

January 23, 2019

## **Proposed Revisions to the Constitution of the Stratford Perth Museum Association**

(Text to be added is underlined and in italics. Text to be deleted is struck out.)

### **2.0.2 MISSION STATEMENT**

It is proposed that the previous mission statement be replaced with the new mission statement adopted by the Board in April 2017, which reads as follows:

*The Stratford Perth Museum, which is operated by the Stratford Perth Museum Association, is a not-for-profit organization dedicated to the preservation and celebration of the cultural heritage of the County of Perth and the City of Stratford.*

*The Museum curates the artifacts and collections placed in its care, and presents exhibits and programs which bring history to life in accordance with the funding agreement with the County of Perth and the City of Stratford.*

### **2.0.4 MEMBERSHIP**

It is proposed that the following correction be made:

There shall be ~~four~~ five (5) classes of membership in the Museum:

### **3.0.3 QUALIFICATIONS OF THE DIRECTORS**

It is proposed that a sentence be added to clarify what a member in good standing means in cases of corporate memberships.

At the date of his election or appointment, each member shall be at least eighteen (18) years of age, a member in good standing of the Association and so remain throughout his term. *A board member who is the owner, part-owner, or a franchisee of a corporate member is considered a member in good standing.*

### **3.0.11.4 NOTICE**

The following deletions are proposed to reflect current practices.

Notice of every regular meeting of the Board shall be ~~delivered, telephoned, faxed or e-mailed~~ to each Director not less than one (1) day before the meeting is to take place, ~~or shall be mailed to each Director not less than five (5) days before the meeting is to take place.~~

### **3.0.11.5 QUORUM**

The following change is proposed to bring the Board quorum provision in line with that of comparable organizations.

A quorum for the transaction of business at meetings of the Board shall be a majority of the voting members elected or appointed to the Board ~~plus (1).~~

#### 4.0.1 TERM OF OFFICE

The following addition is proposed to specify the term of the chair.

Each Director is eligible for re-election, if otherwise qualified, for an additional one-, two-, or three-year term, as determined by the Board, to a maximum of six (6) years in total. Directors appointed by the City of Stratford and the County of Perth, known as Dedicated Appointees, are not limited to number of years they may serve on the Board.

The chair's normal term of office will be two years with the possibility of up to two additional one-year options which can only be initiated by a majority vote of the board.

A term of office will be calculated from the annual AGM in the year in which they were elected to the Board.

#### 5.0.4 VOTING

The following addition is proposed to clarify that the Constitution does not provide for proxy voting.

All questions proposed for consideration at a meeting of Association members shall be determined by a majority of votes cast by Members entitled to vote. There is no provision for proxies. In the case of a tie, the Chair presiding at the meeting shall cast the deciding vote.

### 6.0 Special General Meetings

#### 6.0.1 CALL OF MEETING

It is proposed that the following addition of the word "Special" be made to clarify that this provision applies to Special General Meetings.

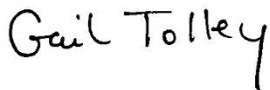
The Board at any time may call a Special General Meeting of the Association for the transaction of any business, the general nature of which is specified in the notice calling the meeting.

### 8.0 Dissolution of the Association

The following addition is proposed to recognize that the agreement with the City and the County contains provisions related to the dissolution of the Association that must be respected.

In the event of dissolution of the Association, all of its remaining assets, after payment of liabilities, shall be distributed in accordance with the Association Dissolution Policy and the agreement with the City and the County. (see Appendix A).

Regards,



Gail Tolley  
President and Board Chair, Stratford-Perth Museum Association