

# ORANGEVILLE MUSIC THEATRE

## CONSTITUTION & BY-LAWS

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## **Preamble**

**WHEREAS** the object of Orangeville Music Theatre includes:

To promote and encourage the development, exhibition and appreciation of live amateur musical theatre for the appreciation of the arts and crafts of community theatre.

**THEREFORE BE IT RESOLVED THAT** this By-law be enacted to set out the means by which Orangeville Music Theatre will conduct its business.

This By-law takes effect on \_\_\_\_\_, YEAR, and upon that date all previous By-laws of Orangeville Music Theatre are hereby revoked.

## **Article I - The Organization**

### 1.1 Organization

- a) The name of this Organization is **Orangeville Music Theatre** (herein after referred to as "OMT").
- b) OMT is a non-profit organization for the purpose of promoting live amateur theatre of the best quality and the highest standards of professionalism possible, for the benefit and enjoyment of the Members and the community at large.
- c) OMT will provide training and the opportunity for area residents to participate in the selecting, directing, producing and staging of musical and other theatrical presentations.

## **Article II - Membership**

### 2.1 Membership

Membership shall be open to all persons who are committed to the objective of the group, who agree to, and abide by the constitution of the group and who are otherwise qualified under the provisions set forth in the By-laws.

A Member in good standing for Orangeville Music Theatre will be defined as ;

- (a) having renewed their membership by receipt of payment of show fee in the last fiscal year, in an amount to be determined from time to time by the Board in accordance with section 2.2;
- (b) having been elected to sit on the OMT Board of Directors, whereby a show fee is not required;
- (c) having completed thirty(30) hours of volunteer time to support the betterment of OMT and it's productions, whereby a show fee is not required

Any person who has provided their contact information to OMT's database shall be considered a "friend" of OMT but will not have the right to vote unless they are a member in good standing in accordance with section 2.1

Terms of membership shall be for one(1) year from the date of receipt of the application and the show fee.

Each Member shall be entitled to one(1) vote, and shall have the right to vote on all matters before the Members

### 2.2 Show Fee

The Board may at its discretion develop caring rates for show fees, depending on whether the Member is an individual or family, and may outline its show fee structure in a Board policy.

The rate or rates of the show fee for the coming year shall be approved by ordinary resolution of the Board no later than thirty(30) days prior to the fiscal year end. Notice of the amounts due shall be made available on the OMT website as shortly thereafter as reasonably possible.

### 2.3. Resignation and Termination of Membership

A member to Orangeville Music Theatre ceases to exist when:

- (a) a Membership has expired and has not been renewed;
- (b) the Member resigned in writing to the Secretary;
- (c) the Member ceases to be eligible under the provisions of this By-law;
- (d) Orangeville Music Theatre is liquidated or dissolved; or
- (e) pursuant to a Special Resolution of the Board, the membership has been terminated by the Board, on the grounds that a Member;
  - (i) failed to adhere to any provision of the OMT By-laws or policies;
  - (ii) has conducted themselves in a manner which is detrimental to OMT, as determined by the Board at its sole discretion; or
  - (iii) for any other reason which the Board in its sole and absolute discretion considered to be reasonable, having regard to the object and purposes of OMT.

Where a Special Resolution to terminate a membership is before the Executive Officers of the Board, the process must be carried out in good faith and in a fair and reasonable manner, such that the Member who is subject of the Special Resolution is entitled to:

- (i) at least fifteen (15) days written notice of the Resolution and the reasons; and
- (ii) submit a written statement explaining why they oppose the Resolution, which shall be circulated to all Board Directors providing it is received by the Secretary no less than six (6) days prior to the scheduled date of the Board Meeting at which the matter will be decided.

Termination of any Member is made when there is 2/3 vote of the Executive Officers to do so. Should the matter be opposed, the termination shall carry by 2/3 vote of the Board of Directors. Upon any termination of membership, the rights of the Member including any rights in the property of the organization cease to exist. The Member shall nevertheless be responsible for the full show fee payable for the year in which the termination occurs.

### 2.4 Transferral/Refund of Membership

Membership is not transferrable, with the exception of a Member who is fourteen(14) years of age or younger for the purposes of attending the Annual General Meeting.

Show Fees are non-refundable thirty(30) days after payment is received at which time the fee shall be considered a donation to OMT.

OMT may, by majority vote of the Board of Directors, prescribe different categories of members and the qualification, requirements, obligations, privileges, and fees payable for each. (Appendix1).

### 2.5 Representation

Any Member or group of Members from OMT appearing elsewhere or representing OMT and/or using the name of OMT must first apply for and obtain permission from the Board of Directors.

## **Article III - Meetings of Members**

### 3.1 Notice of Meetings

At least one(1) meeting per year of the Members will be held, and that shall be the Annual General Meeting. Additional meetings, which shall be called 'Special General Meetings' may be held as necessary at the call of the President or if presented as requisition by a Member and approved by the Board of Directors

Written notice of the time and place of the meeting shall be sent to all Members entitled to receive notice as defined in accordance with Section 2.1. Notice shall be provided to the Membership not less than ten(10) and not more than fifty(50) days before the date on which the

meeting is to take place. Background materials necessary for voting Members to make an informed decision about Resolutions on the agenda shall be posted to the Orangeville Music Theatre website no later than ten(10) days prior to the meeting.

Notice of Member's meeting may be sent electronically unless a member requests in writing they wish to receive via a different method of notification.

No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall make the meeting, or the business conducted at the meeting, invalid.

### 3.2 Annual General Meeting

Annual General Meeting shall be called by the Board, and shall be held not more than six(6) months after the end of the fiscal year, and no later than fifteen(15) months after the preceding Annual Meeting, at a time and place determined by the Board of Directors.

Meeting of the Members shall be open only to:

- (a) Members eligible to vote at the meeting in accordance with section 2.1
- (b) Directors;
- (c) Persons admitted at the invitation of the President

### 3.3 Special General Meeting

Special General Meetings of the Members may be convened by the Board and by invitation of the President at any time, to deal with any business not specified herein as a matter for an Annual General Meeting. Notice of a Special General meeting shall state the business to be transacted. Only the business so stated may be dealt with at the meeting.

### 3.4 Requisition

Members who hold at least 5% of the voting rights can request the Directors to call a Special General Meeting of the Members. The requisition must be signed by no less than three(3) members in good standing and must state the business to be transacted at the Special General Meeting and must be sent to the President. The President will then bring the request forward to the Board at the next Board of Directors meeting. The Directors are not obligated to call a Special General Meeting if:

- (a) the Directors have already started the process of calling a members meeting
- (b) the business stated in the requisition is improper in that it is intended to enforce a personal claim or readdress a personal grievance against the organization, or its directors, officers or members.
- (c) it does not relate in a significant way to the activities or affairs of OMT
- (d) the rights to submit proposals are being abused to secure publicity

### 3.5 Adjournments

Members meetings may be adjourned at any time. Any business that might have been transacted at the original meeting may be transacted at the reconvened meeting. No notice of the adjournment shall be required, and an adjournment may be made notwithstanding that no quorum is present.

### 3.6 Attendance and Quorum

Members may participate in a meeting in person, by proxy, or by electronic or telephonic means providing that all the Members at the meeting can communicate adequately with each other. Any Annual General Meeting or Special General Meeting of Members shall require the presence of not less than eleven(11) members to constitute quorum.

### 3.7 Voting

Any Member may attend a meeting however, only those Members who are considered to be in good standing in accordance with section 2.1 as of the date of the General Meeting will be eligible to vote at the meeting.

Members must be fourteen(14) years of age or older to vote. Members who are under 14 years of age may have one parent or assign a proxy holder to vote on their behalf.

Each eligible Member is entitled to one(1) vote.

Unless otherwise required by the By-law or the Act, all resolutions shall be decided by Ordinary Resolution. In the case of an equality of votes the President shall be entitled to a second or deciding vote.

### 3.8 Proxy Voting

A Member entitled to vote at a meeting may appoint a proxy holder to attend and act at the meeting in the manner and to the extent authorized by the proxy. The proxy holder must:

- (a) be a member in good standing as set out in accordance of section 2.1
- (b) has been appointed by written and signed proxy, in a form approved by the Board no later than two(2) days prior to the meeting for which is intended.

A Member is entitled to hold only one(1) members vote in proxy.

Should the Annual General Meeting or Special General meeting be delivered solely by electronic means, proxy voting will not be eligible.

## **Article IV - Board of Directors**

### 4.1 Board Composition

The affairs of Orangeville Music Theatre shall be managed by a Board of no fewer than five (5) and no more than eleven (11) elected Directors. The Board shall be responsible for all business of the organization, setting out policy and making decisions on behalf of the OMT membership, and may seek assistance from any person who may further the best interests of OMT.

### 4.2 Director Eligibility

The following persons are disqualified from being a Director:

- (a) a person who is not an individual
- (b) a person who is under eighteen(18) years of age;
- (c) a person who has been found to be incapable in any court in Canada or elsewhere;
- (d) a person who has been convicted of an indictable offence.

### 4.3 Nominations for Election

Prior to each Annual General Meeting, the Executive Officers of the Board shall determine the number of anticipated vacancies and shall:

- (a) call for nominations to the Board,
- (b) specify the date by which such nominations must be received in order to be considered.

All nominations for positions as an Officer or Director must be submitted to the Secretary at least seven (7) days prior to the Annual General Meeting. The Member nominated for an Officer position must signify their willingness to stand either verbally or in writing at the Annual General meeting. Nominations for Officer posts will not be considered less than seven(7) days prior to Annual General meeting.

At the Annual General Meeting at which the election takes place, a Member may also nominate any individual for a position as a Director.

#### 4.4. Election of Directors

The Board of Directors of OMT shall be elected by the membership at each Annual General Meeting of Members.

All Board Members elected or appointed shall hold office for a one(1) year term, with the exception of the elected Officer of the Board who's terms shall be in accordance with section 7.1 The Board may continue to exercise all of its powers, provided that there are no fewer than five(5) Directors in office.

No person shall hold more than one office concurrently.

#### 4.5 Term of Office

Directors shall, except as provided herein, be elected to hold office until the subsequent Annual General Meeting following their election or until a successor is duly elected or appointed.

A Director may seek up to six(6) consecutive one(1) year terms in the same portfolio after which they will be eligible for re-election following an absence of at least one(1) year from the held portfolio.

#### 4.6 Termination - Directors

A Director ceases to hold office when they;

- (a) submit their written resignation to the President of the Board, specifying the date upon which it shall become effective;
- (b) become disqualified in accordance with the eligibility criteria outlined in the By-law;
- (c) are removed by 2/3 vote of the Members at a Special Meeting called for the purpose and for which notes have been given; or
- (d) is deemed to have resigned by failing to attend three(3) consecutive Board meetings, except where the Director has received the prior approval of the majority of the Board.

#### 4.7 Vacancies - Directors

Where the Board declares the seat of a Director vacant, and providing a quorum of the Board remains in office, the following provisions shall apply;

- (a) if the vacancy occurs within ninety(90) days before the Annual General Meeting, the seat will remain vacant until it is filled in the normal course;
- (b) if the vacancy occurs more than ninety(90) days prior to the notice of next Annual General Meeting, the Board shall appoint an eligible Member, and that appointee shall serve as Director until the next Annual General Meeting.

If a vacancy occurs and causes the number of Directors remaining on the Board to fall below quorum as defined by this By-law, then the Board shall forthwith call a Special General Meeting of the Members in order to elect new Directors.

### **Article V - Board Meetings**

#### 5.1 Call and Notice of Meetings

Directors' meetings may be called by the President or Vice President, or by the Secretary on the direction of the President.

Notice of such meetings shall be delivered or transmitted electronically to each Director not less than seven(7) days before the meeting is to take place.

A special meeting of the Board may be convened by the President, Vice President or a quorum of the Board for an urgent or unforeseen matter, Only such matters as are identified in the notice of the meeting may be dealt with at a Special Meeting.

A majority of elected Directors present in person or participation by electronic or telephonic means shall constitute a quorum for the transaction of business.

An agenda for each meeting shall be set by the Secretary in consultation with the President and/or Vice President.

#### 5.2 Quorum

A majority of elected Directors present in person or participating by electronic or telephonic means (50% + 1) shall constitute a quorum for the transaction of business.

Where quorum is present, Directors may exercise all powers of the Board, but no business shall be transacted in the absence of a quorum, except to adjourn.

#### 5.3 Participation by Electronic or Telephone Means

Directors may participate in Board and Committee meetings by telephonic or electronic means, provided that;

- (a) such means permit all participants to communicate with each other and;
- (b) if participating in Board meetings isn't possible

A Director so participating by electronic or telephonic means shall be deemed to have been present at the meeting.

#### 5.4 Voting

Matters before the Board shall be decided by Ordinary Resolution unless specified otherwise.

In case of an equality of votes, the President, in addition to his or her original vote, shall have a second or deciding vote. All votes at any such meeting shall be taken by show of hands unless any Director present requests a vote by ballot. A Director must inform the Secretary they wish a matter to be decided by ballot prior to the Motion being voted upon.

In the absence of the President, the duties of the President may be performed by a Vice President.

#### 5.5 Conflict of Interest

A Director shall be considered in conflict whereby:

- (a) Director resides on the Board or is an elected Officer of another theatre organization's executive committee during their term on OMT Board of Directors.

The Director shall disclose any conflict to the Board at the earliest time possible. The conflict will be presented at the following Board of Directors meeting for resolution.

A Director who may be considered in conflict as defined by the By-law shall not attend any part of a Board or Committee meeting during which the conflict is being discussed.

#### 5.6. Minutes

Minutes shall be taken at all meetings by the Secretary of the Board or their designate and shall include;

- (a) the time and place that the meeting is called to order;
- (b) the names of all Directors and members who are present;
- (c) the names of any guests in attendance;
- (d) the approval of the agenda and minutes of previous meeting;
- (e) motions, noting the mover and the seconded;
- (f) whether each motion has been carried or defeated;
- (g) items of information including correspondence received by the Board;
- (h) Committee reports presented to the Board;
- (i) the departure of any Director(s) who leave before a meeting concludes, and the time of their departure; and
- (j) the time the meeting was recessed or adjourned.

Upon approval the Board, the minutes of Board meeting shall be ratified by signature (formal or electronic) by the Board President.



#### 5.7 Indemnification and Insurance of Directors and Officers

No OMT Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer, or for any loss or expense happening to Orangeville Music Theatre through insufficiency or deficiency of title to any property, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effect of OMT shall be deposited, or for any other loss, damage or misfortune whatever which call happen in the execution of the duties of the office.

Every OMT Director or Officer and his or her heirs, executors, and estate and effects, shall at all times, be indemnified and saved harmless out of the funds of Orangeville Music Theatre, from and against all costs, charges and expenses whatsoever which such Director or Officers sustains or incurs, except such costs, charges or expenses as are occasioned by that person's own willful neglect or default.

Orangeville Music Theatre will purchase and maintain insurance for the benefit of Officers, Directors, former Directors, and Member individuals who act or acted at the company's request, against any liability incurred by the individual acting in their capacity as Director.

#### 5.8 Remuneration and Expenses

The Directors and elected Officers shall serve without remuneration, providing however that a Director may be reimbursed for reasonable expenses incurred in the performance of duties on behalf of OMT. All expenses submitted must be presented with receipt to the Treasurer. Directors are expected to bring forward any projected expenses to the Treasurer and Directors for approval. Should the expense be required and the Director is unable to obtain pre-approval, the Director is expected to use fair and reasonable judgement.

#### 5.9 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall;

- (a) act honestly and in good faith with a view to the best interest of OMT and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer will comply with the Act and its Regulations, and OMT's Articles and By-laws.

#### 5.10 Member Attendance

Members may attend, observe and offer comments during a Board of Directors meeting, unless meeting is declared in-camera by the President. Members have no voting authority at Board of Director meetings.

### **Article VI - Standing and Ad Hoc Committees**

#### 6.1 Standing and Ad Hoc Committees

Standing and Ad Hoc Committees may be established by the Board to conduct such business and perform such duties as the Board may from time to time determine. Committees shall report and make recommendations to the Board, but unless specifically authorized by Board resolution, or Executive Committee, shall take no actions which would bind the Board.

The Board may at its discretion appoint Directors and Members to serve as members of the Committee.

Each Director and Officer is expected to sit on at least one Board Committee.

## 6.2. Executive Committee

The voting Members of the Executive Committee shall be comprised of the elected Officers of OMT.

Meetings of the Executive Committee shall be chaired by the President.

Three(3) members of the Executive Committee shall constitute a quorum. Executive Committee members may participate in meetings by telephonic or electronic means, provided that such means permit all participants to communicate with each other. A Committee member so participating shall be deemed to have been present at the meeting.

The Secretary or designate shall record the minutes of the Executive Committee.

## **Article VII - Officers**

### 7.1. Election of Officers

Nominations for all Elected Officers to the Board must be done in writing seven(7) days prior to the Annual General Meeting and will not be accepted at the Annual General Meeting at which the election takes place. The Officers shall be elected by the Members at the Annual General meeting following the end of their term as Officer.

The elected Officers of the Board shall be;

- (a) the President;
- (b) the Vice President(s) - two (2) may be elected;
- (c) the Secretary and;
- (d) the Treasurer

The Officers shall be elected for a two-year term in office, with Officer elections occurring as follows:

- (a) Vice President and Secretary shall be elected in even numbered years;
- (b) President and Treasurer shall be elected in odd numbered years.

No person may be elected President unless they have served on the Board of Directors for the two(2) consecutive previous years.

No person may be elected for Office of Vice-President, Secretary or Treasurer unless they have served on the Board of the Directors for the previous one(1) year term.

No Officer shall hold more than one office concurrently.

All Elected Officers may seek up to three(3) consecutive two(2) year terms, after which they will be eligible for re-election following an absence of at least one year from the portfolio held.

### 7.2 Termination and Vacancy - Officer

An Officer shall cease to hold office when he or she;

- (a) resigns in writing;
- (b) is deceased; or
- (c) is removed by 2/3 vote of the Board, which shall be at the Board's sole and absolute discretion.

If an office is vacated before the end of an elected Officer's term, the Board will hold a meeting within four (4) weeks from the date of vacancy for the purpose of electing a new Officer into the position.

If a vacancy occurs in the office of President, the Vice-President shall server as Interim President pending the election of a new President.

The Board may from time to time and at their sole discretion delegate any of the powers of an Officer to any other Officer or Director

### 7.3 Officer Duties

The duties of the Officer shall include but shall not be limited to the following;

- (a) **President:** The President shall preside over meeting of the Members, the Board and the Executive Committee. The President shall be charged with the general supervision of the business and affairs of Orangeville Music Theatre, and shall be the spokesperson for the Board, unless he or she designates an alternate spokesperson for a particular issue or event. The President or designate shall be an ex-officio member of Board of Directors and will have held a Director seat for at least the two(2) years prior. During an absence or inability of the President, his or her duties and powers may be exercised by the Vice President(s).
- (b) **Vice President(s):** During the absence or inability of the President to serve for any reason the duties of the President shall be exercised by the Vice President. In addition the Vice President shall perform such other duties as may be assigned by the Board from time to time. The Vice President shall chair the nominating Committee.
- (c) **Secretary:** The Secretary shall be *ex officio* clerk of the Board of Directors. He or she shall attend all meetings of the Board and shall cause to be recorded all facts and minutes of all proceedings in the companies records for that purpose. The Secretary shall be responsible for ensuring that the required company records are kept, and all notices are given to Members and Directors, and shall perform such other duties as may from time to time be determined by the Board. The Secretary may delegate any or all such duties to other Officer or Board Member.
- (d) **Treasurer:** The Treasurer shall be responsible for ensuring the full and accurate accounts of all receipts and disbursement of Orangeville Music Theatre are kept in proper books of account and that the funds of OMT are disbursed in accordance with the direction of the Board and Executive Committee. The Treasurer will ensure the taking of proper vouchers and regularly reporting to the Board an account of all transactions and financial portion of OMT. The Treasurer shall also perform such other duties as the Board may from time to time determine and may delegate any or all such duties to another Officer.

## **Article VIII - Records**

### 8.1 Required Records

Orangeville Music Theatre shall keep and maintain the following records:

- (a) the Articles and By-laws, and any amendments to them;
- (b) the minutes of meetings and any resolutions of the Members;
- (c) the minutes of meeting and resolutions of the Board of Directors, and any committees of the Board;
- (d) a register of Directors, Officers and Members;
- (e) A copy of accounting records or financial statements adequate to enable the Directors to ascertain the financial position of the company with reasonable accuracy on a quarterly basis

### 8.2. Access to Records

Any request for access to records will be provided in writing to the President or Secretary. All requests will be brought forward to the Officers, and if required, the Board of Directors for further review.

A Member is entitled upon written request and free of charge to one(1) copy of the Articles and By-laws, including any amendments to them.

## **Article IX - Finances**

### 9.1 Finances

The fiscal year shall begin on the first day of August and shall end on the thirty-first day of July in the following year.

The business of Orangeville Music Theatre shall be carried out without purpose of gain for its Members and any profits or other accretions to OMT shall be used in promoting the purpose of Orangeville Music Theatre. The Board of Directors has exclusive authority to commit to the expenditure of the Organization's funds

Signing officers shall be appointed based on the needs of the current Executive Committee and will be any combination of the Treasure and two(2) other Officers. Any two(2) of whose signatures are required to release funds.

Any advances, or other indebtedness in the name of the Organization must be pre-authorized by the Board of Directors.

### 9.2 Fiscal Year

The fiscal year shall be considered for the period between August 1 to July 31 of the following calendar year.

## **Article X - Dissolution**

Upon dissolution of Orangeville Music Theatre and after payment of all debts and liabilities, its remaining assets shall be transferred to one(1) or more successor organizations, or to such charitable organizations having similar objective and aims, or to such charitable organizations as may be determined at the discretion of the Board.

## **Article XI - Amendment of By-Laws**

The Board may pass, amend or repeal a By-law by Ordinary Resolution, except where to do so is contrary to the Act, provided that where the Board has approved any such amendments, it shall submit same to the Members at the next Members' meeting, and the Members may confirm, reject, amend or repeal the revised By-law.

Any amendment to the By-law by the Board shall take effect from the date of the Resolution of the Board, but shall cease to be in effect as of the date of the next Members' meeting if not submitted to the Members for a vote at that meeting, or if at that meeting such amendments are rejected by the Members.

Notice of any such changes, including the complete text of the previous and revised version of the By-law, must be given to the Members thirty(30) days before the meeting at which the amendment or amendments will be voted upon.

## **Article XII- Amendment of Constitution**

Any provision of this constitution may be amended upon 2/3 vote in favour of the amendment by members present at Annual General Meeting or Special general meeting of the members Proposed amendments must be submitted to the Board of Directors prior to their being presented at the Members' meeting.

Resolved by this Board this \_\_\_ day of \_\_\_\_, 2020

Signed by President, Vice President and Secretary.

APPENDIX 1

Membership Types and Fees for OMT

MEMBERSHIP TYPE	CAST MEMBER	ARTISTIC/ PRODUCTION TEAM MEMBER	OFF STAGE PRODUCTION MEMBER	BOARD OF DIRECTORS
DEFINITIONS	As defined in the cast member agreement	As defined in the artistic/production team agreement	Any non-paid production member who completed 30 hours of volunteer time	Conducts business on behalf of OMT Membership
FEES	SINGLE -\$60 FAMILY -Single fee + \$30 for each additional members	WAIVED	MINIMUM 30 HOURS VOLUNTEER TIME	WAIVED
PRIVILAGES	<ul style="list-style-type: none"> <li>• Attend AGM</li> <li>• Vote at the AGM</li> <li>• On stage for production</li> </ul>	<ul style="list-style-type: none"> <li>• Attend AGM</li> <li>• Vote at the AGM</li> </ul>	<ul style="list-style-type: none"> <li>• Attend AGM</li> <li>• Vote at the AGM</li> <li>• Off stage for production</li> </ul>	<ul style="list-style-type: none"> <li>• Attend AGM</li> <li>• Vote at the AGM</li> <li>• Vote at Board of Director Meetings</li> </ul>