

**Schedule "A"**

**BYLAWS OF TERRACE LITTLE THEATRE SOCIETY  
(PROPOSED – JUNE 2010)**

***Part 1 - Interpretation***

**1. Definitions**

- 1.1. In these by-laws, unless the context otherwise requires,
  - 1.1.1. "directors" means the directors of the Society for the time being;
  - 1.1.2. "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
  - 1.1.3. "registered address" of a member means his address as recorded in the register of members.
- 1.2. The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

***Part 2 - Membership***

3. Membership in the Society shall be open to all persons who reside in the City of Terrace or its immediate vicinity, upon payment of the required membership fee. Life Members may reside in any location.
4. Every member shall uphold the constitution and comply with these by-laws.
5. Term of membership shall be from September to August. Membership shall commence on the date the required fee is paid and will expire on August 31<sup>st</sup> of the current membership year.
6. There shall be two (2) classes of Membership in the society namely Annual Membership and Honourary Life Membership.
  - 6.1. A person may apply to the directors for Annual Membership in the Society and on acceptance by the directors, and payment of the annual fee, shall be a member.
    - 6.1.1. An Annual Member shall be entitled to (1) one vote at all meetings of the society.
  - 6.2. Honourary Life Membership may be awarded to individuals or corporations in recognition of their dedicated service to the society and/or promotion of the Theatre.
    - 6.2.1. The Honourary Life Member shall be entitled to one (1) vote at all meetings of the society.

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- 6.2.2. Honourary Life Membership shall be awarded on the recommendation of the Board of Directors and passed at a general meeting of the society.
- 6.2.3. Honourary Life Members will be considered to always be in good standing.
7. Annual membership dues shall be determined at the annual meeting of the Society.
8. Proxy voting is not allowed.
9. Membership fees shall be due at the end of September. Annual members shall be deemed to be in good standing when they have paid the annual membership fee.
10. All participants in any production or other activity supported by the Society must become members of the Society no later than three (3) weeks before the first public performance or activity. Individuals not in good standing will not be able to participate, nor be acknowledged in a program.
11. A person shall cease to be a member of the society in any of the following circumstances:
  - 11.1. by delivering his resignation in writing to the secretary of the Society, or by mailing or delivering it to the address of the society, or
  - 11.2. on his death, or in the case of a corporation on dissolution, or
  - 11.3. on being expelled.
12. A member may be expelled by special resolution of the members passed at a general meeting.
  - 12.1. The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - 12.2. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
13. All Annual Members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or dues due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
14. Memberships for the current year may not be taken out on the day of an Annual General Meeting or Special General Meeting.

***Part 3 - Meetings of Members***

15. Regular member meetings of the Society shall be held monthly at such times as may be determined by the President. Regular member meetings will only deal with items for the good and welfare of the Society.

16. General Meetings of the Society shall be held at such time and place, in accordance with the Societies Act as the directors decide.
17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
18. Notice of any general meeting including the Annual General Meeting will specify the place, the date and the hour of the meeting and, in case of special business, the general nature of that business.
  - 18.1. The Board of Directors shall cause all members to receive written notice of all general meetings by e-mail notice to each member at his address as recorded in the records of the society. One notice to be emailed 30 days prior and a second 14 days prior to the meeting. The notice will also be posted on the official society website.
  - 18.2. A valid e-mail address as recorded in the records of the Society shall be recognized as a valid address for purposes of notification of any and all meetings or activities of the society. Where an e-mail address has not been provided, and internet access is not available in the community the member resides, notification of General and Special Meetings will be sent via Canada Post.
  - 18.3. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
19. The annual general meeting of the Society shall be held at least once in every calendar year and not more than fifteen (15) months after the last preceding annual general meeting.
20. Upon a written request by ten (10%) percent of the voting members of the Society, the Board of Directors shall call a special general meeting of the Society.

#### ***Part 4 - Proceedings at General Meetings***

21. The order of business at any general meeting of the Association shall be as follows:
  - 21.1. call to order
  - 21.2. reading of the Minutes of the last general meeting
  - 21.3. business arising out of the Minutes
  - 21.4. correspondence
  - 21.5. financial report
  - 21.6. committee reports
  - 21.7. old business
  - 21.8. the election of officers and directors at the Annual General Meeting
  - 21.9. new business

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22. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.
23. A minimum of five (5) members actually present at any duly convened meeting shall constitute a quorum and any resolution passed by the majority shall be binding upon all members.
24. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
25. The president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
26. If at a general meeting...
  - 26.1. there is no president, vice-president, or any other director present within 15 minutes after the time appointed for holding the meeting, or
  - 26.2. the president and all other directors present are unwilling to act as chairman, the members present shall choose of their number to be chairman.
27. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 27.1. where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - 27.2. except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
28. In the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
29. Voting will be by show of hands.
30. A corporate member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

***Part 5 - Directors and Officers***

31. The affairs of the society shall be managed by a Board of Directors consisting of the President, Vice-President, Secretary, Treasurer and five (5) directors.
32. Four (4) members of the Board of Directors shall constitute a quorum.
33. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
  - 33.1. all laws affecting the Society
  - 33.2. these by-laws, and
  - 33.3. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in a regular meeting.
34. No rule, made by the Society in a regular meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
35. The directors shall retire from office at each annual general meeting when their successors shall be elected.
36. Separate elections shall be held for each office to be filled.
37. All offices shall require a nomination by a member in good standing. Individuals accepting a nomination must be a member in good standing.
38. An election may be by acclamation; otherwise it shall be by ballot.
39. If no successor is elected the person previously elected or appointed continues to hold office.
40. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
  - 40.1. A director so appointed holds office until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
41. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
42. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.
43. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

44. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

***Part 6 - Proceeding of Directors***

45. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
46. The president shall be chairman of all meetings of the directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors may choose one of their number to be chairman at the meeting.
47. A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
48. The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- 48.1. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 48.2. All members in good standing may serve on a Committee and will have a vote on Committee business. Non members may sit on a Committee in an advisory capacity and will not have a vote. At least one member of the Board of Directors must sit on any committee of the Society.
49. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
50. The members of the committee may meet and adjourn as they think proper.
51. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

52. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
53. In case of an equality of votes the chairman does not have a second or casting vote.
54. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

***Part 7 - Duties of Officers***

55. The president shall preside at all meetings of the Society and of the directors. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
56. The vice-president shall carry out the duties of the president during his absence.
57. The secretary shall...
  - 57.1. conduct the correspondence of the society.
  - 57.2. issue notices of meetings of the Society and directors.
  - 57.3. keep minutes of all meetings of the Society and directors.
  - 57.4. have custody of all records and documents of the Society except those required to be kept by the treasurer.
  - 57.5. maintain the register of members.
58. The treasurer shall...
  - 58.1. keep such financial records, including books of account, as necessary to comply with the Societies Act.
  - 58.2. render financial statements to the directors, members and others when required.
  - 58.3. have custody of the common seal of the Society.
59. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
60. The president or vice-president, together with the treasurer, shall sign all cheques. The president or vice-president together with the secretary shall sign all Minutes of General or Board meetings upon their adoption.
61. The five elected directors shall fill the specific positions they were voted in as at the Annual General Meeting as identified in the Policy & Procedures Manual

***Part 8 – Seal***

62. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal In place of the seal destroyed.

63. The common seal shall be affixed only when authorized by a resolution of the directors and then in the presence of the president or vice-president together with the treasurer; and such officers shall sign every instrument to which the seal of the society is affixed in their presence.

***Part 9 – Borrowing***

64. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

65. No debenture shall be issued without the sanction of a special resolution.

66. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next general meeting.

***Part 10 - Notices to Members***

67. A notice may be given to a member, either personally or by mail to him at his registered address or at an e-mail address.

68. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

69. A notice sent by e-mail shall be deemed to be delivered on the next day unless a notice of non-delivery is received from the Internet Service Provider.

70. Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given, and no other person is entitled to receive the notice of general meeting.

***Part 11 - By-laws***

71. The Constitution or By-laws of the society can be amended only by a special resolution passed by a majority of not less than seventy-five (75%) percent of the members present in person at a general meeting at which notice specifying the intention to propose the special resolution has been duly given.