

NOTICE OF MEETING, SPECIAL RESOLUTIONS AND OF DIRECTOR NOMINATIONS:

Annual General Meeting

Bard on the Beach Theatre Society

Monday, March 11, 2019 at 7:00pm

BMO Theatre Centre

162 West 1st Ave (at Columbia St)

Artists Lounge Entrance



NOTICE OF SPECIAL RESOLUTIONS

At the Annual General Meeting the following special resolutions to amend the Bylaws of the Society will be proposed (to, among other things, update the notice provision for annual general meetings, create term limits for directors, and to create the position of “Past-President”):

Resolved, as a Special Resolution, that Bylaw 39 of the Society’s Bylaws be deleted in its entirety and replaced with the following:

“39. At least 45 days before the annual general meeting, the Nominating Committee shall send notice to the members of the Society that an election of Directors is to take place, specifying the number of positions to be filled, inviting the names of nominees to be submitted to it, specifying the qualification requirements for eligibility, advising as to the nomination procedure and stating the date for the close of nominations which shall be not less than 30 days from the date of the notice. “

Resolved, as a Special Resolution, that Bylaw 47 of the Society’s Bylaws be deleted in its entirety and replaced with the following:

“47. Effective as of March 31, 2019, and unless the members of the Society determine that there are exceptional circumstances, a Director may serve no more than 10 consecutive years on the Board of Directors, with the exception that a Director who is appointed as “Past President” pursuant to these bylaws may serve an additional two consecutive years on the Board of Directors, while in such position.”

Resolved, as a Special Resolution, that Bylaws 70 and 71 of the Society’s Bylaws be deleted in their entirety and replaced with the following:

“70. (1) The Directors shall appoint from their number the following officers: a President, a Vice-President, a Secretary, and a Treasurer (collectively, the “**Executive Officers**”), each of whom shall be deemed to be appointed as a Senior Manager.

(2) Each Executive Officer shall be appointed to hold office for a term of two years, except where an appointment is made to fill the unexpired portion of the term of a vacancy within the Executive Officers, or where, in order to ensure staggered terms, the Directors determine that one or more of such Executive Officers will be appointed for a shorter term. If at any time there exists a vacancy within the Executive Officers, the Directors may appoint a Director to fill such vacancy, and for a period of the unexpired portion of the term of the office vacated.

(3) A person who has completed one or more terms as President may serve an additional two year term on the Executive Committee as “Past-President”, in a non-voting capacity, if so appointed to such

Executive Committee pursuant to Bylaw 55. The President of the Society, as at the March, 2019 annual general meeting thereof, shall be appointed to the Executive Committee of the Society as the "Past President", effective as of the completion of such 2019 annual general meeting and may serve an additional two years on the Board of Directors, while in such position.

71. A person may not serve more than six consecutive years in any particular Executive Officer position, provided that where the Directors determine there are exceptional circumstances, the Directors may appoint such person to serve more than six consecutive years in any such position."

NOTICE OF ELECTION OF DIRECTORS

The Nominating Committee of the Bard on the Beach Theatre Society Board of Directors informs members that nine (9) directors are to be elected at the Annual General Meeting on March 11, 2019.

The Nominating Committee has nominated the following four (4) members to stand for re-election as Directors:

Jim Bovard
Beth Macdonald
John McCulloch
Douglas Welch

The Nominating Committee has nominated the following five (5) members to stand for election as Directors:

Rebecca Catley
Mark Fancourt-Smith
Glenn Ives
Shona McGlashan
Arv Sooch

Members are invited to submit nominations of persons for election as Directors. To be eligible to be a Director a person must at the time of nomination be a member in good standing of the Society, at least nineteen years of age, qualified to be a director pursuant to the *Societies Act* (BC), and must not be:

- (a) a person who is, or was at any time during the one year period prior to February 19, 2019, an employee of the Society,
- (b) a person who is, or who is a director, officer, or shareholder of a corporation which is, receiving payments for services from the Society, or
- (c) a person who has, or who is, or was a director, officer, or shareholder of a corporation controlled by that person which has, received payments for services from the Society during the one year period prior to February 19, 2019

A member may be nominated to be a Director only by a written nomination signed by a nominating member in good standing and by five additional members in good standing who second the nomination. The nomination must include a signed consent of the member being nominated, indicating that he or she consents to the nomination.

The nomination must be delivered to the address of the Society at 201-162 West 1st Avenue, Vancouver BC, V5Y 0H6, to the attention of the Nominating Committee before 4:00pm on February 19, 2019.