

KEY CITY THEATRE SOCIETY

CONSTITUTION

1. The name of the Society is the Key City Theatre Society.
2. The purposes of the Society are:
 - a) to maintain and operate the theatre located at 20 14th Avenue North, Cranbrook, British Columbia;
 - b) to foster the appreciation and enjoyment of, and the participation in the full range of performing arts in the Cranbrook area.

BYLAWS

Part 1 - INTERPRETATION

1. (1) In the bylaws, unless the context otherwise requires,
 - a) "City" means the City of Cranbrook;
 - b) "Council" means the Municipal Council of the City;
 - c) "The Board" means The Board of Education, School District No. 5, Cranbrook;
 - d) "Directors" means the Directors of the Society at the time;
 - e) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - f) "Registered Address" of all members means his address as recorded in the register of members.
 - g) "Board of Directors" means the governing body of the Key City Theatre Society.

(2) The definitions in the Society 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 male person include a female person and a corporation.

Part 2 - MEMBERSHIP

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person becomes a member:
 - (a) on being appointed a director.
 - (b) on application for membership being accepted and payment of dues.
5. The annual membership dues shall be determined by the directors.

- 6.** Every member shall uphold the constitution and comply with these bylaws.
- 7.** All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.
- 8.** A person shall cease to be a member of the society:
 - (a) by delivering his resignation as a director in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months,or
 - (e) on ceasing to be an appointed director.
- 9.** (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 – MEETINGS OF MEMBERS

- 10.** General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 11.** Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12.** The directors may, when they think fit, convene an extraordinary general meeting.
- 13.** (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give 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.
- 14.** The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – PROCEEDINGS AT GENERAL MEETINGS

15. 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 appointment and 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.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at anytime during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is four directors and three members present or a greater number that the members may determine at a general meeting.

17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, 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 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 constitute a quorum.

18. Subject to section 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

19. If at a general meeting:

(a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting; or

(b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) Subject to Article 22.(4) a member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 – DIRECTORS AND OFFICERS

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:

(a) all laws affecting the society;

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

(2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25. The number of directors shall be nine.

26. (1) The Society shall have nine Directors, of whom two shall be appointed by Council. Two shall be appointed by The Board (School District). The remaining five shall be elected by and from the membership.

(2) At the first Annual General Meeting, all Directors shall retire from office and;

(a) the Board shall appoint a director to serve for a one-year term, and appoint a director to serve for a two-year term;

(b) Council shall appoint one director to serve for a two-year term and one director to serve for a one-year term;

(c) the membership shall elect 3 directors to serve a two-year term one year and 2 directors to serve a two year term the following year.

(3) Subject to No. 5 above and Sections 10 to 15 below, a Director shall retire from office at the second Annual General Meeting, following his election or appointment when his successor shall be elected or appointed.

(4) Separate elections shall be held for each office to be filled by election.

(5) An election may be by acclamation, otherwise it shall be by ballot.

(6) If no successor is elected or appointed the person previously elected or appointed continues to hold office.

27. (1) The directors, may at any time, and from time to time, appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the expiry of the term of the director being replaced, but is eligible for re-election or appointment at the meeting.

28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. (1) The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

(2) If any member of the Board of Directors shall resign his office, or without reasonable excuse shall absent himself from three or more directors' meetings, or shall be suspended or expelled from the Society, the directors shall declare his office vacated and may appoint a successor in his place to hold office until the expiry of the term of the director being replaced.

30. (1) No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

(2) The secretary and or treasurer of the Society shall not receive remuneration for holding that office.

31. No person may serve as a director for more than six consecutive years.

32. Notwithstanding anything herein contained, where a person has been a director during six consecutive years and the president at the end of the last of the six years, that person shall, in the following year, hold office as Past President and shall be entitled to notice of and to attend all meetings of directors but shall not be entitled to vote as a director.

Part 6 – PROCEEDINGS OF DIRECTORS

33. (1) The directors may meet together at the place 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 five.

(3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) A director may at any time, on the request of another director, shall convene a meeting of the directors.

34. At the first meeting of directors after any annual general meeting, the directors shall appoint a president, vice president, secretary and treasurer. The directors may also appoint such additional officers as they see fit from time to time.

35. 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 at the meeting to the newly elected or appointed director or director for the meeting to be constituted, if a quorum of directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meeting of directors shall be sent to that director; and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at a meeting of the directors shall be decided by a majority of votes.

(2) In case of an equality of votes, the chairman does not have a second or casting vote.

38. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 – DUTIES OF OFFICERS

39. (1) The president shall preside at all meetings of the society 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.

40. The vice-president shall carry out the duties of the president during his absence.

41. Duties of the Secretary:

(a) correspondence as directed by the President;

(b) notification to Board of special meetings;

(c) keep minutes of regular, special and annual general meetings and distribute to Directors, Theatre Managing Director, City of Cranbrook and School District.

41.1 Duties of Treasurer:

(a) oversee financial records and books of account to comply with the society Act;

(b) oversee financial statements and present to directors and others as required;

(c) oversee and provide financial direction to directors and others as required.

42. In the absence of the secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.

Part 8 – SEAL

43. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

44. 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 – AUDITOR

45. The society shall engage an auditor qualified to act under the Municipal Act.

46. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

47. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at then next annual general meeting.

48. An auditor may be removed by ordinary resolution.
49. An auditor shall be promptly informed in writing of appointment or removal.
50. No director and no employee of the society shall be auditor.
51. The auditor may attend general meetings.

Part 10– NOTICE TO MEMBERS

52. A notice shall be given to a member, either personally or by mail to him at his registered address, or by advertisement through the local newspaper.

53. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice has been given it is sufficient to prove the notice was properly addressed and deposited in a Canadian post office receptacle.

(1) Notice of a general meeting shall be given to:

(a) every member shown in the register of members on the day notice is given;

(b) the auditor, if Part 9 applies.

(2) No other person is entitled to receive a notice of general meeting.

Part 11 – BYLAWS

54. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

55. These bylaws shall not be altered or added to except by special resolution.

56. Borrowing Power shall be exercised according to the Society Act.

Part 12 - Dissolution

57. In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society, of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effected cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.

58. The Society shall be carried on without purpose or gain for its members and any profits or other accretions to the Society shall be used in promoting its objects.

- 59.** The Society may invest funds in any or all of the following:
- (a) Investments authorized by the Laws of Canada for the investment of funds of Life Insurance Companies;
 - (b) Any investments authorized by Section 15 of the 'Trustees Act' of the Province of British Columbia for the Investment of trust funds.
- 60.** In accordance with the Society Act, it is hereby stated that paragraphs 57, 58, and 59 of this Constitution are unalterable.