

**Bylaws of Vancouver Fringe Theatre Society (the "Society")
Presented to the Annual General Meeting October 26, 2021**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the Directors of the Society;

Board Resolution" means a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote;

"Bylaws" means these Bylaws as altered from time to time;

"Ordinary Resolution" means a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote;

"Special Resolution" means a resolution, of which the notice required by the Societies Act and these Bylaws has been provided, passed by two-thirds of the votes cast in respect of the resolution by those Members entitled to vote.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Delegation to Membership Coordinator

2.1 The Board will delegate the review and acceptance of applications for membership to a Membership Coordinator. The Membership Coordinator may be a member of staff, including the Executive Director, a Board member, a volunteer, or a committee formed for the purpose.

Application for Membership

2.2 An eligible Person may apply to the Society to become a Member as follows:

(a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society; and

(b) by submitting such information or documentation as the Membership Coordinator may require to confirm eligibility for membership; and

(c) by paying the required membership fee, in such form and manner as may be established by the Society.

Reviewing and Acceptance of Application

2.3 The Membership Coordinator, if any, shall review all applications for membership in the Society and may request the Person to provide further information or documentation in support of the application.

The Membership Coordinator may, by entering the Person's information into the membership register, accept that Person as a Member in accordance with these Bylaws.

Membership is not transferable.

Referral of Application to Board

2.4 The Membership Coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

The Board may refuse or postpone an application for membership for any reason, which in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

Duties of Members

2.5 Every Member must uphold the Constitution of the Society and must comply with these Bylaws.

Amount of Membership dues

2.6 The amount of the annual membership dues must be determined by the Board.

Member not in good standing

2.7 A Member is not in good standing if the Member fails to pay the Member's annual membership dues. Payment of dues owed will return a Member to good standing.

Voting by Members

2.8 Members must be in good standing on the date that a general meeting is called. Only members in good standing may vote at general meetings.

Termination of membership

2.9 A Person ceases to be a Member of the Society

- a) By delivering their resignation in writing to the address of the Society,
- b) On their death,
- c) On being expelled, or
- d) On the date the Society specifies when issuing the membership.

Expulsion of Member

2.10 A Member may be expelled by a Special Resolution of the Members passed at a general meeting.

The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

The Person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order
- (b) Presentation of the audited financial statements of the Society;
- (c) Presentation of reports to the meeting, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the Directors or auditor, not requiring the passing of a Special Resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4

- (a) The Board will appoint an individual to preside as the chair of a general meeting.
- (b) The chair will have the authority to determine the rules of order of the meeting.

Alternate chair of general meeting

- 3.5** If there is no Officer of the Society who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 10 voting Members.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not present,
- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time. The location of the meeting will be confirmed by e-mail to the Members and posting on the Society website. If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

Adjournments by chair

- 3.9** The chair of a general meeting may, or, if so directed by the voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.10** 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 that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.11** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;

- (f) if the meeting is an annual general meeting,
 - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint Directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.12 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting Members, except that if, before or after such a vote, 2 or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.13 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.14 Voting by proxy is not permitted.

Matters decided at general meeting by Ordinary Resolution

3.15 A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

Voting by Chair

3.16 If the Person presiding as chairperson of a General Meeting is a Member, then that Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A chairperson who is not a Member has no vote.

The chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

Proposals by Members

3.17 Members can make proposals for consideration at a general meeting if the proposal is:

- a) Written in 200 words or less.
- b) Supported by the signatures of a minimum of 20 voting Members.
- c) Received by the Executive Director of the Society at least 7 days before the meeting date, and
- d) Not considered in either of the previous 2 calendar years before the current meeting.

PART 4 – DIRECTORS

Number of Directors on Board

4.1 The Society must have no fewer than 5 and no more than 12 Directors.

Invalidation of Acts

4.2 No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

Election or appointment of Directors

4.3 The Board will appoint a committee to recommend Members for election to the Board of Directors. The recommended candidates must be approved by a vote of the Members at the annual general meeting.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board.

Term of appointment of Directors

4.5

- a) The Directors are elected for specific terms, which are set by the Board of Directors.
- b) Directors' terms end at the conclusion of the Annual General Meeting in the year that their term expires.
- c) An individual Director can serve no more than 8 consecutive years, unless the Board determines that it is in the best interest of the Society to approve by board resolution a one-time extension of no more than 2 years.

- d) A Director appointed outside of the annual general meeting holds office only until the conclusion of the next annual general meeting of the society but is eligible for re-election at that meeting. That election will start the Director's first term.
- e) Directors may request, and may be granted at the discretion of the board, a leave of absence, not to exceed one year.

Removal of Directors

4.6 A Director may be removed before the expiration of their term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than 7 days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution. The Board may, in its discretion, appoint a replacement to fill the resulting vacancy.

Ceasing to be a Director

4.7 A Person will immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - i. the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
 - ii. the effective date of the resignation stated therein; or
- (b) upon the expiry of their term, unless re-elected; or
- (c) upon the date such Person is no longer qualified pursuant to the Act
- (d) upon their removal; or
- (e) upon their death.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ meeting

5.1 A Directors’ meeting may be called by the president or by any 2 other Directors.

Notice of Directors’ meeting

5.2 At least 2 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors’ meetings

5.4 The Directors may regulate their meetings and proceedings as they think fit.

5.5 Resolutions circulated by e-mail and approved by a majority of Directors by return e-mail and placed with the minutes of the Directors meetings is as valid and effective as if regularly passed at a meeting of Directors.

Quorum of Directors

5.6 The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.

Director Conflict of Interest

5.7 A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) may not vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and

- ii. in any case, during the vote on the contract, transaction or matter; and
- (e) will refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Societies Act or these Bylaws.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 At each meeting of the Board immediately following an annual general meeting, the Board will elect officers to the following Board positions, and a Director, other than the president, may hold more than one position:

- (a) president;
- (b) secretary;
- (c) treasurer;
- (d) one of vice-president or past-president

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of vice-president or past-president

6.4

- (a) The vice-president or past-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- (b) The board will have either a vice-president or past-president at any given time. A vice-president is elected one year prior to the end of a president's two year term. At the end of the president's term, the vice-president succeeds the president who will move to the role of past-president for one year.

Role of secretary

- 6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and Directors' meetings;
 - (b) taking minutes of general meetings and Directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) maintaining the register of Members; and
 - (f) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

- 6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the Members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 7 – SENIOR MANAGERS

Appointment of Senior Managers

- 7.1** The Board may, by Board Resolution, appoint an Executive Director and may appoint other Senior Managers as it determines necessary from time to time.

7.2 The Board is responsible to supervise all Senior Managers in the performance of their duties.

Executive Director

7.3

- (a) The Executive Director will manage the affairs of the Society and shall be responsible for the administration of the Society. The Executive Director will direct and manage the Society's office and personnel. The Executive Director will have such other duties and responsibilities as determined by the Board.
- (b) The Executive Director shall regularly report to and advise the Board on all matters relevant to the affairs of the Society.
- (c) The Executive Director shall be a non-voting attendee of meetings of the Board of Directors.

Removal of Senior Manager

7.4 A Person may be removed by Board Resolution.

PART 8 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

8.1 These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

Signing authority

8.2 The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign on behalf of the Society.

Purchase of Insurance

8.3 The Society may purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

PART 9 – BY-LAWS

Special Resolution required to Alter Bylaws

9.1 These Bylaws will not be altered except by Special Resolution.

PART 10 – INSPECTION OF DOCUMENTS AND RECORDS

10.1 The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of Directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director or of the Executive Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to examine any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

PART 11 – DISSOLUTION OF THE SOCIETY

- 11.1** In the event of dissolution or liquidation of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be transferred to a qualified recipient under the Act that serves the theatre community in British Columbia. In the case of a voluntary dissolution or liquidation, the Board will choose the recipient of these funds and assets by ordinary resolution. In the case of a court-ordered liquidation and dissolution, the liquidator will choose the recipient of these funds and assets.