



ISLE IN THE RIVER THEATRICAL REVIEW INC.

CONSTITUTION

Ratified September 12, 2020

CONSTITUTION of ISLE IN THE RIVER THEATRICAL REVIEW INC.

ARTICLE I - NAME

The legal name of this organization is Isle in the River Theatrical Review Inc.; hereinafter referred to as ITR.

ARTICLE II – NATURE OF ORGANIZATION

ITR is a registered not for profit organization as well as a registered charity.

ARTICLE III - OBJECTIVES

The objectives of ITR are to provide the following to Osgoode and Rideau-Goulbourn Wards of the City of Ottawa and surrounding areas:

- i. A non-profit theatrical company
- ii. Theatrical productions at affordable prices
- iii. Community involvement in the performing arts
- iv. Instruction in the theatre arts.

ARTICLE IV – CODE OF CONDUCT

ITR Members will abide by all the articles of this Constitution and all sections of the associated Bylaws. Members will act ethically and responsibly and always in the best interest of ITR and the community in which it operates.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors of ITR will consist of the following:

Executive Officers:

- President
- Vice President
- Treasurer
- Secretary
- Director of Communications and Outreach

Ex-Officio:

- Immediate Past President

The Executive Officers shall be elected by the membership at the Annual General Meeting.

The Executive Officers may, at any time, appoint Directors at Large to the Board should they deem it necessary.

ARTICLE VI – VACANT POSITIONS

In the event that any Executive Officer position becomes vacant, the Board may appoint an interim successor to said office to serve the remainder of the term.

ARTICLE VII – BOARD MEETINGS

The Board shall meet 8 or more times a year at the call of the President, or the Vice President acting on behalf of the President, and minutes of these meetings shall be recorded by the Secretary.

ARTICLE VIII – GENERAL MEETINGS

An **Annual General Meeting** shall be held once a year at a time and location to be determined by the Board.

Further **General Membership Meetings** may be held periodically, with times and locations to be determined by the Board.

All General Meetings are open to all Members.

ARTICLE IX – USE OF PROPERTY AND FINANCIAL ASSETS

No part of the Financial Property, Assets, and/or Net Earnings of ITR shall be used for the personal benefit of any Members.

Members of the Board shall not receive any remuneration for their participation though they may recover any expenses they incur.

All cheques will require the signature of the Treasurer plus one other member of the Board not including the President.

Any disbursement of funds, other than in payment for goods, services, community outreach initiatives in support of theatre arts, charitable grants to a qualified charity or scholarships awarded to a qualified individual, or in payment of assessed government taxes, must be approved by the Members at a General Meeting.

Deposits or investments other than those deposited in an account or invested to the credit of ITR at a Canadian chartered bank must be approved by the Members at a General Meeting.

ARTICLE X – INSURANCE

ITR shall, at all times, carry both liability and property insurance in sufficient amounts to protect ITR in the event of injury to individuals during ITR activities or damage to ITR property.

ARTICLE XI – INDEMNIFICATION

All those participating in plays or workshops, whether a Member or not, must sign the Board approved waiver which indemnifies ITR and the Board of Directors in the case of an accident or injury.

ARTICLE XII - PERFORMANCES

ITR shall strive to produce at least two performances annually.

ARTICLE XIII – DISSOLUTION

The dissolution of ITR may occur by a two-thirds vote of the membership. Upon dissolution, properties and assets shall be distributed as follows:

- i. All liabilities and obligations of ITR shall be paid, satisfied, and discharged.
- ii. Any remaining assets shall be transferred or conveyed to a non-profit, community-based theatrical group, provided that no part of the assets shall be distributed to any member of ITR for the purpose of establishing such group.
- iii. This distribution shall not take place until one year after the date of dissolution.

ARTICLE XIV- AMENDMENTS

The Constitution may be amended at the Annual General Meeting, or at a special General Meeting called for this purpose. All Members must be notified of the proposed changes in writing at least two weeks in advance. It shall require the approval of two-thirds of those present including proxies to alter, add or delete any article of this Constitution.