

## **SCHEDULE "A"**

### **SOCIETY ACT**

### **BYLAWS OF THE BRITISH COLUMBIA DRAMA ASSOCIATION/THEATRE BC**

#### **PART 1. - INTERPRETATION**

1. In these bylaws, unless the context otherwise requires:
  - (a) "Board of Directors" means the governing body of the Association;
  - (b) "Director" means a member for the time being of the Board of Directors;
  - (c) "Society Act" means the Society act of British Columbia from time to time in force and all amendments thereto;
  - (d) "registered address" of a member means his address as recorded in the register of members;
  - (e) "Association" means the British Columbia Drama Association/Theatre BC.
2. Words importing the singular include the plural, and vice versa; and words importing the masculine include the feminine and body corporate.

#### **PART 2. - MEMBERSHIP**

3. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members, in accordance with these bylaws, and in any case, have not ceased to be members.
4. Subject to the approval of the Board of Directors of the Association, membership shall be open to:
  - (a) Organizations - Any group or organization which represents community theatre interests in any village, town city, municipality or regional district in the Province of B.C.
  - (b) Individuals - Any person who subscribes to the purposes of the Association.
  - (c) Honorary Life Members - Any individual having made a valuable contribution to the Association and accorded the title of Honorary Life Member by the Association.
  - (d) Associates - Those groups or individuals who wish to be members of the Association for information and communication purposes only, and having a constructive interest in furthering the objectives of the Association.
5. A group, organization, or individual may apply to the Board of Directors for membership in the Association, and upon acceptance by the Board of Directors and upon payment of dues as shall from time to time be set by the Association, that person shall be a member.
6. Membership dues when paid are non-refundable.
7. Every member shall uphold the constitution and comply with these bylaws.
8. Every Individual Member and Member Club in good standing shall be a voting member.
9.
  - (a) A group or organization membership shall automatically terminate as of the date of the Annual General Meeting of the Association;
  - (b) Subscription and Individual Memberships, except Honorary Life Members, shall terminate as of twelve (12) months from the date of acceptance.
10. The annual membership dues shall be determined at a general meeting of the Association.

11. A member shall cease to be a member of the Association
  - (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
  - (b) on his death, or in the case of a corporation, on dissolution;
  - (c) on his being expelled; or
  - (d) on having been a member not in good standing for three (3) consecutive months.
  
12. (1) A member may be expelled by a special resolution passed at a general meeting.
  - (2) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The member who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the resolution is put to a vote.
  - (4) The Board of Directors may suspend the membership rights and privileges of any member for actions which they deem to be detrimental to the objectives of the Association, or injurious to the general goodwill of the public toward the Association.
  - (5) Any member so suspended shall have the right to appeal the decision of the Board of directors within thirty days of the date of suspension by delivering Notice of Appeal in writing to the office of the Association in which case, imposition of the suspension shall be deferred until the appeal is heard.
  - (6) All appeals shall be heard by an arbitration board consisting of three general members appointed by the Board of Directors for that purpose.
  - (7) Any suspension or an appeal of the decision of the arbitration board shall be referred to next general meeting of the Association by special resolution. On a three-quarters majority vote at such a general meeting, expulsion or restoration of membership rights will be ordered. Expulsion or restoration dates must be so stated.
  
13. All members are in good standing and entitled to vote at a meeting of the Association except a member under suspension, or a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing to the Association and he is not in good standing so long as the debt remains unpaid.

### **PART 3. - MEETINGS OF MEMBERS**

14. General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the Board of Directors shall decide.
15. Every general meeting, other than at an annual general meeting, is an extraordinary general meeting.
16. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting.
17. Twenty-one days written notice of any general meeting shall be given to every member of the Association by mailing or delivering such notice to the member at his registered address.
18. (1) Notice of a general meeting shall specify the place, the date, and the hour of the meeting, and, in the case of special business, the general nature of that business.
  - (2) 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 the meeting.

19. An annual general meeting of the Association shall be held at least every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
20. A written agenda of each general meeting shall be available at the registered office of the Association twenty-one (21) days prior to the date of such meeting.

#### **PART 4. - PROCEEDINGS AT GENERAL MEETINGS**

21. All general meetings shall be run in accordance with "Robert's Rules of Order".
22. The order of business at a general meeting shall be as set out in the agenda.
23. Every agenda shall consist but not be limited to:
  - (a) financial reports
  - (b) executive reports
  - (c) unfinished business
  - (d) new business
24. A quorum for any general meeting of the Association shall be as required by the Society Act of British Columbia, R.S.B.C. 1979, Chapter 390, as amended from time to time
25. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
 

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
26. If within thirty 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 thirty minutes from the time appointed for the meeting, the members present shall constitute a quorum.
27. Subject to Bylaw 28, the President of the Association, a Vice-President, or in the absence of any of them, one of the other Directors present shall preside as chairman of a general meeting.
28. If at a general meeting
  - (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
29. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of the rules of order, and
  - (b) all business that is transacted at an annual general meeting, except
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the Directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of Directors;

- (vi) the appointment of the auditor, if required;
- (vii) such other business, as under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

30. (1) 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.

(2) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. (1) All resolutions proposed at a meeting shall be seconded; and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall have a casting vote, but shall not vote otherwise on any resolution.

(3) All resolutions pertaining to bylaws and operating rules of the Association, to be brought to a vote at a general meeting of the Association, must be delivered in writing to the registered office of the Association, not less than thirty days prior to the date of the meeting at which they are to be voted on. Notice of such resolutions shall be included in the notice of meeting sent to the members, and the text of the resolution shall be available to the members at the registered office of the Association.

32. (1) Voting at general meetings shall be on a show of hands, provided always that a secret ballot may be held if the chairman so decides, or on the request of a member in good standing.

(2) Voting rights shall be exercised in person, or, in the case of Organization Members, through properly accredited representatives, or by proxy. Proxy forms shall be sent to all members with the notice of a general meeting. A proxy will be valid only if the form bears the signature of the President or the Secretary of an Organization Member, or of an Individual Member or Honorary Life Member or titular head of an Associate Member.

(3) Individual and Honorary Life Members shall be entitled to one (1) vote each. Organization Members may appoint one or more representatives to each general meeting who collectively shall have the following voting power.

- groups having up to 25 members-----6 votes
- groups having 26 to 75 members-----8 votes
- groups having 76 to 125 members-----10 votes
- groups having over 125 members-----12 votes

(4) Each Director shall have the same voting rights at general meetings as Individual Members.

**PART 5. - BOARD OF DIRECTORS**

33. (1) The Board of Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to the provisions of

- (a) all laws affecting the Association;
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association at a general meeting.

(2) No rule, made by the Association at a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

34. (1) The Officers of the Association shall consist of the President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Recording Secretary, and Immediate Past President.
- (2) The immediate Past President shall serve a one year term only.
35. The Nominations Chairman shall be the Immediate Past President and he shall present a slate of Officers to the general meeting designated as the "election meeting". Other nominations may be made from the floor of the meeting, or be submitted in writing to the Nominations Chairman.
36. All nominees must be members of Theatre BC in good standing and must signify either personally or in writing that they have consented to the nomination.
37. Nomination forms shall be mailed to all voting members at least twenty-one (21) days prior to the date of the general meeting designated as the election meeting.
38. Election of Officers shall be at a general meeting held annually at a date and location chosen to coincide with the annual Mainstage Festival and shall be called the "Annual General Meeting".
39. The Officers shall take office at the close of the Annual General Meeting at which they were elected or acclaimed and shall hold office until the close of the Annual General Meeting the following year.
40. (1) Separate elections shall be held for each office to be filled.
- (2) An election may be by acclamation, otherwise it shall be by ballot. A plurality of votes determines election.
- (3) If no successor is elected, the person previously elected or acclaimed or appointed continues to hold office.
41. (1) The Board of Directors shall be comprised of the elected Officers, the Chairman of each Zone and such Directors-at-Large as are appointed by the President and confirmed by the other elected Officers.
- (2) The Directors-at-Large shall be Theatre BC Members in good standing, Honorary Life Members, or a representative authorized by an Associate Member.
- (3) The Executive committee shall consist of the elected Officers and appointed Directors
42. A member of the Board of Directors may resign from office at any time by giving notice in writing to the remaining members of the Board, and upon acceptance of the Board, the position held by the resigning member shall become vacant.
43. In the case of vacancies occurring during the term of office of the Board of Directors,
- (a) a single vacancy may be left vacant at the discretion of the Board of Directors until the next election meeting, or may be filled by appointment by the remaining Officers.
  - (b) two or more vacancies occurring concurrently in elected positions with more than six (6) months

remaining until the next election meeting shall require an extraordinary general meeting to be convened for the purpose of electing Officers to fill the vacancies;

(c) two or more such vacancies occurring with less than six (6) months remaining until the next election meeting shall be filled by appointment by the remaining Officers.

44. Persons elected or appointed at other than the Annual General Meeting shall remain in office for the remainder of the term only, but shall be eligible to run for office at the next Annual General Meeting.
45. No act or proceeding of the Board of Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.
46. 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.
47. 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 Association.

#### **PART 6.- PROCEEDINGS OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

48. (1) The Board of 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. Meetings shall be called by the President at his discretion, or within thirty days of receipt of a requisition by a majority of the Board Members.
  - (2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of directors then in office.
  - (3) The President shall be the Chairman of all meetings of the Board, but if at any meeting the President is absent, one of the Vice-Presidents shall act as Chairman; and if none is present the directors shall choose one of their number to act as Chairman of that meeting.
49. (1) The Directors may delegate any but not all of their powers to committees consisting of such Directors or Directors or other Appointees as they think fit.
  - (2) 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 at the earliest meeting of the Directors to be held next after it is done.
50. Written notice of all meetings of the Board of Directors shall specify place, date and time and shall be accompanied by an agenda and shall be mailed to all Directors at least twenty-one (21) days before the date of each meeting.
51. For a first meeting of the Directors held immediately following the election of a Director or Directors at a Mainstage or other general meeting or a meeting of the Board of Directors at which a Director is appointed to fill a vacancy on the Board of Directors, it is not necessary to give notice of meeting to the newly elected or appointed Director or Directors for a meeting to be duly constituted, if a quorum of the Directors is present.
52. (1) Questions arising at any meeting of the Directors or Committee of Directors shall be decided by a majority of votes.

(2) A resolution in writing, signed by seventy-five per cent (75%) of the Directors and placed with the minutes of the Directors is as valid as if passed at a regular meeting of the Directors.

(3) Each member of the Board of Directors or Committee of the Board shall have one vote. In the case of an equality of votes, the Chairman shall have a deciding vote, but no other vote.

53. The Executive Committee shall have power to approve extraordinary expenditures not included in the budget, and shall report in full on such expenditures to the Board of Directors at or before the next subsequent meeting of the Board.
54. A quorum of the Executive Committee shall be at least fifty per cent (50%) of the members of the Committee.
55. The minutes of all meetings of the Executive Committee shall be presented to the Board of Directors at the next following meeting of the Board.
56. The President shall be the Chairman of the Executive Committee, and other members of the Board of Directors shall serve as Chairmen of such standing committees as are formed from time to time, with the President serving as an ex-officio member of all such standing committees.

#### **PART 7. - DUTIES OF OFFICERS**

57. (1) The President is the chief executive officer of the Association and shall
- (a) preside at all meetings of the Association and its Directors;
  - (b) supervise the other officers in the execution of their duties;
  - (c) apply and enforce all bylaws and rules of the Association;
  - (d) be responsible for the approval of all accounts, bills or commitments of the Association before payment, acceptance or delivery;
  - (e) watch over the assets and records of the Association;
  - (f) perform such other acts and duties as may be incident with the office and may properly be required of him by the Executive Committee;
  - (g) sign the minutes of all meetings.
- (2) The President may assign or delegate any of his duties as he deems expedient.
58. The First Vice-President shall assist the President in the discharge of his duties and in the absence or disability of the President shall act in his stead.
59. (a) The Second Vice-President shall assist the President in the discharge of his duties and in the absence or disability of the President and First Vice-President shall act in their stead.
- (b) The Third Vice-President shall assist the President in the discharge of his duties and in the absence or disability of the President and the First and Second Vice-Presidents shall act in their stead.
60. The Treasurer shall
- (a) keep such financial records, including books of account, as are required to comply with the Society Act;
  - (b) render financial statements to the Directors, members and others when required.
61. The Association may employ an Executive Director, who, under the direction of the Executive Committee, shall

- (a) conduct the correspondence of the Association;
- (b) have custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (c) have custody of the common seal of the Association; and
- (d) maintain the register of members.

62. The Recording Secretary shall take minutes of all meetings of the Board of Directors and Executive Committee as well as for all general meetings of the Association.

63. Copies of all minutes of all Board meetings shall be distributed to all members of the Board, who shall be responsible for the dissemination of the information among those they represent.

64. Other directors shall have such responsibilities as determined by the Executive Committee or the President.

#### **PART 8. - SEAL**

65. The Directors may provide a common seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the one destroyed.

66. The Common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Treasurer.

#### **PART 9. - BORROWING**

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

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

69. The members may by special resolution restrict the borrowing powers of the Directors, but a resolution so imposed expires at the next annual general meeting.

#### **PART 10. - AUDITOR**

70. The accounts of the Association shall be audited annually, and for this purpose, the books of the Association shall be closed each fiscal year.

71. At each annual general meeting the Association shall appoint an auditor to hold office until he is reappointed or until a successor is appointed at the next annual general meeting.

72. An auditor may be removed by an ordinary resolution at a general meeting.

73. An auditor shall be informed forthwith in writing of his appointment or removal.

74. No director and no employee of the Association shall be auditor.

75. The auditor may attend general meetings and shall receive notice of all general meetings.

76. The auditor shall be remunerated for his services at such sum as the auditor and the Board of Directors shall agree.

77. Every auditor of the Association shall have the right to access at all times to all records, documents, books, accounts and files of the Association, and shall be entitled to require from the Directors and Officers of the Association, such information as may be necessary for the purpose of the duties of the auditor.
78. The accounts of the Association shall be audited as soon as practical after the end of the fiscal year of the Association, and the auditor shall submit a signed report which shall be presented by the Treasurer at the next general meeting of the Association.

#### **PART 11. - NOTICE TO MEMBERS**

79. A notice may be given to a member either personally or by mail to him at his registered address.
80. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice was posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canada Post Office receptacle.
81. Notice of a general meeting shall be given to every member shown on the register of members on the day the notice is given.
82. On being admitted to membership, a member is entitled to and the Association shall provide him with a copy of the Constitution and Bylaws of the Association upon payment of such fee as shall from time to time be set by the Board of Directors, subject to Society Act.
83. These bylaws shall not be altered or added to except by special resolution.
84. No addition, repeal, or amendment to these bylaws shall take effect until such time as it has been filed with and accepted by the Registrar of Companies.

#### **PART 13.- FINANCE**

85. An annual budget shall be presented by the Executive Committee to the Board of Directors for approval at a meeting prior to the beginning of the fiscal year and the Annual General Meeting of the Association.
86. The annual budget as approved by the Board of Directors shall be presented by the Treasurer at the Annual General Meeting and recorded as part of the minutes thereof.
87. (1) The Board may employ an Executive Director, or such administrative officer or officers as it, from time to time, considers necessary or desirable for the efficient carrying out of the work and objects of the Association, in accordance with such policies as may from time to time be established by the Board.
- (2) The remuneration of such executive staff members shall be determined by the Executive Committee.
- (3) The Executive Director shall have full authority to make expenditures as required to the limits given for such expenditures in the approved budget or as are approved by a majority of the Executive Committee.
- (4) The duties of the Executive Director shall be defined by the Executive Committee, which shall also be responsible for considering terms of reference and other conditions of employment as may from time to time arise.

#### **PART 14. - ZONE STRUCTURE**

88. The Province shall be divided into zones for the purposes of:
- (a) communication
  - (b) representation on the Board of Directors;
  - (c) conducting festivals at the zone level.
89. The Board of Directors has the power to create, amalgamate or divide zones and to determine their boundaries as it sees fit.
90. Each zone shall be governed by its own Executive Council consisting of at least a Zone Chairman, a Vice-Chairman, a Secretary, a Treasurer (which latter two offices may be combined) and one representative from each member group, all of whom are either Individual Members or Subscribers.
91. All Zone Executive Councils shall represent their member groups on and be responsible to the Board of Directors.
92. The Zone Chairman, or in his absence, the Vice-Chairman, shall represent his zone on the Board of Directors.
93. The management of zone funds is the responsibility of the zone's Executive Council, however, the Zone Executive shall be accountable to the Association in this regard and shall provide annually a statement of revenues and expenditures to the Board by June 30 or at the meeting of the Board of Directors immediately preceding the Mainstage General Meeting, whichever is earlier.
94. It is the responsibility of the Zone Chairman to conform to the directives of and to provide such written reports as the Board may from time to time require.
95. For purposes including choosing a representative entry or entries to the Association's Mainstage Festival, each zone may conduct an annual festival under the auspices of the Association.
96. Each zone conducting a festival shall
- (a) set dates for such festival to conclude not later than thirty days prior to the announced date of the Mainstage Festival; and
  - (b) make such other rules and regulations for the operation and conduct of the festival as it deems necessary and are consistent with the purposes and objectives of the Association.
97. Each zone shall at the place and during the time of its zone festival at a general meeting or in such other manner as its membership shall decide appoint or elect its Zone Executive Council.
98. Each Zone Executive Council so appointed or elected shall take office immediately following such appointment or election and the names and addresses of each member of the Council shall be reported to the Association.