


CAROL PREST

PROVINCE OF BRITISH COLUMBIA SOCIETY ACT

BY-LAWS

POWERHOUSE THEATRICAL SOCIETY

BY-LAW 1

INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires,

"Society" means the society incorporated and known as the Powerhouse Theatrical Society. "Directors" means the Directors of the Society for the time being.

"ordinary resolution" means a resolution passed by the vote of a simple majority of the members present at the time of the vote, or by proxy or electronic vote.

"Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

"special resolution" means a resolution passed by a three-quarters majority of the members present at the vote, including proxy votes

"Season" means the year beginning 1 October

1.2 The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.

1.3 These By-laws shall be construed in accordance with the provisions of the Society Act.

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a group of persons and a corporation.

MEMBERS

2.1 Membership in the Society shall consist of ordinary members, Student members, Family members, Honorary members and Life members who support the objectives and mandates of the Society.”

2.2 An individual, a family, a student or a group may become an ordinary member upon payment of the prescribed membership dues.

2.21 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.

2.22 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.

2.3 An organization may apply for group membership to the directors at any regular meeting of the board of directors.

2.4 An applicant for group membership, upon payment of the prescribed membership dues, shall be accepted for membership where, in the opinion of the majority of the directors’ present at a meeting where the application is being considered, the applicant has aims and objectives consistent with those of the Society and is otherwise suitable for membership.

2.5 Every member shall uphold the constitution and comply with these by-laws.

DUES

2.6 Dues will cover membership for a period of one or three years. Membership may be pro-rated commencing on the date of payment thereof. The annual date for membership renewal shall be the first day of the month of October each year.

2.7 A member shall be deemed not to be in good standing where his/her annual dues remain unpaid after 30 days of the due date for payment thereof.

2.8 The amount of the membership dues shall be prescribed by the Directors at such time or times as they deem fit.

2.9 Membership dues are non-refundable.

PRIVILEGES

2.10 Members are entitled to attend all general meetings, to speak to any question and to have one vote. They will be eligible to stand for election for office and to serve on subcommittees. They will receive all general correspondence. They will be entitled to examine the records and books of the Society.

2.11 A group member will vote through its representative, whose name has been notified in writing to the Secretary.

2.12 Where one person is both an ordinary member and also representative of a group member, he shall be entitled to express both his personal views and those of the group which he represents, and to vote in each capacity.

TERMINATION OR SUSPENSION OF MEMBERSHIP

2.13 A person shall cease to be a member of the Society

(a) by delivering his resignation in writing to the Secretary of the Society, or by mailing or delivering it to the address of the Society.

(b) on his death, or in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) suspended

(e) on having been a member not in good standing for a period of sixty consecutive days.

2.14 A member may be expelled or suspended by special resolution of the members passed at a general meeting.

2.15 Notice of the proposed special resolution for expulsion or suspension shall be sent to the member who is the subject of such resolution by registered mail at least two weeks prior to the meeting at which the resolution is to be voted upon. Such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.

2.16 The member who is the subject of the proposed resolution for expulsion or suspension shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

BY-LAW 3 DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

3.1 There shall be a Board of Directors which shall consist of:

(a) President, Vice-President Facilities, Vice-President Productions, Secretary, Treasurer and Director of Marketing, all of whom shall be elected every two years from among the members.

(b) up to 3 (2 being optimum) directors elected from among the ordinary and group members.

(c) one additional non-voting Director who may, at the option of the Board of Directors, be appointed to the Board of Directors from among its members for a period of one year

3.2 The same person may hold the offices of Secretary and Treasurer.

3.3 Any Officer or Director may be removed from his office by a special resolution of the Society. 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

3.4 The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, subject to the provisions of:

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

3.5 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

OFFICERS' DUTIES AND POWERS

3.6 The members of the Board shall be the officers of the Society. The duties of the officers shall be determined according to policy as set forth by the Board of Directors.

3.7 The officers shall conduct the affairs of the Society between meetings of the Board of Directors and are as follows:

3.8 President, who is the chief Executive Officer of the Society. His/her duties shall be as follows:

- (a) To preside at all meetings of the Executive, Board of Directors and the General Meetings of the Society,
- (b) to supervise the Officers in the execution of their duties,
- (c) to appoint and allocate such duties to the Directors as he deems fit,
- (d) to enforce the Constitution and By-laws of the Society,

(e) to sit, as he/she deems fit, as an ex officio member of all sub-committees.

At any proceeding of the Society the President shall be entitled to vote only in the event that his/her vote is necessary to break a tie vote.

3.81 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, appoint & oversee managers for lighting and sound equipment and provide support to the Production Teams, and liaise with the Theatre Rentals Manager.

3.82 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, janitorial services and advise the Board on capital projects.

3.9 The Vice-Presidents will assist the President, and in the absence of the President, will exercise the powers and perform all the duties of the President.”

3.10 Secretary, who’s duties shall be as follows:

(a) To keep a correct record of the proceedings of meetings of the Executive, the Board of Directors, all committees and the Society in General Meetings,

(b) shall give notice of the time and place of all meetings,

(c) shall have the custody of the books and records of the Society, other than those in the custody of the Treasurer,

(d) shall maintain a correct roll of all members and Life Members, shall carry on all correspondence of the Society under the direction of the Executive, and

(e) shall present a written report at the Annual General Meeting of the Society .

The Secretary may delegate such of his duties as he/she deems fit to employees or other members of the Society.

3.11 Treasurer, who's duties are as follows:

(f) To receive, give receipts for, have custody of, and disperse all funds of the Society ,

(g) to deposit such monies in the name of the Society in an account maintained at a chartered bank, trust company or Credit Union, and to arrange for the required signing authorities in respect of such account,

(h) to prepare and authorize the drawing of cheques against such account,

(i) to keep a true and accurate account of the receipts and disbursements of the funds of the Society,

(j) to maintain a record of the property of the Society,

(k) to present a detailed report and an independently reviewed statement to the Annual General Meeting of the Society and on handing over the office of Treasurer to a successor, if not coincidental with the report to the Annual General Meeting.

The Treasurer may delegate such of his duties as he deems fit to employees or other members of the Society.

3.12 Director of Marketing who shall be responsible for all aspects of the Society publicity and public image through the print and broadcast media and at public functions. The Marketing Director may delegate such of his duties as he deems fit to employees or other members of the Society.

3.13 The Past President shall serve as a counsellor and resource person, and shall serve on the Nominating Committee.

TERMS OF OFFICE

3.14 At each annual election meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board, as follows:

(I)The term for each Board director will normally be two years.

(M)Terms will be staggered so that 50% of the Board directors are elected each year: two to director positions (President, Vice-President of Facilities, Vice-President of Production, marketing, secretary and treasurer) and up to four directors at large.

(N)For the first year, 50% of the directors will be elected for a one-year term. All other directors will be elected for two-year terms. Beginning in the second year, all Board directors will be elected to serve two-year terms.

1. The Nominating Committee shall ensure that nominees are made aware that elections are for one and two year terms initially to establish the pattern of renewing 50% of the positions annually.

2. Board members shall be elected for no more than three consecutive terms. With reference to a member elected for an initial one-year term under 3.14 (N), the first and last of four years shall be treated as one single term.”

3.15 Each term of office shall commence with the election of the holder of the office at the annual general meeting and shall terminate at the appropriate following annual general meeting, whether one or two years later.

3.16 No member of the Board of Directors shall receive remuneration or any other financial benefits for their services to the Society regardless of the type of service performed.”

APPOINTMENTS

3.2 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

3.3 Following the meeting referred to in paragraph 3.2 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.

3.3.1 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. This appointment must be made no later than March of each year.

3.3.2 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.

3.3.3 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.

3.3.4 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

BYLAW 4

GENERAL MEETINGS

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

4.4.2 An Honorary member is not entitled to vote.

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

4.4.4 Voting by proxy is permitted for absentee ballots at the Boards discretion.

4.4.5 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.

4.4.6 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.

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

4.4.8 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.

4.4.9 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.

4.5 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.

4.5.1 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.

BY-LAW 5

FISCAL MATTERS

GENERAL

5.1 That the fiscal year shall be from the first day of October in each year to the 30th day of September in the succeeding year.

5.2 All books of accounts shall be open to inspection by any member in good standing on no fewer than seven days written notice.

5.2.1 The Board must cause true accounts, in accordance with Generally Accepted Accounting Principles.

BORROWING

5.3 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 manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

5.31 Unbudgeted Expenditures. The Board must, except in an emergency, obtain the prior consent the members for any unbudgeted expenditures in excess of \$1000.00

5.4 (a) No debentures, loans or purchases shall be issued in excess of \$100,000.

All debentures or loans must be approved by a special resolution by the members.

BANKING

5.5 The bank account of the Society may be with a chartered bank, a credit union or a trust company.

5.6 All banking business of the Society shall be conducted in accordance with the provisions of the Society Act.

5.7 The signing authorities for the Society's bank account shall be determined by the Directors from time to time.

AUDIT

5.8 The Society shall, at each annual general meeting, appoint an independent public accountant to conduct a notice to reader of the Society's financial statements.

5.9 The Accountant shall prepare a report for the fiscal year and deliver it to the Treasurer within 60 days of the close of the fiscal year.

5.10 The Directors may remove the Accountant or fill any vacancies occurring in the office of the Accountant by ordinary resolution.

5.11 No Director and no employee of the Society shall conduct notice to reader.

5.12 The Accountant may attend general meetings.

BY-LAW 6

SEAL

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

6.2 The common seal of the Society is to be in the possession of the Secretary, and may be used only as authorized by the Directors.

BY-LAW 7

CONSTITUTION AND BY-LAWS

7.3 The following provisions were formally part of the original Constitution and were previously unalterable:

7.3.1. For further and better particulars in the application of section 7.3.2 of this Constitution, at the time of dissolution provided that the organization(s) are in compliance with the below mentioned requirements of the Income Tax Act of Canada. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization provided that such other organization referred to in this paragraph shall be a charitable organization or charity recognized by the Department of National Revenue as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This clause was previously unalterable.

7.3.2 In the event of the dissolution of the Society, any assets remaining after payment of all debts and obligations shall be distributed to a recognized charitable organization in the Province of British Columbia, Canada, with similar objectives or to a suitable level of local government. This clause was previously unalterable.

7.3.3 The purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried out on an exclusively charitable basis. This clause was previously unalterable.

7.3.4 No director or officer shall be remunerated for being or acting as a director or officer, but a director or officer may be reimbursed for all expenses necessarily and reasonably incurred by the director or officer while engaged in the affairs of the Society. This clause was previously unalterable

BY-LAW 8

NOTICES

8.1 Unless otherwise provided by the Directors, all notices required to be given under the By-laws shall be sufficient if published in the Society's Bulletin which shall be sent to each member of the Society in good standing.

8.2 Notice of a General Meeting shall be in writing and shall be given not less than fourteen (14) days from the date set for the General Meeting.

8.3 Written notice of any amendments to the Constitution of By-Laws shall be sent to members of the Society in good standing in accordance with the By-Laws.

Indemnity

8.4 Saved Harmless Clause: 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.