

**VICTORIA THEATRE GUILD AND DRAMATIC SCHOOL**  
**BYLAWS (as revised and adopted 27 June 2010)**  
**Proposed Revisions for January 2015**

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The following are the bylaws of the Society, which include the provisions required under section 6(1) of the *Society Act*.

**PART 1 – INTERPRETATION**

- 1.1 (1) In these bylaws (and in the constitution of the Society), unless the context otherwise requires:
- (a) “**Society**” means the Victoria Theatre Guild and Dramatic School,
  - (b) “**Board**” means the Board of Directors of the Society,
  - (c) “**Theatre**” or “**Facility**” means Langham Court Theatre, 805 Langham Court, Victoria, British Columbia, Canada, V8V 4J3, the registered address of the Society,
  - (d) “**Season**” means the series of plays presented by the Society each year, starting in the fall and ending in the spring or summer, and the “**Current Season**” is considered to run from the conclusion of the most recent Summer General Meeting of the Society to the conclusion of either the next Summer General Meeting or the Board meeting following the final performance of the last play of the Season, whichever is later,
  - (e) “**member**” means a member of the Society, as defined in bylaw 2.1(1), and

- (f) “*Society Act*” means the *Society Act* of British Columbia from time to time in force and all amendments to it.
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## **PART 2 – MEMBERSHIP**

### **2.1 Ordinary categories of membership**

(1) **Members of the Society include:**

- (a) the original applicants for incorporation of the Society,
- (b) those persons who subsequently became members in accordance with the bylaws then in force, and
- (c) those persons who have become members in accordance with the present bylaws,

but in all cases, members exclude those persons who have ceased to be members of the Society, pursuant to bylaw 2.10.

### **2.2 Special categories of membership**

There are two special categories of membership in the Society:

- (1) **Life Membership**, which may be conferred upon any member or former member on the recommendation of the Board, subject to approval by ordinary resolution at a general meeting. Each Life Member is entitled to the privileges of a member each year without charge, and will be presented each year with a season’s ticket for the Current Season.
- (2) **Honourary Membership**, which may be conferred on any person by the Board for a period of up to one year. Each Honourary Member is entitled to the privileges of a member without charge for the period the Honourary Membership is in effect.

### **2.3 Honourary Patrons**

The holders of major public offices, and others within the community whose patronage is considered desirable, may be invited by the Board to act as Honourary Patrons of the Society. Each Honourary Patron will be presented each year with a season’s ticket for the Current Season, but is not entitled to the privileges of a member unless he or she is also a member of the Society.

### **2.4 Application for membership**

Any person interested in theatre may become a member of the Society by completing a membership application form and presenting it, with the current membership fee, to the Membership Committee or to its delegated representative. Upon receipt of the completed form and membership fees, the person is a member.

### **2.5 Membership fees**

- (1) The annual fees for membership in the Society are due in December of each year and cover the period from January 1<sup>st</sup> to December 31<sup>st</sup> of the next year. The Membership

Committee has discretion to determine the period of coverage when membership fees are paid partway through a calendar year.

- (2) Changes in fees for membership will be decided each year by majority vote at the Summer General Meeting of the Society. Any change decided at that meeting comes into effect on the first day of January of the next year. If there are no changes proposed and decided on, the membership fee then in effect continues for the following year.

## **2.6 Privileges of membership**

- (1) Each member in good standing is eligible to participate in all activities of the Society.
- (2) Each member in good standing is entitled to receive a copy of the current constitution and bylaws of the Society, on request.
- (3) Each member in good standing is entitled to be placed on the distribution list for the Society's newsletter.
- (4) Each member in good standing is entitled to one vote on each resolution at all general meetings of the Society at which the member is present, as set out in bylaw 4.7.

**2.7 Every member** must uphold the constitution of the Society and comply with these bylaws.

## **2.8 Membership in good standing**

- (1) All members are in good standing except:
  - (a) any member who has failed to pay his or her current annual membership fees or any other debt due and owing by him or her to the Society, and
  - (b) any member whose privileges have been suspended.
- (2) A member who is not in good standing by virtue of an outstanding debt owed to the Society remains not in good standing so long as the debt remains unpaid.
- (3) A member who is not in good standing by virtue of a suspension of privileges remains not in good standing until his or her privileges have been restored.

## **2.9 Suspension of membership privileges**

- (1) On receipt and consideration of a complaint showing cause why a member's privileges should be suspended, the Board may suspend a member's privileges for a period to be determined by the Board.
- (2) Any member against whom a complaint is directed will be notified by the Board of the complaint and given reasonable opportunity to appear before the Board to answer the complaint, before any decision is made by the Board.
- (3) A decision by the Board to suspend any member's privileges requires an affirmative vote of no fewer than seven Board members, and can only be made after the member in question has been given an opportunity to appear before the Board.

- (4) If a member's privileges are suspended under this bylaw for a period of time, and unless a further complaint is received by the Board in the interim, upon the expiry of the period of suspension, if the member so requests, the Board may vote to restore the member's privileges.

## 2.10 Cessation of membership

- (1) A person ceases to be a member of the Society:
- (a) on having been a member not in good standing for 12 consecutive months,
  - (b) by delivering his or her resignation in writing to the registered address of the Society, or
  - (c) on his or her death.

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## PART 3 - DENIAL OF ACCESS TO THE THEATRE PREMISES

- 3.1 The Board has the power to refuse any person admission to the Theatre premises, on grounds of conduct that may be deemed detrimental to the best interests of the Society.

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## PART 4 - MEETINGS OF THE SOCIETY

### 4.1 The Annual General Meeting

- (1) **The Annual General Meeting** of the Society must be held on a date fixed by the Board, which must be a date no later than the 31<sup>st</sup> day of January in each calendar year.
- (2) **Business at the Annual General Meeting** must include the following:
- (a) minutes of the last general meeting of the Society, and any business arising from that meeting,
  - (b) the President's annual report,
  - (c) the Treasurer's fiscal report and presentation of the financial statement, followed by the Treasurer's recommendation of an auditor for the forthcoming year,
  - (d) the Manager's annual report,
  - (e) annual committee reports, as available from the committees then constituted,
  - (f) assumption of the chair by the Nominations Chairperson, and the election of certain officers and directors, as set out in bylaw 5.2, with the exception of the immediate Past President, ~~the Planning Production Chairperson, and the Active Production Chairperson,~~
  - (g) installation of the newly elected officers and directors, and
  - (h) any other business.

## 4.2 The Summer General Meeting

- (1) The Summer General Meeting of the Society must be held each year on a date fixed by the Board between the day following the last performance of the Current Season and the 31<sup>st</sup> day of August.
- (2) Business at the Summer General Meeting must include the following:
  - (a) changes, if any, to the current membership fees, as set out in bylaw 2.5(2),
  - (b) beginning in 2015, and in subsequent odd calendar years, the election and installation of the Planning Production Chairperson, as set out in bylaw 5.23, and
  - (c) beginning in 2016, and in subsequent even calendar years, the installation of the newly elected Planning Production Chairperson and the assumption of the office of Active Production Chairperson by the most recently elected outgoing Planning Production Chairperson, as specified in bylaw 6.1A(1)(a)6.1(1)(f).

## 4.3 Other general meetings

- (1) The Board may call a general meeting of the Society at any time.
- (2) A group of members in good standing comprising at least 10 percent of the voting membership of the Society may demand a general meeting by presenting the Board with a request signed by those members and stating the purpose for which the general meeting is being sought. Within 21 days of receiving such a request, the Board must convene a general meeting. If the Board fails to convene a general meeting within 21 days, the provisions of the *Society Act* with respect to requisitions for general meetings apply.

## 4.4 Notification requirements for general meetings

- (1) Members must be notified individually in writing of a general meeting at least **14 days before** the date of the meeting in question. Electronic notice constitutes written notice.
- (2) Notice of a general meeting must specify the **place, day, and hour** of the meeting, and, in the case of **special business**, must specify the general nature of that business.
- (3) The **accidental** omission to give notice of a general meeting to, or the **accidental** non-receipt of such a notice by any member does not invalidate the proceedings at the general meeting in question.

## 4.5 Quorums at general meetings

At all general meetings of the Society, and except as set out in bylaw 4.6(3), a quorum consists of **25 members in good standing or 25 percent of the total voting membership of the Society**, whichever is **less**.

## 4.6 Limitations on business at general meetings

- (1) If a quorum is not present, no business, other than the election of a chairperson and the adjournment or termination of the meeting, can be conducted at a general meeting.
- (2) If at any time during a general meeting there ceases to be a quorum present, any business then in progress must be suspended until there is a quorum present, or until the meeting is adjourned or terminated.
- (3) If within 40 minutes from the time appointed for either the **Annual General Meeting** or the **Summer General Meeting**, a quorum is not present, the members in good standing then present shall constitute a quorum, with the exception that, in those circumstances, no vote may be taken on any **special resolution**, as defined in bylaw 13.1. In the case of **any other general meeting**, if a quorum is not present within 40 minutes of the start time appointed, the meeting must be terminated.

#### 4.7 Voting at general meetings

- (1) A member in good standing who is present at a general meeting may vote on any resolution at that general meeting. No proxy votes are permitted.
- (2) Voting is by show of hands, except as set out in bylaw 5.2, or unless a majority of the membership in good standing who are present at the meeting request that voting be by secret ballot.

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## **PART 5 - ELECTION OF OFFICERS AND DIRECTORS, AND OTHER ELECTED POSITIONS**

### **5.1 Nomination of officers and directors, and other elected positions**

- (1) At least 30 days before the Annual General Meeting, and at least 30 days before the Summer General Meeting in odd calendar years, the Board must appoint a Nominations Chairperson.
- (2) Prior to the dates of the Annual General Meeting, and of the Summer General Meeting in odd calendar years, the Nominations Chairperson must:
  - (a) receive nominations for the offices and the positions to be filled by election at either the Annual General Meeting or the Summer General Meeting,
  - (b) determine that the nominees are, or are willing to become, members in good standing and are willing to become candidates for office or the position, and
  - (c) ensure that each nomination is duly seconded.
- (3) If any candidates have already indicated their willingness to stand for office or the position by the time notice of the Annual General Meeting, or of the Summer General Meeting in an odd calendar year, is given, the names of those candidates may be included with the notice.
- (4) Only members in good standing may nominate or second candidates for office or an elected position.

### **5.2 Conduct of elections**

(1) **Duties of the Nominations Chairperson at the Annual General Meeting and the Summer General Meeting**

At the Annual General Meeting, and at the Summer General Meeting in odd calendar years, the Nominations Chairperson is responsible for:

- (a) appointing scrutineers, as required, and
- (b) acting as chairperson of the meeting during the period in which the officers and directors, and other elected positions, are elected.

(2) **Order of elections at the Annual General Meeting**

At each Annual General Meeting, depending on which officepositions are up for election that year, as set out in bylaw 6.1(2), the elections are to proceed in the following order:

- (a) the President,
- (b) the Vice-President,
- (c) the Secretary,
- (d) the Treasurer, and
- (e) the Members-at-Large.

If a particular officeposition is not up for election that year, the election proceeds with the next officeposition on the list.

(3) **Elections at the Summer General Meeting**

At each Summer General Meeting in odd calendar years, the elections will consist of the election of the position of Planning Production Chairperson.

(4) **Election procedure at the Annual General Meeting**

At ~~both the Annual General Meeting and the Summer General Meeting~~, the election for each office to be elected will proceed as follows:

- (a) The Nominations Chairperson will announce the names of candidates already nominated and seconded for the office, and will take further nominations from the floor.
- (b) The Nominations Chairperson will ask three times if there are any further nominations; if the third question goes unanswered, the Nominations Chairperson will declare the nominations for that particular office closed.
- (c) The nominator and seconder of each candidate may speak in support of their candidate; at the discretion of the Nominations Chairperson, the candidates may also speak on their own behalf.
- (d) All elections are conducted by **secret ballot**, and only members in good standing who are present at the meeting are allowed to vote. No proxy voting is allowed.

- (e) In the case of the election of the **Members-at-Large**, each voting member is to mark the names of not more than two candidates on a single ballot; marking the name of any given candidate more than once on a ballot only counts as a single vote for that candidate.
- (f) The scrutineers will count the ballots, and a simple plurality wins the election.
- (g) In the case of the ballot for **Members-at-Large**, all votes cast will be given equal weight, and the candidates receiving the top two numbers of votes will be elected.
- (h) **Tie votes** will be referred back to the meeting for resolution, when necessary.
- (i) The winner or winners of each election will be announced prior to the closing of nominations for the next office to be elected, if any.

#### **(5) Election procedure for the Summer General Meeting**

For the **Summer General Meeting** in each odd calendar year, the election for the position of Planning Production Chairperson will proceed as follows:

- (a) The Nominations Chairperson will circulate written notice of a call for nominations for the position of Planning Production Chairperson at least three weeks in advance of the date of the Summer General Meeting. Electronic notice constitutes written notice.
- (b) The notice of the call for nominations must specify that nominations must be received by the Nominations Chairperson **no later than one week prior to the date of the Summer General Meeting** and must include the following:
  - (i) the name of the candidate for the position of Planning Production Chairperson;
  - (ii) the name of the nominator and seconder for the candidate;
  - (iii) a brief description of the candidate’s qualifications for the position of Planning Production Chairperson; and
  - (iv) a brief description of the candidate’s vision for their Seasons if elected.
- (c) Nominations for the position of Planning Production Chairperson will close one week prior to the date of the Summer General Meeting. Nominations will not be accepted from the floor at the Summer General Meeting.
- (d) The Nominations Chairperson will circulate written notice of all nominations (including each candidate’s qualifications and vision) received by the deadline set out in bylaw 5.2(5)(b) to the members in advance of the Summer General Meeting. Electronic notice constitutes written notice.
- (e) At the Summer General Meeting, the Nominations Chairperson will announce the names of candidates for the position of Planning Production Chairperson. At the discretion of the Nominations Chairperson, either the nominator or the



second year of each candidate may speak in support of their candidate. The Nominations Chairperson will then open the floor to questions from the membership, and each candidate will have an opportunity to respond.

- (f) Bylaws 5.2(4)(d), (f) and (h) apply to the election for the position of Planning Production Chairperson.

## **PART 6 - THE BOARD OF DIRECTORS OF THE SOCIETY**

### **6.1 Composition and selection of the Board**

#### **(1) The Board consists of the following officers and directors:**

- (a) **the immediate Past President** (*ex officio*) – who serves in this capacity for the first year of the term of the individual who succeeds him or her as President. The Board may also extend the term of the immediate Past President beyond the first year, with the exception that if the immediate Past President is unwilling or unable to serve, for either the first year of the term of a newly-elected President, or for subsequent years as desired by the Board in its discretion, the Board ~~may~~will appoint a previous Past President to serve in his or her place,
- (b) **a President,**
- (c) **a Vice-President,**
- (d) **a Secretary,**
- (e) **a Treasurer,**
- ~~(f) **the Active Production Chairperson** (*ex officio*) – also known as the [Current Season prefix: e.g., “2020-2021”] Production Chairperson – who is in the second year of a two-year term, that began with election as the Planning Production Chairperson at the second last Summer General Meeting, and will end at the close of the next Summer General Meeting. However, if the individual elected as Planning Production Chairperson is unable or unwilling to complete the second year of his or her term (when he or she would be the Active Production Chairperson), the Board will appoint another member of the Society to serve as Active Production Chairperson for the remainder of the term,~~
- ~~(g) **a Planning Production Chairperson** – also known as the [next Season prefix: e.g., “2021-2022”] Production Chairperson – in the first year of a two-year term that began at the most recent Summer General Meeting, and~~
- (f)(h) four Members-at-Large.**

#### **(2) The timing of the elections for the Board is as follows:**

- (a) Beginning in January 2011, at each Annual General Meeting, half of the officers of the Board, with the exception of ~~the Planning Production Chairperson,~~ the immediate Past President, ~~and the Active Production Chairperson,~~ will be elected for two-year terms, on a staggered basis as follows:

- (i) in odd-numbered calendar years, the President, Vice-President and two Members-at-Large will be elected and will serve for two consecutive years, and
- (ii) in even-numbered calendar years, the Secretary, Treasurer and the other two Members-at-Large will be elected and will serve for two consecutive years,

with the exception that, at the Annual General Meeting in January 2011, all of the officers of the Board set out in bylaw 5.2(2) will be elected, but the Secretary, Treasurer and two specified Members-at-Large elected that year will only serve a one-year term. The first two-year term for those positions will begin in January 2012.

- (b) ~~The Planning Production Chairperson is elected each year at the Summer General Meeting of the Society, as set out in bylaw 5.2. The immediate Past President and the Active Production Chairperson serves *ex officio*.~~

- (3) Any vacancy on the Board will be filled by Board appointment, and any such appointment will be presented for confirmation at the next general meeting of the Society.
- (4) The members may, by **special resolution**, as defined in bylaw 13.1, remove an officer or director from office, and may elect, or by ordinary resolution appoint, another officer or director to serve during the balance of the term.
- (5) If a Board member is absent from more than three Board meetings without reasonable excuse, or has his or her membership privileges suspended under bylaw 2.9, the Board, on an affirmative vote of at least seven of its members, may declare that member's seat on the Board vacant.
- (6) Only members in good standing may serve on the Board.

## 6.2 Duties and powers of the Board

- (1) **The Board is responsible for:**
  - (a) managing the affairs and policies of the Society,
  - (b) maintaining the rights and privileges of all members,
  - (c) where the Board deems appropriate, delegating responsibility for tasks under bylaws 6.2(1)(a) and (b) to another individual, such as the Manager,
  - (c) approving budgets for the committees of the Society, and
  - (d) calling a general meeting of the Society whenever one is deemed necessary.
- (2) The Board may exercise all powers and do all 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) any rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting; with the exception that a rule made by the Society in a general meeting does not invalidate a prior act of the Board that would have been valid if that rule had not been made.
- (3) No act or proceeding of the Board shall be invalid only by reason of there being fewer than the prescribed number of directors then in office.

### 6.3 Duties of officers

- (1) Each officer is a member of the Board with full voting privileges, except as set out in bylaw 6.5(3).
- (2) **The President:**
  - (a) is the Chief Executive Officer of the Society,
  - (b) serves as chairperson at Board meetings, unless otherwise decided by the Board,
  - (c) presides at general meetings of the Society whenever possible, except as set out in bylaw 5.2(1)(b),
  - (d) is *ex officio* a member of all committees of the Society,
  - (e) is a signing officer of the Society, as set out in bylaw 10.1(3),
  - (f) signs every instrument to which the Seal of the Society is affixed, as set out in bylaw 12.3, and
  - (g) normally remains on the Board as immediate Past President for the first year of ~~during~~ the term, ~~or consecutive terms~~, of the individual who succeeds him or her as President; the Board also has discretion to extend the term of the immediate Past President beyond the first year.
- (3) **The Vice-President:**
  - (a) assists the President,
  - (b) assumes the duties and powers of the President during the President's absence, and
  - (c) is a signing officer of the Society, as set out in bylaw 10.1(3).
- (4) **The Secretary:**

- (a) conducts correspondence on behalf of the Society, or delegates this task to a representative approved by the Board,
  - (b) is responsible for the preparation and custody of the minutes of all general meetings and of all meetings of the Board,
  - (c) is a signing officer of the Society, as set out in bylaw 10.1(3), and
  - (d) is the custodian of the Seal of the Society, unless otherwise decided by the Board, as set out in bylaw 12.1, and may sign, with the President as a witness, an instrument to which the Seal of the Society is affixed, as set out in bylaw 12.3.
- (5) The Treasurer:**
- (a) is directly responsible to the Board for administering the financial affairs of the Society,
  - (b) is responsible for maintaining proper accounting records in respect of all financial and other transactions of the Society,
  - (c) is responsible for the collection of all monies payable to the Society,
  - (d) is responsible for the banking of the Society's funds,
  - (e) is responsible for the payment of the Society's accounts,
  - (f) is responsible for rendering financial statements and other financial information to the Society or the Board, as required, and for the preparation of the Society's financial records for its annual examination,
  - (g) may, as the Treasurer deems appropriate, delegate the specific performance of the duties set out in bylaws 6.3(5) (a) to (f), above, to the Manager, but the Treasurer remains ultimately responsible for the execution of those duties,
  - (h) is *ex officio* a member (normally the chairperson) of the Finance Committee,
  - (i) is a signing officer of the Society, as set out in bylaw 10.1(3), and
  - (j) may sign, with the President as a witness, an instrument to which the Seal of the Society is affixed, as set out in bylaw 12.3.

#### 6.4 Duties of other directors

- (1) Each director is a member of the Board with full voting privileges, except as set out in bylaw 6.5(3).
- (2) **The immediate Past President:**
  - (a) is responsible for such duties as are assigned to him or her by the Board, with his or her consent – for example, serving as the chairperson or as a member of one or more of the committees of the Society, and

(b) provides continuity in the governance of the Society by advising the President and the Board, as appropriate.

(3) **Each Member-at-Large:**

(a) may be responsible for chairing one of the regular or optional standing committees of the Society, and

(b) is responsible for such duties as are assigned to him or her by the Board, with his or her consent.

~~(4) **The Active Production Chairperson:**~~

~~(a) is responsible for supervising, supporting and helping to organize resources for the Season that he or she recommended to the Board during the first year of his or her term of office,~~

~~(b) may create and chair such committees as he or she considers appropriate to assist with his or her responsibilities,~~

~~(c) serves as liaison between ongoing productions, any committees he or she creates, and the Board,~~

~~(d) assists the Planning Production Chairperson, as requested, and as otherwise directed by the Board, and~~

~~(e) normally continues in office until the end of the Current Season, as set out in bylaw 6.1(1)(f).~~

~~(5) **The Planning Production Chairperson:**~~

~~(a) is responsible for supervising the selection of the Season of plays to be presented by the Society during the second year of his or her term of office, and for recommending this schedule of plays to the Board,~~

~~(b) is responsible for selecting the directors for the Season of plays that has been approved by the Board,~~

~~(c) may create such committees as he or she considers appropriate to assist with his or her responsibilities,~~

~~(d) serves as chairperson of the Play Selection Committee, and any other committee he or she creates, and acts as a liaison between these committees and the Board,~~

~~(e) assists the Active Production Chairperson, as requested, and as otherwise directed by the Board, and~~

~~(f) normally becomes Active Production Chairperson during the second year of his or her term, as set out in bylaw 6.1(1)(f).~~

## 6.5 Meetings of the Board

- (1) The Board will meet at such times and places as it sees fit to conduct the business of the Society, and it may adjourn and otherwise regulate its meetings and proceedings as it considers appropriate.
- (2) The Board may from time to time fix the quorum necessary for the transaction of its business; and unless so fixed, the quorum is a majority of the officers and directors then in office.
- (3) Questions arising at any meeting of the Board will be decided by a majority of votes, with the chairperson having a vote only when such a vote is necessary to resolve a tie.
- (4) Resolutions proposed at meetings of the Board must be seconded. The chairperson of a meeting may not propose or second a resolution.
- (5) A resolution in writing, including in electronic form, signed or agreed to by all of the officers and directors, and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

## **6.6 Indemnity**

- (1) The Society will indemnify any of its present and former officers and directors against any and all costs, charges and expenses (including amounts paid to settle court actions or to satisfy judgments) incurred in civil, criminal, or administrative actions and proceedings to which he or she is made a party by reason of being (or having been) an officer or director of the Society, provided that:
  - (a) he or she acted honestly and in good faith with a view to the best interests of the Society, and
  - (b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (2) The Society must purchase and maintain insurance for the benefit of its officers and directors with respect to indemnification.

## **6.7 Remuneration and Conflict of Interest**

- (1) No member of the Board will be paid for serving as an officer or director. However, any Board member may be reimbursed for reasonable out-of-pocket expenses incurred by him or her in the performance of his or her duties as an officer or director of the Society.
- (2) No salaried employee of the Society or individual receiving remuneration from the Society under a contractual agreement is eligible to serve as a voting member of the Board during the term of his or her employment or contract with the Society.
- (3) No individual in a direct spousal, partnership, or other relationship with a member of the Society's paid staff or contractors is eligible to serve as a voting member of the Board if the direct relationship in question could be perceived as leading to a conflict of interest.
- (4) Any member of the Board who is, directly or indirectly, interested in a proposed contract or transaction with the Society must fully and promptly disclose the nature and extent of his or her interest, to every other member of the Board.

- (5) A member of the Board whose potential involvement in a proposed contract or transaction with the Society could be perceived as leading to a conflict of interest is required to abstain from voting on the approval of the proposed contract or transaction, and on any other related item of business.

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## **PART 6A – OTHER ELECTED POSITIONS OF THE SOCIETY**

### **6.1A Composition and selection of other Elected Positions**

**(1) The other Elected Positions of the Society consist of:**

**(a) an Active Production Chairperson** – who is in the second or third year of a three-year term, that began with election as the Planning Production Chairperson at the second last Summer General Meeting in an odd calendar year, and will end at the close of the next Summer General Meeting in an even calendar year. However, if the individual elected as Planning Production Chairperson is unable or unwilling to complete the second or third year of his or her term (when he or she would be the Active Production Chairperson), the Board will appoint another member of the Society to serve as Active Production Chairperson for the remainder of the term, and

**(b) a Planning Production Chairperson** – who is in the first year of a three-year term that began with election at the most recent Summer General Meeting in an odd calendar year. However, beginning with the Summer General Meeting in each even calendar year, when the Planning Production Chairperson assumes the role of Active Production Chairperson for two years, there will be a one-year period with no Planning Production Chairperson.

**(2) Any vacancy in one of the other Elected Positions of the Society will be filled by Board appointment, and any such appointment will be presented for confirmation at the next general meeting of the Society.**

**(3) The members may, by special resolution, as defined in bylaw 13.1, remove one of the other Elected Positions of the Society from his or her position, and may elect, or by ordinary resolution appoint, another individual to serve during the balance of the term of that elected position.**

### **6.2A Duties of the other Elected Positions of the Society**

**(1) The Active Production Chairperson:**

**(a) is responsible for supervising, supporting and helping to organize resources for the Seasons that he or she recommended to the Board during the first year and second years of his or her term,**

**(b) may create and chair such committees as he or she considers appropriate to assist with his or her responsibilities,**

**(c) serves as liaison between ongoing productions, any committees he or she creates, and the Board,**

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(d) reports regularly and as requested to the Board on the progress of the Current Season and planning for the upcoming Season, and attends Board meetings as required to present his or her recommendations for the upcoming Season and to seek Board decisions where necessary,

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(e) assists the Planning Production Chairperson, as requested, and as otherwise directed by the Board,

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(f) normally continues in his or her position until the end of the second Season he or she selects, as set out in bylaw 6.1A(1)(a).

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**(2) The Planning Production Chairperson:**

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(a) is responsible for supervising the selection of the Seasons of plays to be presented by the Society during the second and third years of his or her term, and for recommending this schedule of plays to the Board,

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(b) may create such committees as he or she considers appropriate to assist with his or her responsibilities,

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(c) serves as chairperson of the Play Selection Committee, and any other committee he or she creates, and acts as a liaison between these committees and the Board,

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(d) reports regularly and as requested to the Board on the progress of planning for the upcoming Season, and attends Board meetings as required to present his or her recommendations for the upcoming Season and to seek Board decisions where necessary,

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(e) assists the Active Production Chairperson, as requested, and as otherwise directed by the Board, and

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(f) normally becomes Active Production Chairperson during the second and third years of his or her term, as set out in bylaw 6.1A(1)(b).

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**6.3A Indemnity, Remuneration and Conflict of Interest**

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(1) Bylaw 6.6 applies to indemnify the individuals who are elected or appointed to serve as the Active Production Chairperson and the Planning Production Chairperson as if those individuals were directors of the Society.

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(2) No Active Production Chairperson or Planning Production Chairperson will be paid for serving in his or her elected position. However, the Active Production Chairperson and Planning Production Chairperson may be reimbursed for reasonable out-of-pocket expenses incurred by him or her in the performance of his or her duties while serving in an elected position for the Society.

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(3) No salaried employee of the Society or individual receiving remuneration from the Society under a contractual agreement is eligible to serve as the Active Production Chairperson or Planning Production Chairperson during the term of his or her employment or contract with the Society.

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## **PART 7 – COMMITTEES OF THE SOCIETY**

### **7.1 Committees**

#### **(1) Regular standing committees (listed alphabetically)**

The regular standing committees of the Society, with duties as described in bylaw 7.2, include:

- (a) the Education Committee,**
- (b) the Finance Committee,**
- (c) the Membership Committee,**
- (d) the Personnel Committee,**
- (e) the Planning Committee, and**
- (f) the Play Selection Committee.**

#### **(2) Optional standing committees (listed alphabetically)**

The Board or its individual members may establish any or all of the following standing committees, with duties as described in bylaw 7.2; alternatively, the associated responsibilities may be delegated to the Manager or to other theatre personnel:

- (a) an Archives Committee,**
- (b) a Constitution and Bylaws Committee,**
- (c) a Fund Development Committee, and**
- (d) a Publicity Committee.**

#### **(3) Other committees**

The Board or its individual members may from time to time establish such other committees (standing or special) as the Board or its members consider appropriate and advisable.

### **7.2 Duties of regular and optional standing committees (listed alphabetically)**

#### **(1) The Archives Committee (if constituted) is responsible for:**

- (a) assisting with the care and storage of the Society's historical records, together with the Society's Archivist, if one has been appointed under bylaw 8.1(2)(a),**
- (b) looking for ways to enhance the Society's knowledge and awareness of its history,**

- (c) maintaining a detailed record of the Society's productions and other activities, in co-operation with the Publicity Committee, if constituted, and theatre personnel, and
  - (d) maintaining displays in the Theatre and elsewhere illustrating the activities of the Society, in co-operation with the Manager, the Board, other committees and theatre personnel.
- (2) **The Constitution and Bylaws Committee (if constituted) is responsible for:**
  - (a) reviewing the constitution and bylaws of the Society, as required, with the goal of improving their provisions and keeping them up to date, and
  - (b) advising the Board, whenever it seems appropriate, to schedule amendments to the constitution and bylaws at a general meeting of the Society.
- (3) **The Education Committee is responsible for:**
  - (a) developing plans for fulfilling the Society's mandate as a Dramatic School,
  - (b) supervising the implementation of these plans, as directed by the Board, and
  - (c) working to develop and improve the Society's internal human capacity by providing training and learning opportunities for its members.
- (4) **The Finance Committee is responsible for:**
  - (a) working with the Treasurer and the Manager to develop and present to the Board each year a projected budget summary of the Society's finances,
  - (b) working with the Treasurer and the Manager to co-ordinate the expenditures of the Society during the year,
  - (c) seeking funding for the Society's activities, in co-operation with the Fund Development Committee (if constituted), and
  - (d) supervising the preparation of grant applications, in co-operation with the Manager and theatre personnel.
- (5) **The Fund Development Committee (if constituted) is responsible for:**
  - (a) developing strategies for obtaining sponsorships,
  - (b) assisting the Finance Committee with researching and drafting grant applications, and
  - (c) developing fundraising strategies, in co-operation with the Finance Committee.
- (6) **The Membership Committee is responsible for:**
  - (a) supervising, encouraging and supporting the recruitment and involvement of members in the Society, including assisting with volunteer recognition,

- (b) ensuring that participants in plays presented by the Society are enrolled as members,
- (c) ensuring that records of the membership of the Society are kept in accordance with the provisions of the *Society Act*, and
- (d) assisting with the distribution of the Society's newsletter, in co-operation with the Newsletter Editor, if one has been appointed under bylaw 8.1(2)(d), and other theatre personnel.

**(7) The Personnel Committee is responsible for:**

- (a) overseeing the performance of the Manager, including conducting performance reviews and contract negotiation, and reporting on these matters to the Board,
- (b) negotiating contracts with other theatre personnel, in co-operation with the Manager, and as directed by the Board,
- (c) reviewing the contracts of other theatre personnel on a regular basis, in consultation with the Board and the Manager, and
- (d) providing guidance for theatre personnel, working in co-operation with the Manager.

**(8) The Planning Committee is responsible for:**

- (a) emergency planning and long-range planning in connection with business carried out by the Society,
- (b) developing contingency plans (to be kept on file) for dealing with theft, fire, flood, earthquake and other disasters at the Theatre,
- (c) developing plans for coping with both short-term and long-term interruptions in the operation of the Theatre and, to the extent possible in those circumstances, providing season's ticket holders with the services for which they have paid, and
- (d) developing long-term plans and recommendations for Theatre activities, projects, and goals, working together with the Board, other committees, and theatre personnel, and using all available sources of information.

**(9) The Play Selection Committee is responsible for:**

- (a) helping the Planning Production Chairperson select atwo Seasons of plays each odd calendar year to recommend to the Board as the plays to be presented by the Society for the following two Seasons.

**(10) The Publicity Committee (if constituted) is responsible for:**

- (a) working with the Manager to prepare and place all publicity and paid advertising for plays presented by the Society, and to evaluate and improve on existing publicity mechanisms,

- (b) working with the Planning Production Chairperson on promotions for the upcoming Season,
- (c) developing external marketing strategies for increasing ticket sales and the profile of the Society, and
- (d) maintaining the Society's publicity records, working in co-operation with the Archives Committee (if constituted).

### 7.3 Composition and operation of committees

- (1) Each committee of the Society will normally have a chairperson, who may be elected by the Society in a general meeting (as in the case of Production Chairpersons), or appointed by the Board (as in the case of committees chaired by Members-at-Large), or elected internally by the members of the committee.
- (2) Any member of the Society in good standing may volunteer to serve on any committee, with the exception that no member of the Board may serve on the Play Selection Committee.
- (3) Each committee chairperson will act as a liaison between his or her committee and the Board.
- (4) Each committee will meet at such times and places as it sees fit to conduct its business and may adjourn and otherwise regulate its meetings and proceedings as it considers appropriate.
- (5) Each standing committee, through its chairperson or through the Manager, will report to the Society at the Annual General Meeting. Such reports will be presented to the members and submitted in writing to the Secretary.
- (6) At its discretion, the Board may require a report from any committee at any general meeting of the Society, and at any meeting of the Board.
- (7) At its discretion, the Board may from time to time assign additional responsibilities to any committee, acting in consultation with the members of that committee.

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## PART 8 - THEATRE PERSONNEL

### 8.1 Volunteer theatre personnel

- (1) At its discretion, the Board may, from time to time, establish positions for and appoint such volunteer theatre personnel as seem advisable to ensure the smooth operation of the Theatre.
- (2) **Volunteer theatre personnel** (listed alphabetically) **may typically include:**
  - (a) **an Archivist** (normally the chairperson of the Archives Committee, if constituted), responsible for the care and maintenance of the Society's historical

records and library, working in co-operation with other theatre personnel and committees, as appropriate,

- (b) **a Bar Manager**, responsible for the provision and sale of refreshments during plays presented by the Society and at other Society functions; supervision of the operation of the Theatre's bar, including recruiting, training and scheduling of volunteer bartenders; and such other duties as may be decided by the Board, acting in consultation with the Manager, other theatre personnel and committees, as appropriate,
- (c) **a Front of House Co-ordinator**, responsible for overseeing the front of house operations of the Theatre, including recruiting, training and scheduling of volunteer Front of House Managers and ushers for the plays presented by the Society and at other Society functions, working in co-operation with the Manager, other theatre personnel and other committees, as appropriate, and
- (d) **a Newsletter Editor**, responsible for compiling, editing and distributing the Society's newsletter, working in co-operation with the Manager, the Board, and other theatre personnel and committees, as appropriate.

## 8.2 Theatre personnel working under contract

- (1) At its discretion, the Board may, from time to time, establish positions for theatre personnel on a contractual basis, subject to the provisions of bylaw 9.2(1), to facilitate the smooth operation of the Theatre; but nothing in this bylaw prevents any such position from being reassigned to volunteer status.
  - (2) The specific duties of any contracted theatre personnel will be determined by the Board and will be as negotiated by the Personnel Committee on behalf of the Board and agreed to by the individual in the terms of each particular contract.
  - (3) **Contracted theatre personnel (listed alphabetically) may typically include:**
    - (a) **a Manager (such as a General Manager, Theatre Manager or Administrator),**
    - (b) **a Box Office Manager,**
    - (c) **a Costume Loft Manager,**
    - (d) **a Custodian,**
    - (e) **a Facility Manager,**
    - (f) **a Head Scenic Carpenter, and**
    - (g) **a Technical Director.**
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## **PART 9 – HONORARIA AND CONTRACTUAL AGREEMENTS**

### **9.1 Honoraria and Remuneration**

- (1) As a matter of policy, the Board may offer an honorarium to a member as a gesture of appreciation when that member has, at the Board’s request, done emergency work for the Society that would normally have required the services of a paid professional.
- (2) The Board has discretion to offer honoraria to persons occupying specific positions or performing specific tasks for the Society, but such discretion is to be exercised sparingly, on a case-by-case basis, in recognition that the Society is predominantly a volunteer organization.
- (3) The Board may establish policies regarding the general non-payment of remuneration or honoraria for members or persons involved in the production of the Society’s plays.

### **9.2 Contractual and other agreements**

- (1) At its discretion, the Board may enter into contractual agreements on behalf of the Society with theatre personnel on a short-term, annual, or longer-term basis. Details of specific duties and responsibilities are to be negotiated between the individual concerned, the Manager, and the Personnel Committee, in consultation with the Board.
- (2) At its discretion, the Board may enter into contractual or other agreements on behalf of the Society to acquire services necessary for the efficient operation of the Society and the Theatre, and to carry out tasks that have been approved by the Society in general meetings.

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## **PART 10 – CONTROL OF SOCIETY FUNDS**

### **10.1 Bank and other accounts**

- (1) The funds of the Society are to be kept and deposited in chartered banks, credit unions, or trust companies, in the name of Victoria Theatre Guild and Dramatic School, or Langham Court Theatre.
- (2) From time to time, at the discretion of the Treasurer and as approved by the Board, Society funds may be placed in term deposits or other investments.
- (3) All cheques drawn on financial institutions and other accounts of the Society must be signed by any two of: the Treasurer, the President, the Secretary, the Vice-President, or the Manager.

### **10.2 Borrowing powers**

- (1) The borrowing powers of the Society are vested in the membership only.
- (2) A general meeting must be called to approve the borrowing of money by the Society. The reasons for the proposal must be set out in the notice of such a general meeting.

### 10.3 Examination of accounts

- (1) The financial records of the Society must be examined annually by a qualified auditor, who is appointed by the Society at the Annual General Meeting.
- (2) At a minimum, the auditor must provide a “Notice to Reader” with respect to the Society’s accounts.

### 10.4 Financial year

- (1) The financial year of the Society is from the 1<sup>st</sup> day of September to the 31<sup>st</sup> day of the following August, inclusive.
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## **PART 11 – FILING OF ANNUAL STATEMENTS AND REPORTS**

### 11.1 Filings with the Registrar of Companies

- (1) The Society must, within 30 days after each Annual General Meeting, file with the Registrar of Companies of the Province of British Columbia a copy of the financial statements presented to the meeting.
- (2) The Society must, at the same time, file an annual report, in the form required by the *Society Act*.

### 11.2 Filings with Revenue Canada

- (1) The Society must, within 30 days after each Annual General Meeting, file with Revenue Canada a copy of the financial statements presented to the meeting, in accordance with the regulations of Revenue Canada which apply to non-profit societies.
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## **PART 12 – CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

- 12.1 The custody of the Seal of the Society is entrusted to the Secretary or to another individual, at the discretion of the Board.
  - 12.2 The Seal of the Society must not be affixed to any instrument except by authority of the Board.
  - 12.3 The Seal of the Society must only be affixed to an instrument in the presence of the President and any one of the Secretary, the Treasurer, or another person appointed for this purpose by the Board. These two witnesses must sign every instrument to which the Seal of the Society is affixed in their presence.
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## **PART 13 – SPECIAL RESOLUTIONS**

### 13.1 Special resolutions

- (1) A special resolution is a resolution passed at a general meeting by a majority of not less than **75 percent** of members in good standing who are present at that general meeting

and who, being entitled to do so, vote in person, after due notice of both the meeting and the written intention of the special resolution have been sent to all members.

- (2) Voting on any special resolution is subject to the limitation specified in bylaw 4.6(3).

### **13.2 Due notice of a special resolution**

- (1) Due notice of a special resolution consists of distributing to all members, or notifying all members and making available to them, a detailed statement of the intent of the proposed special resolution at least 14 days before the date of the general meeting at which the special resolution is to be tabled.
- (2) The accidental omission to give notice of a special resolution to, or accidental non-receipt of such a notice by any member does not invalidate the proceedings of the general meeting at which the special resolution is tabled.

### **13.3 Amendments to the constitution and bylaws**

- (1) The constitution and bylaws of the Society may only be amended by special resolution.
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## **PART 14 - INSPECTION OF THE BOOKS AND RECORDS OF THE SOCIETY**

- 14.1** A member may inspect the books and records of the Society at any reasonable time, after presenting the Board with a written request, in printed or electronic form, for such inspection.
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