The content of the Theatrical Season may be changed at any time upon resolution of the Board of Directors without notice to the Membership.

25 DISSOLUTION OF THE CORPORATION

In the event of the dissolution or winding up of the Corporation, all its remaining assets, after payment of liabilities, shall be distributed to one or more registered charitable organizations in Canada, or to a Canadian municipality.

26 SCHEDULE I. HISTORY OF AMENDMENTS

This By-Law was modified by a vote of the Membership at the 2016 Annual General Meeting on June 28, 2016. It replaces the By-law originally adopted June 20, 2012 by a vote of the Membership at the 2012 Annual General Meeting.

This By-Law replaces the By-Law adopted June 11, 2003. This By-Law replaces the Constitution adopted June 22, 1994. The 1994 Constitution replaced the Constitution dated June 30, 1984, which was modified (at least) in 1990, 1991, and 1992.