

DCP Articles and By-laws

TABLE OF CONTENTS

Part 1: INTRODUCTION	3
Part 2: DEFINITIONS	4
Articles of Incorporation	4
By-laws	4
Not-for-profit Corporations	4
Part 3: ARTICLES OF INCORPORATION	5
Name	5
Mission Statement	5
Objectives	5
Addresses	5
Classes of Members	5
<i>Membership</i>	5
<i>The Executive Committee</i>	6
<i>Executives</i>	6
<i>Officers</i>	6
Schedule of Meetings	6
DCP Membership Dues	6
Part 4: BY-LAWS	7
1.1 DCP Membership	7
<i>1.2 Rights</i>	7
<i>1.3 Duties and Obligations</i>	8
<i>1.4 Discipline / Termination of membership</i>	8
<i>1.5 Payment and Reimbursement to Members</i>	8

DCP
ARTICLES AND BYLAWS
PROPOSED, NOV 15

2 of 20

2.1 Executive Committee Membership	9
2.2 Elections	9
2.3 Terms	9
2.4 Vacancies	10
2.5 Executive and Officer ONCA Requirements	10
2.6 Legal Liabilities of Executives	10
2.7 Potential Conflict of interest	11
2.8 Executive Positions and Duties	11
2.9 Executive Committee Responsibilities and Functions	13
2.10 Executive Committee Meetings Quorum and Voting	14
2.11 Dismissal of an Executive Committee Member	14
3 Officer Positions and Duties	15
3.1 PRODUCER	15
3.2 DIRECTOR	16
3.3 STAGE MANAGER	17
3.4 Cast and Crew	18
Part 5: APPENDIX	19
Appx 1: Functions Typically Delegated by the Executive Committee	19
Appx 2: Safety Inspection Check List	20

DCP Articles and By-laws

Part 1: INTRODUCTION

In order to comply with the new Ontario Not-for-profit Corporations Act 2010 (ONCA), a complete review of the Letters Patent, Constitution and By-laws for the Dundas County Players Theatre Society (DCP) was conducted in 2022. This review provided the opportunity to update former DCP documentation to reflect requirements of ONCA and how the DCP organization operates.

Part 2: DEFINITIONS

Articles of Incorporation

Articles of incorporation are the documents that create the not-for-profit corporation. The Ontario Not-for-profit Corporations Act 2010 (ONCA) requires that specific information be included in the articles of incorporation (formerly called Letters Patent), including:

- the corporation's name
- the corporation's purpose
- the address of the corporation's registered office
- classes of members and the voting rights of each class or group (if applicable)

If any of the purposes are of a commercial nature, the corporation's articles must state that the commercial purpose is intended to advance or support one or more of the not-for-profit purposes.

By-laws

By-laws are rules that help govern the corporation's internal business and do not need to be filed with the government. By-laws set out the rights and responsibilities of the members, directors and officers, the procedures for decision-making and provide details about the corporation's structure.

Not-for-profit Corporations

A not-for-profit corporation under ONCA:

- is dedicated to purposes other than pursuing a profit
- is a corporation that does not issue ownership shares
- may not distribute any profits to its members, directors or officers
- must use any profit exclusively for its not-for-profit purposes
- includes both charitable and non-charitable organizations

Part 3: ARTICLES OF INCORPORATION

Name

The name of this not-for-profit corporation is Dundas County Players Theatre Society herein referred to as DCP.

Mission Statement

The purpose of the DCP is to foster community theatre and promote interest in the performing and related arts in Dundas County and surrounding areas.

Objectives

- To produce a minimum of two (2) theatrical productions per year
- To initiate other fundraising initiatives, the profits of which are used
 - to support art and cultural outreach activities
 - to support community not-for-profit organizations
 - to promote youth drama activities

Addresses

- The Postal Address is:

Dundas County Players
Box 1065
Winchester, ON
K0C 2K0

- The Resident Performance Venue is:

Winchester Old Town Hall
478 Main St
Winchester, ON
K0C 2K0

Classes of Members

Membership

Anyone can become a member in good standing upon payment of the annual dues.

DCP has two classes of members:

PROPOSED, NOV 15

- Adults, who have one vote each regardless of their elected or appointed role
- Youth under 18 years of age, who do not have a vote and cannot be elected to the Executive Committee

The Executive Committee

The Board of Directors is the Executive Committee and is composed of a minimum of three (3) and a maximum of twenty (20) members, elected or appointed.

Executives

Executives are members of the Executive Committee.

Officers

Officers are appointed members. They include the leadership team of DCP productions, such as the Producer, Artistic Director, and Stage Manager for the period from auditions until the day after the striking of the set.

Schedule of Meetings

DCP holds a minimum of one General Meeting annually, no later than January 31st. A minimum of 2-weeks' notice of the meeting is given to members.

The Executive Committee holds a minimum of eight (8) Executive Committee meetings per calendar year.

DCP Membership Dues

For each calendar year, the annual membership dues are set by the executive committee. Membership dues are payable to DCP any time during the year and expires at the end of the calendar year. Members must pay their dues in order to be able to vote at general meetings, and participate in productions.

Part 4: BY-LAWS

1.1 DCP Membership

Anyone can become member in good standing upon payment of the annual membership dues.

1.2 Rights

Members have the right to:

- receive two weeks' notice of DCP general meetings
- attend DCP general meetings
- vote at general or members' meetings if the member is eighteen (18) years old or older
- make or discuss proposals for consideration at members' meetings, which may be put into effect if passed
- call a members' meeting if at least ten (10) per cent of the members agree
- request and receive a copy of financial records forty-eight (48) hours before a general meeting
- access the DCP articles and by-laws, and the current list of Executives and Officers
- examine other documents such as minutes of general meetings upon making a request to the Secretary
- examine the members list after signing a statutory declaration respecting use of the documents and privacy.
- make a proposal that will be included in a meeting agenda notice if
 - the proposal is submitted at least sixty (60) days before the meeting
 - the proposal relates directly to the activities or affairs of DCP
 - no similar proposal has been suggested and voted down within the last two years
 - no similar proposal was proposed by the member who then failed to present it within the last two years
 - the purpose of the proposal is not to deal with a personal claim or to resolve a personal complaint against DCP or its executives, officers, members or debt obligation holders
 - the right to make a proposal is not being abused for publicity

- Members may attend executive meetings upon invitation of the Executive Committee.

1.3 Duties and Obligations

Members shall abide by the rules as set out in the Articles and Bylaws of DCP. Failure to do so may result in termination of membership. Members are not personally responsible for the debts of DCP.

1.4 Discipline / Termination of membership

Expulsion of any member can occur through a secret ballot vote of the membership and requires a 2/3 majority to carry. The member in question receives at least 15 days' notice of a disciplinary action or termination. The notice gives reasons and explains that the member has the right to be heard.

1.5 Payment and Reimbursement to Members

A member can be remunerated or reimbursed for reasonable expenses or for services provided to DCP, if approved by the Executive Committee.

2.1 Executive Committee Membership

A DCP Member becomes an Executive if:

- they are elected by DCP members, or
- they are temporarily appointed by the Executive Committee, or
- are current DCP production Director(s), Producer(s) or Stage Manager(s) These members are not counted in calculating a quorum.

2.2 Elections

Executives are elected by DCP Members at the Annual General Meeting (AGM). Members are nominated to stand for election to the Executive Committee and choose whether or not to accept the nomination. Self-nomination is permitted.

2.3 Terms

Executives hold office for a term of two years, or until their successors are elected. The term of an Executive may also end when that person

- resigns (A resignation takes effect when it is received by DCP or at the time stated in the resignation, whichever is later), or
- no longer meets the requirements of the position, or
- becomes incapacitated or dies.

The President and First Vice-President may not stand for a consecutive term in the same position.

Executives, except for the President and First Vice-President, may stand for election for consecutive terms in the same position but extensions are permitted only with a 50% +1 vote of the DCP Members at a General Meeting.

The immediate Past President who has completed a term as President may be a Member of the Executive Committee with full voting privileges until the end of term of the subsequent President. There will be no substitution for a Past President, thus if the Past President does not serve, that position will not be filled until the election of the next President.

2.4 Vacancies

In the event of a vacancy in the Office of the President, the First Vice-President fills the vacancy, and the Second VP becomes First Vice-President.

In the event of a vacancy other than of the President or First Vice-President, the Executive Committee may fill the vacancy by appointment.

2.5 Executive and Officer ONCA Requirements

Executives and Officers must be:

- a DCP Member
- an individual
- eighteen (18) years of age or older
- a person who has not been found incapable of managing property under the Substitute Decisions Act 1992, or the Mental Health Act
- a person who has not been found incapable by any court
- not bankrupt.

Executives and Officers must:

- act honestly and in good faith to serve the best interests of DCP
- exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances.
- upon election or appointment, review articles of incorporation, by-laws, financial statements and consider whether they have any potential conflicts of interest in relation to DCP's activities
- become familiar with document retention, and reporting requirements
- check that DCP provides liability insurance or indemnification for Executives and Officers
- sign a form of acceptance of their specific role on the Executive Committee within ten (10) days of their election.

2.6 Legal Liabilities of Executives

Executives are not personally liable for the debts of DCP if they act with the care, diligence and skill with which a reasonably careful person would have

acted in similar circumstances, including if they rely in good faith on professional advice.

Executives may be personally liable if they mismanage DCP assets.

2.7 Potential Conflict of interest

A conflict of interest is generally a situation where an executive or officer has a personal interest in, or can benefit from a business deal arising from their work with DCP. Both executives and officers must promptly report potential conflicts of interest. They cannot attend any part of a meeting in which the matter is discussed or voted upon.

2.8 Executive Positions and Duties

The Executive Committee of DCP shall be comprised of a minimum of three (3) executives and officers up to a maximum of twenty (20) executives and officers. It must include a:

- President
 - chairs all meetings of the Executive
 - appoints the Chairperson of each Committee
 - is an ex-officio member of all committees
 - votes only in the case of a tie.

- Secretary
 - keeps a the minutes of all the meetings
 - maintains a full up-to-date membership list
 - controls access to the list, according to Privacy Legislation
 - requires the signature of a Statutory Declaration by any DCP

Member requesting access to the membership list

- assists the President in preparation of meeting agendas
- processes all incoming correspondence
- drafts outgoing correspondence.
- ensures that DCP Members are notified of meetings
- informs DCP Members of upcoming events
- informs patrons of upcoming events and productions
- at the request of a play Producer or Director:

DCP
ARTICLES AND BYLAWS
PROPOSED, NOV 15

12 of 20

informs members of upcoming auditions
informs members of the need for production assistants

- Treasurer
 - does the accounting of DCP funds
 - deposits DCP money in the bank
 - pays all DCP bills
 - provides a financial update at each Executive Meeting
- presents a written report at the Annual General Meeting
- is authorized to sign cheques along with either of two others (who are not related to each other) appointed by the executive committee. All cheques will be signed by two of these three

and may also include a

- First Vice-President
 - o assumes the duties of the President in their absence
 - o in event of the departure of the President, assumes their duties until a new President is elected
- Second Vice-President
 - o assumes the duties of the First Vice-President in their absence
 - o In the event of the departure of the First Vice-president, assumes their duties until a new First Vice-President is elected
- Patron/Sponsor Coordinator
 - o solicits new patrons and sponsors and maintains timely contact with them concerning news and events
- Webmaster
 - o maintains the DCP website
 - announces upcoming plays
 - documents past plays
 - assists Producers to set up on-line tickets sales for each production
- Executive(s)-at-Large

PROPOSED, NOV 15

- takes on duties as assigned by the President or Executive Committee as needed.
- (Past President, if available)
 - acts as a mentor to the President and provide continuity and institutional memory
- Officers are temporary, non-voting members of the Executive Committee. During the calendar year, the number of executives will fluctuate based on the production cycle.
 - Producer
 - Director
 - Stage Manager

2.9 Executive Committee Responsibilities and Functions

Executives supervise the management of DCP by

- ensuring the objectives are properly met
- making all decisions relating to, and managing all aspects of operations
- ensuring financial stability
- the oversight of all productions:
 - approval of production budgets after confirmation of rights to the play
 - choice and reservation of venue
 - ensuring that proper auditions are held for each play
 - cancellation of productions if necessary
 - appointment and dismissal, if it becomes necessary, of Producers, Directors or Stage Managers of theatrical productions
- the formation of committees, as required
- the appointment of committee members
- the appointment of DCP representatives, as required
- the disbursement/allocation of general and production funds
- the approval of capital expenses up to a limit of two thousand five hundred (\$2,500.00) dollars per year. Once that total is exceeded, expenses must be approved by the general membership.
- the choice of plays for the next 2 (or more) years

DCP
ARTICLES AND BYLAWS
PROPOSED, NOV 15

14 of 20

- the filling of vacant Executive Committee positions up to $\frac{1}{3}$ of the executive
- the assurance that DCP online information is current
- the presentation of the financial statement and the results of the financial review
- the appointment of an auditor or a person to conduct an audit or a review engagement
- Executives have the right to attend and be heard at members' meetings.

2.10 Executive Committee Meetings Quorum and Voting

Attendance of more than half of the voting members of the Executive Committee constitutes a quorum. In the event of a loss of quorum, the meeting will be cancelled or postponed. All members of the executive, including the Past President have the right to vote with the exception of the President, who votes only in the case of a tie.

When in need of an immediate decision on a motion, voting by electronic media is authorized.

Officers are not counted in calculating a quorum.

2.11 Dismissal of an Executive Committee Member

Causes for dismissal include

- Absence from three (3) consecutive scheduled meetings of the Executive Committee or of a Standing Committee
- Failure to fulfill executive duties
- Behavior unacceptable to $\frac{2}{3}$ of the DCP membership

3 Officer Positions and Duties

3.1 PRODUCER

The play's Producer is charged with the successful presentation of the play and oversees all except the artistic elements of the production. The Producer's responsibility ends once the post production report is tabled. The Producer may delegate and supervise the performance of their responsibilities.

Reports To

- Executive Committee

Responsibilities

- sets the budget for the play with input from the director and the production team as required.
- presents a budget to the Executive Committee for approval. The producer collects all proceeds from each performance from the Front of House and remits it to the treasurer.
- acquires the rights for performing the play and must purchase as many copies of the script as needed, including one copy for the DCP library.
- confirms availability of the venue for the rehearsal and presentation of the performance.
- oversees the production and distribution of the programs.
- consults with the Director concerning the look and feel of the program to ensure continuity with the production.
- designs, produces and distributes tickets, including on-line sales, monitoring ticket sales, distribution to sales outlets, collecting money, and remitting it to the Treasurer.
- produces and distributes all advertising material, and other promotions such as raffles or contests.
- produces and distributes posters.
- communicates with the DCP Webmaster for advertisement of the production and online ticket sales.
- prepares a final financial report for presentation to the Executive Committee.

- ensures that a copy of a production poster and other related archival documents are handed to the secretary.
- collects membership dues and waivers from cast and crew as required.

3.2 DIRECTOR

The Director sets the production's vision, interprets the script and guides the actors, sets, and costumes to fit that vision. A Director's primary concern is the selection of the cast and providing the cast with artistic direction. The Director has the overall responsibility for decisions but leaves the implementation of the tasks to the Stage Manager and members of the production team. An Assistant Director and an Assistant Stage Manager may be added to the team to support as needed or to provide opportunities for mentorship.

Reports to

- The Producer in matters of the Producer's responsibility
- The Executive Committee for getting approval of the play as a DCP production.

Responsibilities

- Ask for approval to perform a play within DCP
- Signal to the executive if their chosen play has fight scenes or use of weapons, and present their risk mitigation approach. Fight scenes will typically be choreographed and rehearsed under the supervision of a certified fight trainer. Budget requests will reflect the training costs.
- Select the cast
- Interpret the play to the cast
- Take observation notes during rehearsals for discussion with the actors afterward
- Schedule rehearsals with the Stage Manager
- Be present at every rehearsal or delegate

PROPOSED, NOV 15

- Assign qualified people for specialized activities such as voice coaching, warm-up exercises, work with specific actors in specific scenes, dance events, physical acting and fight scene rehearsals.
- Encourage and coach actors.

3.3 STAGE MANAGER

The Stage Manager is responsible for the smooth operation of rehearsals and performances, including the supervision of crew handling sets, props, lighting, sound, backstage management, safety and health, including conducting a safety inspection according to the safety checklist (see appendix). During a performance, the Stage Manager takes over from the director and is responsible for execution of the performance. At this point, it is deemed that the cast no longer requires direction, but that they require stage management to perform as rehearsed.

Reports to

- Director during the rehearsals
- Producer during the performance

Responsibilities

Before the show

- Advertise, schedule, and attend auditions
- Attend all rehearsals
- Schedule rehearsals with the Director
- Inform cast and crew of their schedule and changes
- Set up rehearsal hall prior to each rehearsal
- Prompt the actors on their lines during rehearsal
- Maintain blocking notes
- Note all lighting and sound cues
- Take production notes in rehearsal and pass them to the appropriate members of the production team
- Attend all production meetings and take notes
- Ensure all props are acquired and available for rehearsal
- Decide on the number of 'crew members' needed during rehearsals and performances, and assign tasks.

PROPOSED, NOV 15

- Help resolve any conflicts among any cast or crew members
During the show
- Ensure liaison between green room and tech booth, and with the producer/front of house
- Call sound, lighting and other effects cues
- Ensure that cast are in place
- Ensure costumes and dressers (as required) are in place for each show
- Ensure that crew members fulfill their tasks
- Coordinate scene changes
- Keeps calm and order in the green room

3.4 Cast and Crew

- respect the Director's artistic vision to the best of their ability
- carry out their roles as part of the team
- support and encourage the other members of the team
- be a member of DCP
- sign a waiver

Part 5: APPENDIX

Appx 1: Functions Typically Delegated by the Executive Committee

The assignment of the following functions (in no particular order), either by forming committees (headed by an executive member) or assigning them to executive members individually.

- Outreach to DCP Members
 - arrange access to information
 - arrange workshops related to theatre, skills development
 - ensure a means of receiving input from members (suggestion box)
- Communications & Branding
 - to DCP Members
 - to the Public
 - to our Patrons
 - to our Sponsors
 - to the Township - especially scheduling plays and activities
- Play reading and recommending for production
- DCP Assets Management
 - o equipment
 - o props
 - o costumes
 - o rehearsal hall
- Legal Affairs
 - o Archiving and Records
 - bank accounts
 - online accounts and passwords
 - minutes
 - history
 - o Updating Articles and Bylaws
 - o Drafting of Legal Waivers for Members involved in productions
 - o Drafting of and Signatures for new Executives Mandate Form
- Audits
- Orientation of new executive committee members by outgoing executives

PROPOSED, NOV 15

- Ticket sales and Third-party sales (Over the counter, Eventbrite, PayPal and similar)
- DCP telephone account
- Safety and Health
 - briefing of Stage Manager
 - checklist for the rehearsal hall
 - checklist for productions
- Insurance
 - acquisition
 - maintenance
 - reviewing the policy
 - payment
- SOCAN music license

Appx 2: Safety Inspection Check List

(TBD)