

As ratified by the CATR/ACRT membership at the AGM, 4 June 2013

CONSTITUTION
Canadian Association for Theatre Research
Association canadienne de la recherche théâtrale

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation shall be the Canadian Association for Theatre Research/ Association canadienne de la recherche théâtrale, herein after in this Constitution referred to as the "Association". The Association may also be described as "CATR", "ACRT", or "CATR/ACRT".

ARTICLE II: CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

ARTICLE III: HEAD OFFICE

The office of the Association shall be that of the President or any place designated as the office of the Association by the Board.

ARTICLE IV: AIMS AND OBJECTS

The aims and objects of the Association shall be:

- a) To support and encourage research in theatre and performance in Canada, with a special interest in Canadian work. The minimum components of the Association include: a journal, an annual conference, a newsletter and a mechanism for networking (e.g. Association website, CANDRAMA listserv). The Association also maintains prizes and scholarships which recognize excellence in the field.
- b) To encourage the collection, preservation, analysis and distribution of any and all Canadian theatre materials.
- c) To foster public awareness of the significance of theatre in our cultural heritage.
- d) To help maintain a communication network for the exchange of information and research progress and methodology.
- e) To encourage the development of programmes in theatre study and specialised library and archival training and to promote the advancement of education in theatre in Canada.
- f) To develop collaborations of mutual benefit with other organizations in Canada and in other countries for the pursuit of the aims and objects of the Association.
- g) To promote and negotiate the raising of funds for the pursuit of the Association's purposes.

ARTICLE V: MEMBERSHIP

- a) Membership shall be open to persons or organizations who support any or all of the aims and objects of the Association and the terms of this Constitution, who wish to participate in the functions of the Association, and who pay the annual membership fees as directed by the Board.
- b) Members are entitled to submit proposals for papers and presentations at the annual conference, receive regular publications of the Association including the Newsletter and Journal (*Theatre Research in Canada/Recherches théâtrales au Canada*), participate in Association-sponsored activities and are eligible for election to the Board of Directors.

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- c) Members who fail to pay their dues for the current fiscal year shall have their memberships automatically suspended. Non-payment of dues shall be considered withdrawal from the Association.
- d) Any member may withdraw from the Association upon submitting a written application to the membership coordinator signifying a desire to withdraw.
- e) The Board of Directors may confer the distinction of Lifetime Honorary Membership on any person who has rendered distinguished service in supporting the aims and objects of the Association. Such members shall pay no dues but shall have all the rights, privileges and obligations of membership, except the subscription to *Theatre Research in Canada/Recherches théâtrales au Canada* which shall be available for free to Honorary Members by request in writing to the membership coordinator.
- f) All general membership shall be for the fiscal year of the Association.
- g) Membership fees shall be set by the Board of Directors and will become payable immediately on joining the Association.
- h) Any member may be required to withdraw from the Association by a resolution requesting that action passed by a vote of three-quarters (3/4) of the members at an annual or special general meeting.

ARTICLE VI: MEMBERS MEETINGS

- a) The Annual General Meeting (AGM) will normally be scheduled during the Association's annual conference held in conjunction with the Congress of the Canadian Federation for the Humanities and Social Sciences which takes place in a different Canadian city each spring.
- b) At every AGM, in addition to any other business that may be transacted, the reports of the directors, the financial statement and the report of the auditor shall be presented and auditors appointed for the following year. The members may consider and transact any business either special or general at any meeting of the members.
- c) The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Association. Notice of the place and time for any AGM or special general meeting of members shall be published in the Association newsletter and/or available on the Association's website at least four weeks in advance of the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgement on the decision to be taken.
- d) Each member in good standing is entitled to one vote.
- e) Voting by proxy is not recognized.
- f) Ten percent (10%) of the membership in good standing shall constitute a quorum at any general meeting.
- g) A majority of the votes (50% +1) cast by the members present and carrying voting rights shall determine the resolutions in general meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
- h) The regular Agenda for the AGM of the Association shall be as follows:
 - i. Call to Order
 - ii. Approval of the agenda
 - iii. Minutes of the last AGM and matters arising there from
 - iv. Report of the President

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- v. Report of the Secretary
 - vi. Report of the Treasurer
 - vii. Report of the Committees
 - viii. Any other Business
 - ix. Adjournment
- i) The Rules of Order at all meetings of the Association shall be governed by the Revised Edition of Roberts' Rules of Order, together with any relevant provision laid down in the Constitution.
- j) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meetings or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the last address recorded on the membership list of the Association.
- k) The Board of Directors shall call a special general meeting of members upon written request of not less than 25% of the members in good standing.

ARTICLE VII: DIRECTORS & OFFICERS OF THE ASSOCIATION

- a) Board of Directors and Officers: The property and business of the Association shall be governed by a Board of Directors elected by a simple majority vote of the bona fide general membership. The Board shall consist of fourteen elected directors: two officers, a President and Vice-President, elected by the membership; and twelve other elected directors, as outlined in VII (b) below. Ex officio membership of the Board is described in VII (d) below.
- b) Voting Members of the Board: The twelve other elected directors besides the President and Vice-President shall consist of the following: one person each to serve as representatives from the Atlantic provinces, Quebec, Ontario, Manitoba & Saskatchewan, Alberta & the Territories, and British Columbia; two persons to serve as graduate student representatives; a francophone representative; and three members at large.
- c) A Nominations Committee: The Board of Directors shall strike a Nominations Committee, including a Chair (normally from the Board of Directors) and three others drawn from the membership, with a mandate to promote active involvement in the democratic process of the Association, and to encourage recruitment into the Association, active involvement in its activities, and representation in the electoral process. Its mandate is to promote involvement by a membership that reflects the diversity of our interests, both disciplinary and respecting language, geography, cultural affiliation, heritage, sexuality, age, profession, etc. The Nominations Committee will name an Elections Officer from among its members, who with their assistance will run the election through on-line balloting. The Nominations Committee has oversight of the electoral process, including accessibility of voters, eligibility of nominees, etc. The Nominations Committee will report annually to the Board in September concerning the electoral process and the efficacy of the mandate outlined here, and take instruction from the Board on any changes or improvements in the process for the following election.
- d) Non-Voting Members of the Board: A number of non-voting *ex officio* members serve on the Board: the immediate past President of the Association, for the period of one year after leaving office; the Chair of the annual Association conference committee, for the period of one year leading up to the conference; and in order to ensure continuity in significant skilled positions, the Membership Coordinator and Treasurer, appointed through simple majority by the Board, renewable every three years. These *ex officio* appointments are nullified whenever an elected representative also serves in this capacity. In addition, the Board by simple majority has the authority to invite, from time to time, individual members of the Association to sit on the Board *ex officio* for a meeting or meetings, to advise on matters of interest.
- e) Directors must be individual members of the Association in good standing, at least 18 years of age, with

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power under law to contract.

f) The term of office for the President, Vice-President and other directors shall be two years. No one shall hold any one elected office beyond two consecutive terms. There is no limit on the number of non-consecutive terms.

g) Mandates for directors and officers of the Association have been established to overlap so that in any one year only a portion of the Board positions will be open for election, but over every two-year cycle, all Board positions will come up for election.

h) A on-line or paper ballot on which the votes are not recorded in accordance with the instructions shown on the ballot shall be disqualified as a spoiled ballot.

i) The new directors shall assume office from the retiring directors at the AGM.

j) A director or officer of the Association may be removed from the Board:
if at a special meeting of members, a resolution is passed by two-thirds of the members present at the meeting that the director be removed from office;
if the Board passes a resolution by normal voting procedure as defined in Art. VIII that the director be removed from office;
if the director resigns his or her office by delivering a written resignation to the Secretary of the Association;
if the director is found by a court to be of unsound mind;
on death.

k) In the case of a resignation or removal of a director or officer, the Board shall fill the vacancy for the remainder of the term with a member of the Association.

l) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred in the performance of his or her duties.

ARTICLE VIII: DIRECTORS' MEETINGS

a) The Board of Directors shall meet at least once in each year and this meeting shall be known as the Annual Meeting of the Board of Directors. This meeting will normally be scheduled during the Association's annual conference held in conjunction with the Congress of the Canadian Federation for the Humanities and Social Sciences which takes place in a different Canadian city each spring.

b) Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

c) A majority of directors in office (50% +1) shall constitute a quorum for any meetings of the Board of Directors. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the association. If the quorum be not present, the meeting shall adjourn unless a majority of the directors present decides to proceed with the meeting, in which event any action taken upon any resolution or motion shall have advisory force only.

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- d) With the approval of 50% +1 of the directors, meetings of the Board of Directors may take place via teleconference or by other electronic means that permit directors to communicate adequately with one another, so long as each director consents in advance to the method of communication and has equal access.
- e) Voting on questions at meetings held by electronic means shall be considered secure if votes are sent by email to the recording secretary for calculation and reporting
- f) Normal voting procedure shall be one vote for each director in attendance at a Board meeting. A majority of votes shall govern the decisions of the Board unless the *Act* or these by-laws otherwise provide.
- g) The President shall not vote except in the case of a tie vote when the President shall cast the deciding vote.
- h) Voting by proxy is not recognized.

ARTICLE IX: DUTIES OF OFFICERS

- a) The President shall call and preside over all meetings of the Association and the Board.
- b) The President shall take whatever action the President considers necessary on the Association's behalf provided such action is in conformity with the Constitution and by-laws of the Association and with policies established by the Board.
- c) The President or any person designated by the Board shall act as a spokesperson for the Association in its relations with the press, public and other organizations.
- d) The Vice-President shall assist the President and perform the duties of President in the absence of the President. In the event that the President vacates office for any reason, the Vice-President shall act as President for the remainder of the President's term.
- e) The Secretary shall assist the President and the Board, shall record all minutes of meetings, and shall forward files of records pertaining to the Association and all correspondence required for the functioning of the Association to the Association archives.
- f) The Treasurer shall be custodian of the seal of the corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- g) The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.
- h) The Board shall assist the President in the performance of the President's duties and shall receive reports of officers and committees.
- i) Contracts, documents or any instruments in writing requiring the signature of the Association, shall be

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signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

- j) The Board of Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- k) The Board shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
- l) The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
- m) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- n) The organization shall be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its objectives.

ARTICLE X: INDEMNITIES TO DIRECTORS AND OTHERS

- a) Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - i. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
 - ii. all other costs, charges and expenses which any director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as approved by the Board or occasioned by his or her own wilful neglect or default.

ARTICLE XI: APPOINTMENT OF COMMITTEES

The Board of Directors may appoint or elect such special committees as are deemed necessary to consider special projects or problems arising from time to time. The Board of Directors will define the terms of reference for each such committee.

ARTICLE XII: STANDING COMMITTEES

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- a) Scholarly Awards
 - i. The Board shall appoint a coordinator for the Scholarly Awards for a two-year renewable mandate. This person shall report to the Board and coordinate the activities of each award committee, including notifying the membership of the prizes each year, soliciting nominations from the membership, and ensuring the timely completion of award adjudication.
 - ii. The committees for the scholarly prizes (for example, the Richard Plant Essay Award, the Prix Jean-Cléo Godin, and the Ann Saddlemyer Book Award) shall be nominated by the Scholarly Awards Coordinator and approved by the Board for a one-year renewable term. Each committee will consist of three members, one of whom shall be named chair of that committee.
 - iii. The committees will review the appropriate journals, books, and online publications to select the recipients for the award.
 - iv. A committee member must withdraw from the committee if one of his or her works becomes a subject of adjudication. The Scholarly Awards Coordinator in collaboration with the Board shall appoint a replacement committee member.
 - v. Committee members must declare any conflict of interest.
- b) McCallum Scholarship
 - i. The Board shall appoint a committee of three members for the McCallum Scholarship each year for a one-year, renewable mandate. One member of this committee shall be appointed chair of the committee and a second the Secretary. The committee shall report to the Board and be responsible for notifying the membership of the scholarship each year, soliciting applications from the membership, ensuring the timely completion of scholarship adjudication, and soliciting donations to the scholarship fund.
 - ii. The committee will review the eligible applications to select the recipient or recipients for the scholarship.
 - iii. The committee members may not apply for a McCallum Scholarship.
 - iv. The amount of the scholarship shall be determined each year in consultation with the Association Treasurer and Board. It is understood that awards shall not incur costs against the principal amounts of the fund established for the scholarship.
- c) Lawrence Prize
 - i. The President of the Association or his or her designate shall act as chair of the Lawrence Prize. The Board of Directors or their designates shall act as the adjudication committee.
 - ii. The committee shall be responsible for notifying the membership of the prize each year, establishing protocols for adjudication, and ensuring the timely completion of prize adjudication.
 - iii. The amount of the prize shall be determined each year in consultation with the Association Treasurer and Board. It is understood that awards shall not incur costs against the principal amounts of the fund established for the prize.

ARTICLE XIII: JOURNAL OF THE ASSOCIATION

Theatre Research in Canada / Recherches théâtrales au Canada is the adopted journal of CATR/ACRT.

- a) The President of the Association or his or her designate will sit on the Management Board of the journal.
- b) The President of the Association or his or her designate will be an ex-officio member of the Editorial Board of the journal.
- c) The Editor of the journal shall be appointed from the membership of the Association by the Management Board of the journal.
- d) The Association shall purchase at a special rate a single one-year journal subscription for each Association member who has paid dues for the publication year and a single one-year journal subscription for each Honorary Member who has requested a subscription.
- e) The special subscription rate shall be determined by agreement between the Board of Directors of the Association and the Management Board of the Journal.

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- f) Other than the subscriptions, the Association assumes no financial obligations to the journal.
- g) In the event that the Management Board should decide to discontinue publishing the journal, it will immediately advise the President of the Association.

ARTICLE XIV: ANNUAL REPORT

The Board of Directors shall cause an Annual Report to be circulated within six months following the AGM and it shall include the reports of the President, the Secretary, the Treasurer and the Auditor.

ARTICLE XV: APPOINTMENT OF AN AUDITOR

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any vacancy in the office of the auditor. The auditor may not be an officer or employee of the association without consent of all directors. The remuneration of the auditor shall be fixed by the Board.

ARTICLE XVI: FISCAL YEAR

The Association shall have a fiscal year commencing January 1st and expiring the end of December or as otherwise determined by the Board of Directors.

ARTICLE XVII: INCORPORATION

The Association shall be incorporated as a non-profit organization.

ARTICLE XVIII: AMENDMENT OF THE BY-LAWS OF THE ASSOCIATION

- a) The by-laws of the Association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Associations Act, may be enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the membership at a general meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. Any proposed amendments shall be circulated to the membership in writing via the Association newsletter and available on the Association website at least one month prior to the Annual General Meeting at which time such amendments shall be voted upon.
- b) Amendments to the Constitution may be proposed to the Board of Directors by any member if endorsed in writing by twenty percent (20%) of the membership.
- c) The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ARTICLE XIX: DISSOLUTION OF THE ASSOCIATION

- a) The Association shall be dissolved by a two-thirds majority of the Board of Directors.

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- b) In the event of dissolution, the Board of Directors for the time being shall be responsible for the liquidation of the affairs of the Association.
- c) In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada having similar aims and objectives.
- d) The assets of the McCallum Scholarship Fund and Robert G. Lawrence Prize Fund shall remain separate from the operations assets of the Association. Upon dissolution of the Association, the McCallum Scholarship and Robert G. Lawrence Prize may reconstitute themselves as separate bodies to continue the awards. The assets of the related funds will be turned over to these new bodies.