

**BY-LAWS  
OF KING'S THEATRE SOCIETY**

**DEFINITIONS**

1. IN THESE *By-laws* unless there be something in the subject or context inconsistent therewith:

(a) "Society" means King's Theatre Society

(b) "Registrar" means the Registrar of Joint Stock Companies

(c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**SOCIETY MEMBERSHIP**

2.

(a) The subscribers to the *Memorandum of Association*, being those twelve persons duly appointed by the Town Council on January 22, 1987 were the initial Board Members, and their names were entered into the Register of Members accordingly.

(b) For the purpose of registration, the number of members of the Society is unlimited.

(c) Every member of the Society shall be entitled to attend, and to vote at, the Annual General Meeting of the Society and to hold any office.

(d) Membership in the Society shall not be transferable.

(e) To become a member of the Society, a person shall pay an annual fee to be determined by the Board according to its membership structure.

(f) Entry of the name and address of an individual in the Registry of Members by action, or under the authority of the Secretary shall constitute an admission to membership of the Society.

(g) Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, the member resigns membership; or if the member ceases to qualify for membership in accordance with these *By-laws*.

**POLICIES OF THE SOCIETY**

3. The policies of the Society shall be formulated by the Board of Directors. The Board of Directors has ultimate authority in all matters pertaining to the management of the Society's resources.

(a) The implementation, expansion and development of the cultural programmes of the Society shall be subject to review by the Board of Directors at all times.

(b) The Board of Directors may establish from time to time such Standing or Ad Hoc Committees as may be necessary to carry out the objectives of the Society. The power and duties of such Committees shall be determined by the Board of Directors. The Chair of Committees may be invited to meetings of the Board of

Directors but they shall not be entitled to vote if they are not already Directors of the Society. A committee shall have at least one Board member on it.

#### **FISCAL YEAR**

4. The fiscal year end of the Society shall be December 31 in each and every year.

#### **ANNUAL GENERAL MEETING**

5.

(a) The Annual General Meeting of the King's Theatre Society shall be held where feasibly possible within the first ninety (90) days after the end of the fiscal year and upon completion of the Auditors review.

(b) All King's Theatre Society members who have attained the age of sixteen (16) years shall be entitled to vote.

(c) The Secretary of the Society shall arrange for at least a two (2) week notice of the date, place and time of such meeting by means of newspaper, posters, radio, *King's Theatre Newsletter*, electronic mail, or other means as determined by the Board of Directors.

(d) At each Annual General Meeting the following items of business shall be dealt with:

i. *Minutes of Proceedings* of the Annual General meeting of the previous year (See *By-Law 5(i)*);

ii. *review and adoption of the Annual Report of the Chair of King's Theatre, Report of the Theatre Manager, Reports of Directors, and Reports of Committees;*

iii. review and adoption of financial statements and the *Auditor's Report;*

iv. appointment of the Auditor for the coming year;

v. presentation of the slate of candidates for Director and election of same for the coming term;

vi. any future business as is deemed appropriate by the Board of Directors;

(e) The election of Board of Directors shall commence with a slate of candidates proposed by the Nominating Committee. Nominations from the floor may also be proposed. Such nominations shall be seconded, and then voted on by members present at the meeting.

(f) The Annual General Meeting of the Society shall be governed, in so far as it is practicable, by parliamentary rules of orders, unless otherwise provided for in the *Memorandum of Association* or the *By-Laws*.

(g) No proxy voting at any meeting is permitted.

(h) Questions arising at any meeting shall be decided by a simple majority. In the event of a tie vote, the Chair shall cast the deciding vote.

(i) Given that the Annual General Meeting is held once a year and that matters may arise from those proceedings that the Board may be tasked to act upon, at the end of the Annual General Meeting, the

Chair shall propose a motion seeking permission of the membership allowing the Board of Directors to approve and pass the *Minutes of Proceeding* for that Annual General Meeting. These *Minutes of Proceedings* shall be included with the Annual General Meeting package at the next Annual General Meeting.

### **COMPOSITION OF THE BOARD OF DIRECTORS**

6. The composition of the Board of Directors shall be as follows:

- (a) Unless otherwise decided by an Annual General Meeting of members, the number of Directors shall be not fewer than eight (8) and not more than twelve (12). Affiliated organizations, with the approval of the Board of Directors, may appoint a representative on the Board of Directors. (e.g. the Town of Annapolis Royal). Terms of membership of such a representative shall be determined by the Board of Directors. This shall include length of term, voting rights and various other responsibilities and duties determined by the Board of Directors.
- (b) Liaison(s) shall be maintained with cultural organizations within the community who may wish to send observers to any King's Theatre meetings.
- (c) Each Director must have attained the age of nineteen (19) years before the date of election or appointment.
- (d) The Past Chair of the Board of Directors, Theatre Manager and/or other Theatre staff as determined by the Board of Directors shall be Ex-Officio, non-voting members of the Board of Directors.
- (e) The Board of Directors shall be elected from the membership at the Annual General Meeting in the manner hereafter prescribed in these By-Laws. (See *By-Law 5(e)*)

### **DIRECTORS**

7. Every Director other than the Chair and Ex-Officio member(s) shall have one vote. In the event of a tie, the Chair shall cast the deciding vote.

- (a) Directors shall be elected by members of the Society at each Annual General Meeting as outlined in the *By-Law 5(e)*.
- (b) Any Director missing three (3) consecutive meetings shall be sent a letter asking whether they intend to continue serving in their capacity as a Director. If no reply is received by the Secretary within ten (10) days, the Board of Directors may consider the position vacant.
- (c) All Directors shall hold office until the dissolution of the Annual General Meeting at which time the new Directors are elected.
- (d) The Society may by *Special Resolution*, remove any Director before the expiration of their term of office and appoint another member in their stead. The newly appointed Director shall hold office for the remainder of the term of office of the Director they are replacing.
- (e) In the event that a Director resigns from office or ceases to be a member of the Society, the seat on the Board automatically becomes vacant. That vacancy may be filled by the Board, from within the membership, for the unexpired portion of the exiting Director's term up to the next Annual General Meeting. (See *By-Law*

9(d)). If the vacated seat was held by the representative of an affiliated organization, that organization is responsible for replacing its representative.

(f) In the event that additional Directors are necessary up to the aforesaid maximum, the existing Board of Directors may make the appointments.

## **OFFICERS**

8. The Officers of the Society shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer.

(a) The Chair:

- i. shall have general supervision of the activities of the Society;
- ii. shall preside at all Directors, General, Extraordinary, and Annual General meetings;
- iii. may be an Ex-Officio member of all Committees, unless otherwise determined by a special vote by the Board of Directors for that year;
- iv. shall perform such other duties as may be determined and assigned by the Board of Directors.

(b) The Vice Chair:

- i. shall assume duties of the Chair should they be unable to undertake them.
- ii. shall perform such other duties as may be determined and assigned by the Board of Directors.

(c) The Secretary:

- i. shall keep the *Minutes of Proceedings* of all meetings – Directors, General, Extraordinary and Annual;
- ii. shall prepare, compile and make available for Directors and members of the Society, a package of Annual Reports for the Annual General Meeting;
- iii. shall perform such other duties as may be determined and assigned by the Board.

(d) The Treasurer:

- i. shall ensure that the financial records of the Society are properly kept, managed and reported on;
- ii. shall ensure that bills and invoices for payment are duly examined;
- iii. shall undertake, in the absence of a Theatre Manager, to maintain the management of financial records of the Society, examination of bills and invoices for payment and assume the general responsibility for the finances of the Society;
- iv. shall perform such other duties as may be determined and assigned by the Board of Directors.

(e) No board member can simultaneously hold more than one officer position.

## **TERM OF OFFICE**

9.

(a) The term of office for Directors shall be two years, for a maximum of four years with the exception of the past Chair who may serve for a fifth year as an ex-Officio, non-voting member of the board for a term of 1 year.

(b) Members who serve for four years on the Board of Directors may reoffer their name for consideration as Director, after one year of being off the Board.

(c) Only one (1) member per household shall be permitted to serve on the Board of Directors at any one time.

(d) If a vacant Director position is filled from the membership (See *By-law 7(e)*) that individual's term will expire at the next Annual General Meeting. Should that Director wish to remain on the Board of Directors, their name shall be entered on the Nominating Committee's slate of candidates for consideration and election by the membership

### **POWERS OF DIRECTORS**

10. The Management of the activities of the Society shall be vested in the Directors. In addition to the powers and authorities articulated in these *By-Laws* or otherwise expressly conferred upon them, Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in a general meeting. In particular:

(i) the Directors shall have power to engage a Manager(s) and to determine the duties, responsibilities, and the remuneration of the Manager(s);

(ii) the Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide are warranted.

### **NOMINATING COMMITTEE**

11. Two months prior to the Annual General Meeting the Directors shall appoint a Nominating Committee, consisting of three members of the Society. The Chair of the Committee shall be a Director of the Board. It shall be the duty of the Committee to bring forth a slate of candidates for election to the Board of Directors at the Annual General Meeting.

### **BOARD OF DIRECTORS MEETINGS**

12. Meetings of the Board of Directors shall be held at least six (6) times per year or as often as the business of the Society may require. Meetings shall be called by the Chair. Notice of all meetings of the Board of Directors, shall be given, with at least one (1) week's written or oral notice of the time, date, and place of the meeting. Non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

(a) A Board of Directors Meeting shall be held immediately following the Annual General Meeting to elect from the new Board of Directors, Officers of the Society for the coming year. Those to be elected are: a Chair, Vice-Chair, Secretary and Treasurer.

(b) Thereafter, the Board of Directors shall meet at least six (6) times per year. Other meetings deemed necessary may also be held.

i. The Chair or designate shall preside over each meeting.

ii. The Secretary shall record the *Minutes of Proceedings* of each meeting and distribute same to the Directors.

iii. The Secretary shall give at least one (1) week's written or oral notice of the date, time and place of each meeting, to all Directors.

(c) All motions, other than those requiring the sanction of a *Special Resolution* (See *By-Law 1(c)*) or dealing with the expulsion of a Director, shall be determined by a majority vote. Every voting Director, except the Chair, (See *By-Law 7*) shall have one vote. In the event of a tie, the Chair shall cast the deciding vote.

(d) A quorum of 50% of the Board of Directors shall be required to constitute a meeting. A quorum must be present no later than one half hour after the appointed meeting time, or the meeting shall be adjourned to a later date. Such re-scheduled meeting shall require proper notice.

### **GENERAL MEETINGS**

13.

(a) The Chair of the Society shall preside as Chair at every meeting of the Society.

(b) If the Chair cannot attend, the Vice-Chair shall preside.

If the Chair or Vice-Chair cannot attend a meeting then the members present shall choose a designate from the members present to preside as Chair.

(c) No business shall be transacted at any General Meeting of the Society unless a quorum of members is present. A quorum shall consist of twelve (12) members.

(d) At any General Meeting all motions shall be discussed and voted on by the members present. A vote shall be determined by a show of hands. The Chair will indicate the result of the vote.

(e) If a poll is requested at a General Meeting, it must be supported by three (3) members who are present. The result of such poll shall be deemed to be a *Resolution* of the Society in General Meeting.

### **EXTRAORDINARY MEETINGS**

14.

(a) An Extraordinary Meeting of the Society may be called at any time by the Chair or by the Directors if requested in writing by at least twenty-five per cent (25 %) of the members of the Society.

(b) Three (3) days' notice specifying the date, time, place and nature of the business to be discussed at the Extraordinary Meeting shall be given to the members of the Society.

(c) If within one-half hour from the time appointed for the Extraordinary Meeting a quorum of members is not present, the meeting, shall be dissolved. In any other type of meeting, the meeting shall stand adjourned

to such time and place as a majority of the members present shall direct. If at the next appointed time and place a quorum of member is not present, the meeting shall be adjourned sine die.

## AUDIT OF ACCOUNTS

15.

(a) The Auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting. On failure of the members to appoint an Auditor, the Directors may do so.

(b) The Board of Directors shall present a written report regarding the financial position of the Society. This report shall contain a *Balance Sheet* and *Financial Statement(s)*.

(c) The Auditors shall present a written report to members at the Annual General Meeting, based on the *Balance Sheet* and *Financial Statement(s)* prepared by the Treasurer.

(d) In the *Audited Report*, the Auditor shall state, in their opinion, whether the *Financial Statements* are a full fair, true and correct view of the Society's affairs.

(e) The Auditor's report shall be distributed at the Annual General Meeting.

(f) A copy of the balance sheet, showing the general particulars of the Theatre's liabilities and assets and a *Statement of Income and Expenditure* audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General meeting in each year as required by law.

## MISCELLANEOUS

16.

(a) The Society shall file with the Registrar, along with its Annual Report, a list of the Board of Directors and officers with their addresses, occupations and dates of appointment or election within fourteen (14) days of a change.

(b) The Society shall file with the Registrar a copy in duplicate of every *Special Resolution* (including a resolution pursuant to *By-Law 7(d)*) within fourteen (14) days after the *Special Resolution* is passed.

(c) The Seal of the King's Theatre Society may be affixed to any document upon *Resolution* of the Society and will be held in the custody of the Secretary.

(d) The books and records of the Society may be inspected by any Society member at any reasonable time at the Registered Office of the Society and by any member of the community at any reasonable time at the Registered Office of the Society after having given two (2) days prior written notice to the Secretary.

(e) Contracts, deeds, bills of exchange and other instruments and documents shall be executed on behalf of the Society by the Chair, Secretary, Treasurer or Theatre Manager or any two of them, or otherwise as prescribed by a Resolution of the Society.

(f) The borrowing powers of the Society shall be exercised by a *Special Resolution*.

(g) In these *By-Laws*, where the context so requires, the singular may include the plural and masculine, feminine and neuter genders may be interchanged.

## **AMENDMENT OF BY-LAWS AND/OR MEMORANDUM OF ASSOCIATION**

17. Amendment to the *Memorandum of Association* and/or *By-Laws* of the Society may be made at an Annual General Meeting passed by not less than three-fourths of the Society members present, provided that the meeting has been advertised fourteen (14) days prior to meeting. *Resolution* to change or amend the *By-Laws* must be advertised to the membership prior to the meeting.



As Amended April 16, 2016