

# Manitoba Association of Playwrights Constitution and By-Laws



Corporation Number 0649717, February 21st, 1984

## DEFINITIONS:

**“Board”** means the Board of Directors of the Organization

**“Director”** means a member of the Board of Directors

**“Executive”** means the group consisting of the President, Secretary and Treasurer or anyone else designated as an Officer of the Executive.

**“Officer”** means a Director is a member of the Executive.

**“Chair or Chairperson”** means the person chairing a meeting.

**“AGM”** means Annual General Meeting.

**“Member”** means a person who has fulfilled the membership requirements of the Organization as outlined by the Board of Directors.

## Constitution

1. Name:

The name of the organization shall be the Manitoba Association of Playwrights (hereinafter referred to as Organization).

2. Statement of purpose:

The Manitoba Association of Playwrights has as its objectives the following:

- a) To contribute to the development of a body of plays written by Manitoba playwrights.
- b) To provide information to the general public about playwriting in Manitoba.

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- c) To develop educational programs and increase the awareness of playwriting in Manitoba.
- d) To encourage communication and discussion among those persons interested in the art of playwriting in Manitoba and use the organization to support anyone in the public seeking assistance in the art of playwriting.
- e) To develop awareness in the general public of Manitoba playwrights and to encourage playwriting among the members of the organization to thereby raise the level of artistic sensibility in Manitoba.
- f) To deepen ties with other groups concerned with the development of Canadian and Manitoba Plays.
- g) To be actively involved in the Manitoba community at large in order to build a broad base of public support at the grassroots level for the writing of Manitoba plays.

### 3. Membership:

Membership in the Organization is open to any resident of Manitoba with an interest in playwriting.

### 4. Meetings

a) There shall be one Annual General Meeting of members each year, of which each member shall be given notice by email, social media or newsletter. Non-receipt of such notice by any member shall not invalidate the proceedings of any Annual General Meeting. The place and date of the Annual General Meeting shall be determined by the Board of Directors.

b) Special meetings of the general membership may be called at any time by the Board of Directors, or shall be called within 10 days upon demand by 10 of the members making a specific request through the Board of Directors, and each member of the Organization shall receive notice thereof in the same manner as for an Annual General Meeting.

c) Each member in attendance at the Annual General Meeting shall have one vote for all motions proposed for consideration by the members at the meeting, with motions being determined by the majority of votes cast, unless otherwise indicated by this Constitution.

d) There shall be no proxies.

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e) Absentee Voting by Mail Ballot: A member entitled to vote at a meeting of members may vote by mailed-in ballot, telephone or other electronic means if the Organization has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Organization without it being possible for the Organization to identify how each member voted.

f) The membership may pass resolutions at Annual and Special General Meetings directing the Board of Directors in matters of Organization policy.

g) Informal meetings of the General Membership in order to discuss either the craft of playwriting or other related activities may be held at any time during the year.

### **5. Board of Directors**

a) At each Annual General Meeting, nominated Board members or those renewing for another term shall be voted on to serve a two-year term. If the person(s) to be voted on will not be present at the AGM they must send an e-mail to the Secretary of the Board noting they consent to the nomination or renewal no later than 12:00 noon on the day of the AGM.

b) The Executive Officers of the Organization are the President, Secretary and Treasurer, and other Officers so determined by the Board, shall be elected at the next Board meeting following each AGM.

c) The term for a Director is two years. They can be nominated for up to 2 additional consecutive terms (i.e. a total of 6 consecutive years).

d) The Board of Directors shall have the power, from time to time, to elaborate and implement policy as well as to pass by-laws not in contravention of this Constitution, on such matters as:

- i) membership dues
- ii) order and method of meetings
- iii) agenda for meetings
- iv) establishment of committees and creation of terms of reference for those committees
- v) the holding of referendums
- vi) the conduct in all other particulars of the affairs of the Organization.

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e) The Board may, at any time and from time to time, amend, repeal or re-enact this by-law or any subsequent by-laws enacted by a majority of the Board, and such repealing, amending or re-enacting of the same, shall only have force until the next Annual General Meeting of the Organization and, in default of confirmation, shall at and from that time cease to have force, and in that case, no new by-law to the same or like effect shall have any force until confirmed at a meeting of the Members of the Organization. Any proposal to amend these by-laws shall be included with the notice of the Annual General Meeting at which the amendment is proposed.

f) The Board of Directors shall have the power to engage an Executive Director at a remuneration determined within the framework of the budget presented at the Annual General Meeting. The performance and the position of the Executive Director shall be reviewed annually, before each Annual General Meeting.

g) The President shall submit an annual report at the Annual General Meeting.

h) The President or a Director shall preside at all meetings of the Organization at which they are present. If all members of the Board of Directors are absent from the meeting, that meeting shall elect a chair from its membership to preside at that meeting only.

i) The Board of Directors shall have the power to set policy and take action, on behalf of the Organization. Policies enacted by the Board of Directors shall be within the framework of guidelines set forth at meetings of the General Membership.

j) The Executive Director, the President, and the Treasurer shall have signing authority for the Organization **as follows:**

i) Any one of the Executive Director, President or Treasurer shall have signing authority for cheques up to and including \$500.00.. For any amount over this limit any two of the Executive Director, President or Treasurer shall have signing authority. The Board can amend this clause through a motion and vote by email or at a Board Meeting.

ii) Online banking: Any two of the Executive Director, President and Treasurer shall have approval authority for all transactions regarding online banking.

iii) Any cheques being issued to the Executive Director must be signed by the President and/or the Treasurer with the same signing limit as set in j) i) above.

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iv) Online banking interac e-transfers made to the Executive Director (ex. Payroll) must be authorized by one of either the President or Treasurer.

k) The President and Executive Director shall act as chief spokespersons of the Organization in its relation with theatres, the media, and the public. No other member shall represent themselves as spokesperson for the Organization without first consulting the chief spokespersons.

l) The Board and the Executive Director shall be responsible for the review of membership status and rescinding the membership of any person who violates any By-law or Constitution.

m) The duties of the Secretary shall include the maintaining of minutes. The duties of the Treasurer shall include the supervision and the presentation of the annual financial report at the Annual General Meeting.

n) The Board of Directors shall meet at the discretion of the President. There shall be no less than 8 meetings per fiscal year.

### **6. Executive Officers**

The Executive Officers (herein after called the Executive) of the Organization shall be the President, Secretary, Treasurer and the immediate Past-President, and other Officers so determined by the Board of Directors.

### **7. Elections**

a) The results of all elections herein before set forth shall be announced not later than 30 days after the date thereof to all members of the Organization by email, social media or newsletter.

b) No member who has management or artistic responsibility with an established theatre company may be elected to the Executive.

### **8. Removal of Officers**

a) Any Officer of the Executive may be removed from office by a majority vote of the Board.

b) Upon resignation or removal of any Officer of the Executive, the Board of Directors shall elect such person as it considers fit to fill the vacancy thereby created for the duration of the term.

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### 9. Amendments to the Constitution

a) Amendments or new by-laws shall be given in writing addressed to the President 30 days prior to the Annual General Meeting.

b) Amendments to this Constitution require a two-thirds majority of those voting at an Annual General Meeting.

### **BY-LAWS**

BE IT ENACTED and it is hereby enacted as a by-law of The Manitoba Association of Playwrights (herein after called "the Organization)" as follows:

#### 1. HEAD OFFICE

The head office of the Organization shall be at such places in the province of Manitoba as the Directors of the Organization may decide.

#### 2. MEMBERSHIP

a) Any person who is interested in the Organization may apply for membership.

b) Annual membership fees shall be determined by the Directors prior to the beginning of each fiscal year.

c) If the Directors shall deem it necessary, they shall denote various categories of membership with varying fees and privileges.

#### 3. FISCAL YEAR

The fiscal year of the Organization shall terminate on the 30<sup>th</sup> day of June in each year, or on such other date as the Directors may by resolution determine.

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### **4. MEETINGS**

a) The originating meeting shall be the first Annual General Meeting.

b) The Annual General Meeting shall be held during the month of September or October on a day named by the Board of Directors, and 30 days' notice of such meeting shall be sent by e-mail to every member of the Organization, posted on social media, listed in newsletter or posted on website.

c) The Board of Directors or any Ten (10) members of the Organization may call a General Meeting of the Organization for any purpose. It shall be the responsibility of the Board of Directors to ensure that seven days' notice of such meetings including agenda shall be sent by e-mail to every member of the Organization, posted on social media, listed in newsletter or posted on website.

d) Every notice of the Annual General Meeting shall state the nature and the business of the meeting.

e) Questions arising at any meeting of the Organization shall be decided by a majority of votes. In case of an equality of votes, the Chair shall call a second vote. In the event the second vote results in an equality of votes, the resolution shall be lost.

f) The quorum for transaction of business at any General Meeting of the Organization shall be no less than Six (6) members.

g) Every member shall be entitled to one vote per motion at General Meetings; no voting by proxy will be permitted.

h) The rules of procedure at General Meetings of the Organization shall be determined at the first Annual General Meeting and may be amended by ordinary resolution.

### **5. BOARD OF DIRECTORS**

a) The affairs of the Organization shall be managed by a Board of Directors, each having one vote, and of whom a majority shall constitute a quorum.

b) The Board of Directors shall be elected by the majority of the membership at the Annual General Meeting of the Organization.

c) The Board of Directors shall consist of no less than Five (5) Directors and no more than Twelve (12).

d) The qualification of a Director shall be that said Director be in good standing of the organization.

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e) Directors shall be eligible for re-election at the Annual General Meeting of the members.

f) The office of the Director shall be automatically vacated:

i) If by notice in writing to the Organization, the Director resigns the office.

ii) If at any General Meeting of the Organization, two-thirds of the members present so decide that said Director be removed from office; provided that if any vacancy shall occur for any reason in this paragraph contained prior to an Annual General Meeting, the Directors may by resolution fill the vacancy with any person who could qualify as a Director at an Annual General Meeting. The person so-chosen shall hold office (subject to the provisions aforesaid), for the balance of the unexpired term of the vacating Director.

g) The Directors of the Organization shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties, and any Director who is a bona fide employee of the organization, whether full-time or part-time, may be paid remuneration with respect to services performed as an employee. Such Director shall declare if they are an independent contractor or employee of the Organization at the first meeting after the AGM and it be noted in the minutes of that Board meeting.

### **6. DUTIES OF DIRECTORS**

a) The Directors of the Organization shall be responsible for the coordination of the work of the Organization, and for carrying out the policies and directives of the Organization as determined at the Organization's Annual General Meeting.

b) The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Organization, for ensuring that funds of the Organization are accounted for, and for insuring that minutes of meetings of the Organization are maintained.

c) The Directors may exercise all such powers of the Organization as are noted by the Manitoba Corporations Act or by the by-laws required to be executed by members at the General Meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Organization, and may delegate by resolution to an officer or officers of the Organization the right to employ and pay salaries to the employees. The Directors shall have the power to make expenditures

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for the purpose of furthering the objectives of the Organization. When a Director presents an eligible expense for reimbursement it must be authorized by the Treasurer before payment. If it is the Treasurer requesting reimbursement, it must be authorized by the President.

d) The Directors may authorize the payment of all expenses incurred in setting up and registering the Organization, and all other expenses incidental to the formation of the Organization of which it considers preliminary.

e) The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next General Meeting of the members of the Organization when they shall be confirmed, and in default of confirmation at such General Meeting of members, shall at all times, and from that time, cease to have force and effect.

f) The Board of Directors shall take such steps as they deem expedient to enable the Organization to receive donations and benefits for the purpose of furthering the objectives of the Organization.

### **7. OFFICERS**

a) The officers of the Organization shall be a President, Secretary, and Treasurer, and such other officers as the Board of Directors may determine.

b) The officers of the Organization shall be appointed at the first meeting of the Board of Directors following each Annual General Meeting of members and, subject to the provisions of any written employment agreement; the Board may remove at its pleasure any such officer.

c) The Board may appoint such agents and engage such employees as it shall deem necessary if provided for in the budget and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

d) The officers of the Organization shall hold office for one year or until their successors are elected or appointed in their stead.

### **8. DUTIES OF OFFICERS**

a) The President shall preside at all meetings of the Organization and the Board of Directors. The President shall have the general and the active management of the business of the Organization, and shall see that all orders and resolutions of

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the Board are carried into effect. The President may be a non-voting member of all committees, and will prepare and submit to the members at the Annual General Meeting a statement and report of the preceding year for their approval.

b) If applicable, a member of the Executive shall, in the absence or disability of the President, exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board. Should all members of the Executive be absent or disabled, the performance of their powers and duties shall be delegated to a chairperson appointed by the Board.

c) The Secretary shall attend all sessions of the Board and all meetings of the members, and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision the Secretary shall be.

d) The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization, and shall deposit all monies and other valuables in the name and to the credit of the Organization and at such depositories as may be designated by the Board of Directors. The accounts maintained in such depository shall be in the name of the Manitoba Association of Playwrights. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they require it, an account of all transactions as Treasurer, and of the financial position of the Organization. The Treasurer shall be designated as one of the signing officers of the Organization in any financial transaction, and shall also perform such other duties as may be determined by the Board. The Treasurer can ask the Executive Director to make bank deposits and other duties deemed acceptable on approval of the Board.

e) In all cases of death, resignation, retirement, or removal from office of an officer, all books, papers, vouchers, money, and other property of whatever kind in their possession or in their control belonging to the Organization, shall be delivered to the Board of Directors.

f) The Chair may with the consent of any meeting adjourn the same, and no notice of any such adjournment need be given to all of the Directors. Any business may be brought before or dealt with at any meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling for same.

### **9. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

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- a) Contracts, documents, or other instruments in writing requiring a signature of the Organization shall be signed by any two of the Board of Directors, or, after the appointment of officers, any two of the President, Secretary or Treasurer, and all contracts, documents, and instruments in writing so-signed, shall be binding on the Organization without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the Organization to sign contracts, documents, and instruments in writing.

b) The terms “contract, or any instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and charges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

### **10. RESOLUTIONS AND AMENDMENTS**

a) The By-laws of the Organization may be amended at any Annual General Meeting of the Organization by an ordinary resolution adopted by a majority vote of the members of the Organization present and voting at any Annual General Meeting.

b) Any resolution other than a special resolution shall be deemed passed if a majority of the members present vote in favor of such resolution.

c) For all purposes of the Organization, “special resolution” shall mean a resolution passed by two-thirds majority of such members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose a resolution as a special resolution has been duly given.

### **11. INDEMNITIES TO DIRECTORS AND OTHERS**

Every Director or officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization and their heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Organization from and against:

a) All costs, charges, and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit or proceeding, which is brought or prosecuted against them for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of the

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duties of the office, except such costs, charges or expenses, as are occasioned by their own willful neglect;

b) All other costs, charges, and expenses which they sustain or incur in or about, or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect.

### 12. INTERPRETATION

In all By-laws and special resolutions of the Organization the singular shall include the plural, the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine. Whenever references are made in any By-law or any special resolution of the Organization or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment or such By-law, statute, or section thereof as the case may be.

### 13. BOOKS AND RECORDS

The books and records of the Organization shall be open to inspection by members at all reasonable times, upon reasonable notice at the office of the Organization.

### 14. WINDING UP

It is the unalterable provision of this By-law that members of this Organization shall have no interest in the property and assets of the Organization; and that upon dissolution or winding up of the Organization, any funds and assets of the Organization remaining after satisfaction of its debts and liabilities shall be distributed to a recognized charitable organization in the area whose subjects most closely accord with those of this Organization as determined by its members at dissolution.

Per : \_\_\_\_\_

Per : \_\_\_\_\_

Date: \_\_\_\_\_