



THE CIVIC THEATRE

Nelson Civic Theatre Society

Bylaws

September 2019

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

2.1 A person may apply to the Board for membership in the Society and on acceptance by the Board is a Member. The Board shall from time to time make such rules governing for and admission to membership as they shall think fit.

2.2 All Members shall subscribe to and comply with the provisions of the Constitution and Bylaws and pay, when due, all appropriate membership fees.

2.3 A Member shall have a vote at any general meeting, may serve as a Director and may hold office.

2.4 The amount of the annual membership fees shall be determined by the Board.

2.5 A person ceases to be a member of the Society

- a) by delivering his/her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- b) on being expelled;
- c) on having been a member not in good standing for 30 days.

2.6 Expulsion of Member

- a) A member may be expelled by a special resolution of the members passed at a general meeting.
 - b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.7 All members are in good standing except a member who has failed to pay his/her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing for so long as those dues remain unpaid.
- 2.8 A voting member who is not in good standing
- a) may not vote at a general meeting, and
 - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

PART 3 – MEETINGS OF MEMBERS

- 3.1 The Directors of the Society must call an annual general meeting once in each calendar year.
- 3.2 Subject to bylaw 3.1, the Directors may at any time call a general meeting.
- 3.3 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- 3.4 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.
- 3.5 Special business is
- a) All business at a general meeting except the adoption of rules of order, and
 - b) All business conducted at an annual general meeting, except the following:
 - (i) The adoption of rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the Board;
 - (iv) The report of the auditor;
 - (v) The election of directors;
 - (vi) The appointment of the auditor;

- (vii) The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 3.6 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 3.7 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.8 Quorum is the lesser of 19 members or 5% of the membership, or a greater number that the members may determine at a general meeting.
- 3.9 The President of the Society, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chair of a General Meeting.
- 3.10 If at any 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, Vice-President and all other Directors present are unwilling to act as chair; the members present must choose one of their number to be the chair.
- 3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present, (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.12 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.14 At a general meeting, voting is ordinarily by show of hands.
- 3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 3.16 Voting by proxy is not permitted.
- 3.17 At all general meetings, every question must be decided by a simple majority of the votes cast in person, except where a special resolution is required, in which case a 2/3 majority is required.

- 3.18 Members may not participate electronically in a general meeting.
- 3.19 The minimum number of voting members required to requisition a general meeting is 10%.
- 3.20 The minimum number of voting members required to request that a matter be put on the agenda of an AGM is 5%.
- 3.21 The chair shall determine the other rules of procedure of any general meeting, guided by the most current edition of Robert's Rules of Order Revised. If any Member who is entitled to vote objects to the procedures, such Robert's Rules of Order Revised shall apply.

PART 4 – DIRECTORS

- 4.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless to
- a) all laws affecting the society,
 - b) these bylaws, and
 - c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- 4.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 4.3 There shall be nine directors including the President, Vice-President, Secretary, Treasurer and five other persons.
- 4.4 Directors are elected at the annual general meeting for a term of two years and must retire from office at the end of their term. They may then stand for re-election. To achieve continuity, terms shall be staggered.
- 4.5 An election may be by acclamation; otherwise, it must be by ballot. Where an equal number of votes have been counted for two or more candidates, the chair shall place one ballot which has been marked for each candidate thus tied into a suitable container and the Chair shall draw one ballot at random to determine the person to be elected.
- 4.6 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.7 A director appointed by the Board to fill a vacancy holds office only until the conclusion of the next annual general meeting of the society but is eligible for re-election at the meeting.

- 4.8 An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
- 4.9 The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 4.10 Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties.
- 4.11 A director shall cease to hold office
 - a) upon ceasing to be a member of the society or upon giving notice of resignation, in writing, to the Secretary;
 - b) if a director misses three consecutive meetings without notice, upon a resolution passed by the directors.

PART 5 – DIRECTORS’ MEETINGS

- 5.1 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
- 5.4 At any meeting of the Directors of the Society, five (5) Directors shall constitute a quorum.
- 5.5 The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must act as chair. If neither is present, the Directors present may choose one of their number to be the chair at the meeting.
- 5.6 Without limiting the generality of the foregoing, and for greater certainty, the Directors may participate in meetings by telephone or other communications medium if all Directors participating in the meeting, whether in person, by telephone, or by other communications medium are able to communicate with one another.
- 5.7 Motions arising at a meeting of the Board and a committee of the Board shall be seconded and decided by a majority of votes. The chair may vote at a meeting of the Board.
- 5.8 A resolution, agreed to by a majority of the directors, either in writing or by email, and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

PART 6 – BOARD POSITIONS

- 6.1 Directors must be elected or appointed by the Board to the following Board positions as its Officers, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.
- 6.2 The Officers shall hold office at the pleasure of the Board until their successor shall be elected.
- 6.3 Elected officers may be removed from office by a majority vote of the Board. Officers so removed may remain as Directors.
- 6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The President shall preside at all meetings of the Society and of the Directors and shall be a member of all committees of the Board ex officio.
- 6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act. Upon the expressed assignment of the President, the Vice-President may appear, speak and act on behalf of the President in certain circumstances where the President is required, but unable to attend.
- 6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
 - (f) maintaining the Register of Members.
- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) ensuring that full and accurate accounts of the financial affairs of the Society are kept
 - b) maintaining proper bank or other financial institution accounts through which the business of the Society will be designated from time to time by the Board.
 - c) supervising the financial affairs of the Society under the direction of the Board and rendering to the Board an account of all transactions and the financial position of the Society

whenever required and presenting the Society's financial reports at each annual general meeting.

(d) making the Society's filings respecting taxes.

PART 7 – COMMITTEES

- 7.1 To better achieve the purposes of the Society, the Board shall have the power to appoint committees which are intended to assist the Board in its work. The Board may determine the makeup and the structure of any such committees.
- 7.2 Without the Board's express authority, no committees shall have power to undertake any action which may involve the expenditure of funds or which may otherwise commit the Society to any action.
- 7.3 The Directors may delegate any, but not all, of their powers to committees consisting of a Director(s) as they think fit.
- 7.4 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 7.5 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 7.6 The members of a committee may meet and adjourn as they think proper.
- 7.7 Questions arising at a committee must be decided by a majority of votes of the members of the committee. In the case of a tie vote, the chair does not have a second or casting vote.

PART 8 – INDEMNITY AND PROTECTION OF OFFICERS AND DIRECTORS

- 8.1 Indemnification of Directors and Officers- Subject to the provisions of the Society Act, the Board shall cause the Society to indemnify a Director or former Director, or an officer or former officer of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by her or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which she is or they are made a party by reason of her or their

being or having been a Director of the Society or former Director of the Society or an officer or former officer of the Society, including any action brought by the Society provided that: (a) the Director or officer acted honourably and in good faith with a view to the best interest of the Society; (b) in the case of a criminal or administrative action or proceeding, the Director or officer had reasonable grounds for believing that the conduct was lawful. Each Director or officer of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

- 8.2 Insurance - The Board may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Society, and her heirs or personal representatives against any liability incurred by her as such Director, officer, employee or agent.

PART 9 – FINANCIALS, AUDITOR, BORROWING

- 9.1 The Board shall authorize the President, the Vice-President, the Treasurer, the Secretary and the Executive Director to have signing authority at a bank or credit union in British Columbia.
- 9.2 All cheques, notes and other bills of exchange shall be drawn in the name of the Society and signed on behalf of the Society by any two (2) of the Officers of the Society or an Officer and the Executive Director.
- 9.3 The Board shall present before the membership at the annual general meeting, a financial statement showing all income, expenditures, assets and liabilities of the Society during the preceding fiscal year and which otherwise complies with any and all other requirements of the Society Act.
- 9.4 The financial statement shall be approved by the Board before being so presented, such approval being evidenced by the signatures of at least two Directors.
- 9.5 At each annual general meeting, the members shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting. The auditor must not be a Director of the Society.
- 9.6 Raising and Borrowing of Funds - The Board of the Society shall have the power to borrow, raise or secure the payment of funds in any manner which is consistent with the Society Act and the Constitution and Bylaws and which is intended to facilitate the operations of the Society and/or the well being of its Members. No debenture shall be issued without the sanction of a special resolution.
- 9.7 With the exception of the acquisition and restoration of the Civic Theatre or any repairs or maintenance required to protect and preserve the Society's assets, the Directors of the Society shall not undertake any capital expenditure, commitment or obligation in excess of the sum of FIFTY THOUSAND DOLLARS (\$50,000.00), without the approval of a majority vote of the members present at any general meeting of the Society first having

been obtained. This provision shall not apply to the payment of salaries, wages, taxes, insurance premiums or any other expenditure incurred in the normal course of business.

PART 10 – NOTICE

- 10.1 A notice may be given to a Member, either personally, by mail, email or by any other electronic form capable of being retained by the recipient in a manner usable for subsequent reference, at the Member's physical or electronic address as recorded on the Society's register of Members.
- 10.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 10.3 Notice by email or other electronic form is deemed to have been given on the day following the day on which it was transmitted.
- 10.4 Notice of the date, time and location of a general meeting
 - a) shall be sent to every member of the society who has provided an email address and
 - b) shall be posted on the society's website, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held.
- 10.5 The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

PART 11 – RECORDS AND THE INSPECTION THEREOF

- 11.1 The Board will establish procedures for the inspection and disclosure of all official records.
- 11.2 The official records of the society pursuant to s.20(1) of the Act will be open to the inspection of members with the following exceptions:
 - a) minutes of Directors' meetings
 - b) written resolutions passed by Directors
 - c) accounting records
- 11.3 Members and other persons do not have the right to access any other official record of the society without the board's approval and at its sole discretion.
- 11.4 A person who obtains a copy of the society's Register of Directors may only use its contact information for purposes related to the society's affairs.

PART 12 – CONSTITUTION AND BYLAWS

- 12.1 On being admitted to membership, each Member is entitled to, and the Society must give the Member upon request without charge, a copy of the constitution and bylaws of the Society.
- 12.2 Subject to all requirements of the Society Act, these Bylaws may be altered or added to at any general meeting of the Society by a special resolution adopted by the Members of the Society.

PART 13 – DISSOLUTION

- 13.1 Upon the winding up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to the City of Nelson and any other registered charities and "qualified donees", as defined by the Income Tax Act, as shall be designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to registered charities and "qualified donees" carrying on work of a similar nature to such specific purposes.