

Constitution – July 5/18

1. The name of the Society is “Deep Cove Stage Society.”
2. The purpose of the society is to promote live theatre and to foster an interest in the performance of theatrical activities of an artistic nature.

Part 1

Governance & Definitions

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

DEFINITIONS

In these bylaws, the expression “the Society Directors” shall include the President, the Vice-President, the Treasurer, the Secretary, the Immediate Past President and the elected Members-at-Large. It shall be deemed to have the same meaning as “Directors” as defined by the Society Act. It shall not include Production Directors or other positions that may carry the title “Director” and which are normally associated with the presentations and performances of the Society.

His – is used to refer to an individual in a non-gender specific manner.

Part 2 **Membership**

2.1. There shall be the following categories of membership:

2.1.a) Full membership

Open to all interested persons aged 16 years and over

2.1.b) Honorary.

To be awarded at the discretion of the Society Directors to recognize a singular contribution by a non member. The term is for one year with no voting privileges.

2.1.c Lifetime

At its discretion, the Board of Directors of Deep Cove Stage Society may award a lifetime membership to an individual considered to have made a significant contribution to the Society over a period of years. Such Lifetime membership shall carry all privileges of a Full Membership.

- 3) Registration of membership shall be accompanied by such fees as may from time to time be determined by the Society Directors.
- 4) Applications for membership shall be vetted by the Society Directors but shall not be refused on an arbitrary basis. Should it be decided by the Society Directors that the application should be denied, the applicant shall be given the opportunity to appear before the Directors to appeal their case and to learn the reasons why their application was initially refused. In the case that it is decided that the refusal shall stand, any monies paid by the applicant with the initial application shall be returned.

Part 3 **Termination of Membership**

- 1) A member may be expelled for the following reasons:
 - a. That they have ceased to be a member in good standing.
 - b. That they have failed to attend meetings when required to do so and their failure to attend was unreasonable in the opinion of a majority vote of the Executive Committee.

c. That it be considered ~~by with the concurrence of two-thirds of the~~ Society Directors ~~with the concurrence of two-thirds'~~ ~~taking into after~~ consideration all of the relevant facts and circumstances ~~to~~ expel a member based upon substantive grounds that ~~asaid~~ member willfully committed ~~ed~~ a breach in a manner contrary to aims and objectives of the Society

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PART 4

THE EXECUTIVE DIRECTORS

1) The Society Directors shall consist of:

- a. The President of the Society who shall act as Chair of the meetings.
- b. The Vice-President who shall act for the President in their absence.
- c. Immediate Past President.
- d. The Treasurer.
- ~~a-e.~~ The Secretary.
- ~~b-f.~~ Members at Large, the numbers of which shall be not less than four nor more than seven.

2. Subject to Part 4, Section 7 all members in good standing are eligible to stand for election to the Executive Committee.

2. a) A candidate for the office of President must be a member of the Society Directors during ~~the 1-year~~ period prior toof their nomination to the office of President.

2. b) The term of the office of President shall be for ~~two one~~ years from their date of election.

2. c) An incumbent President ~~cannot is prohibited from occupy holding~~ the office of President for more than two five consecutive yearterms.

2. d) ~~The president having served for the two year term is ineligible to serve as President for a period of four years from the time his term ended.~~

3. Subject to 2.b) all directors of the Society, who have completed their term of office, shall ~~resign retire from~~ their positions at the time of each annual General Meeting although all are entitled to stand for re-election subject to Part 4,2,c. The President of the Society, on being replaced, shall continue to sit on the Society Directors for one year as Immediate Past President ~~to ensure a degree of continuity.~~

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4. The Society Directors may exercise any or all of the powers of the Society vested in them or the Society by the provisions of the Society Act and, without derogating from the foregoing, shall on behalf of the Society exercise all the powers of leasing, borrowing and investment conferred on the Society by section 11, 12 and 13 of the Society Act.
5. The Society shall not enter into a contract with a Director or Officer of the Society or their companies unless it is to address a short term emergency or special expertise for a short term. All remuneration must be fully disclosed.
6. The Executive Committee, at their discretion may appoint an individual to the Society Directors to fill a vacancy on the Executive Committee.
7. ~~No~~In order to be eligible to stand for election or appointment to any office of the Society, a member ~~in their first year of membership shall be eligible to stand for election or to be appointed to the Society Directors until they have been a member of Deep Cove Stage Society, must have been~~ in good standing for a period not less than the proceeding ~~nine~~six full calendar months, ~~and have been active in the Society during this period.~~

Part 5
Election of Officers

1 a) All terms of Office of the Society, ~~with the exception of President and Vice-President,~~ will be for a two year ~~terms-period~~ from the date of election. ~~The term of office for the President and Vice-President shall be for a period of one year.~~

~~2) b) for the purposes of establishing continuity and stability the 2017 Annual General Meeting elections will be organized as follows:~~

President	Grandfathered	2018
Vice Pres	Stand for two year term	2017 (2019)
Treasurer	Grandfathered	2018
Secretary	Stand for two year term	2017(2019)

~~The incumbent President will be “grandfathered” to the 2018 Annual General Meeting where a candidate will be elected to a two year term to the office of President~~

~~The incumbent Treasurer will be “grandfathered” to the 2018 Annual General Meeting where candidates will be elected to a two year term to the office of Treasurer.~~

~~At the 2017 Annual General Meeting the Vice President and Secretary will stand for a two year term.~~

~~At the 2017 Annual General Meeting there will be 4 Directors at Large elected for a two year term to the 2019 Annual General Meeting when their term will expire.~~

~~At the 2017 Annual General Meeting 3 Directors at large will be elected for a one year term to the 2018 Annual General Meeting when their term expires at which time candidates will be elected for a two year term.~~

~~2) Subsequent elections will held at Annual general Meetings as the terms of office expire subject to Part 4, Section 7.~~

3 e) Any member of the board may run for any position whose term has expired regardless if they have completed their own ~~two year~~ term.

4 d) The Society Directors may appoint an individual to fill any vacancies on the board pursuant to Part 4, Section 6 and subject to Part 4, Section 7.

PART 6
REMOVAL OF SOCIETY DIRECTORS AND/OR OFFICERS

- 1) A Society Director or Officer may be removed from their office at a General Meeting called for that purpose for any of the reasons set out below but that Director or Officer shall be entitled to speak at such a meeting.
 - a) That they have ceased to be a member in good standing.
 - b) That they have failed to attend meetings when required to do so by their co-directors and that failure to do so was unreasonable in the opinion of a 2/3 majority vote of those Directors present and voting.
 - c) That it is considered by a 2/3 majority vote of ~~two-thirds of their fellow~~ those Directors present and voting-directors that they were acting in a manner contrary to aims and objectives of the Society as they are defined in this document and the Society Directors have recommended their removal.

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PART 7
DIRECTOR'S EXECUTIVE MEETINGS

- 1) Two thirds of the elected Directors must be present to constitute a quorum.
- 2) The Society Directors shall determine their own procedures ~~and these procedures may change with a change of directors.~~
- 3) A resolution or special resolution signed by the Society Directors shall have as full and as binding effect upon members regardless as to whether procedures preceding that resolution had been correct providing always that a proper quorum of the Society Directors had been present.
- 4) There shall be a minimum of six meetings of the Society Directors ~~A~~ annually.
- 5) ~~A President may not propose or second a motion.~~
- 4)6) ~~The President may not vote on motions unless his vote is required to break a tie.~~

PART 8
PRODUCTION DIRECTORS AND PRODUCERS

- 1) The Society Directors may appoint any member to be Production Director or Producer.
All members of the Society in good standing shall be eligible to be appointed a Production Director or Producer, including Directors of the Society.
- 2) The appointment of Production Director and Producer may be for such ~~a~~ term and with ~~—~~ such powers as the Society Directors shall determine providing that:

They shall have no power to commit the Society to any undertaking unless it has received the prior approval of the Society Directors or is within the mandate that has been given to the Production Director and/or Producer to commit the Society to such an understanding.

A Production Director and Producer are responsible to the Board.

3)The Society Directors shall have the overall power to dismiss a Production Director or Producer after appointment but, if requested by at least 50% of the members involved with the Production, shall explain their reasons to the cast and crew of the production at a meeting called for that purpose.

4)Any disputes arising between the Production Director, the Producer and the members of the Society shall be resolved by the Society Directors upon the request of either the Productions Director or the Producer or a minimum of three members working on the Production. The Society Directors shall determine their own procedures for resolving the dispute, including the option to delegate one of their numbers to investigate the matter and to give such a ruling, as is thought fit. Such a ruling is binding upon all members of the Society Directors.

~~5)7)~~ Subject to the above, a Production Director and a Producer shall exercise all such over-riding powers as have been granted to them by the Directors of the Society.

PART 9 **MEETINGS**

1) Ordinary meetings and activities of the Society shall take place at such times and places as the Society Directors shall determine and groups, committees and sub-committees shall establish their own times and places for their meetings.

2) The **Annual General Meeting** of the Society shall take place between June 30th and three months folloing that date~~the earliest date in August each year, the former date being the financial year end, and the latter date being within three months of that date.~~ The minutes of such meetings, duly signed as being correct by the President and two Directors, are to be submitted to the Lawyers of the Society together with a signed copy of the Financial Accounts of the Society, a ~~current~~ list of the ~~new~~ current Directors of the Society and the number of Society members. The President will ensure these documents are filed with the Registrar. The venue of the Annual General Meeting shall be determined by the directors of the Society but shall be in North Vancouver and preferably in Deep Cove.

3) **General Meetings** of the Society may be called at any time by the Society Directors or alternatively by not less than seven members in good standing but no such General Meetings may be called within one calendar month of the previous General Meeting unless it is either called by the Directors of the Society or that 40% of the Members in good standing agree in writing to such a request.

- 4) Subject to Part 9 Section 3 a General meeting will be called once every three months.

PART 10
NOTICE OF MEETINGS

- 1) A minimum of seven days notice must be given of all General Meetings including the Annual General Meeting except where such longer period is specified below. All such notices must state the nature of the business to be discussed.
- 2) Notice shall be deemed to have been given to every member of the Society provided that one of the following methods has been applied:
 - a) A notice has been posted at the Society's principal place of meetings and activities and that all members have been telephoned at their recorded telephone number seven days in advance of the meeting.
 - b) A notice has been posted at the Society's principal place of meetings and activities and that notice of the meeting has been published in a North Vancouver newspaper, the publication date of that newspaper being not less than eight days in advance of the meeting.
 - c) The posting of a letter to each member's recorded address, the date of posting being not less than twelve days in advance of the meeting.
 - d) A notice has been sent by electronic mail to their electronic address.

PART 11
QUORUMS

- 1) A quorum of the executive meeting of Directors shall be two thirds of the number of directors elected to that committee.
- 2) At any Annual or General Meeting of the Society a Quorum shall consist of 40% of all members in good standing and a motion may be passed by a simple majority. But any meeting called during July, August, or September a quorum need not be present but in such cases a majority of 75% of the members in good standing at that meeting is required to adopt a motion.
- 3) Proxy votes will be included to establish a quorum.

PART 12
PROXY VOTES

1) Proxy voting is allowed at all meetings of the Society providing the proxy vote is of a form approved by the Society Directors as per Schedule “A”.

2) Every active member may delegate their voting power, by means of proxy, to another~~appoint a member~~ who would normally be entitled to vote at that meeting, ~~as his/her nominee to attend and act at a general meeting in the manner and to the extent and with the power conferred by the proxy.~~

3) A member of the Society Directors is not allowed to hold a proxy vote.

PART 13 **THE SEAL**

- 1) The Seal of the Society shall be kept in the custody of the Secretary of the Society.
- 2) The Seal of the Society shall not be affixed to any document or instrument unless it has been authorized by the Society Directors and then only by and in the presence of such Officers as the Directors may authorize. Such officers as shall be authorized shall sign instrument to which the seal has been affixed.

PART 14 **AUDITS AND ACCOUNTS**

- 1) The Society Directors shall present to the members of the Society at the Annual General Meeting a financial statement of income and expenditure, which shall be signed by the Treasurer of the Society and by two of the Society Directors.
- 2) The Books and records of the Society shall be open to the inspection of members of the Society at the Annual General of the Society or will be produced for inspection at other reasonable times during the Society’s Activities if written request is made to the Secretary.
- 3) Subject to Part 4, section 5 a director will not receive remuneration for their services to the Society.
- 4) Subject to Part 4, Section 5 a general member will not receive remuneration for their services.
- 5) Notwithstanding Section 3 and 4 a member is entitled to reimbursement of out of pocket expenses.

PART 15
ALTERATION OF BYLAWS

These bylaws may be amended by a two thirds majority of the members in good standing at a General Meeting called for the purpose, providing that the proposed amendments have been submitted in writing to all members in good standing according to part # 9 of these bylaws.

Schedule "A"

PROXY

Deep Cove Stage Society

The undersigned hereby appoints _____ as my proxy, with full powers of substitution, for all matters to come before the ~~m~~General Meeting of the Deep Cove Stage Society to be held on (date, and place of meeting), and any adjournment thereof.

Meeting date: _____ Meeting location: _____

Member's Name Members Signature

Date _____