

Deep Cove Stage Society
4360 Gallant Ave.
North Vancouver, B.C
Incorporation #S0023630

Constitution

Amended and Approved August 17, 2021

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 and Definitions

1.1 Governance

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 by-laws and any special rules of order the Society may adopt.

1.2 Definitions

1.2.a In these by-laws, 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 Societies 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.

1.2.b Year - shall be defined as the period beginning July 1st and concluding June 30th of the following calendar year, unless otherwise specified.

1.2.c Special Resolution. A Special Resolution is defined as any matter that includes any proposed change to the By-Laws, removal of a member from the Society, an expenditure which involves the transfer of funds from a specifically designated fund or is any matter declared by the Board to be referred to the membership for a decision.

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 Associate membership

Open to all interested persons under the age of 16. There will be no membership dues charged for this category, and there will be no voting privileges awarded.

2.1.c Lifetime membership

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.

2.2 Registration of membership shall be accompanied by such fees as may from time to time be determined by the Society Directors.

2.3 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

3.1 A member may be expelled if it is considered by 2/3 of the Society Directors that there are substantive grounds for expulsion based on the consideration of all relevant facts and circumstances.

PART 4

Executive Directors

4.1 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.
- e. The Secretary.
- f. Members at Large, the numbers of which shall be not less than four and not more than seven.

4.2 Subject to Part 4.8 all members in good standing are eligible to stand for election to the Executive Committee.

4.2. a Any candidate for the office of President must be a member of the Society Directors during 1-year period prior to their nomination to the office of President.

4.2. b The term of the office of President shall be for the period from their date of election until the following Annual General Meeting.

4.2. c An incumbent President is prohibited from holding the office of President for more than five consecutive terms.

4.3 Subject to 4.2.b. All Directors of the Society, who have completed their term of office, shall 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.

4.4 The President of the Society, on being replaced, shall continue to sit on the Society Directors for one year as Immediate Past President.

4.5 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 Societies 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 Societies Act.

4.6 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.

4.7 The Executive Committee, at their discretion, may appoint an individual to the Society Directors to fill a vacancy on the Board. Any such appointment shall be subject to ratification by the General Membership at its next meeting. Any individual who has been so appointed may exercise any and all of the rights of a Board member pending such ratification.

4.8 In order to be eligible to stand for election or appointment to any office of the Society, a member must have been in good standing for a period not less than the preceding six full calendar months.

Part 5

Election of Officers

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

5.2 Subject to Part 4.8, subsequent elections will be held at Annual General Meetings as the various terms of office expire.

5.3 Any member of the board may run for any position whose term has expired regardless if they have completed their own term, subject to any term limits outlined elsewhere in this document.

PART 6

Removal of Society Directors and/or Officers

6.1 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 provided that the decision to remove is supported by a vote of 2/3 of the members present and voting. That Director or Officer shall be entitled to speak at such a meeting. The reasons for removal are:

- 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.

6.2 A Society Director, who has been appointed to their position but that appointment is pending ratification by the General Membership, may be expelled if it is considered by 2/3 of the Society Directors present and voting that there are substantive grounds for removal based on the consideration of all relevant facts and circumstances.

PART 7

Director's Executive Meetings

7.1 Two thirds of the elected Society Directors must be present to constitute a quorum.

7.2 The Society Directors shall determine their own procedures.

7.3 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.

7.4 There shall be a minimum of six meetings of the Society Directors annually.

7.5 A President may not propose or second a motion.

7.6 The President may not vote on motions unless their vote is required to break a tie.

PART 8

Production Directors and Production Managers

8.1 The Society Directors may appoint any member to be Production Director or Production Manager. All members of the Society in good standing shall be eligible to be appointed a Production Director or Production Manager, including Directors of the Society.

8.2 The appointment of Production Director and Production Manager may be for such 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 Production Manager to commit the Society to such an understanding.

8.3 A Production Director and Production Manager are responsible to the Board.

8.4 The Society Directors shall have the overall power to dismiss a Production Director or Production Manager 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.

8.5 Any disputes arising between the Production Director, the Production Manager and the members of the Society shall be resolved by the Society Directors upon the request of either the Productions Director or the Production Manager 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.

8.6 Subject to the above, a Production Director and a Production Manager shall exercise all such overriding powers as have been granted to them by the Directors of the Society.

PART 9

Meetings

9.1 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.

9.2 The Annual General Meeting of the Society shall take place between June 30th and three months following that date. The minutes of such meetings shall be signed as being correct by the President and two Directors. The President shall ensure that a record of this meeting together with a list of the current Directors of the Society is filed with the Registrar in accordance with the Societies Act of British Columbia.

9.3 The venue of all General Meetings shall be determined by the Directors of the Society but shall be in North Vancouver and preferably in Deep Cove.

9.4 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.

9.5 Upon application and agreement by the Board, individual members may be allowed to observe meetings of the executive.

9.6 At any Annual or General Meeting of the Society, a majority of 75% of the members in good standing at that meeting is required to adopt a Special Resolution.

9.7 At any Annual or General Meeting of the Society a Quorum shall consist of 10% of all members in good standing and a motion may be passed by a simple majority. 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 present at that meeting is required to adopt a motion.

PART 10

Notice of Meetings

10.1 A minimum of thirty (30) days notice must be given of all General Meetings including the Annual General Meeting. All such notices must include the agenda and details of any Special Resolutions requiring a vote of the membership.

10.2 Notice shall be deemed to have been given to every member of the Society provided that the following procedure has been applied:

10.2.a. An attempt has been made to contact the member by telephone, or

10.2.b. A notice has been sent by electronic mail to their electronic address.

PART 11

Proxy Votes

11.1 Proxy voting is allowed at all General meetings of the Society providing the proxy vote is of a form approved by the Society Directors. Refer to Schedule "A" attached.

11.2 Every active member may delegate their voting power, by means of proxy, to another member who would normally be entitled to vote at that meeting.

11.3 No Director of the Society is allowed to hold proxy votes.

11.4 No member shall be allowed to hold more than 10 proxies at any single meeting.

PART 12

Audits and Accounts

12.1 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.

12.2 The Books and records of the Society shall be made available for the inspection of members of the Society at any reasonable time, and with reasonable notice, upon receipt of a written request to the Secretary.

12.3 Subject to Part 4.5 a Society Director will not receive remuneration for their services to the Society.

12.4 Subject to Part 4.5 a general member will not receive remuneration for their services.

12.5 Notwithstanding 13.3 and 13.4 a member is entitled to reimbursement of out of pocket expenses.

Schedule – A

Proxy

I, _____, a fully paid member in good standing of the Deep Cove Stage Society,
(full name as recorded by the Society)

hereby authorize _____ to vote on my behalf at a meeting

of the Deep Cove Stage Society to be held on _____.

Dated: _____

Signed: _____