

BARD ON THE BEACH THEATRE SOCIETY

BYLAWS

PART 1 – INTERPRETATION

1. (1) In these Bylaws, unless the context otherwise requires,
 - (a) **“Board”** means the Directors acting as authorized by the *Societies Act*, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (b) **“Bylaws”** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the *Societies Act*;
 - (c) **“Constitution”** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the *Societies Act*;
 - (d) **“Directors”** means the Directors of the Society for the time being;
 - (e) **“Electronic Means”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium, that permits all participants to communicate with each other;
 - (f) **“Electronic Meeting”** means either:
 - (i) a meeting held fully by Electronic Means, in which persons are entitled to participate solely by Electronic Means, as set out in the notice for the meeting, and in which all persons attending the meeting are able to participate in it by such Electronic Means; or
 - (ii) a meeting held partially by Electronic Means, in which persons are entitled to participate in person or by Electronic Means, as set out in the notice for the meeting, and in which all persons attending the meeting are able to participate in it, whether in person or by such Electronic Means;
 - (g) **“Electronic Voting”** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium, that permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
 - (h) **“Governance Committee”** means the Governance and Nominating Committee of the Board;

- (i) **“Registered Address”** of a member means such member’s contact information as recorded in the register of members;
 - (j) **“Senior Manager”** means an individual appointed by the Directors to serve as a senior manager in accordance with the *Societies Act*;
 - (k) **“Societies Act”** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it; and
 - (l) **“Society”** means the society known as Bard on the Beach Theatre Society or such other name by which the Society becomes known if it changes its name in accordance with the *Societies Act* and these Bylaws.
- (2) The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a gender include all genders and a corporation.

PART 2 – MEMBERSHIP

- 3. There will be one class of members of the Society.
- 4. The members of the Society are those individuals who are members at the time that these Bylaws become effective and those individuals who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- 5. A person may apply in writing to the Directors for membership in the Society in such manner as may be determined by the Directors from time to time and upon acceptance in such manner as may be determined by the Directors from time to time and payment of the accompanying membership fees will be a member. Unless otherwise determined by the Directors, acceptance of a person’s membership fee and entry of their name into the register of members constitutes acceptance of their membership in the Society.
- 6. Every member shall uphold the Constitution and comply with these Bylaws and any policies of the Society adopted by the Directors from time to time.
- 7. The Directors will from time to time determine the annual membership fee. Once the amount of any membership fee has been determined, that amount will be deemed to be the annual membership fee in each succeeding membership year until changed by the Directors in accordance with these Bylaws.
- 8. A person accepted as a member pursuant to these Bylaws will continue as a member for a term of one year, expiring at the end of the calendar month in which the member’s one year anniversary occurs, unless sooner ceasing. A member may renew their membership prior to its expiry in such manner as may be determined by the Board from time to time and upon acceptance, will continue as a member.
- 9. A person shall cease to be a member:

- (a) upon the expiry of their membership, if not renewed;
 - (b) on delivery of such member's written resignation to the address of the Society or to the Executive Director of the Society or such other person as may be determined by the Directors from time to time, which resignation will be effective on the later of: (i) the effective date of resignation stated therein; and (ii) the date on which it is received by the Society;
 - (c) on such member's death; or
 - (d) on being expelled.
10. A member may be disciplined or expelled only by a resolution of the Directors passed at a meeting of the Directors of which not less than 14 days' notice (including a written copy of the reasons for the discipline or expulsion) is sent to the member and in respect of which the member is given a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion. A person who has been expelled from membership may not be readmitted to membership without the approval of the Directors.

PART 3 – MEETINGS OF MEMBERS

11. General meetings of the Society shall be held at the time and, if applicable, the location and in such manner, in accordance with the *Societies Act*, that the Directors decide. For greater certainty, general meetings of the Society may, in the discretion of the Directors, be held as Electronic Meetings.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, when they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting shall specify:
- (a) the date, time and, if applicable, the location of the meeting, and, in case of special business, shall specify the general nature of that business and shall include the text of any special resolution to be submitted to the meeting; and
 - (b) if the meeting is an Electronic Meeting, instructions for attending and participating in the meeting by Electronic Means, including, if applicable, instructions for voting at the meeting.
- (2) The accidental omission to send notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. A member may, in accordance with the *Societies Act*, requisition the Directors to call a general meeting for the purposes stated in the requisition, provided that such requisition must be signed by not fewer than 10% of the members of the Society and must otherwise comply with the *Societies Act*.

16. A member may, in accordance with the *Societies Act*, send to the Society a notice of a matter that the member proposes to have considered at an annual general meeting, provided that such proposal:
- (a) is signed by no fewer than the number of members that is the greater of: (i) 5% of the members of the Society; and (ii) two members; and
 - (b) otherwise complies with the *Societies Act*;

and such matter must be included in the agenda at such annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

17. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, in each case, that does not require the passing of a special resolution.
18. (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not in attendance.
- (2) If at any time during a general meeting there ceases to be a quorum in attendance, business then in progress shall be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.
- (3) A quorum is 10 members in attendance.
19. If, within 30 minutes from the time appointed for a general meeting, a quorum is not in attendance, the meeting, if convened on the requisition of members, shall be terminated; but in

any other case, it shall stand adjourned to the same day in the next week, at the same time and, if applicable, location or in an Electronic Meeting, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time appointed for the continuation of the adjourned meeting, the members in attendance constitute a quorum for that meeting.

20. The following individual is entitled to preside as the chair of a general meeting:
 - (a) the President of the Society;
 - (b) the Vice-President of the Society, if the President is unable to preside as the chair; or
 - (c) one of the other Directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.
21. If, at a general meeting, there is no individual entitled under Bylaw 20 who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members in attendance shall choose one of their number in attendance at the meeting to preside as the chair.
22.
 - (1) A general meeting may be adjourned from time to time and, if applicable, from location to location, but no business shall be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.
 - (2) It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, except when a general meeting is adjourned for 10 days or more, in which case, notice of the continuation of the adjourned meeting shall be sent as in the case of the original meeting.
23.
 - (1) No resolution proposed at a meeting need be seconded.
 - (2) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.
24.
 - (1) A member in attendance at a meeting of members is entitled to one vote.
 - (2) Voting by members may occur by any one or more of the following methods, in the discretion of the Directors:
 - (a) by a show of hands, an oral vote or another method that adequately discloses the intention of the members who are entitled to vote;
 - (b) without limiting the generality of paragraph (a), by Electronic Voting in accordance with these Bylaws; or
 - (c) by written ballot;

provided that where a vote is to be conducted in accordance with paragraph (a), if directed by the chair of the meeting or requested by 3 or more members entitled to vote forthwith after the chair declares the result of a vote, such vote will be conducted by Electronic Voting, written ballot or other means by which the results of the vote can be presented without disclosing how any individual member voted.

- (3) Voting by proxy is not permitted.
 - (4) The Directors may, in their sole discretion from time to time, approve the conduct of a vote of the members by means of Electronic Voting. For each such vote, the Society must provide each member with rules respecting how such Electronic Voting is to occur and instructions on how members may cast their vote.
25. If the Board has exercised its discretion to hold a general meeting as an Electronic Meeting, a person may participate in such meeting by the Electronic Means selected by the Directors in respect of such meeting. Any person participating in such Electronic Meeting by Electronic Means is deemed to be in attendance at such meeting. If the Society holds a general meeting that is not an Electronic Meeting, the Directors may, but are not required to, take any action to facilitate the use of any Electronic Means at such meeting.

PART 5 – DIRECTORS

26. The Directors shall manage, or supervise the management of, the affairs of the Society and may exercise all the powers and do all the 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 to all laws affecting the Society and these Bylaws.
27. The Directors may make rules and regulations for the conduct of the affairs of the Board and the affairs of the Society which are not inconsistent with these Bylaws or the *Societies Act*, but no such rule or regulation shall invalidate a previous act of the Directors which otherwise would have been valid.
28. The number of Directors shall be such number, being not less than 5, as is determined by the Directors from time to time.
29. In order to be eligible for election and to serve as a Director, a person must, at the time of nomination and thereafter be:
- (a) qualified to be a Director pursuant to the *Societies Act*;
 - (b) a member of the Society;
 - (c) at least 19 years of age; and
 - (d) for so long as the Society is a registered charity, not be an ineligible individual, as such term is defined in the *Income Tax Act (Canada)*.

30. Each Director shall be elected to hold office for a term of 3 years, except that, prior to an election, in order to ensure staggered terms, the Directors may determine that some or all of the Director positions subject to the election will have a term of less than 3 years, with the length of such term to be determined by the Directors in their discretion.
31. The term of office of a Director commences at the termination of the annual general meeting at which such Director is elected. A Director shall retire from office at the termination of the annual general meeting in the year in which such Director's term expires.
32. A retiring Director is eligible for re-election; provided that, 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.
33. Where any offices of Directors being filled at any election are for different lengths of terms:
 - (a) in the case of an election by acclamation, the respective terms of the persons so elected shall be determined by lottery, with the chair of the meeting to determine the method by which the lottery will be conducted; or
 - (b) in the case of an election by vote of the members, the term of each person shall be determined in proportion to the number of votes received, with the person receiving the greatest number to hold office for the longest term, provided that if there are two or more persons having an equal number of votes, the successful nominees, or the length of terms of office, as the case may be, shall be determined by lottery, with the chair of the meeting to determine the method by which the lottery will be conducted.
34. Nominations for persons to stand as election as Director may only be made by the Governance Committee and members, in each case in accordance with these Bylaws.
35. Prior to each annual general meeting and only to the extent an election is required to be held at the meeting, the Governance Committee shall nominate a slate of members, qualified pursuant to these Bylaws and the *Societies Act*, to stand for election as Directors at the next annual general meeting.
36. (1) The Governance Committee shall facilitate the nomination of candidates to stand for election as Directors at the next general meeting at which an election of Directors may be required and shall:
 - (a) set timelines for the receipt of nominations and determine the process and requirements for the nomination of prospective Directors, in accordance with the Bylaws and established Board policy;
 - (b) provide notice of these timelines, process and requirements to the members, and solicit and receive nominations from the members;
 - (c) directly nominate candidates to stand for election as Directors;

- (d) review and assess all nomination packages submitted to the Governance Committee within the timelines communicated to the members; and
- (e) recommend a list of nominees for approval by the Board (which, for greater certainty, need not include all nominations submitted to the Governance Committee and may include candidates nominated directly by the Governance Committee) and, if applicable, identify certain nominees for endorsement by the Board.

(2) Following receipt of the recommendations from the Governance Committee, the Board will determine the nominees to be presented for election at the applicable general meeting and may, if applicable, expressly endorse one or more nominees for election by the members.

37. Except for nominations made by the Governance Committee, a person must be nominated by a member. Nominating members must submit a written nomination to the attention of the Governance Committee by the deadline communicated by the Governance Committee. The written nomination must meet the following criteria:
- (a) it must be signed by the nominating member;
 - (b) it must be signed by five additional members who second the nomination; and
 - (c) it must include a written statement signed by the nominee indicating that such nominee consents to the nomination.
38. If, at the deadline for nominations established by the Governance Committee:
- (a) the number of qualified nominees approved by the Board does not exceed the number of positions on the Board that will need to be filled by an election at the annual general meeting, those qualified nominees shall be declared elected Directors by acclamation; or
 - (b) the number of qualified nominees approved by the Board exceeds the number of positions on the Board that will need to be filled by an election at the annual general meeting, those elected will be determined by a secret ballot of the members at the annual general meeting. Each member is entitled to vote for such number of the nominees as the member wishes, not exceeding the number to be elected. Nominees shall be deemed to be elected in order of those nominees receiving the most votes.
39. The members may by special resolution remove a Director before the expiration of their term of office, and may elect or appoint, by ordinary resolution, any member, who is qualified under these Bylaws and the *Societies Act*, to serve as Director for the balance of the term of the removed Director.
40. Subject to Bylaw 39, if at any time there exists a vacancy on the Board as a result of a Director ceasing to be a Director before the expiration of that Director's term of office, the Directors may appoint any member, who is qualified under these Bylaws and the *Societies Act*, to be a Director, to fill such vacancy. A Director so appointed will hold office until the termination of

the next annual general meeting. Such period served as a Director will not count towards any applicable term limits set out in these Bylaws.

41.
 - (1) No act or proceeding of the Directors is invalid only by reason of there being less than the number of Directors in office determined pursuant to Bylaw 28.
 - (2) No act or proceeding of the Directors is invalid merely because:
 - (a) of a defect in a Director's election or appointment or in the qualifications of a Director;
 - (b) fewer than the number of Directors determined pursuant to Bylaw 28 have been elected or appointed;
 - (c) the residency requirements for the Directors have not been met; or
 - (d) a majority of the Directors, contrary to the *Societies Act*, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.
42. A person shall immediately cease to be a Director upon:
 - (a) the resignation of such individual as a Director, the effective date of which will be the later to occur of:
 - (i) the receipt by the Society of the written resignation; and
 - (ii) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (1) if a date is specified, the beginning of the day on the specified date,
 - (2) if a date and time are specified, the date and time specified, or
 - (3) if an event is specified, the occurrence of the event;
 - (b) such Director's death;
 - (c) the expiry of such Director's term as a Director, unless re-elected;
 - (d) such Director's removal from office as a Director; or
 - (e) ceasing to be qualified, under these Bylaws or the *Societies Act*, to be a Director.
43. The Society will not pay a Director any remuneration for being or acting as a Director.
44. The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing such Director's duties as a Director.

PART 6 – PROCEEDINGS OF DIRECTORS

45.
 - (1) The Directors may meet together at the location or in an Electronic Meeting as they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.
 - (3) The President shall be chair of all meetings of the Directors, but if at a meeting the President is not in attendance within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chair; but if neither is in attendance the Directors in attendance may choose one of their number to be chair at that meeting.
 - (4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
46. There shall be an Executive Committee consisting of the Executive Officers and such other Directors appointed by the Directors thereto from time to time. The Directors may, to the extent permitted by law, delegate to the Executive Committee such of their powers, other than the power to constitute committees, as the Directors consider advisable.
47. In addition to the Executive Committee and the Governance Committee, the Directors may from time to time constitute such other committees as they consider advisable, each comprised of such individuals, whether or not Directors, as the Directors consider appropriate.
48. Subject to these Bylaws, any committee constituted under these Bylaws or otherwise by the Directors:
 - (a) must, in the exercise of its duties, conform to such terms of reference, procedures and policies as are established by the Directors and must report to the Directors at such times and in such manner as the Directors specify; and
 - (b) shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not in attendance within 30 minutes after the time appointed for holding the meeting, the Directors in attendance who are members of the committee shall choose one of their number to be chair of the meeting.
49. The members of any committee constituted under these Bylaws or otherwise by the Directors may meet and adjourn as they think proper.
50. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is in attendance.
51.
 - (1) Questions arising at any meeting of the Directors or committee of Directors shall be decided by a majority of votes.

- (2) In case of an equality of votes, the chair does not have a second or casting vote.
52. No resolution proposed at a meeting of Directors or committee of Directors need be seconded.
53. A resolution consented to in writing, after being sent to all of the Directors, by at least 75% of the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
54. The Board may determine, in its discretion, to hold any meeting or meetings of the Board, either in whole or in part, as an Electronic Meeting. If the Board has exercised its discretion to hold a meeting as an Electronic Meeting, a person may participate in such meeting by the Electronic Means selected by the Directors in respect of such meeting. Any person participating in such Electronic Meeting by Electronic Means is deemed to be in attendance at such meeting.
55. A Director who has a direct or indirect material interest, that is known by the Director or reasonably ought to have been known, in:
- (a) a contract or transaction, or proposed contract or transaction, of the Society; or
 - (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,
- must disclose fully and promptly the nature and extent of such interest to each of the other Directors and will otherwise comply with the *Societies Act* and any policies adopted by the Board from time to time.
56. A Director who has declared such Director's conflict of interest pursuant to Bylaw 55 will abstain from voting on the Board resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 55 and will refrain from any action reasonably intended to influence the discussion or vote.
57. A Director who has declared such Director's conflict of interest pursuant to Bylaw 55 will leave the Directors' meeting, if any:
- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors in attendance to remain at the meeting to provide information; and
 - (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 55,
- and in all cases will refrain from any action reasonably intended to influence the discussion or vote.

PART 7 – SENIOR MANAGERS AND OFFICERS

58. The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.
59. In order to be eligible to be appointed as a Senior Manager, an individual must comply with requirements in the *Societies Act*.
60. The provisions in Bylaws 55, 56 and 57 apply to Senior Managers, *mutatis mutandis*.
61. (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.
62. 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.
63. (1) The President shall preside at all meetings of the members and of the Directors.
- (2) The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
64. The Vice-President shall carry out the duties of the President during the President's absence.
65. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of meetings of the members and Directors;
 - (b) keeping minutes of all meetings of the members and Directors; and
 - (c) keeping the records of the Society in accordance with the *Societies Act* except for those records for which the Treasurer is responsible.
66. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) keeping the financial records, including books of account, necessary to comply with the *Societies Act* and the *Income Tax Act (Canada)*; and

- (b) rendering financial statements to the Directors, members and others when required.
67. (1) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- (2) When a Secretary-Treasurer holds office, the total number of Directors shall not be less than 5 or the greater number that may have been determined pursuant to Bylaw 28.
68. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.

PART 8 – SEAL

69. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
70. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

PART 9 – FINANCIAL MATTERS AND RECORDS INSPECTION

71. The Directors may on behalf of the Society invest the property of the Society in any form of property or security in which a prudent investor might invest. Such investments may include, without limitation, any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of the Directors is that they will exercise the care, diligence, skill and judgment that a prudent investor would exercise in making investments, given the purposes of the Society.
72. The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely on the advice under comparable circumstances.
73. The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.
74. The Directors may from time to time authorize the Society to borrow money for its purposes from any chartered bank or other person or corporation and may authorize the Society to secure the repayment of money so borrowed in such manner and on such terms as the Directors determine.
75. The Society may receive donations of money or other property of any kind from any person or other source, either unconditionally or for such purposes or upon such conditions as to the establishment or contribution to endowment or other funds as donors may specify, provided that the Society may, in its sole and absolute discretion, decline to accept any donation for any reason.

76. The Directors may cause to be established one or more endowment funds for purposes consistent with the purposes of the Society.
77. The Directors may from time to time direct that funds of or investments held by the Society be contributed to any endowment or other fund of which the Society, while it continues, is the primary beneficiary.
78. The records of the Society will be open to inspection by any of the Directors in accordance with the *Societies Act*. The members will have the right to inspect the records required to be kept by the Society in accordance with s. 20(1) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time), including, without limitation:
 - (a) the Society's certificate of incorporation;
 - (b) the Society's register of members;
 - (c) the minutes of each general meeting, including the text of each resolution voted on at the meeting; and
 - (d) the financial statements of the Society and the auditor's report, if any, on those financial statements.

Members will not have the right to inspect the records required to be kept by the Society in accordance with s. 20(2) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time).

PART 10 – AUDITOR

79. This Part applies only where the Society is required or has resolved to have an auditor.
80. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.
81. At each annual general meeting, the Society shall appoint an auditor to hold office until such auditor is re-elected or such auditor's successor is elected at the next annual general meeting.
82. An auditor may be removed by ordinary resolution.
83. An auditor shall be promptly informed in writing of appointment or removal.
84. No Director and no employee of the Society shall be auditor.
85. The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS AND DIRECTORS

86. A notice may be sent to a member in any of the following ways:
 - (a) personally,

- (b) by mail to the member at the member's Registered Address, or
 - (c) by email to the email address, if any, last provided to the Society by the member.
- 87. A notice to a Director of a meeting of the Directors or of a committee of Directors may be sent in the manner provided by Bylaw 86 or by telephone in a conversation with the Director.
- 88. A notice sent pursuant to Bylaw 86 or 87 will be deemed received:
 - (a) in the case of notice sent by mail, on the second day after the day on which the notice is posted, and
 - (b) in the case of a notice sent by email or by telephone, on the day on which the notice is sent to the email address, or communicated by telephone, as the case may be.
- 89. Notice of a general meeting shall be sent to:
 - (a) every member shown on the register of members on the day notice is sent; and
 - (b) the auditor, if Part 10 applies.

No other person is entitled to receive a notice of a general meeting.
- 90. For so long as the Society has more than 100 members, notice of a general meeting will be deemed to have been sent if:
 - (a) notice of the meeting has been sent to every member who has provided an email address to the Society, by email to that email address, and
 - (b) notice of the meeting:
 - (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more of the following newspapers:
 - (1) the Vancouver Sun;
 - (2) the Province; and/or
 - (3) the Georgia Straight; or
 - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

PART 12 – INDEMNIFICATION

91. The following terms used in this Part 12 will, unless otherwise defined in the *Societies Act*, have the following meanings:
- (a) “**eligible party**” means an individual who is or was a Director or Senior Manager;
 - (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager,
 - (i) is or may be joined as a party, or
 - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
 - (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
 - (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
 - (e) “**representative**” means an heir or personal or other legal representative of the eligible party.
92. Subject to the provisions of the *Societies Act*, the Society will indemnify each eligible party and any representative thereof against all penalties to which such person is liable in respect of an eligible proceeding.
93. To the extent permitted by the *Societies Act*, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.
94. To the extent permitted by the *Societies Act*, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the *Societies Act*.
95. Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
96. The Society may purchase and maintain insurance, for the benefit of any or all eligible parties, employees or agents of the Society and representatives thereof against any liability that may be

incurred by reason of such parties being or having been a Director, Senior Manager, employee or agent, subject to the *Societies Act*.

PART 13 – BYLAWS

97. On being admitted to membership, each member is entitled to and, upon request, the Society shall give such member, as applicable, without charge, a copy of the current Constitution and Bylaws of the Society.
98. These Bylaws shall not be altered or added to except by special resolution.

PART 14 – NON-PROFIT OBJECTIVES AND DISTRIBUTION OF ASSETS

99. The Society shall carry on its activities without purpose of gain for its members so that all profits are used in promoting its purposes.
100. In the event of the dissolution or liquidation of the Society, any assets remaining after payment of all debts and obligations shall be distributed, at the discretion of the Board, to one or more British Columbia theatre-oriented “qualified donees”, as such term is defined in the *Income Tax Act* (Canada), as amended from time to time.