



Kemptville Players Inc.

**Operating as
North Grenville Community Theatre** *(as of July, 2021)*

CONSTITUTION & BY-LAWS

**Adopted August, 1980
Revised July, 2005
Revised June, 2012
Revised September, 2016
Revised June, 2018
Revised January, 2019
Revised February, 2021
Revised June, 2022
Revised July, 2023
DRAFT in progress for 2024**

This Constitution supersedes all
previous versions of this document

CONSTITUTION

Definitions

In all by-laws of Kemptville Players Inc., unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the corporation. KPI refers to its Board as the Executive Committee, or The Executive;
- c. "By-laws" means all by-laws of the corporation as amended and which are, from time to time, in force and effect. This "CONSTITUTION" is the primary by-law of the corporation;
- d. "President" means the chair of the Board.

Name: The official name of our theatre group is Kemptville Players Inc., also known by the abbreviation KPI. The Ontario corporation number is 454057.

Incorporation: Kemptville Players Inc. was incorporated by Letters Patent on August 27, 1980.

Other Business Name: In 2021 we chose and registered an operating business name as North Grenville Community Theatre (NGCT).

Mission: KPI aims to increase awareness and appreciation of amateur theatre in North Grenville Ontario and the surrounding area.

Objects: The objects of the Corporation are as follows, excerpted from the Letters Patent for Kemptville Players Inc. dated 27 August 1980:

The Objects of the Corporation:

(a) To present, produce, manage, conduct and represent at any theatre, music hall, or place of amusement or entertainment such plays, dramas, comedies, operas, burlesques, pantomimes, revues, promenade and other concerts, musical and other pieces, ballets, shows, exhibitions and variety and other entertainment as the Corporation may from time-to-time think fit;

(b) To form and maintain a theatrical company and to carry on the general business of theatrical agents, theatre proprietors, lessees, builders, operators and managers;

(c) To promote, assist, educate and train students of the drama, directors and performers, costume and set designers, stage managers and production technicians by such methods as the Corporation may see fit, including the operation of schools and academies;

(d) To acquire privileges and rights to operate and exhibit to the public plays, musical and dramatic performances and productions of all types whether presented by personal appearances or by radio or television apparatus;

(e) For the objects of the Corporation and the convenience of its customers and patrons to carry on the business of beverage, tobacco, cigar and cigarette merchants and retailers, confectioners, florists and restaurant and refreshment room proprietors or any of such businesses.

Provisions:

- (i) the corporation shall be carried on without the purpose of gain for its members and any profits or other accretions the Corporation makes shall be used in promoting its objects;*
- (ii) upon dissolution of the Corporation, any assets remaining after the payment of the debts and liabilities shall be transferred to either a successor in purpose and objectives or, failing that, to such charitable organizations as the directors of the Corporation shall decide upon;*
- (iii) the directors shall serve as such without remuneration and no directors shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.*

Policy: This is a not-for-profit corporation and as such the organization shall be operated without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its objectives.

Membership: Membership is open to any person or group that is interested in helping to achieve the objects of KPI, and stays in good standing by continuing to support those objects. KPI is most active in finding members in North Grenville and the surrounding district.

Cooperation: KPI may choose to aid and cooperate with those bodies pursuing similar and compatible goals in North Grenville and the surrounding area.

Privacy: KPI is committed to respecting the privacy of its members and protecting personal information.

Annual General Meeting (AGM): This AGM is to be scheduled within 3 months following the fiscal year end.

Officers: The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, and Past President.

By-laws: The Board may propose bylaws in addition to this “Constitution” and amendments of those to regulate the affairs of the Corporation, which should be submitted for approval at a general, special, or annual meeting of members. In cases of urgency, the Board may pass Interim Bylaws provided they are consistent with this Constitution. Interim Bylaws stand only until the next meeting of members which should be called without undue delay.

Fiscal Year: The fiscal year of KPI runs from July 1 through June 30 of the following year.

Reports: 10 days before AGM the President, Treasurer and Committee Chairs shall submit a written report for the AGM outlining their activities over the previous year.

Revision of the Constitution: Changes to the “Constitution”, which is this primary by-law of the corporation, must be ratified by the quorum of members at the AGM or at a Special Meeting called by the President. In any event, it should be reviewed on a five-year basis. Proposed revisions to the Constitution must be sent to the members at least 10 days before the meeting.

BY-LAWS

ARTICLE 1 Membership

Membership is effective as of the first day of the Fiscal Year (1 July). Members who have paid dues for twenty-five (25) years continuously become life-time members and consequently their dues are waived.

The Board may establish policies concerning classes of members, dues, benefits, and other aspects of membership.

KPI assumes no liability for non-members.

Only paid-up members (including those for whom dues have been waived) are entitled to:

- vote at elections and be candidates for Officer and Board positions
- sit on Committees
- participate in KPI productions

ARTICLE 2 Duties of Officers

The individual duties of each Officer position are assigned by the Board and shall be included with the policies of the Corporation. The Board may amend these duties as required to be consistent with the Constitution and Bylaws.

ARTICLE 3 Board of Directors

The Board of Directors shall consist of the Officers and up to four (4) Directors at Large. The Directors at Large shall be appointed by the Officers.

ARTICLE 4 Committees

The Board may establish Committees as required to help plan and implement the objects of the Corporation. Committee Chairs are appointed by the Board and their mandates are set as required. The President and Vice President have *ex officio* membership on all committees. Committees may add new members from the general membership as they wish. The Board shall maintain a current list of committees, their chairs and mandates.

ARTICLE 5 Meetings

NOTICE OF MEETINGS: There must be fair, timely, and adequate announcement of all meetings to all members who are qualified to attend.

BOARD: Board meetings shall be called by the President or Vice-President. If the Secretary is not present, an interim Secretary must be appointed. The Treasurer, if present, shall provide a report at each Board meeting for approval. Chair Committees shall provide their updating report at each Board meeting.

SPECIAL MEETINGS: Special meetings are called for a specified purpose, such as approval of amendments to the Constitution or Bylaws. Special meetings are to be scheduled with dates set by the Board as needed. Each member shall be given a minimum of 2 weeks advance notice of the meetings or notice as required by the *Act*.

GENERAL MEETINGS: General Meetings may be held from time to time. Each member shall be given a minimum of 2 weeks' notice of any General Meeting.

ARTICLE 6 Quorum

A quorum of 15 members or twenty-five (25) percent of the paid membership, whichever is lesser, is required to conduct business at a meeting of members (AGM, GM, or special meeting). Members voting by proxy and members participating remotely count towards quorum.

There must be a quorum of three (3) Officers for a meeting of the Board.

ARTICLE 7 Voting

BOARD MEETINGS: Each officer except for President shall have 1 vote on a motion. A simple majority carries the motion. In case of a tie, the President of the meeting casts the deciding vote.

GENERAL MEETINGS: Each member except for President shall have 1 vote on a motion. A simple majority carries the motion. In case of a tie, the President of the meeting casts the deciding vote.

AGM & SPECIAL MEETINGS: Each member except for President shall have 1 vote on any motion. In case of a tie, the President shall have the deciding vote.

ARTICLE 7.1 Voting for the Board of Directors/Officers at the AGM

ELECTIONS: The President of the AGM will call for elections of the Officers. The Nominating Chair will present the nomination slate of names for each position, and call for other nominations from the floor. Each nominee has to agree to accept the nomination, either in person or by proxy. After nominations for each position are closed, if there is more than one candidate, a general vote by the membership on that position is taken.

VOTING BY PROXY AT AGM OR SPECIAL MEETING: Members who cannot attend meetings may vote by proxy. The Nominating Chair shall provide rules for proxy with the Notice of the AGM.

ARTICLE 8 Terms of Officers/ Committees

The usual term of elected and/or appointed positions is one year (July 1st -June 30th), subject to the continuation of Officer positions provided for in Article 14.

There is no limit to the number of times an officer can hold the same office. No officer can hold more than one office at one time. The termination of the Committee positions coincides with the fiscal year.

ARTICLE 9 Vacancies

The Officers may name any paid-up members to fill any vacancies on the Board of Directors. If there is a vacancy among the Officers for any position except Past President, the Board may nominate one of its members, or, if that is not possible, another member of KPI in good standing to fill that Officer position. If this process in aggregate results in two or more persons becoming Officers, a special meeting of members will be called without delay to confirm the appointments.

ARTICLE 10 Resolutions

Resolutions may be made as follows by Members or by the Board. Such resolutions must be consistent with the Constitution and Bylaws of the Corporation or any governing legislation.

At the AGM, General Meeting or Special Meeting, any Member may propose a Resolution by motion as required to guide the activities of the Corporation.

At any Board Meeting, any Director may propose a Resolution by motion as required to guide the activities of the Corporation.

Article 11 Policies

The Board may establish Policies as required to guide the activities of the Corporation. Policies must be consistent with the Constitution and Bylaws. The Board shall maintain a current list of policies.

Article 12 Financial Examiner

An Examiner, who cannot be an Officer, shall examine KPI financial records for the previous fiscal year and report to the Board in time for that report to be included at the AGM.

The Examiner does not have to be a professional auditor.

Provided the annual revenues of KPI remain less than \$100,000, the following resolution shall be presented:

EXEMPTION FROM AUDIT PROVISIONS

BE IT RESOLVED THAT, pursuant to the Not-for-Profit Corporations Act (Ontario), the members of the Corporation hereby consent to the exemption of the Corporation from the requirements of the Not-for-Profit Corporations Act (Ontario) regarding the appointment and duties of an auditor in respect of the next ensuing fiscal year of the Corporation, and in respect of each fiscal year thereafter until this consent is revoked.

Article 13 Storage

The Officers are responsible for ensuring appropriate storage for all KPI assets.

Article 14 Continuation

For greater certainty, Article 8 does not terminate the positions of the Officers of the Corporation, which remain in effect until replacements are made by election.

Appendix: Background note: History

This is taken from the 2020 KPI website:

“A lot of plays have been rehearsed and performed over our 50-year history. Our very own and well-known Vida Hopson arrived in Kemptville in 1949 when Jim Morton was the head of an informal drama group called **Play for Fun**, a group that lasted until the 1950s. Then, after a 10-year hiatus, Vida revived the group in April 1967, naming it the **St. James Players**. Its first production was Noel Coward's “I'll Leave It To You,” put on at Leslie Hall. By 1974, the group had changed its name to the **Kemptville Players** to reflect the community. The name was incorporated in 1980 so our name is now officially Kemptville Players Inc. or KPI. We've performed plays at North Grenville High School and the Parish Hall at KCAT but most of our productions were presented at Leslie Hall. We now present our plays at The Urbandale Arts Centre at the Municipal Centre.”

“Kemptville Players Inc., the longest running theatre group in North Grenville, is committed to increasing awareness of amateur theatre through our theatrical production and support of community events in the Kemptville Ontario area. We encourage new members and support existing members to develop their theatrical skills while providing opportunities for creativity and camaraderie.”

For many years KPI rehearsed its plays at the Kemptville lodge of the IOOF. That building was constructed by Joseph Bower, who was born in South Gower and moved to Kemptville in 1835. We expect that there is still a mystical theatre connection for KPI to this Mr. Bower, whose great-great grand-children Jane and Peter Fonda became renowned performers.

Appendix: Some background from Ontario corporation legislation

This Appendix is provided as a reminder that the legislation of Ontario governs the operation of corporations, and to illustrate the kind of provisions that may apply to Kemptville Players Inc. It is the responsibility of the Corporation to remain aware of changes in legislation that occurs from time to time.

The Acts may have provisions such as:

- “officer” means president, chair of the board of directors, vice-president, secretary, assistant secretary, treasurer, assistant treasurer, manager or any other person designated an officer by by-law of the corporation
- The letters patent, supplementary letters patent or by-laws of a corporation may provide for more than one class of membership and in that case shall set forth the designation of and the terms and conditions attaching to each class.
- Members of a corporation may pass an extraordinary resolution to not appoint an auditor and to not have an audit in respect of the corporation’s financial year if the corporation had annual revenue in that financial year of no more than \$100,000
- The directors of a corporation may pass by-laws not contrary to this Act or to the letters patent or supplementary letters patent ...A by-law passed unless in the meantime confirmed at a general meeting of the members duly called for that purpose... is effective only until the next annual meeting of the members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

By-laws may regulate:

- (a) the admission of persons and unincorporated associations as members and as members by virtue of their office and the qualification of and the conditions of membership;
- (b) the fees and dues of members;
- (c) the issue of membership cards and certificates;
- (d) the suspension and termination of memberships by the corporation and by the member;
- (e) the transfer of memberships;
- (f) the qualification of and the remuneration of the directors and the directors by virtue of their office, if any;
- (g) the time for and the manner of election of directors;
- (h) the appointment, remuneration, functions, duties and removal of agents, officers and employees of the corporation and the security, if any, to be given by them to it;
- (i) the time and place and the notice to be given for the holding of meetings of the members and of the board of directors, the quorum at meetings of members, the requirement as to proxies, and the procedure in all things at members’ meetings and at meetings of the board of directors;
- (j) the conduct in all other particulars of the affairs of the corporation.