



National Theatre School  
of Canada  
École nationale de théâtre  
du Canada



## GENERAL BY-LAW NO. 4<sup>1</sup>

### 1. Definitions and interpretation

In this By-law, unless the context otherwise requires:

- « **Governor** » means Member
- « **Life Governor** » means Honorary Member
- « **Director** » means Member of the Board of Directors, duly elected
- « **Annual General Meeting of the Governors** » means Annual General Meeting of the Members

### 2. Name

The Corporation is known as: École nationale de théâtre du Canada (ÉNTC) / National Theatre School of Canada (NTSC).

### 3. Head office

The Corporation's head office is located in the judiciary district of Montreal, at a location established by the Board of Directors

## MEMBERSHIP

### 4. Membership categories

The Corporation is comprised of two categories of Members: the Governors and the Life Governors.

### 5. Governance and Nominating Committee

The Governance and Nominating Committee is chaired by the Past-Chair and comprised of the regional Vice-Chairs. It makes recommendations to:

- a) The Board of Directors for the nomination and the renewal of the Governors mandates
- b) The Annual General Meeting of the Governors for the election of the Board of Directors

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<sup>1</sup> In this document, the masculine form indicates, when needed, women as well as men. The use of the masculine gender has the sole purpose of convenience of the reader. Each time a function is performed by a woman, the feminization of the title is required in all documents of the Corporation.

## **6. Governor**

- I. Any individual interested in furthering the objectives and activities of the Corporation may, following a recommendation by the Governance and Nominating Committee, become a Governor. Appointment is made by a resolution of the Board of Directors.
- II. Nominees sit as Governors immediately upon appointment.
- III. The term of a Governor is three years. The mandate may be renewed.
- IV. The number of Governors may not exceed fifty (50).

## **7. Life Governor**

By resolution of the Board of Directors, any person may be appointed Life Governor based upon services rendered or any other reason deemed sufficient.

Life Governors receive notice of all general meetings of Governors and of the Board of Governors. They may speak freely but do not possess the right to vote. Life Governors are not eligible to hold the position of administrator of the NTSC.

## **8. Resignation**

A Governor or Life Governor may resign at any time by sending a written notice to the Chair. The resignation takes effect on the date specified in the notice of resignation.

## **9. Removal of a Governor**

The Board of Directors, by resolution, may ask for the resignation of any Governor or Life Governor who acts contrary to the goals and objectives of the Corporation, behaves in a manner that is deemed a breach of the regulations or whose conduct or activities are detrimental to the Corporation; his removal as governor leads to his removal as Director if so determined by the Board.

### **ANNUAL GENERAL MEETING OF THE GOVERNORS**

## **10. Annual General Meeting of the Governors**

The Annual General Meeting of the Governors must take place within four months following the end of the fiscal year and be held at a date, time and place established by the Board of Directors. The AGM must be held within the territorial limits of the headquarters.

The agenda of the Annual General Meeting of the Governors is to include the presentation of financial statements and the report of auditors, the appointment of an auditor for the year to come, the ratification of the regulations adopted and actions taken by the Board of Directors during the preceding year and the election of the Board of Directors.

## **11. Special General Meeting**

A Special General Meeting of Governors may be called as required by the Board of Directors, which sets the date, time and place. The notice of meeting must state a detailed agenda and all points to be discussed at such meeting.

## **12. Notice**

Notices of meetings must be delivered to the Governors in writing, by mail, by fax or e-mail as per the information contained on the Governor's file duly signed upon appointment. Notices of meetings shall be served at least ten days prior to the date fixed for a meeting.

## **13. Waiver of notice**

A General Meeting of Governors may be held without formal notice if all Governors are present or if all the Governors absent consent in writing, by mail, fax or e-mail to hold such a meeting without notice.

## **14. Quorum**

The presence of 16 Governors at any meeting shall constitute a quorum.

## **15. Right to vote**

A Governor has the right to vote. Voting by proxy is not allowed. A life Governor has no vote.

## **16. Decisions**

Any decision submitted to a meeting of Governors is decided by a simple majority vote.

In case of a tie, the Chair has a casting vote.

A vote is taken by a show of hands unless a majority of Governors present requests the holding of a secret ballot. In such a vote, the Chair ensures the voting by distributing ballot papers on which each Governor shall record his vote ("yes" in favour of the adoption of the proposal, "no" against the adoption).

## **17. Procedure at meetings**

The Chair shall oversee the proper conduct of the meeting. Any decision of the Chair regarding the procedure at meetings is final.

## BOARD OF GOVERNORS

### 18. Composition

The Board of Governors has a maximum of 50 Governors. In addition, there may be such number of Life Governors as may be determined from time-to-time by the Board of Directors.

### 19. Chairmanship

The Board of Governors shall be chaired by the Chair of the Board of Directors.

### 20. Meetings and responsibilities of the Board of Governors

Including the Annual General Meeting, the Board of Governors shall meet three times a year.

It shall discuss matters relating to the orientation and the realisation of the strategic goals of the Corporation, and shall review the activities of NTSC and shall make such recommendation as it deems necessary to the Board of Directors.

### 21. Role and duties of the Governors

Governors are expected to:

- Attend meetings;
- Be informed of the NTSC's activities, especially by carefully reading the documents and fact sheets circulated in preparation for meetings;
- Participate in fundraising campaigns and activities organized by the NTSC.
- Take part, insofar as possible, in the life of the NTSC, such as attendance at public performances, the annual Gascon-Thomas Awards Ceremony and other activities;
- Personally and actively represent the NTSC making its case with government bodies, the cultural community, and the general public;
- Bring to bear their personal expertise in promoting the accomplishment of the NTSC's mission.

Upon receipt of notice, Governors are required to pay dues in the amount set by the Board of Directors. This non refundable fee is due not later than fifteen (15) days before the Annual General Meeting of the Governors.

## BOARD OF DIRECTORS

### 22. Composition

The affairs of the Corporation shall be administered by a Board of Directors composed of up to 17 Directors elected by the Annual General Meeting of the Governors.

### 23. Term of office

A Director shall take office immediately upon election and remain in office until the end of his mandate, resignation or removal as Governor.

The term of office of a Director shall be two years.

### 24. General Powers

The Board of Directors shall manage the affairs of the Corporation and exercise the powers necessary to that end. It may create management positions and committees and appoint persons thereto.

A Director may bind the Corporation to a commitment only after the adoption of a resolution of the Board of Directors authorizing such commitment.

### 25. Election of Officers

The Board of Directors shall, at its first meeting following the Annual General Meeting of the Governors, elect the Officers of the Corporation.

### 26. Chair of the National Theatre School of Canada (NTSC)

The Chair:

- Is elected by the Board of Directors;
- Presides at the Board of Directors' meetings;
- Presides at the Board of Governors' meetings;
- Prepares agendas and reviews the minutes of the Board of Directors and the Board of Governors;
- Designates the chairs of all committees and proposes their composition to the Board of Directors;
- Is an ex officio member of all committees;
- Oversees the implementation of decisions of the Board of Directors;
- Represents the Board of Governors, the Board of Directors and the NTSC with financial partners of the organization and the general public;
- On behalf of the Board of Directors, acts as the supervisor of the President and CEO;

The Chair is assisted in his tasks by the Directors. The President and CEO of NTSC is responsible for facilitating the performance of all tasks of the Chair.

## **27. Vice-Chairs**

The Vice-Chairs:

- Are elected by the Board of Directors;
- Exercise the powers and functions as may be assigned from time to time by the Chair or the Board of Directors
- There may be a maximum of 5 vice-presidents representing each of the 5 major regions of the country (British Columbia, West, Ontario, Québec and Atlantic provinces)

In the absence of or inability to act by the Chair of the Board of Directors, one of the Vice-Chairs, selected by the Board of Directors, may assume the powers of the Chair.

## **28. Treasurer**

The Treasurer shall oversee the care and custody of the funds and assets of the Corporation and shall sign the audited financial statements annually.

## **29. Secretary**

The Secretary shall attend meetings of the Board of Governors and Board of Directors, oversee the preparation of notices of meetings, agendas, minutes and other corporate documents. The Secretary shall have custody of the register of corporate acts and is the sole person authorized to produce an excerpt of minutes of meetings of either the Board of Governors or the Board of Directors.

## **30. President and CEO**

The President and CEO is hired by and shall sit, without voting rights, on the Board of Directors. His terms of employment shall be determined by resolution of the Board of Directors.

In addition to and subject to function that the Board of Directors may delegate, the President and CEO has all the powers necessary to represent and achieve the objectives of the Corporation.

Without limiting the generality of the foregoing, the President and CEO is responsible for preparing the guidelines, objectives, priorities, strategies and action plans in accordance with the Corporation's management philosophy as approved by the Board of Directors.

As head of management, the President and CEO, directs and manages all the resources of the Corporation which include the budget, staff, movable and immovable property and material and information resources.

In conjunction with the Chair of the Board of Directors, the President and CEO shall represent the Corporation and maintain links with key players in the cultural milieu, governments, donors and sponsors.

### **31. Compensation**

The Directors and Governors of the Corporation are not paid for their services.

### **32. Resignation**

Any Officer may resign his office at any time by informing in writing the Chair.

An Officer who resigns from office may remain a Governor or Director.

### **33. Vacancy**

Any vacancy in an Officer's position may be filled by the Board of Directors. The Officer so appointed remains in office until the next Annual General Meeting of the Governors.

### **34. Frequency of meetings**

The Board of Directors shall meet as often as necessary, but at least four (4) times per year.

### **35. Calling of meetings**

Meetings of the Board of Directors are called by the Secretary. They are held at the headquarters of the Corporation or elsewhere as designated by the Board of Directors.

### **36. Notice of meeting**

The notice of any meeting of the Board of Directors must be delivered to Directors in writing, by mail, fax or e-mail. The notice of meeting shall be served at least ten days before the date fixed for a meeting.

A meeting may be held in the absence of notice, if all Directors are present or if the absent Directors have expressed their consent in writing, by mail, fax or e-mail to the holding of the meeting without notice.

### **37. Quorum**

The presence at the beginning of any meeting of five (5) Directors constitutes a quorum. It is necessary that a quorum be present for the duration of the meeting.

### **38. Right to vote**

Every Director is entitled to one vote. Voting by proxy is not allowed.

### **39. Confidentiality**

The Board of Directors' deliberations are private. Directors have the duty to treat such information as confidential and must not disclose or make copies, extracts or reproductions without the express authorization of the Board of Directors.

### **40. Standing Committees**

Each committee shall be governed by terms of its mandate which must be reviewed by the Chair with the committee members at least annually.

### **41. Audit Committee**

The Audit Committee is chaired by a member of the Board of Directors. It shall consist of Governors with reasonable competences in accounting and finance. The Committee meets at least twice a year, or more often if deemed necessary. Although the NTSC's Treasurer does not sit on the Audit Committee he shall attend meetings with the President and CEO to answer questions.

### **42. Ad hoc Committees**

The Board of Directors may establish ad hoc committees as deemed necessary.

### **43. Decisions**

All matters submitted to Directors shall be decided by a simple majority of votes. In the event of a tie, the Chair casts a deciding vote.

### **44. Resolution signed by the Directors**

A resolution signed by all Directors is valid and has the same effect as if it had been adopted at a meeting of the Board of Directors duly convened and held. Such a resolution must be included in the book of minutes, according to its date, like regular minutes.

Any fax or message sent by or e-mail establishing the agreement of a Director to a resolution must include the full text which corresponds to a written resolution signed by the Directors and must be recorded in the manner described in the preceding paragraph. Such resolution is deemed valid if all Directors have declared approval.

### **45. Participation by telephone**

Directors may, if all in attendance agree and provided that those attending can hear each other, participate in a meeting of the Board of Directors by conference call. Participants are deemed to have attended a meeting considered to have been held at the headquarters of the Corporation. Any resolution adopted in this manner must be transcribed in minutes to be adopted and subsequently inserted in the book of minutes according to its date, time and place.

## FISCAL YEAR AND OTHER ISSUES OF COMMERCIAL NATURE

### 46. Fiscal year

The fiscal year of the Corporation shall begin on August 1 and end on July 31. Financial statements must be adopted by the Annual General Meeting of the Governors within four months of the end of the fiscal year.

### 47. Contracts and banking

All acts, commercial papers, transfers, contracts and agreements which require the approval of the Corporation must be signed by persons authorized by resolution of the Board of Directors.

## AMENDMENTS TO GENERAL BY-LAW

### 48. Procedure for amendments

The Board of Directors has the power to repeal or modify any provision of these By-laws as well as adopt any new By-law, but any repeal, amendment or adoption shall not take effect unless and until it shall be ratified at a special meeting of Governors convened for that purpose, and shall have effect thereafter and until the next Annual General Meeting of the Governors, and if this repeal, modification or adoption is not ratified by a simple majority of votes at the Annual General Meeting of the Governors , It ceases, but thereafter only, to have effect.

### 49. ADOPTION

This By-law was adopted at the Annual General Meeting of the Governors on October 24, 2008 in Montreal.

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Chair

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Secretary