

CONSTITUTION

NAME OF SOCIETY: **SHUSWAP THEATRE SOCIETY**

Incorporation Number: **S0013962**

Business Number: **11914 9581 BC0001**

The name of the Society is SHUSWAP THEATRE SOCIETY

The purposes of the Society are:

1. The name of the society is "Shuswap Theatre Society".
2. The objects of the society are:
 - a) To perform live theatre productions.
 - b) To foster the appreciation of live theatre.
 - c) To develop the theatrical abilities of society members.
 - d) To do everything incidental and necessary to promote and attain the foregoing objects in Salmon Arm and vicinity.

BYLAWS

As amended April 2, 2024

ARTICLE 1 – MEMBERSHIP

Membership

3. The Board of Directors (Board) may establish categories of membership in addition to the following:
 - a) Individual membership
 - b) Life membership
 - c) Non-voting group membership
4. Any person or group may apply for membership if they support the goals of the Society, complete the Society's application form and pay the membership fee.
5. Minors (under 19 years) may apply for membership.
6. The Board may recommend changes to membership fees for ratification at the Annual General Meeting (AGM).
7. The Board will establish when any membership fees are due.

Voting

1. Each individual member will have one vote.
2. No person shall have more than one vote.
3. No proxy votes will be accepted.

Duty of Members

1. Members are expected to comply with Society rules and regulations.
2. All members are considered equal and are expected to act in a responsible and respectful manner.

Termination of Membership

1. Any member or group may terminate their membership by written notification addressed to the President, Shuswap Theatre Society.
2. Membership terminates if membership fees are not paid by the due date.
3. Should the Board become aware of a concern respecting a member's action or conduct, the Board may investigate and, in the Board's sole discretion, shall have the power to terminate the membership. The member has the right to address the Board prior to a decision.

ARTICLE 2 – MEMBERSHIP MEETINGS

Annual General Meeting

1. The AGM will be held in Salmon Arm, BC. within 3 months of the Society's year end.
2. The Board will establish the physical or digital location and time when the AGM will be held.
3. General meetings, including special meetings, may be held in a physical location, by video link or a combination thereof. Members may also participate by phone or audio link.

Special Meetings

1. A special meeting of the membership may be called by the Board; the meeting notice is to conform to the requirements for an AGM.
2. Should the Board receive a request for a special meeting of the membership signed by 10% or more of the membership stating the reason for the special meeting, the Board must call a special meeting within 30 days of receipt of the request.

Meeting Notice

1. Notice is deemed given if the notice is mailed, emailed, hand delivered or is advertised in a newspaper circulating in Salmon Arm.
2. Notice must be received at least 14 days before the commencement of the meeting.

Quorum

1. The quorum for a general meeting is 5% of voting members, but shall not be less than 15 members in good standing.

ARTICLE 3 – DIRECTORS

Number of Directors

1. The number of Directors shall be no less than 5 or more than 10.

Election of Directors

1. All members standing for Director must be members of the Society in good standing and be a member at least 14 days prior to the AGM.
2. Directors will hold office commencing at the beginning of the monthly Directors meeting following the AGM and expiring at the commencement of the first Directors meeting following the AGM.
3. To be eligible for election, a member must agree to stand at least 7 days before the election is called and confirm receipt of information about Board expectations and duties. The completed form is to be addressed to the President of the Society who will ensure it is received by the Nominating Committee.
4. Candidates will be asked to provide information about themselves and their reasons to serve which will be available to Society members prior to the election.
5. Should a Director or Directors resign or be unable to complete their term, the Board may:
 - a) Call a special general meeting to elect a replacement Director or Directors to serve until the next AGM, or
 - b) Appoint up to two interim Directors in any one term year to serve until the next AGM.
6. Under no circumstances will a director receive financial remuneration for service to the society. Directors are eligible for reimbursement of legitimate expenses incurred with proper authorization.

Duties Of Directors

1. The Board has overall responsibility for all operations of the theatre.
2. The Board must comply with provisions of the Society's Act, the Constitution and these bylaws.
3. The Board will establish a Nominating Committee, of no less than two members in good standing who are not standing for election to the Board. This Committee will supervise any election held at the AGM.

Directors Meetings

1. Directors shall determine their meeting procedures.
2. A quorum shall be no less than half of all the Directors.
3. With urgent business, a resolution agreed in writing by a quorum of Directors shall have the same effect as being passed at a Directors' meeting. This resolution is to be entered into the corporate record at the next meeting of the Board.

Theatre Records

1. The Board shall keep minutes of its meetings.
2. The Board will ensure records are kept relating to the operation of the Theatre that may be required by statute, regulation or through sound business practice.
3. Society records shall be available to members at all reasonable times at the Society's office or on the internet.

Removal Of Directors

1. The Board, by a majority vote of the Directors, may call a special meeting to remove a Director.
2. If the Board receives a request signed by 10% of the membership seeking the removal of a Director or Directors for a stated reason, the Board shall call a special meeting within 30 days of receiving the request.

Society Officers

1. The officers shall be the President, Vice President, Secretary and Treasurer.
2. The Board may appoint other officers as required.
3. Officers will be elected by the Directors at the first Directors meeting following the AGM or as required should a vacancy occur.
4. Officers may be removed by the Board but may remain part of the Board at the Board's discretion.

ARTICLE 4 - FINANCIAL CONSIDERATIONS.

Borrowing Powers

1. The Directors may borrow money when approved at a meeting of the membership and only in accordance with the terms approved by the membership.

Audit of Accounts

1. At the AGM following the Society's financial year end, the Directors will present a financial statement including income and expenditures and assets and liabilities for the preceding financial year.
2. The financial statement is to be signed by two officers of the Board or the Society's auditor.

Society Seal

1. The Secretary will have custody of the seal for safe keeping.
2. The Secretary shall not use or permit the use of the seal unless authorized by the Board and shall sign every document to which the seal is affixed.

ARTICLE 5 – BYLAW AMENDMENTS.

1. Bylaws may be amended only at a meeting of the Society to which all members are invited.
2. Any changes proposed are to be specified in the meeting notice to be provided no less than 14 days in advance of the meeting.
3. The changes proposed shall be clearly identified with the reason for the change described.

ARTICLE 6 – DISSOLUTION

1. In the event of winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations concerned with live theatre or organizations promoting the same objects of this society, as may be determined by the members of the society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the "Income Tax Act" of Canada from time to time in effect. This provision was previously unalterable.