



**ACTRA**  
**TORONTO**

**BY-LAWS**  
**MAY 2013**





**ACTRA TORONTO BY-LAWS**

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## **ARTICLE 1 - OUR PRINCIPLES AND VALUES**

*“When you have chosen to be an artist, you have chosen to be an activist,”*

- Wendy Crewson, 2012

ACTRA Toronto is a member-run professional union composed of thousands of artists in many disciplines, who work together as activists in our common interest and in our common cause.

We fight for the interests of professional performers in recorded media.

More than this, we fight for Canadian art, for Canadian artists, and for the idea that Canadian principles, values and stories should lie at the heart of our culture – something that is not always true today, at least on our screens.

We seek fair pay, decent working conditions and respect on set for our members.

We advocate for a fit place for art and for artists in our country.

And we advocate for that country itself – our beloved country, Canada, one of the hopes of the world, but a country that could be so much more and could do so much more.

## **ARTICLE 2 - MEMBERSHIP**

(2.1) ACTRA Toronto is made up of members of ACTRA who live in the province of Ontario, outside of the zone of ACTRA Ottawa. Performers become members of ACTRA under the terms of the Constitution and By-Laws of the national union.

## **ARTICLE 3 - ANNUAL GENERAL MEETING**

(3.1) ACTRA Toronto is a member-run professional union. All powers within ACTRA Toronto are vested in the members, except those delegated by these By-Laws.

(3.2) ACTRA Toronto Council will convene all full members in good standing to an annual general meeting of ACTRA Toronto, no later than the last day of May of each year. Fifty (50) full members in good standing shall constitute a quorum. If a quorum is not present at any general membership meeting, the business of the meeting will be considered and disposed of at the next meeting of ACTRA Toronto Council.

(3.3) ACTRA Toronto Council will also invite all members to attend at least one additional members` conference, meeting or forum in the course of a calendar year.

## **ARTICLE 4 - ACTRA TORONTO COUNCIL**

(4.1) ACTRA Toronto is governed between annual general meetings by ACTRA Toronto Council.

(4.2) ACTRA Toronto Council is composed of twenty-four (24) members in good standing of ACTRA Toronto, elected every two years by all full members as described in Article 5, below.

(4.3) ACTRA Toronto Council:

- (a) sets an annual budget and operating plan, and reviews results;
- (b) approves annual audited financial reports, and makes each report available to members;
- (c) elects its own officers, as described in Article 6 below;
- (d) sends delegates to represent ACTRA Toronto Council on the national council of ACTRA; and
- (e) governs ACTRA Toronto’s policies and priorities.

*Meetings, quorum, alternates*

(4.4) It is the practice of ACTRA Toronto Council to meet monthly, except for one month in the summer. Council must meet once every three months. Quorum for regular business is 12 members or alternates present, except as otherwise provided below. Councillors who cannot attend a meeting may nominate an ACTRA Toronto full member, in good standing, as an alternate, by writing to the President (who may disallow nominations for reasonable cause, reported to council). If a Councillor is absent and has not named an alternate, the President may do so.

### *Special meetings of Council*

- (4.5) Special meetings of the Council may be convened, if called at the direction of the President, or when requested in writing by at least three members of Council. Notice of any special meeting may be made by telephone, email, or couriered letter at least twenty-four (24) hours before the time fixed for the meeting.

### *Vacancies*

- (4.6) ACTRA Toronto Council may, by vote, name a replacement to a vacant seat on Council.

### *Non-attendance; removal from office; automatic vacancies*

- (4.7) In the event a Councillor fails to attend three consecutive meetings of Council without reasonable cause, ACTRA Toronto Council may, by motion, declare that Councillor's seat to be vacant, and may elect a replacement at the following meeting of Council. Fulfilling a professional engagement as a performer, and auditioning for professional engagements as a performer, are always legitimate reasons for not being present for some or all of a Council meeting and are not "non-attendance" for the purposes of this or any other provision of these By-Laws.

### *Recall of officers and delegates*

- (4.8) Council appointees (including its officers and delegates to national council) require the ongoing confidence of ACTRA Toronto Council to fulfill their duties. ACTRA Toronto Council may therefore recall one of its officers or one of its delegates to ACTRA national council from that office by majority vote, at any time and for any reason. An enlarged quorum of at least 16 Councillors must be present for the vote.

### *Removal of Councillors from Council:*

- (4.9) ACTRA Toronto Councillors are elected by members, and may only be removed from Council in exceptional circumstances. ACTRA Toronto Council may remove a Councillor from Council and declare their position to be vacant by a two-thirds vote. An enlarged quorum of at least 16 Councillors must be present for the vote. To remove a Councillor, Council must find, in its best judgment, that the Councillor has violated articles 403 (conflict of interest), 404 (work rules and ethics) or 405 (prejudicial conduct) of the ACTRA national Constitution, or national By-Law 9 (Rules for the conduct of members during a strike).

### *Automatic vacancy:*

- (4.10) A Councillor who is no longer a full member in good standing of ACTRA Toronto (i.e. has lost their full membership due to non-payment of dues, or who surrenders their membership in ACTRA Toronto by transferring their membership to another ACTRA branch or for any other reason, or who otherwise ceases to be a full member in good standing for any other reason) vacates their seat on ACTRA Toronto Council immediately and automatically.

## **ARTICLE 5 - ELECTIONS TO COUNCIL**

- (5.1) Full members of ACTRA Toronto in good standing may run for ACTRA Toronto Council, or may nominate or second their candidates.
- (5.2) On or before September 1 of the election year, nomination forms will be distributed to members in good standing of ACTRA Toronto.
- (5.3) Nomination forms will be signed by the proposer and the seconder of the nomination, and will contain a statement signed by the person nominated signifying her/his acceptance. The completed form shall be delivered to ACTRA Toronto no later than thirty-five (35) days from the date of distribution of the nomination forms.
- (5.4) Nominees may provide an election statement, not to exceed one hundred (100) words, to be delivered to ACTRA Toronto no later than five (5) working days following the close of nominations. ACTRA Toronto will make these statements available to its members electronically or in print. Additionally, or instead, ACTRA Toronto Council may direct the Executive Director to accept video presentations, and/or longer statements, and/or audio files from candidates, to be made available to members.

- (5.5) ACTRA Toronto may edit election statements distributed by the union to the prescribed length. Election statements that contain statements that are materially false, libelous, or otherwise at variance with any law will not be circulated to members by ACTRA Toronto.
- (5.6) No more than fourteen (14) working days following the close of nominations, the voting package will be distributed to all members eligible to vote. The voting package will include a list of all candidates, their election statements, instructions concerning the number of candidates for whom the member is entitled to vote, the voting procedure, and the final date by which all votes must be cast. This date will be no less than thirty (30) days from the distribution of the voting package.
- (5.7) When paper ballots are used, ACTRA Toronto Council will appoint scrutineers who are full members of ACTRA Toronto not running for office, to witness the counting of ballots and ensure a fair and accurate count. Scrutineers will immediately report any issues with the count to Council. Similarly, when online voting systems are used, Council will ensure that all appropriate safeguards are in place to secure a fair and accurate count.
- (5.8) Newly elected Councillors take office on the January 1st following their election.
- (5.9) Subject to the national Constitution, the national By-Laws, these By-Laws, and any other rules or procedures established by ACTRA Toronto Council, the Executive Director of ACTRA Toronto conducts and oversees elections among members and on ACTRA Toronto Council.

## **ARTICLE 6 - OFFICERS OF COUNCIL**

- (6.1) The officers of ACTRA Toronto Council consist of:
  - (a) The President;
  - (b) The immediate Past President;
  - (c) The Treasurer;
  - (d) Up to five other officers, who may be given such titles and functions as ACTRA Toronto Council may determine; and
  - (e) The Executive Director, who is an officer of ACTRA Toronto Council with voice but without vote.
- (6.2) Officers other than the President and the Executive Director are named by ACTRA Toronto Council for two-year terms at the first meeting of a newly-elected Council, once it is in office. (ACTRA Toronto Council's delegates to ACTRA national council are also named for two-year terms at this meeting).
- (6.3) The President is named by ACTRA Toronto Council every alternate year to the election year.
- (6.4) The Executive Director is a full-time employee, whose hiring is ratified by ACTRA Toronto Council on the advice of the Officers. The terms of her/his employment are set out in an employment contract to be negotiated (and annually reviewed) between the Executive Director, the President and the Treasurer.  
*Term limit for President:*
- (6.5) The President of ACTRA Toronto can serve for no more than two consecutive terms. A President who has held office for two consecutive terms may run again and be elected after at least one intervening term (i.e. two years) has elapsed since the time s/he served as President. A Past President is free to run for any other office on Council.  
*Duties of Officers*
- (6.6) The President presides at meetings of the Council and the Annual Membership Meeting, and does not vote at such meetings except to exercise a casting vote in the event of a tie. The President is an ex-officio member of all committees of ACTRA Toronto. S/he will provide a comprehensive report on ACTRA Toronto's activities at ACTRA Toronto's Annual Membership Meeting. The President is the official spokesperson of ACTRA Toronto. The President liaises with the Executive Director on appropriate issues. When confronted by an emergency situation, and in the event that a quorum meeting of ACTRA Toronto Council is not possible, then the President, in consultation with the other officers of ACTRA Toronto, will take all actions necessary to deal with that

emergency, such actions to be reported at the next meeting of Council. The President is, on election, one of ACTRA Toronto's nominees to sit on the national executive of ACTRA national.

- (6.7) The Treasurer is the custodian of all books, papers, records, documents and other instruments and property belonging to ACTRA Toronto. Under the direction of ACTRA Toronto Council, the Treasurer controls the spending and deposit of money, the safekeeping of securities and the disbursements of funds of ACTRA Toronto. The Treasurer shall cause financial statements (interim and fiscal year-end audited statements) to be prepared, as required by ACTRA Toronto Council and by these By-Laws.
- (6.8) Other officers perform such duties as the President may from time to time delegate to them or that ACTRA Toronto Council may prescribe. In the absence of the President, other officers may preside at meetings of the Council and the General Membership.
- (6.9) The Executive Director is the chief executive officer of ACTRA Toronto and of its staff. The Executive Director offers reports and strategic, policy and financial advice to the Council and its officers at their request. S/he directs the finances and operations, and hires, terminates, supervises and directs the staff of ACTRA Toronto, in a manner consistent with the policies of ACTRA Toronto Council. S/he is responsible for ensuring that all records, minutes, reports, etc. of ACTRA Toronto are properly prepared and circulated. The Executive Director will consult with the President as appropriate. The Executive Director oversees elections at ACTRA Toronto and administers its By-Laws.

## **ARTICLE 7 - HONORARIA**

- (7.1) ACTRA Toronto provides Councillors, elected officers and certain other elected members with per diems and honoraria, to defray some of their out-of-pocket costs and to acknowledge the invaluable contribution that elected volunteers make to our member-run, member-driven union.

### *Council per diems*

- (7.2) Members of ACTRA Toronto Council receive \$120 when attending a meeting of Council in full (\$60 when the Councillor cannot attend the full meeting, but is present for at least half of it).

### *Elected officers' honoraria*

- (7.3) Honoraria for elected officers is:

- (a) for the President, \$30,000;
- (b) for all other elected officers and the past-president, \$10,000.

### *Advocates and standing committee chairs*

- (7.4) From time to time, ACTRA Toronto Council may name advocates and standing committee chairs. Council may assign an honorarium to specifically designated advocates and standing committee chairs of up to \$5,000 per year.

### *Other outstanding contributions by volunteers:*

- (7.5) The officers of ACTRA Toronto will act as a volunteer recognition committee. Each year, officers will meet to consider the contributions of volunteers and to set an annual honoraria of up to \$1,000 per recipient as appropriate, to recognize uniquely outstanding volunteer contributions.

### *Honoraria to adjust by rate of contract adjustments*

- (7.6) Honoraria for elected officers, elected Councillors (or their alternates) and advocates should remain in line with gains made by all ACTRA Toronto members in our union's collective bargaining. To that end, on January 1st of each year, the maximum honoraria levels described in this article are adjusted by the same amount that ACTRA Toronto members receive as a change in the union's largest contract. For example, should ACTRA obtain a 2% increase for members in its largest agreement (in 2012, the Independent Production Agreement), then the honoraria levels described in this article would also be adjusted, on January 1st, by 2%.

## **ARTICLE 8 - AMENDMENTS TO THESE BY-LAWS**

- (8.1) These By-Laws may be amended by majority vote, through a referendum vote by secret ballot, of all ACTRA Toronto full members in good standing. Amendments are initiated in one of two ways:
- (a) an amendment may be initiated by a two-thirds vote among members attending an annual general meeting as provided for in Article 3 above, notice having been duly given by a mover and seconder who are full members in good standing to the Executive Director in writing at least 60 calendar days before the meeting; or
  - (b) an amendment may be initiated by ACTRA Toronto Council, by a two-thirds vote of Council.

## **ARTICLE 9 - OTHER PROVISIONS**

### *Signing officers*

- (9.1) The signing officers of ACTRA Toronto are the President, the Treasurer, the Executive Director, and one other employee selected by the Executive Director (in 2012, the Director of Finance and Administration was the fourth signing officer). Council will establish a signing officer policy specifying how contracts and financial transactions are signed. As a general principle, important contracts and financial transactions should require the signature of at least one elected officer who is a full member in good standing of the union, as well as a signature from a signing officer who is a member of the senior staff.

### *Conduct*

- (9.2) ACTRA Toronto is committed to building an industry, a workplace, a union, and a profession free from discrimination and harassment in any form. ACTRA Toronto Council will develop policies to this end and will work towards progress in our collective agreements and applicable government policies, regulations and legislation.
- (9.3) There shall be no interference by elected Officers and Councillors with staff matters or duties. A serious case is “conduct prejudicial” to ACTRA within the meaning of article 405 of the ACTRA National Constitution.
- (9.4) A Councillor (or designated advocate) must not attempt to officially interpret an ACTRA Agreement or a Clause of an ACTRA Agreement. This does not preclude a Councillor from holding or expressing a personal opinion. Councillors (and advocates) shall consult with the officers, the Council as a whole, or with senior staff before disseminating any information or policies concerning ACTRA or ACTRA Toronto, either verbally, electronically or in writing, to the public, to any media or to membership.

### *ACTRA Toronto stunt committee*

- (9.5) Concurrently with each general election to ACTRA Toronto Council, stunt performers will be invited to elect five full members and three alternates to serve on ACTRA Toronto’s stunt committee. The stunt committee will elect a chair from among its five full members. Any full member of ACTRA Toronto may run for, nominate, and/or vote for a member of the Toronto Stunt Committee, if they have worked at least three times as a stunt performer, a stunt rigger, or a stunt coordinator in ACTRA Toronto’s jurisdiction in the two years prior to the election.

## **ARTICLE 10 - AFFILIATIONS**

- (10.1) ACTRA Toronto will seek affiliations and strategic alliances with organizations in the arts, the labour movement and the broader community in pursuit of our goals. In 2012, ACTRA Toronto was affiliated with Film Ontario, the United Steelworkers, the Ontario Federation of Labour, and (through ACTRA National) the Canadian Labour Congress.