

PROVINCE OF BRITISH COLUMBIA SOCIETIES ACT BYLAWS

POWERHOUSE THEATRICAL SOCIETY

**1**     **INTERPRETATION**

1.1     In these Bylaws, unless the context otherwise requires:

- (a) “**AGM**” means the annual general meeting of the Society;
- (b) “**Board**” or “**Directors**” means the board of Directors of the Society;
- (c) “**Director**” means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the Society;
- (d) “**Election Meeting**” means the general meeting held immediately before the election of the Board, at least three (3) but no more than five (5) months before the AGM, where nominated members engage with the membership and participate in discussions;
- (e) “**Nominating Committee**” means the committee responsible for overseeing the nomination and election process for the Society’s Board, including receiving and reviewing nominations, verifying candidate eligibility, organizing the election or voting process, and ensuring compliance with the Society’s bylaws and governance procedures, which shall consist of at least one (1) member who has served or is currently serving as a Director;
- (f) “**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;
- (g) “**Societies Act**” means the *Societies Act* of the Province of British Columbia as amended from time to time; and
- (h) “**Society**” means the society incorporated and known as the Powerhouse Theatrical Society;
- (i) “**special resolution**” means a resolution passed by a two-thirds majority of the members present at the vote, including proxy votes.

1.2     The definitions in the Societies Act not mentioned in paragraph 1.1 apply to these Bylaws.

1.3     These Bylaws shall be construed in accordance with the provisions of the Societies 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.

1.5     Provided they are consistent with the Societies Act, the Board may, from time to time, enact policies and procedures, including with respect to the establishment and management of committees, as addendums to the Bylaws, in order to:

- (a) advance the objectives and purpose of the Society as described in the constitution;  
and
- (b) clarify ambiguity in the Bylaws.

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

## **2**     **MEMBERSHIP**

### **Members**

- 2.1     A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.
- 2.2     The three classes of membership in the Society shall be as follows:
- (a) persons who have applied for membership and who have paid the prescribed membership dues ("**Ordinary Members**");
  - (b) persons who, in the opinion of the Board, merit honorary membership in the Society and who are appointed at the discretion of the Board ("**Honorary Members**"); and
  - (c) persons who, in the opinion of the Board, merit life membership in the Society and who are appointed at the discretion of the Board ("**Life Members**").
- 2.3     The number of Honorary Members shall not exceed the number of Ordinary Members in the Society at any given time.
- 2.4     Every member shall:
- (a) uphold the constitution;
  - (b) comply with these Bylaws; and
  - (c) Comply with the rules of conduct and/or policies and procedures of the Society in force at the time.

### **Dues**

- 2.5     All members, except for Honorary Members and Life Members, shall, as a condition of membership in the Society, pay membership dues.
- 2.6     Members may pay membership dues to cover either a period of one year or three years. The annual date for membership renewal shall be one year following the application date or three years following the application date, as applicable.
- 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 and shall remain not in good standing for so long as those dues remain unpaid.
- 2.8     The amount of the membership dues shall be prescribed by the Board, and will not contravene the Act, will be implemented as policy, and will be payable as determined by the Board from time to time.
- 2.9     Membership dues are non-refundable.

### **Membership Privileges**

- 2.10    Members are entitled to:
- (a) attend all general meetings;
  - (b) speak to any question; and
  - (c) stand for election for the Board;
  - (d) serve on subcommittees;

- (e) receive all general correspondence; and
- (f) examine the records and books of the Society.

### **Voting**

- 2.11 Ordinary Members and Life Members who are at least 19 years of age and who have been a member in good standing for at least 30 days prior to voting are eligible to vote at general meetings.
- 2.12 Honorary members are not entitled to vote at general meetings.
- 2.13 A voting member who is not in good standing is ineligible to vote at a general meeting and deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of Membership**

- 2.14 For Ordinary Members, membership in the Society is terminated if the Ordinary Member has been a member not in good standing for a period of sixty consecutive days or thirty (30) days after a notice of default has been issued by the Board, whichever comes first.
- 2.15 For Honorary Members, membership in the Society is terminated after twelve (12) months, unless the membership is renewed by the Directors.
- 2.16 For Life Members, membership in the Society will continue indefinitely.

### **Discipline and Expulsion**

- 2.17 A member may be expelled or disciplined by special resolution of the members passed at a general meeting.
- 2.18 Notice of the proposed special resolution for expulsion or suspension shall be sent in writing 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.
- 2.19 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.
- 2.20 A member must only be expelled from the society with cause. With cause shall be defined as:
  - (a) actions detrimental to the purpose of the Society as set forth in its constitution;
  - (b) actions detrimental to the well-being of the Society; or
  - (c) as otherwise defined in the rules of conduct or policies of procedure of the Society in force at the time.

### **Cease to be a Member**

- 2.21 A person may cease to be a member of the Society:
  - (a) By delivering written correspondence to the Secretary confirming resignation of their membership to the Board;
  - (b) upon the death of the member;

- (c) upon dissolution of the Society;
- (d) upon termination in accordance with section 2.14 or 2.15 of the Bylaws; or
- (e) upon expulsion in accordance with sections 2.17 to 2.20 of the Bylaws.

### **3 GENERAL MEETINGS OF MEMBERS**

#### **Notice, Time, and Place of General Meetings**

- 3.1 Subject to subsections 3.5 and 3.6, a general meeting must be held in British Columbia at the location provided for in the Bylaws or, in the absence of such a provision, at the location in British Columbia that the Directors determine.
- 3.2 General meetings of the Society may be called by written notice by email, newsletter or mailed, prepaid, at least 14 days before the date of the meeting.
- 3.3 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.
- 3.4 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.

#### **Meeting by Electronic Means**

- 3.5 If a general meeting is a partially electronic meeting, section 3.14 of the bylaws applies to the location where persons attend the meeting in person and those attending electronically.
- 3.6 If a general meeting is a fully electronic meeting, section 3.14 of the bylaws apply to those attending the meeting electronically.

#### **Annual General Meetings**

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

#### **Other General Meetings**

- 3.8 The Board may convene, whenever they deem appropriate, other general meetings, provided notice is given to the membership in accordance with sections 3.2 and 3.3 of the bylaws.
- 3.9 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.

#### **Order of Business at a General Meeting**

- 3.10 The order of business at a general meeting is as follows:
  - (a) elect an individual to chair the meeting, if necessary;
  - (b) determine that there is quorum;
  - (c) approve the agenda;
  - (d) approve the minutes from the last general meeting;
  - (e) deal with unfinished business from last general meeting;

- (f) if the meeting is an annual general meeting, carry out ordinary business as defined in s. 3.11 of the Bylaws;
- (g) deal with Special Business for which notice has been given as required under s. 3.12 of the Bylaws; and
- (h) terminate the meeting.

### **Ordinary Business of Annual General Meeting**

3.11 At an AGM, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **Notice of Special Business**

3.12 A notice of a general meeting must state the nature of any business, other than ordinary business (“**Special Business**”), to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of General Meeting**

3.13 The President of the Society shall preside as the chair of all meetings of the Society. In the case of the absence of the President at any meeting:

- (a) the Vice-President/Director of Productions shall preside as chair; or
- (b) one of the other Directors shall be appointed to chair the meeting, if both the President and Vice-President/Director of Productions are unable to preside as chair.

### **Voting**

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

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

### **Quorum**

3.16 The quorum at the time when a general meeting proceeds to business shall be twelve of the members. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.17 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.

## **Matters Decided at General Meeting by Ordinary Resolution**

- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or the Bylaws to be decided by special resolution or by a resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **4 DIRECTORS AND OFFICERS**

### **Directors and Officers**

- 4.1 The Board shall consist of no less than seven (7) Directors, and no more than nine (9) Directors.
- 4.2 The following shall be officers within the Board of the Society: President, Vice-President/Director of Productions, Director of Facilities, Secretary, and Treasurer. For clarity, all officers are Directors.
- 4.3 In addition to the officers, there shall be Directors at Large. The number of Directors at Large will be the number required to bring the total number of Directors to at least seven (7) and no more than nine (9).
- 4.4 The same person may hold more than one office, except for the office of President and Vice-President/Director of Productions, which shall each be held by one individual. If one Director holds more than one office, that Director shall only have one vote during meetings.

### **Election or Appointment of Directors**

- 4.5 The voting members shall elect Directors as follows:
- (a) Any Ordinary Member who has been in good standing for at least 90 days or Life Member (an “eligible member”) may nominate themselves or another eligible member by submitting a written nomination to the Nominating Committee at least seven days prior to the Election Meeting;
  - (b) All nominated members who accept their nomination are encouraged to attend the Election Meeting to respond to questions and participate in discussion with the membership;
  - (c) Directors will be elected from the nominated members through an electronic vote. The voting period will remain open for 48 hours after the Election Meeting.
  - (d) Newly appointed Directors shall begin their term of office at the first AGM following the Election Meeting.

### **Term of Office**

- 4.6 Each Director shall serve a term of office of two (2) years, except for a Director appointed under section 4.9 of the Bylaws.
- 4.7 Terms will be staggered as much as possible so that 50% of the Directors are elected each year.
- 4.8 Board members may serve a maximum of three (3) consecutive terms in the same office and no more than five (5) consecutive terms in total. For the purposes of this section, if a Director is elected or appointed to fill a vacancy for less than two (2) years under section 4.9

or otherwise, that partial term will not count toward the total number of consecutive terms. For clarity, the first counted consecutive term will begin when a Director starts their first full two-year term.

### **Casual Vacancy**

- 4.9 The Board may, at any time, appoint a member as a temporary 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, provided the member is an eligible member and accepts the appointment.
- 4.10 The term of office of a Director appointed under section 4.9 of the Bylaws expires at the next AGM following the appointment.

### **Termination of Directors**

- 4.11 Any Director may be removed from his or her office by a special resolution of the Society, provided the members are given notice of the proposed removal as Special Business in accordance with sections 3.3 and 3.12 of these Bylaws.
- 4.12 If a 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 as set out in sections 4.9 and 4.10 of these Bylaws.

### **Powers and Duties of Directors**

- 4.13 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 Bylaws, and
  - (c) rules and policies, not being inconsistent with these Bylaws, which are made from time to time by the Board.
- 4.14 No rule or policy made by the Board shall invalidate a prior act of the Directors that would have been valid if that rule or policy had not been enacted.
- 4.15 The duties of the Directors shall be determined according to policy as set forth by the Board.
- 4.16 The Directors shall conduct the affairs of the Society between meetings of the Board of Directors as follows:
- (a) The President shall:
    - i. preside at all meetings of the Board, general meetings of the Society, and AGMs;
    - ii. supervise the Directors in the execution of their duties,
    - iii. appoint and allocate such duties to the Directors as he or she deems appropriate,
    - iv. enforce the constitution and Bylaws of the Society,

- v. sit, as he or she deems appropriate, 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 or to make a quorum.

(b) The Vice-President/Director of Productions shall:

- i. in the absence of the President, preside at meetings and assume all the duties of the President;
- ii. implement the Board-approved programme of productions, workshops and festival entries for the current and upcoming seasons, as applicable; and
- iii. provide support to the production teams, and liaise with the theatre rentals manager.

(c) The Director of Facilities shall:

- i. coordinate the maintenance of the structure of the building and its equipment;
- ii. arrange for, and oversee, contractors for heating and cooling, electrical maintenance, structural maintenance, and janitorial services; and
- iii. advise the Board on capital projects.

(d) The Secretary shall:

- i. keep a correct record of the proceedings of meetings of the Board, general meetings of the Society, and AGMs;
- ii. give notice of the time and place of all meetings;
- iii. have the custody of the books and records of the Society, other than those in the custody of the Treasurer;
- iv. maintain a correct roll of all members, including Ordinary, Honorary, and Life Members;
- v. carry on all correspondence of the Society under the direction of the Board; and
- vi. present a written report at the AGM of the Society.

The Secretary may delegate such of his or her duties as he or she deems appropriate to contractors or other members of the Society. In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

(e) The Treasurer shall:

- i. receive, give receipts for, have custody of, and disperse all funds of the Society;
- ii. deposit 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;
- iii. prepare and authorize the drawing of cheques against such account;
- iv. keep a true and accurate account of the receipts and disbursements of the funds of the Society;
- v. maintain a record of the property of the Society; and
- vi. present a detailed report and an independently reviewed statement to the AGM of the Society and on handing over the office of Treasurer to a successor, if not coincidental with the report to the AGM.

The Treasurer may delegate such of his or her duties as he or she deems appropriate to contractors or other members of the Society.

- (f) The Directors at Large shall support the Board in achieving the Society's mission and objectives and are expected to participate as required in the committees constituted by the Board.

4.17 A previous President of the Board shall serve as a counsellor and resource person.

### **Directors' Meetings**

- 4.18 A Directors' meeting shall be held at least monthly.
- 4.19 A Directors' meeting may be called by the President or by two (2) other Directors.
- 4.20 Except for regular monthly Directors' meetings, at least two (2) days notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.
- 4.21 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.
- 4.22 The Directors may regulate their meetings utilising the most current version of Robert's Rules of Order, or, as a majority of the Board otherwise agrees.
- 4.23 The quorum for the transaction of business at a Directors' meeting is three (3) Directors who are eligible to vote.

### **Remuneration of Directors**

- 4.24 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, (i) reimburse a Director for reasonable expenses necessarily incurred by the Director in performing the Director's duties as a Director; and (ii) pay remuneration to a Director for services provided by the Director to the Society in another capacity.

## **5 FISCAL MATTERS**

### **General**

- 5.1 The fiscal year shall be from the first day of July in each year to the 30th day of June 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.
- 5.3 The Board must cause true accounts, in accordance with Generally Accepted Accounting Principles.

### **Borrowing**

- 5.4 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.

- 5.5 The Board must, except in an emergency, obtain the prior consent the members for any unbudgeted expenditures in excess of \$7,500.00
- 5.6 No debentures or loans shall be issued in excess of \$100,000.00. All debentures or loans must be approved by a special resolution by the members.

### **Banking**

- 5.7 The bank account of the Society may be with a chartered bank, a credit union or a trust company.
- 5.8 All banking business of the Society shall be conducted in accordance with the provisions of the Societies Act.

### **Signing Authority**

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

### **Audit**

- 5.10 The Society shall, at each AGM, appoint an independent public accountant to conduct a notice to reader of the Society's financial statements.
- 5.11 The accountant for the Society shall prepare a report for the fiscal year and deliver it to the Treasurer within 60 days of the close of the fiscal year.
- 5.12 The Directors may remove the accountant for the Society or fill any vacancies occurring in the office of the accountant for the Society by ordinary resolution.
- 5.13 No Director and no employee of the Society shall conduct notice to reader.
- 5.14 The accountant for the Society may attend general meetings.

## **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.

## **7 NOTICES**

- 7.1 Unless otherwise provided by the Directors, all notices required to be given under the Bylaws shall be sufficient if published in the Society's bulletin, which shall be sent by email to each member of the Society in good standing.
- 7.2 The constitution and Bylaws of the Society may only be altered in accordance with the provisions of the Societies Act.

## **8 INDEMNITY**

- 8.1 Subject to the Societies 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.

## **9 MISCELLANEOUS**

- 9.1 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. 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.
- 9.2 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.