



**By-Laws Official Document of the Not-for-Profit Corporation of
Toronto Clown Alley and Family Entertainers Inc.**

SECTION 1 – GENERAL

1.01 DEFINITIONS

In This By-Law, unless the Context Otherwise requires:

- a. “Act” means the Not-for-Profit Corporation Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the Board of Directors of the Corporation; (TCAFE Executive Committee)
- c. “By-Laws” means this by-law (including the schedules to this By-Law as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board; generally filled by the President;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these By-Laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective Membership of the Corporation
- i. “Officer” means an officer of the Corporation

1.02 INTERPRETATION

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural, and words importing one gender include all genders.

1.03 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of the By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 SEAL

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two designated Officers or Directors. In addition the Board may from time to time direct the manner in which the person by whom a particular document or type of document shall be executed.

Any Officer authorized to sign any document may affix the Corporate Seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01 ELECTION AND TERM

The Directors shall be elected by the Members (or elected by default should only one member be interested) at the Annual General Meeting.

All Directors must have reached the age of majority, and with the exception of the first year Board, all Directors must have been a member in good standing for at least one year.

The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the Changeover meeting, generally held in August until the next Changeover meeting, a period of 1-year.

A Director shall be permitted to hold multiple Committee, Board or Officer Positions within the Corporation and may take on any such duties associated with such positions if:

1. The positions or duties ascribed are not the responsibility of another elected member;
2. The Board has deemed the responsibilities necessary for the Corporation;
3. There is no objection from the majority of Members.

2.02 VACANCIES

The position of an Officer shall be vacated immediately:

1. If the Officer resigns position by written notice to the President, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
2. If the Officer dies;
3. If the Officer is found to be incapable of managing their position by the Board of Directors;
4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Officer / Director before the expiration of the Officer / Director's term of position.

2.03 FILLING VACANCIES

A vacancy on the Board shall be filled as follows: a quorum of Directors may fill a vacancy among the Directors

1. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
2. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold the office of the removed Director's term; and
3. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the expired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 COMMITTEES

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a Committee of Directors and may delegate those powers set out in the Act; and
2. Subject to the limitations on delegations set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition by resolution at any time.

2.05 REMUNERATION OF DIRECTORS

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Directors may, from time to time, be hired by the Corporation to provide training, workshops, or seminars to the Membership at a rate not exceeding that paid to other outside suppliers of similar training, workshops or seminars.

SECTION 3 - BOARD MEETINGS

3.01 CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair, President, or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

3.02 REGULAR MEETINGS

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 NOTICE

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 CHAIR

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

3.05 VOTING

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

SECTION 4 - FINANCIAL

4.01 BANKING

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 FINANCIAL YEAR

The financial year of the Corporation ends on July 31 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 - OFFICERS

5.01 OFFICERS

The Board shall be determined by popular vote of each of the positions at the annual meeting of the membership. These shall be determined by the Board and may be changed by approval of the Board. These roles are:

- President
- Vice President
- Recording Secretary
- Treasurer
- Membership Director
- Insurance Director
- Program Director

In addition the out-going President shall stay on in the role of Past-President.

The role of Chair shall be that of the President.

Other than the President and Past-President, any Director may assume more than one role.

The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 OFFICE HELD AT BOARD'S DISCRETION

Any Officer shall cease to hold office upon resolution of the Board.

5.03 DUTIES

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

The duties for each position are outlined in Appendix C and may be changed at the discretion of the Board and/or as required by law.

SECTION 6 - PROTECTION OF DIRECTORS AND OTHERS

6.01 PROTECTION OF DIRECTORS AND OFFICERS

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

1. Complied with the Act and the Corporation's articles and By-laws; and
2. Exercised their powers and discharged their duties in accordance with the Act

SECTION 7 - CONFLICT OF INTEREST

7.01 CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation 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.

SECTION 8 - MEMBERS

8.01 MEMBERS

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

8.02 MEMBERSHIP

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.03 MEMBER IN GOOD STANDING:

A member shall be considered a member in good standing if they meet the following conditions:

- a. They do not have membership fees outstanding within three (3) months of membership
- b. They are not found to be in contravention of any By-Laws listed here-in, and any official adopted policies and procedures.

8.03 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. 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 5 days before the end of the 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.
3. Any member not in good standing may be terminated by the discretion of the Board.

SECTION 9 – MEMBERS' MEETINGS

9.01 ANNUAL GENERAL MEETING (AGM)

The Annual or any other General Meeting of the members shall be held at the regular space of the meetings, or elsewhere in the province of Ontario, as the Board of Directors may determine and on such a day as the said Directors shall appoint.

9.02 NOTICE

The Board shall determine the time and location of the annual meeting and its discretion.

No public notice or advertisement to the Members is required, but any Member upon request shall be provided written notice of the meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles no less than (21) days before the meeting.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to for a reasoned judgement on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.03 BUSINESS

The business transacted at the annual meeting shall, at the discretion of the Board include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. The interim report will be reported at the annual general meeting, and the final report will be reported in September;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the Auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.04 SPECIAL MEETINGS.

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.05 QUORUM

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a 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.

9.06 CHAIR OF THE MEETING

The President shall be the chair of the Members' meeting: in the President's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as President, the Members present shall choose one of their members to chair the meeting.

9.07 VOTES

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or
- e. Any Member may demand a written ballot. A written ballot, when required or demanded, shall be taken in such manner as the Chair of the meeting shall direct;
- f. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 ADJOURNMENTS

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30-days or more. Any business may be brought before or dealt with any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the name.

9.09 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted at the discretion of the Board, or with the majority consent of the Members present at the meeting.

9.10 CLASSES OF MEMBERSHIP & DUES

Membership Fees are to be set by the Board of Directors annually at the Annual General Meeting and are listed in Appendix D.

The classes of membership are

Regular Member: ages 16 - 64

Senior Member: Ages 65+

Family Member: Persons(s) living within the same household as a Regular Member

SECTION 10 – NOTICES

10.01 SERVICE

Any notice required to be sent to any Member or Director or to the Auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent a prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the Auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary / Membership Director, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 COMPUTATION OF TIME

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 ERROR OR OMISSION IN GIVING NOTICE

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS

11.01 AMENDMENTS TO BY-LAWS

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a Membership or to change the method of voting by members not in attendance at a meeting of Members.

Enacted August 24, 2017

PRESIDENT

SECRETARY

Ron Guttman

Esther Guttman

APPENDIX A

EARLY HISTORY OF THE TORONTO CLOWN ALLEY

In October 1984 Bill “Syncro” Linge began teaching a Clowning & Ballooning course at Seneca College. In May of 1985 with the third class in session, it was evident that there were a lot of students that wanted to continue with their education after the course ended and Toronto Clown Alley Was formed by (among others) Bill, his wife Bev and Tom Kerr (father of current member Colleen) who was the very first president.

The club was set up and once a month (except for December, July and August) a group of “clowns” would meet for fellowship, training and the club also supplied clowns free of charge to registered charities as a service to the community. This gave new clowns on the job training and mentoring opportunities as most times they were paired off with a more experienced clown. Upon joining the club, you were considered an apprentice clown.

Each year at the “Big Bang” those that were deemed to have learned a lot during the previous year and had their performance at volunteer events evaluated positively by more experienced clowns were handed a “graduation certificate” that stated they were now journeyman clowns.

At its zenith in the late 80s and early 90s Toronto Clown Alley had around 130 members. After the course at Seneca stopped running the “feeder” system for the Alley disappeared and less and less new people joined the club. We also had some who retired and some who quit the industry and others who unfortunately passed on. We eventually hit our nadir at around 35 members.

We have slowly started building the club back up as we are now a club that encompasses all types of family entertainers and all types of skills. The fellowship is still there as well as the educational opportunities. Long gone are any types of charity events run through our organization.

Toronto Clown Alley incorporated as Toronto Clown Alley and Family Entertainers Inc. in 2017.

APPENDIX B

CODE OF ETHICS

1. A family entertainer will keep his/her acts, performance and behavior in good taste at all times. He/She will remember that a good family performer entertains by making fun of themselves and does not get laughter at the expense or embarrassment of others.
2. A family entertainer will strive to achieve the best that he/she can with their costume and/or makeup and appear clean and neat at all times. He/She will always try to remain anonymous while in makeup and costume as a clown, though there may be circumstances when it is not reasonably possible to do so.
3. A family entertainer should never drink any alcoholic beverage prior to a performance or appearance, nor should he/she drink any alcoholic beverage while in costume and/or makeup.
4. A family entertainer should not smoke while in costume and/or makeup and in public. If you are a smoker, make sure that you have a good supply of breath mints to take before meeting the public.
5. A family entertainer should never touch anyone in an inappropriate way especially while in costume and/or makeup.
6. While on appearance, in costume and/or makeup, a family entertainer will carry out the directives of the booker, event producer or his/her designated deputies. He/She will abide by all performance rules without complaint in public.
7. A family entertainer will abide by a professional code of business ethics. If working for an agent, he/she will only hand out the agent's business cards. He/She will never approach anyone associated with the client with their own contact information nor advertise their own business. He/She will represent the agent to the best of his/her ability.
8. No member shall participate in, associate with, or otherwise act in such unlawful or egregious actions that will or may bring a negative image or association to the Corporation.

At the discretion of the Board, termination under this clause shall not require notice.

APPENDIX C

ROLES WITHIN THE CORPORATION

1. BOARD OF DIRECTORS

President

Past-President

Vice President

Recording Secretary

Treasurer

Membership Director

Insurance Director

Program Director

2. COMMITTEES (REPORTING TO THE BOARD)

Committees are comprised of one or more members who have volunteered to provide specific support services to the Board. These committees shall, from time to time, report to the Board as instructed. They are not, however, Directors, and do not have a vote at Board meetings.

When invited to Board meetings, they may contribute to discussions, as appropriate.

Snacks

Communications

Social

Sunshine

Social Media

Graphics

APPENDIX D

FEES

Fees may be changed from time to time at the discretion of the Board.

Starting Fall, 2017

Regular Membership: \$60.00

Senior Membership: \$40.00

Family Membership: \$30.00

Guest Fees: \$20.00 or as set by the Board for a specific meeting or event.