



BYLAWS FEBRUARY 2019

CITT/ICTS's Mission is to actively promote the professional development of its members
and to work for the betterment of the Canadian live performance community

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MISSION AND PURPOSES

MISSION

CITT/ICTS's Mission is to actively promote the professional development of its members and to work for the betterment of the Canadian live performance community.

PURPOSES

CITT/ICTS is a non-profit Corporation organized and operated for charitable educational and scientific purposes. To ensure this purpose and the Mission of the Corporation are met, CITT/ICTS shall:

- A.** Promote safe and ethical work practices:
- B.** Organize workshops, conferences and other development opportunities:
- C.** Encourage the development of industry standards:
- D.** Actively support, and advocate for, on a local, regional and national level, the live performance industry and those that work in that industry:
- E.** Disseminate information and facilitate communication:
- F.** Encourage research and publication of the results of that research:
- G.** Promote and recognize work of excellence:
- H.** Encourage the membership to take an active role in fulfilling CITT/ICTS's mission.

DEFINITIONS

In these By-Laws:

- A. “*Annual General Meeting*” means the annual meeting of the Members.
- B. “*Board*” means the board of directors of the Corporation.
- C. “*By-Law*” means this By-Law and any other By-Law of the Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques as approved by the membership and which are, from time to time, in force and effect.
- D. “*Corporation*” means the Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques; CITT/ICTS.
- E. “*Director(s)*” means an individual occupying a position on the Board of Directors of the Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques.
- F. “*Member*” means a member of the Corporation.
- G. “*Officer*” means an individual who is a director and has been elected or appointed to one of the following officerships: President, Vice-President, Secretary, Treasurer, Past or President Elect.
- H. “*Ordinary Resolution*” means a resolution passed by a majority of more than 50%, of the votes cast on that resolution.
- I. “*the Act*” means the Canada Not-for-Profit Corporations Act (S.C. 2009, c. 23).

ARTICLE I - NAME and SEAL

NAME

The name of the Corporation is the CANADIAN INSTITUTE FOR THEATRE TECHNOLOGY/INSTITUT CANADIEN DES TECHNOLOGIES SCÉNOGRAPHIQUES and the acronym commonly used is CITT/ICTS.

SEAL

The Corporation may have a corporate seal in a form approved from time to time by the Board. If a corporate seal is selected and approved by the Board the Secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE II - LIMITATIONS

LIMIT OF ACTIVITIES

The Corporation shall not engage in activities that are not in furtherance of its stated purpose.

LIMIT OF EARNINGS AND INFLUENCE

No part of the revenue, assets or property of the Corporation shall enure to the benefit of any Member or individual, except an Organizational Member.

ARTICLE III — MEMBERSHIP, FEES, TERMINATION and DISCIPLINE

MEMBERSHIP CATEGORIES

The members of the Corporation shall consist of persons, corporations, partnerships and unincorporated associations interested in furthering the stated purposes of the Corporation.

The Corporation shall not discriminate or withhold membership for reasons of race, religion, creed, gender, sexual orientation, or physical disability.

The Board may, from time to time, and at its sole discretion establish membership categories, which may include but are not limited to:

- A. **“STUDENT”** Open to individuals who are recognized full time students at post-secondary institutions.
- B. **“INDIVIDUAL”** Open to individuals interested in furthering the stated purposes of the Corporation.
- C. **“PROFESSIONAL”** Open to individuals interested in supporting the Corporation at a higher level, in return for which the Board of Directors may from time to time specify certain benefits to be available only to professional members. In all other respects, professional members are entitled to the rights and privileges of individual members.
- D. **“RETIRED MEMBER”** Open to any individual that is no longer active in the industry and wishes to be a member of the Corporation.
- E. **“ORGANIZATIONAL”** Open to not-for-profit institutions such as universities, colleges, libraries and not-for-profit arts organizations.
- F. **“SUSTAINING”** Open to for profit organizations.
- G. **“CONTRIBUTING”** Open to any organization or individual wishing to provide a higher level of support to the Corporation.

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. All Organizational, Sustaining and Contributing Members shall have the right to designate one individual with the power to vote on behalf of the Member. Notice of such individual shall be filed with the Corporation prior to the commencement of any meeting where voting may take place.

MEMBERSHIP FEES

The Board shall establish dues for each category of membership. The Board shall be empowered to change the dues structure from time to time, as it may deem necessary.

PAYMENT OF MEMBERSHIP FEES

Membership fees are payable in advance of the term of membership.

Members shall be notified in a timely fashion that their membership fees are due.

FAILURE TO PAY MEMBERSHIP FEES

The failure of a Member to pay the established membership fees for their category of membership with fifteen (15) days after the due date shall result in suspension from the rights of membership in the Corporation; and if such fees

are not paid within thirty (30) days after the due date, their membership in the Corporation shall cease and terminate.

TERMINATION OF MEMBERSHIP

A membership in the Corporation is terminated when:

- A.** The Member dies, or in the case of member that is a corporation, that corporation is dissolved or liquidated,
- B.** The Member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the letter of resignation,
- C.** The Member is expelled in accordance with “Discipline of Members”,
- D.** The Member’s term of membership expires and is not renewed,
- E.** The Corporation is liquidated or dissolved under the Act,
- F.** The Member fails to pay their membership fees for the time period as set out above.

DISCIPLINE OF MEMBERS

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- A.** Violating any provisions of the articles, by-laws or written policies of the Corporation,
- B.** Engaging in any conduct which may be detrimental to the Corporation as determined by the Board at its sole discretion; including but not limited to, harassment, sexual harassment, fraud or other criminal behavior.
- C.** For any other reason that the Board, at its sole and absolute discretion, considers to be reasonable, having regard to the purpose and well-being of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days’ notice of suspension or expulsion to the Member, and shall provide reasons for the proposed suspension or expulsion.

The Member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, the President may proceed to notify the member that the Member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board’s decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE IV – MEETINGS AND VOTING

MEETINGS

ANNUAL GENERAL MEETING

The Annual General Meeting of the members of the Corporation shall be held at a place in Canada designated by the Board.

The Annual General Meeting shall be held at least once in each calendar year and no more than fifteen (15) months after the preceding Annual General Meeting.

At the Annual General Meeting, Members shall transact such business as may be referred to the meeting by the Board or contained in the Notice of Meeting. Any item of business not presented to the membership in advance of the Annual General Meeting shall be deferred to the next meeting of the membership (either Annual or Special)

All business transacted at the Annual General Meeting shall be special business except:

- A. Consideration of the annual financial statements and public accountant's reports, if applicable;
- B. Election of directors; and
- C. Re-appointment of the incumbent public accountant.

RECORD DATE FOR ANNUAL GENERAL MEETING

The Board of Directors may fix a date, not more than sixty (60) days prior and not less than thirty (30) days prior to the Annual General Meeting, as a record date for the determination of those Members entitled to notice of the meetings. Notwithstanding the establishment of a record date for determination of the entitlement to notice of an Annual General Meeting, all Members in good standing at the time of an Annual General Meeting are entitled to attend and vote at the Annual General Meeting

SPECIAL MEETING OF THE MEMBERS

Special meetings of the Members of the Corporation may be called in the following ways:

- A. By a simple majority of the Board.
- B. By the filing, with the Secretary, of a written request for such a meeting by no less than 5% of all voting Members in good standing.

Upon the calling of any Special Meeting, the Secretary of the Corporation shall give notice of such Special Meeting to each Member named in the register of members at the time the Secretary is notified that the Special Meeting has been called. Notice of a Special Meeting shall state the nature of the business to be transacted at such meeting in sufficient detail to permit the Members to form a reasoned judgement on that business.

NOTICE OF TIME AND PLACE OF A MEETING

Notice of the time and place of any meeting of the Members shall be given to the members entitled to vote at that meeting either personally, by mail, by electronic services provided that such service retains a record of the communication and by publication on the website; stating the time, place and purposes thereof between twenty-one (21) and sixty (60) days before the meeting. Such notice shall include the Agenda for the proposed meeting.

QUORUM

At all meetings of the Members of the Corporation quorum shall consist of five percent (5%) of all voting Members in good standing. These Members must be present, in person to conduct the business of the Corporation.

In the event of a failure to achieve quorum, those present, if they so choose, may proceed informally but without the power to adopt resolutions or make any changes to the by-laws.

PROCEDURES

To resolve procedural issues, Robert's Rules of Order, 11th Edition, shall be consulted.

VOTING

At all meetings of Members of the Corporation each voting Member present and in good standing shall be entitled to one vote (see MEMBERSHIP CATEGORIES for detail). All motions or decisions at meetings, whether General or Special, shall be determined by a simple majority of the votes cast unless the Act or these By-Laws otherwise provide.

ARTICLE V – BOARD OF DIRECTORS AND OFFICERS

GENERAL

- A.** The Board of the Corporation shall be comprised of ten (10) Directors elected or appointed at the Annual General Meeting.
- B.** Each director shall be a member of the Corporation in good standing for the year in which they are elected and for all the time they serve.
- C.** No director shall sit on a CITT/ICTS regional section's Board of Directors during their term on the Board.
- D.** No Director or officer of the Corporation shall receive any salary or compensation for his or her services as a member of the Board.
- E.** Directors shall act in a position of trust for the Corporation and are responsible for the effective governance of the Corporation.
- F.** Directors shall display a commitment to the mission and purposes of the Corporation.

TERMS AND LIMITATION OF TERMS

- A.** All terms of office for Directors shall commence at the Annual General Meeting when they are elected or appointed. The term of office for all Directors shall be two (2) years.
- B.** With the exception of the President (see item E), no individual may serve as an Officer for more than two (2) consecutive terms.
- C.** No individual may serve on the Board for more than three (3) consecutive terms.
- D.** An individual who has completed three consecutive terms as a member of the Board may serve again after a two (2) year hiatus.
- E.** The President of the Corporation shall serve for one (1) year as President Elect, two (2) years as President and one (1) year as Past-President. This constitutes one (1) Presidential Term.

QUORUM

- A.** Quorum at all Board meetings shall consist of six (6) voting members of the Board; one of which must be either the President or the Vice-President or, in the absence of both, another Officer appointed by the President.
- B.** No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- C.** A resolution duly approved by the Board at any duly constituted meeting of the Board at which a quorum was present binds all members of the Board.

OFFICERS

- A.** The officers of the Corporation, as elected or appointed by the Board, shall include:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Immediate Past President or the President Elect in offsetting years.
- B.** The officers set out in subparagraphs A.a. to A.e. inclusive must be a Director.
- C.** Except as hereinafter set out, officers may not hold more than one office concurrently.
- D.** In the event the Presidency becomes vacant due to death, incapacity, resignation or removal from office during his or her term pursuant to the provisions contained herein; the position of interim President shall be filled by one of the Officers of the Corporation in the following order; Vice-President, Past President, President Elect, Secretary, Treasurer.
- E.** In the event any other office becomes vacant for any reason the position of interim Officer shall be filled from the Directors of the Corporation. The remaining term of any Officer so appointed may be filled by a member of the Corporation nominated by the Board, by simple majority, to complete the term of that Officer until the next election.

PRESIDENT

- A.** The President shall act as Chair at all meetings of the members and at all meetings of the Directors.
- B.** The President shall have general oversight of the affairs of the Corporation and shall be kept informed of the daily operations of the Corporation by the staff of the National Office.
- C.** The President shall keep the Board of Directors fully informed with respect to the affairs of the Corporation and shall freely and regularly consult with the Board.
- D.** The President, or officer chairing, shall verify by signature the authenticity of approved minutes of any formal meeting of the Board.

VICE PRESIDENT

- A.** The Vice President shall be tasked with leading specific initiatives within the Board functions as delegated by the President.
- B.** The Vice President shall act as the Chair in the absence of the President at any Board or Committee meetings.
- C.** The Vice President shall perform other such duties as may be assigned to the Vice President by these By-Laws, the Board or the President.

SECRETARY

- A.** The Secretary shall act as recording secretary for all meetings of the Members and the Board and shall keep the minutes thereof.
- B.** The Secretary shall notify all Members of the Corporation of Special and Annual meetings, in timely fashion as provided for in these By-Laws.
- C.** The Secretary shall ensure that all records of meetings of the membership and Directors are filed at the National Office in both paper and electronic form.

- D. The minutes of meetings of the Board shall be available with reasonable notice to the Board.
- E. The minutes of meetings of the Members shall be available with reasonable notice to any Member.
- F. The Secretary shall have general charge of the seal of the Corporation and shall cause it to be affixed to all documents on behalf of the Corporation, as required by law.
- G. The Secretary shall perform other duties as may be assigned to them by these Bylaws, the Board of Directors and the President.

TREASURER

- A. The Treasurer shall be responsible for the care and custody of the funds and securities of the Corporation subject to the direction of the Board.
- B. The Treasurer shall chair a standing Finance Committee consisting of at least one Director at Large and one Member of the Corporation in good standing. Such membership to be approved by the Board of Directors.
- C. The Treasurer, assisted by the Finance Committee shall ensure that the Corporation maintains complete, accurate and comprehensible financial records.
- D. The Treasurer, assisted by the Finance Committee, shall ensure that there is an annual review or audit of the Corporation's finances as directed by the Board. Such review or audit shall be presented to the Board for review and approval at the meeting of the Board that precedes the Annual General Meeting. The Treasurer shall present the approved review or audit to the membership at the Annual General meeting.
- E. The Treasurer, assisted by the Finance Committee, shall ensure that the Corporation's expenditures respect the annual budget as approved by the Board of Directors.
- F. The Treasurer shall review all contracts entered into by the Corporation.
- G. The Treasurer shall perform other duties as may be assigned to them by these Bylaws, the Board of Directors or the President.

PAST PRESIDENT / PRESIDENT ELECT

- A. The Past President or President Elect shall perform such duties as may be assigned to them by these By-Laws, the Board, and the President.

DIRECTOR AT LARGE

- A. Directors at large are directors who are not officers and shall be required to sit on at least one committee as appointed by the President and to actively participate in initiatives established by the Board.
- B. Directors at Large shall perform other duties as may be assigned to them by the By-Laws, the Board, or the President.
- C. Directors at large shall advise and consult with the President and the other officers on all matters relating to the operation of the Corporation.

MEETINGS OF THE BOARD

- A. The Board shall meet in person at least three (3) times each year as follows:
 - a. Due Diligence meeting prior to the Annual General Meeting.
 - b. Meeting of the incoming Board following the Annual General Meeting.

- c. At least one other time at a place designated by the President.
- B. The President may call other meetings of the Board at a time and at a location determined by the President and shall inform all members of the Board of such meeting no less than seven (7) days prior to the meeting. Such meetings may be conducted by telephone or other electronic communication facilities as permit all persons participating in the meeting to communicate with each other and when all of the Directors consent to holding the meeting in such fashion and provided that the written minutes of such meetings are distributed to all members of the Board and approved by the Board at next meeting.
- C. In the event the President is absent at a validly constituted meeting of the Members of the Corporation, or of the Board, the position of Chair of the meeting shall be filled from the Officers present in the order that they are listed in section A of the article "Officers".
- D. To resolve points of procedure, Robert's Rules of Order, 11th Edition, shall be followed.

SPECIAL MEETINGS OF THE BOARD

- A. Special meetings of the Board may be called by not less than five (5) directors.
- B. Written notice of the Special Meeting shall be communicated to the Board;
 - a. By electronic means, provided such means retain a record of the communication, between seven (7) and fourteen (14) days prior to the meeting.
 - b. By mail, courier or personal delivery between fourteen (14) and twenty-one (21) days prior to the meeting.

DUTIES AND POWERS OF THE BOARD

The Board shall manage and supervise the management of the affairs and activities of the Corporation as specified in these By-Laws and the Governance Policies of the Corporation. These duties shall include;

- A. Approval and oversight of the annual budget of the Corporation. The Board shall ensure that the annual budget and the execution of the work defined by that budget serve the mission, mandate and goals of the Corporation as set forth in the Certificate of Incorporation and the Mission and Purposes of the Corporation as detailed in these By-Laws.
- B. Adoption of rules and regulations for the conduct of all meetings of the Corporation.
- C. Establishment of the fee structure related to the various categories of membership.
- D. Establishment of policies and procedures governing any services provided by or to the Corporation.
- E. The hiring, review, discipline or removal of the National Coordinator.
- F. Performing other duties as may be prescribed by the By-Laws.

BOARD VOTING PROCEDURES

The following provisions shall govern the voting procedures of the Board.

- A. Each Director shall be entitled to one (1) vote.
- B. All Board resolutions shall be passed by simple majority of votes cast; except where these By-Laws or the Board shall direct otherwise.

- C. The President or designated chair of any meeting of the Board shall have a casting vote in the event of a tie.
- D. Any director who has an interest related to any motion or decision to be made shall excuse themselves from the discussion of and voting on that issue. Such director may be counted for the purposes of establishing quorum for the meeting.

REMOVAL FROM OFFICE

REMOVAL OF OFFICERS

- A. Any officer may be removed from office at a Regular or Special Meeting of the Board by the affirmative vote of not less than two-thirds of the Directors in attendance at a meeting called for such a purpose, provided that the contemplated action was included in the agenda circulated with the Notice of Meeting (see Special Meetings of the Board).
- B. The officer so removed shall remain on the Board as a Director at Large.

REMOVAL OF A DIRECTOR

- A. Directors may be removed for any reason prior to the expiry of the term for which they were elected by the affirmative vote of two-thirds of Members in attendance at a Special Meeting of the membership called for such a purpose, provided that the contemplated action was included in the official agenda circulated with the Notice of Meeting. (See Special Meeting of the Members)

FAILURE TO ATTEND

- A. When a Director is unable to attend a regular or special meeting of the Board in person, he or she may request to be linked by electronic means and will be deemed in such cases to have been present.
- B. Where a member of the Board fails to attend, without prior approval, three consecutive meetings that Director will be deemed to have resigned and the President shall initiate procedures to replace that Director.

VACANCIES ON THE BOARD

- A. In the event a Director is removed, resigns, or is otherwise incapacitated as a Director before the ordinary expiry of his or her term, the Board as it is then comprised shall be entitled and empowered to conduct the business of the Board until the vacancy has been filled.
- B. The Board by majority vote, may, by appointment, fill the vacancy with a member of the Corporation until the earlier of the end of the term of such Director or the next Annual General Meeting.

ARTICLE VI – ELECTION OF THE BOARD OF DIRECTORS

ELECTION OF DIRECTORS AND OFFICERS

The election of Directors shall take place each year at the Annual General meeting of Members.

The election of Officers shall take place each year at the Annual Meeting of Directors immediately after the Annual General meeting of Members.

APPOINTMENT OF THE NOMINATIONS COMMITTEE

- A.** Nominations of Directors and Officers of the Corporation shall be prepared by the Nomination Committee.
- B.** The Nomination Committee is a standing Committee of the Board and shall at a minimum consist of the following persons, unless otherwise directed by the Board.
 - a.** The Immediate Past President or President Elect who shall chair the Nomination Committee.
 - b.** The Chair of each Regional Section of CITT/ICTS.
 - c.** The President and Secretary shall be ex-officio members of the Nomination Committee.

NOMINATIONS AND PREPARATION OF THE SLATE

- A.** The number of vacancies and the criteria to fill those vacancies will be identified by the Board each year.
- B.** A call for nominations, indicating the vacant positions and the related criteria, will be made to the membership in a timely fashion and interested parties encouraged to submit applications. Such applications will be submitted to the Chair of the Nominations Committee and will be reviewed by that Committee. Nominations may be submitted between 01 September and 31 December of each year.
- C.** Any Member in good standing who is an individual may be nominated for any position on the Board.
- D.** A Member may be nominated by, themselves or by another member or other members in good standing.
- E.** The Nominations Committee shall develop a list of candidates, for election or appointment as a director.
- F.** All nominees must give their approval in writing accepting the nomination and indicating their willingness and ability to meet the obligations of directorship.
- G.** All nominees must provide a brief biography or résumé and a headshot photograph that will be shared with the membership and the public.
- H.** The list of candidates prepared by the Nomination Committee shall be presented to the Board of Directors for ratification by a simple majority vote at a meeting not less than one hundred and eighty (180) days prior to the Annual General Meeting.
- I.** Notification of a slate shall be published by the Secretary so that it reaches the membership at least one hundred and fifty (150) days prior to the Annual General Meeting.

QUALIFICATIONS OF CANDIDATES

- A.** Nominees for all Board positions, Officers and Directors at Large, shall be:
 - a. an Individual, Student, Professional or Retired member of the Corporation, or
 - b. An individual who has been designated as the voting representative of an Organizational, Sustaining or Contributing member of the Corporation,for at least one (1) year as of 01 January of the year of their nomination.
- B.** A director must meet all of the following qualifications with reference to subsection 126(1) of the Act;
 - a. Be at least eighteen (18) years old,
 - b. Not be incapable,
 - c. Be an individual (that is, a corporation cannot be a Director)
 - d. Not have the status of a bankrupt.

BALLOT AND VOTING

- A.** For any single vacancy, if there is not more than one nomination for that position, no ballot shall be required, and the person nominated shall be elected by acclamation. An announcement of the result shall be made at the Annual General Meeting, and published by the Corporation
- B.** If there is more than one nomination for a vacancy the Nomination Committee shall have the responsibility for the authorisation of and printing of the Ballot, either in paper or electronic form, and its distribution to the membership.
- C.** The Ballot shall be accompanied by a brief biographical description and photograph of each candidate.
- D.** Ballots shall be sent to members at least ninety (90) days before the Annual General Meeting and shall be returned to the location designated on the ballot not less than sixty (60) days prior to the meeting. The closing date shall be clearly indicated on the ballot. Ballots received after the closing date shall be invalidated.
- E.** A simple majority vote shall decide all elections.

TELLERS

In the case of a paper or electronic ballot, the Chair of the Nominating Committee shall name not fewer than two (2) Tellers from the membership who are not candidates for elections, who shall count the ballots and certify the election results. The Secretary shall report the election results to the Board of Directors and to the Annual General Meeting

ARTICLE VII – NATIONAL OFFICE

The day-to-day operations of the Corporation shall be conducted from a national office. All official records of the Corporation shall be filed and maintained therein. The national office shall be in a location and place as designated by the Board.

ARTICLE VIII – COMMITTEES

GENERAL

The Board of Directors may from time to time appoint any committees or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may, from time to time, make. Any committee member may be removed from that committee by resolution of the Board.

STANDING COMMITTEES

- A.** The Board may create and modify standing committees as needed.
- B.** Members of Standing Committees of the Corporation shall be appointed annually by the President or by a simple majority vote of the Board.
- C.** The Board by majority vote, may, by appointment, fill any vacancy on the standing committee with another member of the Corporation.
- D.** The Standing Committees of the Corporation shall include but not be limited to:
 - a. Finance Committee
 - b. Nominations Committee
- E.** Each standing Committee shall prepare, and present to the Board of Directors, for approval, a statement including the Committee Mandate and Action Plan. This document shall be reviewed and approved by the Board of Directors on an annual basis.

ARTICLE IX– CONTRACTS AND BUSINESS TRANSACTIONS

SIGNING AUTHORITY

- A.** Any two of the President, Vice President, Treasurer or National Coordinator shall be the signing officers of the Corporation. However, the Board reserves the right to appoint alternate or additional members of the Board to have signing authority or to specify any one or more persons to have signing authority and the limits of such signing authority.
- B.** On an annual basis the Board of Directors shall formulate and approve a list of Officers, members of the Finance Committee and employees with signing authority and the limitations of that signing authority.

BORROWING

The Board shall have full power and authority on behalf of the Corporation to borrow such funds as are necessary for the business and activities of the Corporation, provided that such indebtedness does not exceed the realizable value of the assets of the Corporation. Further, the Board shall not incur liabilities in an amount greater than can be repaid by uncommitted revenues of the Corporation within sixty (60) days.

CORPORATE EARNINGS

No Member, Director, Officer, employee, member of a committee, person connected with the Corporation, or any other private individual shall receive at any time any of the earnings of the operations of the Corporation, provided that this shall not prevent the payment to any such person, other than a Director, of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

GRANTS AND LOANS FOR EDUCATIONAL PURPOSES

Nothing in this Article or any other provision of the By-Laws hereof shall prohibit the granting of loans, grants, scholarships, or other similar payments to any private individual whatsoever, provided the same is in accordance with the overall educational purposes of the Corporation. The recipient thereof may include persons connected with the Corporation or any of its Members, Officers, or Directors provided that any Director or Member connected to the recipient abstains from any discussion or vote related to providing such assistance.

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or real or personal property acquired by it in whatever manner, and to invest and re-invest any funds held by it according to the judgment of the Board.

DELEGATION

Subject to the Act, the Board may delegate the management and supervision of the management of the activities and affairs of the Corporation to any one or more Officers or employees of the Corporation.

FISCAL YEAR

The financial year end of the Corporation shall be determined by the Board of Directors.

FINANCIAL STATEMENTS AND AUDIT OR REVIEW

- A.** The Corporation shall prepare financial statements each year that comply with the requirements of the Act, Canadian Generally Accepted Accounting Principles (GAAP) and the applicable International Financial Reporting Standards (IFRS).
- B.** The Corporation shall give notice to the members that the annual financial statements are available for viewing at the National Office and that members may request a copy at least ten (10) days but not more than twenty-one (21) days prior to the Annual General Meeting.
- C.** The members shall, at each Annual General Meeting, appoint a public accountant to prepare the financial statements of the Corporation for reporting to the members at the next Annual General Meeting.
- D.** The public accountant must conduct a review engagement; however, the Board may recommend, and the members may pass an ordinary resolution to require an audit.

ARTICLE X – PROTECTION OF DIRECTORS

INTERPRETATION

In this part, unless the context otherwise specifies or requires: “director(s)” and “officer(s)” means a former, current or future director(s) or officer(s) of the Corporation including the President, Vice-President, Past President, President Elect, Treasurer, Secretary and such other officers appointed by the board of directors from time to time.

INDEMNIFICATION

Except for an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify the directors and officers of the Corporation and their respective heirs, executors, administrators, successors, assigns and legal representatives (individually, an “Indemnified Person” and collectively, the “Indemnified Persons”) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any past, present or future civil, criminal, regulatory, investigative or administrative action, suit or proceeding to which they are made a party by reason of having been a Director or Officer of the Corporation, if;

- A. They acted honestly and in good faith with a view to the best interests of the Corporation, and
- B. In the case of a civil, criminal, regulatory, investigative or administrative action, suit or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

INSURANCE

The Corporation shall purchase and maintain insurance in such amounts as the Board may from time to time determine for the benefit of any Indemnified Person against any liability incurred by him or her in his or her capacity as a Director or Officer of the Corporation except when the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Corporation.

EXCLUSION OF LIABILITY

A Director is not liable for the consequences of their acts except for those resulting from gross negligence, dishonesty or fraud committed against the Corporation. The Corporation releases the Directors from any liability that they may have by reason of simple negligence, irregularities or an act performed in good faith.

ARTICLE XI – SECTIONS

PURPOSE OF A SECTION

The Corporation recognizes that provincial or territorial societies, non-profit corporations or other entities (“Sections”) may be formed and incorporated as separate and distinct legal entities to the Corporation with similar purposes and a similar mission as the Corporation to stimulate the exchange of ideas and information among Members and others in close geographic proximity and to promote purposes and a mission similar to the Corporation.

The Corporation may permit the use by a Section within its name of the terminology: “Canadian Institute for Theatre Technology”, “CITT”, “Institut canadien des technologies scénographiques”, “ICTS”, CITT/ICTS”, or any variation thereof provided that the Section:

- A. Obtains a written consent from the Corporation to such use;
- B. Undertakes to change its name to remove such terminology from its name forthwith upon a written request by the Corporation;
- C. Ensures that all Section members are also Members of the Corporation;
- D. Conducts its activities and affairs in a manner consistent with the purposes and mission of the Corporation;

The Corporation may, but is not obligated to, provide assistance to a Section in compliance with this Article by way of:

- A. Funding;
- B. Advice and expertise;
- C. Exchange of ideas; or
- D. Any other assistance within the discretion of the Board consistent with the purposes and mission of the Corporation.

ARTICLE XII – AMENDMENTS

These By-Laws may be changed and updated over time as the needs of the Corporation change. The process shall be as follows;

- A. The Board initiates a change to the By-Laws. The effective date of this change is the date that it is approved by the Board.
- B. The By-Law change is placed on the agenda for the next meeting of Members.
- C. At the next meeting of the Members the amendment to the By-Laws is either confirmed, confirmed as amended or rejected by a vote of the membership.
- D. If the Members reject the By-Law adopted by the Board, the By-Law change ceases to have effect on the date it is rejected by the Members and any actions taken as a result of the rejected amendment will be null and void. In such cases, future By-Law changes that have substantially the same effect as the one rejected will not become effective on approval of the Board. Such changes can only become come into effect when approved by the Members.
- E. If the Board fails to submit a By-Law change to the Members at the next Members meeting, the By-Law change ceases to have effect on the date of the Members meeting at which it should have been submitted to the Members. In such cases, future by-law changes that have substantially the same effect as the one rejected or not submitted will not become effective on approval of the Board. Such changes can only become come into effect when approved by the Members.
- F. If required under the Act a copy of the amended by-laws must be sent to the Director appointed under the Act, within 12 months of the confirmation of the by-law changes by the Members.
- G. Following ratification, the Secretary shall cause to be mailed or e-mailed a copy of each adopted By-Law amendment as soon as practicable to each Member of the Corporation.

ARTICLE XII – DISSOLUTION

In the event of dissolution of this Corporation, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organisations organised and operated exclusively for such purposes, with priority given to the needs of those active Sections whose future viability and continued existence is demonstrated.

HISTORY OF CITT/ICTS BY-LAW REVISIONS

Copies of earlier editions of the By-Laws are on file at the National Office.

- A. 1990 August 01**
 - a. The Canadian Institute for Theatre Technology is incorporated under the Canada Corporations Act.
- B. 1993**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Consumer and Corporate Affairs
- C. 2000 February 21**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- D. 2001 August 17**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- E. 2002 August 18**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- F. 2003 August 24**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- G. 2004 August 14**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- H. 2006 August 12**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. APPROVED by the Minister of Industry in January 2007.
- I. 2007 August 18**
 - a. By-Laws AMENDED and RATIFIED by the Membership
 - b. Ministerial approval is no longer required except for certain articles, these articles were not changed.
- J. 2009 August 15**
 - a. By-Laws AMENDED and RATIFIED by the Membership
- K. 2012 August 18**
 - a. By-Laws AMENDED and RATIFIED by the Membership
- L. 2019 February 16**
 - a. By-Laws AMENDED and APPROVED by the Board of Directors.