

**Queen's Players Toronto Theatre Group**  
**Constitution & Bylaws**

**The Constitution:**

**I. Name:**

The official name of the association shall be the "Queen's Players Toronto Theatre Group", referred to herein as "PLAYERS."

**II. Purpose:**

1. PLAYERS is a volunteer based not-for-profit organization that produces musical comedy shows for the purpose of donating a portion of the proceeds to charity. The three equal guiding principles of PLAYERS's philosophy are:
  - a) That PLAYERS produce shows of a high quality
  - b) That PLAYERS foster a fun & safe environment by welcoming and advocating for the presence and contributions of all people and recognizing them for their effort.
  - c) That PLAYERS donate all of our profits to charity

**III. Affiliations:**

1. PLAYERS has no official links to any other institutions or organizations, including other "Queen's Players" based groups. However, loose affiliations with outside organizations are permissible.

**IV. Running Year:**

1. PLAYERS's year begins on September 1st of each year and concludes on August 31st. Presiding Board Members shall remain in office until the Annual General Meeting, at which time the Board-elect automatically assumes office.
2. The fiscal year shall be concurrent with PLAYERS's running year.

**V. Membership:**

1. Anyone, who has volunteered in any past PLAYERS production, either as part of the cast, band or production team shall be considered to have membership in PLAYERS.
2. There shall be two levels of membership: Voting and Non-Voting. Members are free to move between the two by informing the secretary of the company.
3. The secretary shall maintain a list of Voting and Non-Voting Members.
4. Voting Members shall have the right to participate in all PLAYERS activities and shall be eligible to vote for and run for any position stipulated in Part VI, Section 1, subject to its conditions.
5. Non-Voting Members shall have the right to be informed of all PLAYERS activities.

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6. Members who willingly attempt to harm PLAYERS in anyway can be stripped of their membership at the discretion of the Board of Directors.
7. Voting Members shall automatically revert to Non-Voting Members 2 years after becoming Voting unless they inform the secretary of the company they would like to remain Voting.
8. It is requested that Voting Members vote either in person or via proxy on each question before the membership whenever possible.

**VI. The Board of Directors:**

1. The Board of Directors of PLAYERS shall be composed of:

Executive:

- a) 1 President
- b) 2 Vice Presidents

Members at Large:

- c) Four (4), Five (5) or Six (6) Members at Large

2. The Board must be composed of Voting Members of PLAYERS:

- a) The positions of President and Vice President shall be filled by preferential ballot at the first Board meeting following the AGM. Only current Board Members are eligible to run for President or Vice President, and only current Board Members can vote in this election. It is recommended that those running for these positions have previously served on the PLAYERS Board of Directors. The terms of President and Vice President shall be three (3) years, staggered so that one executive position is elected each year.
- b) The positions of Member at Large shall be filled by preferential ballot at the AGM. These Members will serve a one or two year term dependent on the structure of the Board. In the case of two year terms, these terms shall be offset such that half of the positions will come up for election in odd numbered years, and the other half in even numbered years.

3. The Board shall be the controlling body of PLAYERS. It will have full control over show and production team selection, show budgets, Board functions, and all other matters and activities related to PLAYERS. The Board of Directors is responsible to the PLAYERS membership as a whole.

**VII. Finances:**

1. There are three signing officers: the President and both Vice Presidents, any of whom may sign financial transactions, provided they have written approval from the other two officers.
2. All transactions must be concurrent with the Board year and completed by year-end. There shall be no retroactive expenditures, except for any outstanding charitable contributions.
3. The concurrent financial goals of PLAYERS are to raise funds for charity

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- while maintaining a reasonably sized reserve cash flow to account for any unforeseen expenditures the company may encounter.
4. Financial statements and records are maintained and/or presented by a member of the Executive, with a duplicate copy residing with another member of the Executive for safety and back up purposes.
  5. Upon dissolution of PLAYERS, the remaining funds in the bank account will be donated to charity.

**VIII. Meetings:**

1. One annual general meeting (AGM) open to the entire PLAYERS membership shall take place sometime between July and November of each year. Four (4) weeks notice shall be given of this meeting to all PLAYERS Members. The AGM shall require a quorum of 50% +1 of the Voting Membership, either in person or by proxy.
2. The AGM shall include:
  - a) Balloting as needed to elect members of the Board
  - b) Any other business deemed necessary by the outgoing Board of Directors
  - c) An opportunity for any Member present to make a comment on, or ask a question of the Board.
3. Meetings of the Board will be held on an as needed basis.
  - a) No Board meeting shall convene without a quorum of its members. For Boards of 7 or 8 members, quorum shall be 4 members. For Boards of 9 members, quorum shall be 5 members.
  - b) Proxy votes are permissible in writing and shall be given directly to the Chair.

**IX. Elections:**

1. Eligibility to nominate Voting Members to run for the Board of Directors shall be open to all Members of PLAYERS.
2. Every nominated candidate shall be seconded by a Voting Member of PLAYERS.
3. Eligibility to vote in the Board elections shall be open to Voting Members of PLAYERS only.
4. All Board positions shall be filled by preferential ballot.
5. The President shall cast a vote in the event of a tie.
6. The outgoing Board shall appoint a suitably impartial PLAYERS Member to conduct the counting of the ballots.
7. Immediately after each election, the President shall announce the result.
8. Any member of the Board is permitted to run for the same position they previously held or for any other open Board position.

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**X. Show and Production Team Submission Procedure:**

1. The Board will accept submissions for the following positions:
  - a) Scriptwriter
  - b) Director
  - c) Music Director
  - d) Producer
  - e) Stage Manager
  - f) Head Choreographer
2. The Board may, if they so choose, invite the applicants for interviews.
3. The Board may appoint someone to one of the above listed positions should there not be any applicants, or should the available applicants be deemed unsuitable by the Board.
4. The Board will provide, where requested, written explanations of their decisions. These decisions shall not, however, be considered to set any sort of precedent.
5. The Board will advise and monitor the production as necessary to maintain the three guiding principals of the company.
6. In the event where a Board Member chooses to apply and/or submit, that person will not be permitted to view, comment, or vote upon the particular area in which they have applied/submitted.
7. The Board may delegate authority to the Artistic Director to take on these duties at the pleasure of the Board. In such event, the Artistic Director will report to the Board.

**XI. Amending the Constitution:**

1. There shall be two kinds of amendments to the Constitution:
  - a) Temporary Amendments, valid for up to one year, and ending at the company's next year end. These amendments shall be made for exceptional cases only: when and if, PLAYERS is unable to adhere to this Constitution. These amendments shall be recorded as "Temporary Amendment to the Constitution, for the year ending August 31, 20\_\_."
  - b) Constitutional Amendments, made on a permanent basis. These amendments shall be recorded as "Amendments to the Constitution."
2. Amendments shall be ratified in the following way:
  - a) All Constitutional Amendments shall be passed by a two-thirds majority of the Voting Membership in attendance at the annual general meetings.
  - b) Temporary Constitutional Amendments shall be enforced in the same year they were passed and only that year.
  - c) Constitutional Amendments shall be enforced the year they were passed and thenceforward.

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**The Bylaws:**

**I. Roles and Duties of the Board of Directors:**

1. The Roles:

- a) The President shall act as Chair of all meetings and shall have the power to vote on any motion or in any election.
- b) The two Vice Presidents shall divide and/or delegate the following tasks as they see fit:
  - Take minutes, and be responsible for the upkeep of archival records and the notification of all of PLAYERS's meetings;
  - Administer the general creative elements of the company;
  - Administer management of PLAYERS's finances;
  - Present a budget and a financial statement at the beginning and end of each fiscal year;
  - Oversee the general production elements of the company.
- c) The Members at Large are jointly responsible for specific duties which the Board itself shall decide upon as necessary, such as website, sponsor relations, etc.

2. Specific duties:

- a) The President shall present a report summarizing the coming year's business and any policy suggestions at the first meeting of the incoming Board.
  - b) The President shall submit a budget for the approval of the Board at the beginning of each year.
  - c) The producer of each show shall present final financial statements to the PLAYERS Executive prior to the AGM.
3. The Board shall determine ticket-sale policy, admission prices, and performance dates and times for all PLAYERS productions.
  4. The Board shall have the right to form any subcommittee that it deems necessary at any time and subsequently choose its Members.
  5. No one person shall hold more than one Board position, ether elected or appointed.
  6. A non-appointed Board position vacated at any point during the year shall be filled by a Voting Member at the discretion of the Board.
  7. The PLAYERS Board is asked to put the health of the company and quality of its shows ahead of any other criteria when selecting shows and production teams, and when confronted with any other situation where an important decision is needed.
  8. The Board is responsible for filling any long term (i.e. non-show) related roles, such as Artistic Director, Artistic Producer, Sponsorship Coordinator, etc. either from within the Board or without, as they see fit.
  9. The Executive Members will conduct informal yearly performance reviews with the Members at Large with an eye toward helping everyone meet their full potential on the Board.

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10. In the event of a tied vote, the following procedure would be put into action:
- The vote will be tabled until those members of the Board who were unable to vote in person or by proxy can vote.
  - If there remains a tie after all Board members have voted, then debate will be re-opened and a new vote held.
  - If there still remains a tie, the motion would fail to pass.
11. As each new Board forms, a poll will be conducted to determine, to the extent possible, the best days, times and modes to meet as a Board such that all members are able to participate to their fullest capacity.

**II. Production budgets:**

1. All production budgets must be approved by The President and one Vice President in the initial stages of planning a show.
2. The authorization of the Board must be obtained before the following expenditures may be made by a producer:
  - a) Those exceeding the approved budget.
  - b) Any expense not covered in the budget.

**III. Show profits and charitable donations:**

1. The profits of each show will be divided up in accordance with the following formula:

$$a - b = c$$

$$c - y = z$$

Where:

a = Total Income

b = Total Expenditures

c = Total Proceeds

y = Replenish PLAYERS operating and strategic reserves

z = Profits – given to charity

2. Yearly expenses shall include the cost of banking, the AGM, insurance for the company and any other incidental costs of running PLAYERS as a company.
3. The PLAYERS Board of Directors will determine which charities will share the charitable donation from each season. The Board will also determine how many charities to support, with a preference towards a small number so as to facilitate meaningful donations to each.
4. The Board may choose to maintain a strategic reserve of funds to be used as the Board sees fit in the pursuit of initiatives with an aim toward increasing the stature and recognition of the PLAYERS brand.
5. In deciding which charities to support each season, the Board will seek out and consider the suggestions and priorities of the Players community. The

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Board will consider strongly charities that focus on advocating for, and supporting, members of our community and the community at large.

**IV. Outside and outreach ventures:**

1. The Board of PLAYERS may choose to support outside ventures which it feels will be in keeping with the PLAYERS philosophy, and beneficial to PLAYERS as an organization.
2. It is suggested that PLAYERS to attempt to bring in roughly 25% new members for each production.
3. The board will strive to get input from BIPOC individuals on key matters that affect our community where those voices are not represented on the Board, and to the extent possible, encourage BIPOC members to run for the Board.

**V. Reservation of seats**

1. Other than sponsors, large groups and immediate production team individuals, there shall be no seats reserved for any reason.
2. Sponsors shall be entitled to a predetermined number of complimentary tickets based upon their level of sponsorship, and will be given reserved seating whenever possible. These tickets will be in addition to those sold for any given night. Whenever possible, it is recommended that the sponsors confirm with the production which night they plan to attend so that the correct number of seats may be reserved.
3. Legitimate prospective talent agents will be given 1 complimentary ticket. Any PLAYERS Member who wishes the agent to be present must coordinate with the producer to make arrangements at least 2 days ahead of the show in question. This ticket is subject to availability, and the producer can, if necessary refuse the ticket due to the show being sold out. In such a case, every effort will be made to find an alternative show for the agent to attend.

**VI. Show T-shirts:**

1. Show T-shirts will be free to all volunteers actively involved in the production.
2. People helping for one night only, such as ushers, will not be included in this program. Instead, it is understood that they are compensated through a reserved seat of their chose and free attendance to the show on the evening of their volunteering.

**VII. Artistic Director:**

1. The role of the Artistic Director may be filled by the Board at their discretion, and will be preceded by a public request for applicants.
2. The Board may choose to not have an Artistic Director, and thus assume the related responsibilities internally.
3. The Artistic Director is not a member of the Board, and is required to

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- relinquish any rights as a Voting Member of Players for the duration of their term that might cause conflict of interest, including voting for the Board and any constitutional changes that directly affect the Artistic Director.
4. The Artistic Director is to understand that they have a fiduciary duty to the company above any personal interest.
  5. The Artistic Director is not permitted to be a performer in the summer show, and should seek guidance from the Board if they would like to hold any role within a show beyond that of Artistic Director.
  6. The Artistic Director will be given a two-year mandate to produce two artistic seasons for Players.
  7. The Board may choose, at their discretion, to offer a renewed two-year mandate to the Artistic Director at the conclusion of the first year of their present mandate.
  8. Proposals that extend beyond two seasons, or which would have a lasting effect on the company, require the direct approval of the Board, regardless of their artistic implications.
  9. The Artistic Director will meet with the Executive at the conclusion of the season to conduct a Performance Review of the past year.
  10. After a period of four years under one Artistic Director, the position will be publically re-opened, and applications will be accepted from anyone, including the present Artistic Director. During this period, if the Board so chooses, the present Artistic Director may complete a fifth year in the role.

Peter Higgins – 2008

Revised, Amended & Ratified  
Peter Higgins – 2013

Revised, Amended & Ratified  
Peter Higgins & Megan MacKeigan – 2017

Revised, Amended & Ratified  
Peter Higgins, Andrew Kelly & Megan MacKeigan – 2018

Revised, Amended & Ratified  
Peter Higgins – 2019

Revised, Amended & Ratified  
Peter Higgins & Megan MacKeigan – 2020