

THEATRE CALGARY BY-LAWS

The name of the Society is Theatre Calgary. The following articles set forth the By-Laws of Theatre Calgary.

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SECTION ONE INTERPRETATION

1.1 Definitions. In the By-Laws of the Society, unless the context otherwise requires:

- (a) **Act** means the *Societies Act* (Alberta) and the regulations made thereunder, as from time to time amended, and in the case of such amendment any reference in the By-Laws shall be read as referring to the amended provisions thereof;
- (b) **Audit and Finance Committee** means a committee headed by the Chair of the Audit and Finance Committee and comprised of such Members as the Chair of the Audit and Finance Committee may see fit to appoint, and whose duty will be to assist the Chair of the Audit and Finance Committee meet the duties outlined in sections 7.8 and 7.9;
- (c) **Board** means the Board of Directors of the Society;
- (d) **Board Chair** means the chair of the Board;
- (e) **By-Laws** mean the by-laws of this Society as amended or restated from time to time;
- (f) **Director** means a member of the Board;

- (g) **Executive Committee** means the executive committee of the Board and it shall consist of such of the Officers, together with the Past Chair and such additional Directors for the Society as the Board may determine from time to time by resolution, provided that it shall have not less than four members, including the Board Chair and the Chair of the Audit and Finance Committee;
- (h) **Extraordinary Notice** means delivery of a written notice either personally upon the addressee or by registered mail addressed to the addressee at the last address provided by the addressee to the Secretary or to the last address known to any member of the Executive Committee, whichever is most current. Delivery of such notice shall be made not less than 21 days prior to the event of which notice is being given and, in computing the time, the day of delivery personally or to a post office shall not be included but each day thereafter, up to and including the day of the event, shall be;
- (i) **Member** means each member of the Society, such membership designated pursuant to section 3.1, and **Members** means any number of them;
- (j) **Officers** shall comprise the following individuals:
 - (i) Board Chair;
 - (ii) Vice Chair;
 - (iii) Secretary; and
 - (iv) Chair of the Audit and Finance Committee;together with other officers as may be determined by the Board from time to time;
- (k) **Nominating Committee** shall have the meaning given thereto in section 8.1;
- (l) **Ordinary Notice** shall include a verbal message telephoned either to the proposed recipient's residence or place of business and communicated to any person appearing to be an adult there in the event that the proposed recipient is not available, or a written notice remitted by e-mail or ordinary mail to the last address of the addressee supplied to the Secretary. If written notice is given by e-mail, it shall be deemed to have been received by the addressee 24 hours after the notice was sent. If written notice is given by ordinary mail, it shall be deemed to have been received by the addressee 48 hours after delivery thereof to a post office. The event for which such notice is given may validly occur at any time after 18 hours after the delivery of the aforesaid message or notice shall be deemed to have been received;
- (m) **Past Chair** means the person who held the position of Board Chair immediately before the present Board Chair;
- (n) **Society** means Theatre Calgary or such other name as may be substituted after approval is obtained from the Registrar of Companies;
- (o) **Special Notice** means delivery of a written notice by e-mail or ordinary mail addressed to the addressee at the last address provided by the addressee to the Secretary. Delivery of such notice shall be given not less than seven (7) days prior to the event of which notice is being given and, in computing the time, the day of the delivery to a post office mail box shall not be included but each day thereafter, up to and including the day of the event, shall be; and

- (p) **Special Resolution** means
- (i) A resolution passed
 - (A) At a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given via Ordinary Notice, and
 - (B) By the vote of not less than 75% of those Members who, if entitled to do so, vote in person,
 - (ii) A resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given via Ordinary Notice, if all the Members entitled to attend and vote at the general meeting or special meeting so agree, or
 - (i) a resolution consented to in writing by all the Members who would have been entitled at a general meeting or special meeting to vote on the resolution in person.

1.2 Interpretation These By-Laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-Laws which are defined in the Act and not separately defined herein shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa; and words importing a male person shall include a female person and vice versa; and
- (c) the headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions

SECTION TWO OBJECTS

- 2.1** The objects shall be in accordance with the application for incorporation of the Society.
- 2.2** The Society shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Society shall be used in furtherance of its purposes.

SECTION THREE MEMBERSHIP

- 3.1** The membership of the Society are those persons who are Directors, and any category of person as determined by the Board from time to time.
- 3.2** The interest of a Member in the Society lapses and ceases to exist:
- (a) upon death;
 - (b) after the Member is expelled or otherwise terminated in accordance with the By-Laws;
 - (c) when the Member's period of membership (if any) expires;

- (d) when the Member ceases to be a Member by resignation, in accordance with section 3.3;
 - (e) when the Society is liquidated or dissolved in accordance with the Act; or
 - (f) otherwise in accordance with the By-Laws.
- 3.3** Any Member desiring to withdraw from membership may do so by submitting to the Secretary a written resignation, and upon delivery thereof, said Member shall cease to be a Member. Such action shall not preclude the individual from becoming a Member in the future.
- 3.4** Any Member of the Society may be expelled from the membership for any reason which is deemed to be prejudicial to the best interests of the Society in either of the following ways:
- (a) By a vote of 5/7 of the members of the Executive Committee; or
 - (b) By a vote of 2/3 of the members of the Board if the Member is not a member of the Executive Committee.
- 3.5** Prior to the vote being taken in either forum as aforesaid, the Member proposed for expulsion shall be given Extraordinary Notice of the proposed resolution and shall be afforded an opportunity to explain or justify their position to the persons present. At such meeting, only the relevant individuals of the Executive Committee or the Board, as determined by section 3.4, and the Member proposed for expulsion shall be present.
- 3.6** Each Member shall have one vote at any annual general or special meeting of the Society, but such vote must be given in person and not by proxy or otherwise.

SECTION FOUR **MEETING OF MEMBERS**

- 4.1** The annual general meeting of the Society shall be held each calendar year within 120 days of the end of the fiscal year of the Society, at such time and place as may be determined by the Executive Committee, to consider and vote on the reports of the previous year's activities and to elect the Directors who shall commence their term of office immediately and to transact other items of business as may come before them.
- 4.2** At the annual general meeting, all Directors whose terms have expired shall resign. Every retiring Director shall be eligible for re-election but no person shall be nominated as a Director unless they have given their consent either personally or by letter in the event that they may be absent from the meeting.
- 4.3** Special meetings of the Society may be called at any time by the Secretary upon instructions by the Board Chair or the Board of Directors or upon the requisition of at least 20% of the Members of the Society.
- 4.4** All Members of the Society shall be notified of the annual general meeting through publication in a local newspaper or other appropriate local media.
- 4.5** Any seven Members shall constitute a quorum at an annual general or a special meeting. In the event that no quorum is present within 30 minutes from the time appointed for the meeting, the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

- 4.6** At all annual general or special meetings, the Board Chair shall act as chair. In the absence of the Board Chair, the Vice Chair, another Officer, or such Member as may be appointed by the majority of the Membership present at that annual general or special meeting, shall act as chair for that annual general or special meeting.
- 4.7** In the event of a tie vote at a meeting, the chair shall have a second or casting vote.
- 4.8** At any annual general or special meeting, a resolution put to the vote of the meeting shall be decided by a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by at least six Members entitled to vote, and unless a poll is so demanded, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact, without proof as to the number or proportion of the votes recorded in favour of or against that resolution.
- 4.9** If a poll is duly demanded pursuant to the preceding section, it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll shall be taken at such time as the chair of the meeting directs.
- 4.10** A resolution in writing signed by all of the Members of the Society shall be as effective as a resolution passed at a meeting of the Members duly convened and held.

SECTION FIVE **BOARD OF DIRECTORS**

- 5.1** Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of their duties. A Director shall not be prohibited from receiving compensation for services provided to the Society in another capacity.
- 5.2** The number of Directors for the following year shall be determined by the Executive Committee prior to the appointment of the Nominating Committee and communicated thereto on their appointment. In addition, the number of Directors so determined shall be published in the notice calling the annual general meeting.
- 5.3** The Board shall have the power to set general policy affecting the future operations of the Society. The Artistic Director and the Executive Director shall report to the Board and shall be responsible thereto.
- 5.4** The Board shall have the power to establish the budget covering the operations of the Society which shall be presented to it only after approval thereof by the Audit and Finance Committee.
- 5.5** The Board shall have the power to establish special roles and to determine the appointment of individuals to those special roles as it sees fit. The Board shall set such terms of reference and responsibilities pertaining to such special roles as may seem proper.
- 5.6** The Board shall elect the Officers of the Society.
- 5.7** The Board shall convene at the call of the Board Chair to consider all matters referred to it by the Board Chair for decision and shall be entitled to be kept informed as to the decisions and activities of the Executive Committee.

- 5.8** A Director shall *ipso facto* be removed from the Board for, but not limited to, the following:
- (a) declaration of mental incompetence by a court of competent jurisdiction;
 - (b) bankruptcy;
 - (c) conviction for an indictable offence;
 - (d) ceasing for any reason to be a Member of the Society;
 - (e) dereliction of duty; or
 - (f) resignation from the Board.
- 5.9** The Executive Committee may, by unanimous resolution, fill any vacancy among the Board of Directors, howsoever created.
- 5.10** In the event that the Executive Committee shall establish a greater number of Directors than the number actually nominated and elected at the ensuing annual general meeting, then the unfilled positions for Directors may at any time up to the next annual general meeting be filled by ordinary resolution of the Board, provided that each subsequent nominee shall first be a Member of the Society in good standing and signify in writing their willingness to become a Director of the Society.
- 5.11** Directors shall be elected for an initial three year term of office, and may be elected thereafter for subsequent one year terms of office.
- 5.12** In the event that a Director resigns prior to the expiry of their term, then anyone appointed to fill that vacancy shall be appointed only for the time remaining in the term of the retired Director.

SECTION SIX **DIRECTORS' MEETING**

- 6.1** Meetings of Directors shall occur at least every quarter year and may be called more frequently at the discretion of the Board Chair. The notice required for calling a Directors' meeting shall be an Ordinary Notice.
- 6.2** A Directors' meeting shall be held immediately following the annual general meeting for the purpose of electing the Officers of the Society for the following year. At such meeting, the report of the Nominating Committee shall be presented by the chair of the Nominating Committee or the chair's appointed alternate.
- 6.3** The quorum at a Directors' meeting shall be five Directors. In the event that no quorum is present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Directors present shall constitute a quorum.
- 6.4** At all Directors' meetings, the Board Chair shall act as chair. In the absence of the Board Chair, the Vice Chair, another Officer, or such Director as may be appointed by the majority of those Directors present at that Directors' meeting, shall act as chair for that Directors' meeting.
- 6.5** In the event of a tie vote at a Directors' meeting, the chair shall have a second or casting vote.

- 6.6** All resolutions at a Directors' meeting put to the vote of the meeting shall be decided by a show of hands and no proxies shall be permitted at a Directors' meeting.
- 6.7** Any Director may participate in a meeting of the Board through use of conference telephone or other communications equipment by means of which all persons participating in a meeting can hear each other. A Director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.
- 6.8** A resolution in writing signed by all of the Directors shall be as effective as a resolution passed at a Directors' meeting duly convened and held. Resolutions in writing may be signed in counterparts.

SECTION SEVEN OFFICERS

- 7.1** Each Officer shall be and remain during their term of office a Director in good standing of the Society.
- 7.2** In the event of a vacancy in the Executive Committee, the Board Chair shall be empowered to appoint a replacement Officer from among the Directors.
- 7.3** No Officer may receive compensation for their services as an Officer.
- 7.4** All Officers shall assume their duties immediately after their election or appointment, and they shall continue in such office until they resign, or become disqualified to hold office, or until the Board at the first meeting thereof after the annual general meeting appoints new Officers.
- 7.5** The Artistic Director and Executive Director shall be *ex-officio* non-voting members of the Board of Directors and the Executive Committee but may be excluded from meetings of the Board of Directors or the Executive Committee at all times when matters before such bodies may personally affect the Artistic Director or the Executive Director. Further, any other person may be invited to attend any meeting of the Board of Directors or the Executive Committee.
- 7.6** The Past Chair shall assist the Board Chair in accordance with the Board Chair's requirements and within such limitations as may be established.
- 7.7** The Secretary shall:
- (a) maintain minutes of all meetings of the Society, its Board and its Executive Committee and, in that capacity, shall be clerk thereof. The Secretary may obtain and utilize the services of a stenographer and, in absence of contrary direction from the Board Chair, such stenographer may attend with the Secretary the aforementioned meetings;
 - (b) maintain accurate records of Members and their addresses;
 - (c) be responsible for the remission of all notices on the directions of the Board Chair;
 - (d) observe all requirements prescribed by the Act and ensure that all forms are filed with Canada Revenue Agency in order to maintain the charitable registration of the Society; and
 - (e) perform such other duties as the Board Chair may from time to time direct.

- 7.8** The Chair of the Audit and Finance Committee, shall be responsible for all matters dealing with the financial condition of the Society, including, without limiting the generality of the foregoing, the following:
- (a) maintenance of all required books of account and financial records;
 - (b) establishment and maintenance of adequate systems for the control of all expenditures;
 - (c) preparation of the proposed budget and its presentation to the Board for approval or amendment;
 - (d) maintenance of the Society within the expenditures of the accepted budget or within such alterations thereof as the Executive Committee may lawfully make; and
 - (e) establishment and maintenance of adequate systems to ensure the funds of the Society are properly received, adequately protected, and properly deposited and accounted for in accordance with normal accounting procedures.
- 7.9** The Chair of the Audit and Finance Committee will endeavour to assist in such areas of financial control as may be required from time to time by the Board. The Chair of the Audit and Finance Committee shall have the authority to delegate their responsibilities as they may, in their discretion, require.
- 7.10** The Board of Directors shall determine the duties and authorities of each of the Officers of the Society, except to the extent such duties and authorities are set out herein, and any Officer of the Society appointed by the Board of Directors shall be empowered by the Board with such authorities as may be necessary in order to carry out the functions of such office and the Board shall have the authority to designate such additional Officers of the Society, from time to time, as may be necessary or desirable in order to carry out the objects of the Society.

SECTION EIGHT NOMINATING COMMITTEE

- 8.1** The Board Chair, not less than 30 days prior to the annual general meeting, shall appoint from the Society Members a nominating committee consisting of a chair and at least three Members (the **Nominating Committee**) to present nominations for Directors of the Society for the following year at the annual general meeting.
- 8.2** The Nominating Committee shall also prepare a slate of Officers for the Society for the following years to be presented at the first Directors' meeting following the annual general meeting.
- 8.3** The appointment of a Member to the Nominating Committee shall not disqualify that Member from nomination as a Director or an Officer.
- 8.4** The Nominating Committee shall communicate its recommendations to the Board Chair no later than 48 hours prior to the annual general meeting.
- 8.5** The nominations submitted by the Nominating Committee shall not be exclusive and additional nominations may be submitted from the floor of the meeting in question.
- 8.6** Each nominee for Director shall be informed of expectations prior to their election, such expectations being determined by the Board from time to time.

SECTION NINE

EXECUTIVE COMMITTEE

- 9.1** The Executive Committee shall be responsible for the efficient operation of the Society and, except for such functions as have been expressly reserved unto the Board, shall have complete authority to govern the Society and all of its activities, including making recommendations to the Board for the hiring, remuneration, terms of employment and dismissal, inter alia, of the Artistic Director and the Executive Director.
- 9.2** The Executive Committee shall ensure that proper banking resolutions are in effect and it shall select all necessary signing authorities.
- 9.3** Meetings of the Executive Committee shall occur on the call of the Board Chair or of any two members of the Executive Committee, and shall normally be convened in advance of meetings of the Board. Notice of the Executive Committee meetings may be given either by the Officer or Officers calling the meeting or by the Secretary on the request of such Officer or Officers. Notice shall be given by Ordinary Notice.
- 9.4** A majority of Executive Committee members shall constitute a quorum at an Executive Committee meeting, provided that two Officers are present. In the event that no quorum is present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned for 24 hours, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 9.5** At all Executive Committee meetings, the Board Chair shall act as chair. In the absence of the Board Chair, the Vice Chair, another Officer or such member of the Executive Committee as may be appointed by the majority of the members of the Executive Committee present at that Executive Committee meeting, shall act as chair.
- 9.6** In the event of a tie vote at a meeting, the chair shall have a second or casting vote.
- 9.7** All votes taken at an Executive Committee meeting shall be by show of hands and no proxies shall be permitted.
- 9.8** A resolution signed by all of the members of the Executive Committee shall be as effective as a resolution passed at an Executive Committee meeting duly conveyed and held.

SECTION TEN FINANCE MATTERS

- 10.1** The fiscal year of the Society shall begin on the 1st day of June in each calendar year and terminate the 31st day of May in the following year.
- 10.2** All money belonging to the Society shall be deposited in a special bank account at any branch of a chartered bank by an Officer or by any employee designated by the Executive Committee. No cheque or any other order for the payment of monies shall be valid unless signed in accordance with the resolution of the Executive Committee from time to time.
- 10.3** For the purpose of carrying out its objects, the Society, by its Executive Committee, may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case shall debentures be issued without the sanction of a Special Resolution, and further in no case shall mortgages of real property be issued without the sanction of an ordinary resolution of the Society.
- 10.4** The books, accounts and records of the Society shall be audited at least once a year by a duly qualified accountant elected for that purpose at the annual general meeting. A complete and

proper statement of the standing of the books for the previous year shall be submitted by such auditors at the annual general meeting of the Society. Said statements shall be presented to the Board for approval as soon as is practicable following the end of each fiscal year. Following approval by the Board a copy of such statement shall be available for viewing at the offices or, upon request, electronically.

- 10.5 The books, accounts and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each Officer shall, at all times, have access to such books and records.

SECTION ELEVEN MISCELLANEOUS

- 11.1 **Seal.** The Secretary shall provide for the safe custody of the seal. The seal shall not be used except as authorized by the Board which shall make such regulations with regard to affixing thereof as it deems necessary, provided however, that the seal wherever used shall be authenticated by the signature of the Board Chair and the Secretary or, in the absence of the Board Chair, by the Chair of the Audit and Finance Committee, and in the absence of the Secretary, by the Chair of the Audit and Finance Committee, or otherwise as the Board specifies from time to time.
- 11.2 **Amendments to the Objects or By-Laws.** The objects and/or By-Laws may be amended by a Special Resolution.
- 11.3 **Rules and Regulations.** The Executive Committee shall have the full power to make such rules and regulations as it may from time to time consider necessary for the government and wellbeing of the Society and the conduct generally of its Members, but such rules and regulations shall not be inconsistent with the bylaws and the provisions of the Act. Further, such rules or regulation shall not be made in the event that any or all of them shall have the effect of setting the policy for the future activities of the Society. Such rules or regulations shall take effect upon sending them to the Members of the Society in a Special Notice.
- 11.4 **Winding up or Dissolution.** Upon the winding up of the Society or on the dissolution thereof, the Special Resolution authorizing such winding up or dissolution shall specify that all assets remaining which are owned by the Society shall be given to a "qualified donee" within the meaning of the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1.

Approved by a Special Resolution of the Members on the 26th day of September, 2016.