

**GENERAL Definitions**

- (a) “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “Article” means the original or restated formative articles of the Club;
- (c) “Club” means the Toronto Heliconian Club, an Ontario not-for-profit corporation incorporated by Letters Patent dated September 15, 1922, that is subject to the provisions of the Act;
- (d) “Member” means a member of the Club;
- (e) “Members” means the collective membership of the Club;
- (f) “Board” means the board of directors of the Club;
- (g) “Director” means an individual occupying the position of director of the Club by whatever name she is called;
- (h) “Officer” means an officer of the Club.

**ARTICLE I Name**

This organization shall be known as the Toronto Heliconian Club.

**ARTICLE II Objects**

**SECTION 1** To further communication among professional women engaged in the arts

**SECTION 2** To hold meetings from time to time to promote and stimulate an active interest in the advancement of the arts within the community

**SECTION 3** To provide space for the furtherance of visual and performing arts

**ARTICLE III Membership**

**SECTION 1**

(a) There shall be three (3) classes of Members:

- (i) Full Member
- (ii) Non-resident
- (iii) Honorary Life

(b) **Full Members:** Any woman actively engaged in the arts and resident in the greater Toronto area (GTA) or its vicinity, that is within eighty (80) kilometers of the Club’s premises, and qualifying under such membership policy and regulations relating thereto as may at the time be in force, may be elected a Full Member of the Club, and upon payment of such admission and annual dues as prescribed, shall be admitted to membership in the Club.

Any Full Member moving from the GTA or its vicinity, as defined, may be transferred to non-resident membership by notifying the Club office.

- (c) **Non-resident Members:** Any woman actively engaged in the arts and qualifying as in Article III.1(b), but not resident in the GTA or its vicinity as defined in Article III.1(b), shall be elected a Non-resident Member of the Club upon payment of admission and annual dues. The membership of a Non-resident Member shall terminate on the return of such member to the GTA or its vicinity as defined above. Such member may become a Full Member by notifying the Club office and payment of the difference between Non-resident Member and Full Member dues.
- (d) **Honorary Life Members:** Honorary life membership may be conferred by the Board on a member of the Club who has given outstanding service to the Club over a period of many years. Dues requirements shall be withdrawn. There shall be no more than six (6) Honorary Life Members at one time.

## **SECTION 2 Election to Membership**

All elections to membership in the Club shall be in accordance with such procedures as may be prescribed from time to time by Club policy. A membership is non-transferable and automatically terminates if the Member resigns, dies, or is terminated for cause. There are no provisions for corporate memberships.

## **SECTION 3 Resignation of Membership**

Resignation of membership shall be by notification in writing addressed to the Club office, by which it shall be submitted to the Board at its next meeting.

## **SECTION 4 Termination of Membership for Cause**

- (a) Upon fifteen (15) days' notice to a Member, the Board may pass a resolution authorizing disciplinary action or termination of membership for violating any provision of the articles or any standing code of conduct.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15)-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

# **ARTICLE IV Dues**

## **SECTION 1 Admission Dues**

The Board shall fix the admission dues.

## **SECTION 2 Annual Dues**

The annual dues for the different classes of membership shall be such as are fixed from time to time by the Board.

## **SECTION 3 Non-payment of Dues**

Only Members who have paid their dues for the current fiscal year by the date stated in the renewal reminder shall be entitled to the privileges of the Club and voting rights.

**ARTICLE V            Government****SECTION 1        Directors**

The government and management of the Club shall be vested in a Board consisting of the following officers: a president, a vice-president, a secretary, and a treasurer. In addition the Board will consist of at least three (3) other Directors.

**SECTION 2        Qualifications**

Every Director shall be nineteen (19) or more years of age and a Member of the Club. No undischarged bankrupt shall become a Director.

**SECTION 3        Election and Term**

The Directors shall be elected by the Members. The term of office of the Directors shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

**SECTION 4        Remuneration**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; providing that Directors may be reimbursed for reasonable, preauthorized expenses they incur in their performance of Directors' duties.

**SECTION 5        Vacancies**

Any vacancies occurring on the Board shall be filled until the next annual meeting by appointments made by the Board.

**SECTION 6        Meetings**

Meetings of the Board may occur as set by the Board.

**SECTION 7        Quorum**

A majority of the members of the Board shall constitute a quorum.

**SECTION 8        Chair**

The President shall preside at Board meetings. In the absence of the President, the Vice-President shall preside. In the absence of the Vice-President, the Directors present shall choose one of their number to act as Chair.

**SECTION 9        Voting**

Each Director, except the Chair, has one vote. Questions arising at any Board meeting shall be decided by a majority vote. In the case of a tie, the presiding officer shall have the deciding vote.

**SECTION 10      Participation by Telephone or Other Communication Facilities**

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating by such means will be deemed to be present at that meeting.

**SECTION 11 Standing or Special Committees**

The Board, at its discretion, may appoint, from time to time, standing or special committees which shall report to the Board.

**SECTION 12 Employees**

The Board shall appoint and discharge employees by resolution, and determine their remuneration.

**SECTION 13 General Powers of the Board**

In addition to the powers provided for above, and any powers prescribed under the Act, the Board shall have the power to make and execute contracts in the name of the Club, and to do all other things which it may deem necessary for the proper operation, government and management of the Club, including the power to set Club policy.

**ARTICLE VI Financial****SECTION 1 Banking**

The Board shall by resolution from time to time designate the financial institution in which the money, bonds or other securities of the Club shall be placed for safe keeping.

**SECTION 2 Financial Year**

The financial year of the Club ends on April 30 in each year or on such other date as the Board may from time to time determine by resolution.

**SECTION 3 Auditor**

The Board shall appoint an auditor or an authorized professional to conduct a review engagement or audit each year on the accuracy of the Club's financial statements. The appointment shall be subject to ratification at the annual meeting

**SECTION 4 Authorization**

- (a) Contracts, documents or instruments in writing requiring the signature of the Club may be signed by the head of staff for amounts up to \$2,000, by the head of staff and one officer of the Club for amounts between \$2,000 and \$5,000, and by the head of staff with full Board approval for amounts above \$5,000.
- (b) All cheques, drafts or orders for the payment of money shall be signed by an officer of the Club or a person designated by resolution of the Board.

**SECTION 5 Securities and Deposits**

- (a) Securities held by the Club, together with such documents as the Board may deem advisable, shall be deposited for safe keeping in a safety-deposit box. Any two (2) of the signing officers of the Club shall have access to the safety-deposit box.
- (b) The Board may invest surplus funds in certificates, debentures or investment grade securities of any chartered bank or trust company registered to carry on business in Ontario or in bonds issued and guaranteed by the federal or provincial governments, and may sell or dispose of such investments and re-invest the proceeds.

**SECTION 6 Reserve Funds**

Separate Reserve Funds may be established for specific purposes and the funds in any one reserve can only be used for the purpose specified.

**ARTICLE VII      Protection of Directors and Others**

No Director or committee member of the Club is liable for the acts, neglects or defaults of any other Director, or committee member or employee of the Club, or for joining in any receipt or for any loss, damage or expense happening to the Club through insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Club are deposited, or for any loss occasioned by an error of judgment or oversight on her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of her respective office or trust provided that they have:

- (i) complied with the Act and the Club's Articles and policies, and
- (ii) exercised their powers and discharged their duties in accordance with the Act.

**ARTICLE VIII      Conflict of Interest**

- (a) A Director who, directly or indirectly, has a financial interest in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- (b) No Director shall, directly or through an associate, receive financial benefit, through a contract or otherwise, from the Club unless the provisions of the Act are complied with.

**ARTICLE IX      Elections****SECTION 1      Nominating Committee**

- (a) The Board shall appoint a Nominating Committee consisting of three (3) Members, at least one of whom shall be a past or present officer, whose duty it shall be to prepare a list of candidates, as prescribed in Article V.1, for the ensuing year. The consent of each nominee must be secured.
- (b) The Nominating Committee as constituted above shall act as a standing committee in an advisory capacity for the ensuing year.

**SECTION 2      Presenting the Slate**

Upon receipt of the slate from the Nominating Committee, and having approved of the same, the Board shall then send the slate to every Member in good standing of the Club not less than four (4) weeks before the annual meeting. This may be done electronically. Further nominations may be made by the Members, if they so desire, not later than the stated closing date if consent of the nominee has been secured.

**SECTION 3      Ballot**

When an election is necessary, the names of the nominees shall be placed on a ballot form with full instructions regarding its use, and distributed in accordance with the procedure determined, as needed, by the Board.

**SECTION 4 Scrutineers**

The President shall appoint scrutineers to examine the ballots and, on their report, the nominees obtaining the majority of votes shall be declared duly elected.

**SECTION 5 Acclamation**

Should no nominations be forthcoming other than those submitted by the Board, the list of candidates so nominated shall be deemed elected by acclamation.

**ARTICLE X Terms of Office**

The term of office for the Board members and their appointees shall be from one annual meeting until the next. The maximum term for any position shall be three (3) years. However, in the event that no candidate is found for a specific position, then the term of the position can be extended by approval of the Board and election of the candidate.

**ARTICLE XI Meetings of Members****SECTION 1 Annual Meeting**

The annual meeting shall be held on a day fixed by the Board. If so requested, a Member shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

The business transacted at the annual meeting shall include:

- (i) receipt of the agenda;
- (ii) receipt of the minutes of the previous annual meeting;
- (iii) consideration of the financial statements; report of the auditor or review engagement report;
- (iv) reappointment or new appointment of the auditor or authorized professional for the coming year;
- (v) other business as may be set out in the notice of meeting;
- (vi) election of Directors, or in the case of acclamation, announcement of the results.

**SECTION 2 Business Meetings**

- (a) Business meetings of the Club shall be held on such dates as the Board selects.
- (b) Business meetings of the Club may be called by the President, the Board, or upon the written request of ten (10) Members.
- (c) Notice of any meeting shall be communicated at least 10 days in advance of the meeting to each Member.
- (d) The quorum for the transaction of business at any annual or business meeting is 10% of the membership whether in person or by proxy. If a quorum is present at the opening of the meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (e) The rules of parliamentary practice as stated in Robert's Rules of Order shall govern the proceedings of the Club, subject to any special rules which have been, or may be, adopted.

**ARTICLE XII Amendments to the Constitution****SECTION 1 Notice of Amendment**

No business meeting of the Club shall have the power to make, modify, change or annul any section of the constitution unless notice of the general import has been communicated to all members, at least four weeks before the date of such meeting.

**SECTION 2 Approval of Amendment**

No change or amendment to the constitution may be made unless supported by a two-thirds majority of members present or voting by proxy.

**ARTICLE XIII Dissolution**

The Club shall not be dissolved except in accordance with the provisions of the Act.

**ARTICLE XIV Conflict between Constitution and ByLaws**

To the extent that there is a conflict between the Constitution and the ByLaws, the Constitution shall govern.

**BYLAWS****BYLAW NUMBER 1 Name and Seal**

- (a) The head office of the Club shall be situated in the Club house.
- (b) The term Heliconian Hall, not Heliconian Club, shall be employed in all publicity, including press and radio notices, pertaining to the building.
- (c) The corporate seal of the Club shall be affixed to any instrument or written document when so authorized by the Board.

**BYLAW NUMBER 2 Application for Membership**

- (a) Nominee must be a woman engaged in the arts.
- (b) The name of each proposed new member must be sponsored by two members of the Club, one of whom shall serve as mentor / buddy.
- (c) The application form, completed in full, must be submitted to the office and accepted by the Board.
- (d) The names of new members shall be announced in the monthly bulletin.

**BYLAW NUMBER 3 Sections****(a) Section Definition**

- (i) The Club is organized by internal divisions called Sections
- (ii) A Section is a group of women with similar artistic focus.
- (iii) Each Section determines its own criteria subject to Board approval.
- (iv) Sections plan and execute activities and provide an input into overall direction of the Club.
- (v) Each Section has a Chair who organizes these activities.

**(b) Section Membership**

- (i) Each member shall be affiliated with a Section which represents her primary focus but may also join other Sections as appropriate.

- (ii) Sections may include presenting (performing/exhibiting) members, supporters and advocates.

**BYLAW NUMBER 4 Club Fees**

- (a) Membership fees shall come due annually on May 1<sup>st</sup>.
- (b) Each new member, upon payment of the required fees, shall be sent a copy of the Constitution and Bylaws of the Club and a copy of the list of members.
- (c) If a member resigns and at some future time wishes to rejoin, she shall make application to the president of the Club. The admission fee will be required after an absence of three years.

**BYLAW NUMBER 5 Reserve Funds****SECTION 1 Source of Income**

Reserve funds shall consist of:

- (a) gifts and bequests of money or securities subject to any conditions imposed by the donor or by the law;
- (b) money transferred from general funds, or allocated to a Reserve Fund from time to time by the Board of Directors.

**SECTION 2 Investment of Reserve Funds**

The Board of Directors shall invest or cause to be invested money held in reserve funds by them in trust for the Club as indicated in the Constitution Section 5 b.

**SECTION 3 Banking Procedures**

The signatures of two officers of the Board of Directors are required for the withdrawal of money from a segregated Reserve Fund bank account.

**BYLAW NUMBER 6 Property Reserve Fund**

- (a) The Property Reserve Fund, an endowment fund, shall be maintained, the income from which may be used to pay for:
  - (i) major structural repairs or renovations to the premises;
  - (ii) realty taxes and insurance.
- (b) The initial investment and subsequent designated contributions shall not be impaired except in the event of unusually serious damage to the premises sufficient to preclude proper functioning of the Club.

**BYLAW NUMBER 7 Loss of Property**

The Club shall not be responsible for the loss of property of members or their guests, or for any damage or injury sustained by them in or about the Club.

**BYLAW NUMBER 8 Amendments to Bylaws**

A Bylaw may be changed or amended at any properly constituted meeting of the Club by a majority vote of those present on condition that proper advisement of such change or amendment has been given with notice of meeting.



## Schedule A

### Position Description of the President

#### Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and staff of the Club. The president ensures the Board discusses all matters relating to the Board's mandate.

#### Responsibilities

**Agendas.** Establish agendas aligned with annual Board goals and preside over Board and General meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction.** Serve as the Board's central point of communication with staff; provide guidance to staff regarding the Board's expectations and concerns. In collaboration with staff, develop materials for Board decision-making.

**Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of staff through an annual process.

**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and strives for continuous improvement.

**Representation.** Serve as the Board's primary contact with the public.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and Bylaws concerning Directors' conduct.

**Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning.** Ensure successions for Board and staff are planned in a timely fashion.

**Committee Membership.** Serve as *ex officio* member on all Board committees.

## Schedule B

### Position Description of the Vice President

It shall be the duty of the vice-president to act for the president as required and to assume such responsibilities on behalf of the Club as may be deemed advisable.

## Schedule C

## **Position Description of the Treasurer**

### **Role Statement**

The treasurer works collaboratively with the president and staff to support the Board in achieving its fiduciary responsibilities.

### **Responsibilities**

**Custody of Funds.** The treasurer shall oversee the custody of the funds and securities of the Club and shall ensure full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club. The treasurer shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Club. The treasurer shall prepare an annual budget in consultation with staff. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship.** Serve as a mentor to other Directors.

**Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Club approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## **Schedule D**

### **Position Description of the Secretary**

#### **Role Statement**

The secretary works collaboratively with the president to support the Board in fulfilling its responsibilities.

#### **Responsibilities**

**Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct.

**Document Management.** Oversee the keeping of the names and addresses of the Members; ensure the proper recording and maintenance of minutes of all Board and General meetings of the Club. Oversee the custody of all minute books, documents, registers and the seal of the Club and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Schedule E****Position: Board Member - Volunteer**

**Time commitment:** Minimum five to ten hours per month (meetings, preparation, consultation)

**Term:** One year, elected annually at the Annual General Meeting

**Accountability:** The Board is collectively accountable to the members, community, funders and other stakeholders. It is accountable for the Toronto Heliconian Club's performance in relation to its mission and strategic objectives, and for the effective stewardship of financial and human resources.

**Authority:** Individual Board Members have no authority to approve actions by the Toronto Heliconian Club, to direct staff, or to speak on behalf of the Toronto Heliconian Club, unless given such authority by the Board.

**Responsibility:** Board Members are responsible for acting in the best long-term interests of the organization and the community and will bring to the task of informed decision-making a broad knowledge and an inclusive perspective.

**Principal Duties: Every Board Member, including the Board's officers, is expected to:**

- Prepare for and participate in Board meetings
- Participate as a team player and share tasks as far as possible in helping the Board direct the Toronto Heliconian Club in meeting its strategic and operational objectives
- Articulate alternative points of view and support Board decisions once made
- Participate in the review of the Toronto Heliconian Club's mission and objectives and in the development of a strategic plan
- Help the Board to monitor the performance of the Toronto Heliconian Club in relation to its mission, objectives and core values
- Participate in the approval of the annual budget and monitor the financial performance of the Toronto Heliconian Club in relation to it
- Abide by the Bylaws, code of conduct and other policies that apply to the Board
- Help establish, review and monitor policies that direct operational practices (e.g. financial management, human resource management)
- Participate in the hiring of, and if required, the releasing of, the General Manager and other employees as the case may be
- Participate in the evaluation of the General Manager, if required
- Recruit new Board members
- Participate in the evaluation of the Board itself (annual Board self-evaluation)
- Contribute to the work of the Board as a member of a Sub-Committee of the Board

- Attend and participate in the General Meeting, and special Meetings as required
- Stay informed about community issues relevant to the mission of the Toronto Heliconian Club and the interests of key stakeholders

**Qualifications: The following are considered key job qualifications:**

- Knowledge of the greater Arts community
- Commitment to the organization's mission and strategic directions
- A commitment of time
- Openness to learning

**Evaluation:** The performance of individual Board Members is evaluated annually in the context of the self-evaluation of the whole Board and is based on the carrying out of duties and responsibilities as outlined above.

**Removal of a Board Member:** A Board Member may be removed from the Board by majority vote, for not performing her duties. Being absent from three consecutive Board meetings without reasonable cause will result in the automatic removal from the Board unless otherwise determined by a decision of the Board.