

By-laws of Powerhouse Theatrical Society

(Filed at BC Registry in Victoria 05/09/2013)

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DEFINITIONS

1.0 In these by-laws (including this by-law) the following words and phrases will have the meaning set out below, unless there is something inconsistent in the context.

1.1 **Act** means the *Society Act*, RSBC 1996 ch. 433.

1.2 **Annual General Meeting** or **AGM** means a meeting of the members held pursuant to the Act and pursuant to Section 9, and especially paragraph 9.5 of the By-laws

1.3 **Board** means Board of Directors

1.4 **Board Meeting** means a meeting of the directors held pursuant to Article 8 of the by-laws.

1.5 **General Meeting** means a meeting of the Members held pursuant to the Act and pursuant to Article 9 of the By-laws

1.6 **Meeting** means either a Board Meeting or a General Meeting or both, as the context may require.

1.7 **Person** means a natural person, not a corporation

1.8 **Regulations** mean the rules and regulations passed pursuant to Article 3.2 of the By-laws.

1.9 **Season** means the year beginning 1 September

1.10 **Special Business** means:

- all business at a General Meeting except the adoption of rules of order; and,
- all business that is transacted at an Annual General Meeting, except:
 - the adoption of rules of order;
 - the consideration of the financial statements;
 - the report of the directors;
 - the report of the auditor, if any; and of the Account Reviewers (para 7.2.3)
 - the election of directors;
 - the appointment of the auditor, if required; and,

- such other business as, under these by-laws, 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.

1.11 **Special Resolution** means a special resolution as defined by the Act.

MEMBERSHIP

2.1 Membership must consist of:

- Active members, who are the applicants for incorporation of the Society and those persons who have subsequently become members, in accordance with these by-laws and, in either case have not ceased to be members; and,
- Honorary members who are any persons, who in the opinion of the Board of Directors, merit honorary membership and accordingly shall be eligible for admission as an honorary member of this Society provided that the number of honorary members does not exceed the number of other members. Honorary Membership will expire after 12 months unless renewed by the Directors.
- Life members who are any persons who in the opinion of the Board of Directors, merit life membership and accordingly shall be eligible for admission as a life member of this Society, and pay no annual dues.

2.2 *Application.* A person may apply to the directors for membership in the Society and, on acceptance, shall be a member.

2.3 The amount of the annual membership dues must be recommended by the board and ratified at each AGM of the Society.

2.4 A member may withdraw from the Society by tendering his or her resignation in writing to the Secretary of the Society or may be expelled from the Society by Special Resolution of the members passed in a General Meeting called for that purpose.

2.5 All members are in good standing except a member who, not being an Honorary or Life Member, has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the Society and such member is not in good standing so long as the debt remains unpaid.

2.6 Every member must uphold the Constitution and comply with these By-laws.

GOVERNANCE

3.1 *Management.* The Management and administration of the affairs of the Society are vested in the Board of Directors. In addition to the powers and authorities given by these By-Laws or otherwise expressly conferred upon them, the Board may exercise all powers of the Society and do all acts and things on its behalf except those acts or things that are required by the Act or by the By-laws to be exercised or done by the Society at a General meeting

3.2 *Regulations.* The Directors have the discretion to make Regulations that are not inconsistent with the Constitution and these By-laws, subject to ratification at the next General Meeting.

3.3 *Borrowing.* The Board may, subject to the Act exercise all the powers of the Society to borrow or raise or secure the payment of money, in such manner and form, at such time or times in such amounts and upon such terms as the Board thinks fit.

3.4 *Unbudgeted Expenditures.* The Board must, except in an emergency, obtain the prior

consent the members for any unbudgeted expenditures in excess of \$1000.00

3.5 *Director's Removal.* A Director may be removed from office by Special Resolution and another Director may be elected by resolution of the members to serve the balance of the term of the removed Director. If the Director resigns his or her office, or without reasonable excuse absents himself or herself from three or more Board meetings, or is suspended or expelled from the Society, the Board must declare his or her office vacated and may appoint a member as a Director in his or her place to hold office until the next AGM

3.6 *Officers.* The Officers of the Society are as follows

3.6.1 A *President*, who must preside at meetings of the Society, be the chief executive officer of the Society and must supervise the other Officers and Directors in the execution of their duties.

3.6.2 A *Vice President Productions*, who must, in the absence of the President, preside at meetings and assume all the duties of the President. Must implement the Board-approved programme of productions, workshops and festival entries for the current season, and provide support to the Production Teams.

3.6.3 A *Vice President Facilities*, who must coordinate the maintenance of the structure of the building and its equipment; arrange for, and oversee, contractors for heating & cooling, electrical maintenance, structural maintenance, and janitorial services; appoint & oversee managers for lighting and sound equipment; advise the Board on capital projects; and liaise with the Theatre Rentals Manager.

3.6.4 A *Secretary*, who must have charge of the Minute Books of the Society; conduct the correspondence of the Society (except as in paragraphs 4.1 below); issue notice of meetings of the Society and the Board, and create the agendas; keep minutes of all meetings of the Society and Directors; have custody of all records and documents of the Society except those required to be kept by the treasurer; and submit the Annual Report to the Societies Branch.

3.6.5 A *Treasurer* who must keep the financial records, including books of account, necessary to comply with the Act; render financial statements to the Directors, members and others when required; prepare an Annual Budget; and ensure that adequate insurance is maintained for building, chattels, public liability and Directors' liability.

DUTIES OF OTHER DIRECTORS

4.1 A *Publicity Director* who is the sole contact with all Media and develops the design of the season's Programs and Playbills

4.2 The other duties of the Directors must be established at the meeting referred to in paragraph 7.1 below.

COMMITTEES

5. The Board may delegate any, but not all, of its powers to a committee or committees provided at least one Director is a member of the committee. The committee so formed in the exercise of the power so delegated must conform to any rules that may from time to time be imposed on it by the Board and must report any act or thing done in the exercise of those powers to the earliest meeting of the Board to be held next after it has been done. Any committee member may be removed by a majority vote of the Board.

ELECTION OF DIRECTORS

6.1 *Elections.* At each AGM of the Society, the Directors must retire. The election of Directors for the following year may take place up to six months

prior to, or at, the AGM. Retiring Directors are eligible for reelection

6.2 *Number.* The number of Directors is to be set at ten, whom the members are to elect as follows: There will be separate elections for the positions of President, Vice President Productions, Vice President Facilities, Secretary, Treasurer and Publicity Director; and a combined election for four Directors at Large.

6.3 *Vacancy.* Any Vacancy on the board of Directors may be filled by a majority vote of the remaining Directors (subject to the provision of paragraph 3.5 above)

6.4 *Remuneration.* Directors shall not be paid for their services as Directors, but their expenses on behalf of the Society may be defrayed by the Society with prior approval of the Board.

6.5 *Indemnity.* Subject to the *Society Act* every Director or Officer on behalf of the Society and that person's heirs, executors and administrators (any one of whom is hereinafter called the "Agent") who has undertaken or is about to undertake any liability on behalf of the Society must, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society from and against the following: all costs, charges and expenses which the Agent sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Agent or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Agent in or about the execution of the duties of the office of Director or in respect of any such liability. This indemnification must not, however, apply to those costs, charges or expenses as are caused by the Agent's own willful neglect or default.

APPOINTMENTS

7.1 The Directors-Elect must meet as soon as possible following each election to review the positions and duties of the Directors for the coming season. New Directors will not take office until the next AGM, but must attend Board meetings, be mentored by the respective incumbents, and may speak (but not vote) on matters particular to the next and subsequent seasons

7.2 Following the meeting referred to in paragraph 7.1 above, the Directors-Elect must make the following appointments from amongst the Directors and members, all of whom must hold office during the coming Season.

7.2.1 An *Artistic Director/Committee* who will uphold and review the artistic vision and focus for the Society, and recommend to the Board a programme of productions and workshops for the upcoming season, and plan for subsequent seasons.

7.2.2 A *Theatre Rentals Manager* who will seek and supervise tenants and technicians for the rental of the Powerhouse theatre and its facilities, at times when it is not required for Powerhouse Theatrical Society functions.

7.2.3 *Internal Accounts Reviewers.* Two members (not being Signing Officers for the Society) who will periodically (and not less than once in each financial year) examine the accounts and books of the Society, report their findings to the Board, and to the Members at the next General Meeting of the Society.

7.2.4 *Other Appointments.* Committees, Managers/Supervisors should be sought and appointed to oversee the various functions of the Society during the coming season. Their names, titles, duties and communication-links to the Board must be clearly designated in a flow-chart and list of job descriptions maintained by the Board displayed in the Club Room and posted on the Powerhouse website

PROCEEDINGS OF THE BOARD

8.1 *Board meetings.* The Board must meet at such times and places as it may determine, and may adjourn

any meeting at pleasure. The quorum at all meetings of the Board must be a majority of the Directors then in office. Questions arising at any meeting of the Board must be decided by a majority of votes; in case of an equality of votes in favour of the motion, the chair shall not have a second or casting vote, and the motion is defeated. A Director may participate in a meeting of the Board or of any committee of the Directors by means of conference telephone or other communications facilities by means of which all persons participating in the meeting can hear each other and provided that all such persons agree to such participation. A Director participating in a meeting in accordance with this paragraph is deemed to be present at the meeting and must be counted in the quorum and be entitled to speak and vote.

8.2 Process to Initiate a Board meeting. A Director may, and the Secretary upon request of a Director must, call a meeting of the Board at any time. Notice of such meeting specifying the place, day and hour of such meeting must be

- mailed, postage prepaid, addressed to each of the Directors at his or her address as it appears on the books of the Society at least 48 hours before the time fixed for the meeting, or
- given to each Director either personally or
- his or her usual business or residential address electronically or by fax or other method of transmitting legibly recorded messages, at least 24 hours before the time of the meeting.

It is not necessary to give notice of a meeting of the Board to any Director immediately following a General Meeting at which such Director shall have been elected or of the meeting of the Board at which such Director was appointed.

8.3 Any resolution of the Board signed by a majority of the Directors has the same force and effect as if duly passed at a meeting of the Board held for that purpose.

8.4 Whenever a Director or Officer has a financial or other personal interest in any matter coming before the Board, he or she shall fully disclose the nature of that interest and must refrain from any discussion, lobbying or vote on the matter. The disinterested Directors shall decide the matter strictly considering only the best interests of the Society; and the Minutes of the meeting shall record such disclosure, abstention, and rationale for approval.

GENERAL MEETINGS

9.1 Each Active and Life Member is entitled to cast one vote at any General Meeting of the Society.

9.2 An Honorary member is not entitled to vote.

9.3 Voting is by show of hands unless three or more members request a secret ballot.

9.4 Voting by proxy is not permitted.

9.5 An AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.

9.6 *Calling a General Meeting.* General Meetings of the Society may be called at any time by the Board. In addition, 15% or more of the members may, at any time, by notice in writing specifying the purpose of the meeting (such notice to be signed by them and delivered to the Secretary) require the Board to call a General Meeting of the Society and the Board must thereupon immediately call a General Meeting of the Society.

9.7 General Meetings of the Society may be called by written notice by fax, email, and publication in the Society's newsletter or mailed, prepaid, at least 14 days before the date of the meeting.

9.8 Notice of a General Meeting must specify the place, day and hour of meeting, and, in the case of Special Business, the general nature of the Special Business.

9.9 The accidental omission to give notice to, or the non-receipt of the notice of a General Meeting by any member shall not invalidate proceedings at the meeting.

9.10 *Quorum.* The quorum at the time when a General Meeting proceeds to business must be twelve of the members, of whom any five must be present throughout the meeting.

9.11 *Adjournment.* If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, must be dissolved; in any other case it must stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those persons present and being members entitled to attend and vote at the meeting shall be a quorum.

ACCOUNTS

10.1 The Board must cause true accounts, in accordance with Generally Accepted Accounting Principles (GAAP) and the International Financial Reporting Standards (IFRS) to be kept of:

- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
- (b) assets and liabilities;
- (c) all other transactions affecting the financial position of the Society.

10.2 The Board must present to the members of the Society at each AGM the financial statements showing income and expenditures of the Society during the preceding fiscal year, and the budget for the current year.

10.3 The fiscal year of the Society must terminate at such time as the Board determines.

SEAL

11.1 The seal of the Society, if any, must be under the custody of the Directors and must not be affixed to any document except by authority of a resolution of the Board and in the presence of those Officers or Directors as may be prescribed by that resolution, and those Officers or Directors are to sign the document to which the seal of the Society is so affixed. The Resolution may waive affixing of the seal and authorize due execution on any document to be evidenced by the signature(s) of those persons designated by resolution of the Board to execute the document.

RECORDS

12.1 The accounts, books and records of the Society may, in general, be inspected by any Member of the Society upon reasonable notice in writing being given to the Secretary. The Directors must establish and publish to the members a Policy regarding under what circumstances certain records may be withheld from such inspection.

ALTERATION OF BY-LAWS

13.1 These By-Laws may be amended by a Special Resolution of the Society.

DATED the 13th day of September 2012, at the City of Vernon, Province of British Columbia.