

RICHMOND GATEWAY THEATRE SOCIETY

BY-LAWS

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PART 1 – DEFINITIONS

1.1 In these By-laws:

- a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
- b) **“Board”** means the directors of the Society;
- c) **“By-laws”** means these By-laws as altered from time to time.
- d) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical to, a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- e) **“Member”** means a member of the Society as set out in Sections 2.1 2.2 and 2.3.
- f) **“Society”** means the Richmond Gateway Theatre Society
- g) **“Special Resolution”** means a resolution of the members passed by at least two-thirds of the votes cast at a meeting of the Members or cast by voting by mail or other means of communications, including e-mail or other electronic means.

Definitions in Act apply

1.2 The definitions in the Act apply to these By-laws.

Conflict with Act or regulations

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

PART 2 - MEMBERS

Membership

- 2.1 An applicant shall become a member upon payment of an annual contribution as set out in the membership policy.
- 2.2 Members may include individuals, associations, organizations or corporations, provided that associations, organizations or corporations shall appoint one representative to act as member on its behalf and shall be entitled to only one vote, as set out in Section 3.19, at any meeting of the members.

2.3 Notwithstanding Sections 2.1 and 2.5, the City of Richmond shall be an ex officio member of the Society with no obligation to pay an annual contribution.

Duties of Members

2.4 Every member must uphold the constitution of the Society and must comply with these By-laws.

Annual contribution

2.5 The annual contribution required for membership, if any, shall be determined by the Board.

Member in good standing

2.6 A Member shall be deemed to be in good standing when such member has paid his or her annual contribution.

Member not in good standing may not vote

2.7 A voting member who is not in good standing
(a) may not vote at a general meeting, and
(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.8 A person's membership in the Society is terminated if the person does not pay the annual contribution.

2.9 The Directors shall have the power, by a vote of the majority of the Board, to expel any member whose conduct the directors shall have determined to be improper, unbecoming or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Constitution or By-Laws of the Society. No members shall be expelled without having first been notified of the charge or complaint against them, and without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose.

PART 3 – GENERAL MEETINGS OF THE MEMBERS

Time and place of meetings of the Members

3.1 A general meeting of the Members must be held at the time and place within the City of Richmond that the Board determines.

- 3.2 The annual meeting of the Members shall be held within 180 days of the fiscal year end in each year.
- 3.3 The chair or the vice chair or any two directors shall have the power to call at any time a special meeting of the Society and a special meeting of the Society shall be called upon the written request of ten percent (10%) of the members.
- 3.4 The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

Ordinary business at general meeting

- 3.5 At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor; and
 - (f) business arising out of a report of the directors not requiring the passing of a Special Resolution.

Notice of special business

- 3.6 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.

Notice, waiver of notice and effect of error or omission

- 3.7 As set out in the Act, written notice, by either paper or electronic means, of the date, time and location of a general meeting of the Members shall be sent to every Member of the Society by not less than 14 days before the meeting.
- 3.8 Any Member of the Society may at any time waive the Member's entitlement to notice of a general meeting or agree to reduce the period of notice. Attendance of a Member at a meeting is a waiver of the Member's entitlement to notice of the meeting unless the

Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 3.9 No error or omission in giving notice of any general or special meeting of the Members shall invalidate any proceedings at the meeting.

Chair of general meeting

- 3.10 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual appointed by the Board as the chair of the Board;
 - (b) if the individual appointed by the Board as the Chair of the Board is unable to preside, then any one of the following may chair the meeting:
 - (i) the Vice Chair, or
 - (ii) the Secretary, or
 - (iii) one of the other directors present at the meeting.

Alternate chair of general meeting

- 3.11 If there is no individual entitled under these By-laws 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

- 3.12 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.
- 3.13 The quorum for the transaction of business at a general meeting is 15 voting members.
- 3.14 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 a time and place determined by the Chair and 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.
- 3.15 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.16 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

- 3.17 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

- 3.18 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; and
 - (h) terminate the meeting.

Voting of Members

- 3.19 Each Member of the Society, in good standing, shall at all meetings of the Society be entitled to one vote. Every question shall be decided by a majority of the votes of the members present unless otherwise specifically provided by the Act or by these by-laws.

Methods of voting

- 3.20 At a general meeting, voting must be by a show of hands, an oral vote, by way of Electronic Means, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two 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

- 3.21 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 permitted

- 3.22 A voting member may appoint a proxy holder, who must be a Member of the Society, in writing. The proxy is valid only at the meeting for which the appointment is given or at any adjournment of that meeting and may be revoked at any time

Matters decided at general meeting by ordinary resolution

- 3.23 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 By-laws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors and term of office

- 4.1 The Board of Directors shall consist of a minimum of eleven (11) and a maximum of thirteen (13) Directors. A maximum of Three (3) Directors shall be appointed by the City of Richmond and their term of office shall be effective from the date of notice in writing of the appointment received by the chair or vice-chair. The remaining Directors shall be elected by the membership at large at the Annual General Meeting and their term of office shall be effective from the date of the Annual General Meeting.
- 4.2 All terms shall generally be for two (2) years unless otherwise noted. No Director may hold office for more than four two-year terms consecutively.
- 4.3 A City of Richmond Councillor shall be appointed every year as a non-voting City of Richmond Liaison.

Vacancies on the Board

- 4.4 The Board may, at any time, appoint a director to fill a vacancy of a director nominated by the membership that arises as a result of the resignation, death, removal or incapacity of such a director during the director's term of office.
- 4.5 Any vacancy of a Director nominated by the City of Richmond may be filled by the City of Richmond.

- 4.6 A director appointed by the Board or the City of Richmond to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Director must be Members and otherwise qualified

- 4.7 All Directors must become Members of the Society.
- 4.8 All Directors must meet the qualifications set out in the Act.

Removal from office

- 4.9 A Director may be removed from office by special resolution and another Director may be appointed to serve during the balance of the term as set out in Sections 4.4 and 4.5.

PART 5 – DIRECTORS’ MEETINGS

Calling and notice of directors’ meeting

- 5.1 A directors’ meeting may be called by the chair or by any two (2) other directors.
- 5.2 At least two 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.

Quorum of directors

- 5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

Voting of directors

- 5.6 Questions arising at any meeting of Directors shall be decided by a majority of votes.

Meetings by electronic means

- 5.7 A meeting may be held entirely by electronic means provided that all participants can

communicate adequately with one another.

Resolution in writing

- 5.8 A resolution in writing signed by a majority of the Directors personally or by valid email held by the Director shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

PART 6 – BOARD COMMITTEES

Creating committees

- 6.1 In addition to the Committee which must be created by the Board under Section 6.3, the Board of Directors may create such committees as it shall deem necessary. Each committee will have a written mandate which is included in the Gateway Board Terms of Reference, referred to in Part 16.
- 6.2 Except as provided in Section 6.3, the chair and the members of each committee will be those directors, or where the committee mandate permits those community representatives, who are appointed by the Board upon consideration of any recommendation by the chair. A committee member or committee chair may be removed or replaced by the Board.

Committee for purpose of preparing annual meeting slate

- 6.3 The Board must create a committee that will be charged with preparing and proposing to the annual meeting a list of names of members who have consented to serve, in an elective capacity, on the Board of Directors. Such Committee may carry out such other activities as the Board includes in its mandate. The Chair of the Board shall be a member of this Committee but shall not be chair of this Committee.

Proceedings of committees

- 6.4 The provisions related to proceedings at directors meeting set out in Sections 5.2 through 5.7 will apply mutatis mutandis to all meetings of committees.

PART 7 – INDEMNITY

- 7.1 Subject to the Act, all present or former Directors of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that all Directors of the Society and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Directors sustain or incur in or about any action, suit or

proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their offices, and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.

PART 8 – BOARD AND SOCIETY POSITIONS

Election or appointment to Board positions

- 8.1 Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position:
- (a) chair;
 - (b) vice-chair;
 - (c) secretary; and
 - (d) treasurer.
- 8.2 The chair, vice-chair, secretary and treasurer shall be elected by the Board of Directors from among their number at the first Board meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, the then incumbent, being a member of the Board, shall hold office until a successor is elected.

Role of chair

- 8.3 The chair of the Board is responsible for supervising the other directors in the execution of their duties.
- 8.4 The chair shall be a member of the committee described in Section 6.3 and an ex officio member of all committees of the Society.

Role of vice-chair

- 8.5 The vice-chair of the Board is responsible for carrying out the duties of the chair if the chair is unable to act.

Role of secretary

- 8.6 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) filing the annual report of the Society and making any other filings with the registrar under the Act.

- 8.7 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

- 8.8 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) providing to the Board of Directors, no less than quarterly, a copy of the financial statements and a report, either oral or written, on the financial position of the Society;
 - (e) making the Society's filings respecting taxes.

Appointment of senior managers

- 8.9 The Board of Directors may appoint one or more senior managers, as they deem necessary, to exercise the directors' authority to manage the activities or internal affairs of the Society as set out in the Act.

PART 9 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 9.1 The members of the Board of Directors shall receive no remuneration for acting as a director, but the Society may, subject to the Act, reimburse a director for expenses occurred in conducting activities on behalf of the Society or remunerate a director for services provided by the director to the Society in another capacity.

Signing authority

- 9.2 A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the chair, together with one other director,
 - (b) if the chair is unable to provide a signature, by the vice-chair together with one other director,
 - (c) if the chair and vice-chair are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
- 9.3 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness to be issued by the Society must be signed on behalf of the Society:

- (a) by the chair or the vice-chair and by the treasurer, or
- (b) by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

PART 10 – BORROWING

- 10.1 The directors may, for the purpose of carrying out the objects of the Society, borrow or raise or secure the payment of money in such manner as they think fit, subject to the Act.
- 10.2 The Society shall not issue a debenture unless the issuance of the debenture is authorized by a special resolution as defined.

PART 11- APPOINTMENT OF AUDITOR AND FINANCIAL RECORDS

Appointment of auditor

- 11.1 The members shall, at each annual general meeting, appoint an auditor or auditors to hold office until the next annual general meeting. The directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues, the surviving or continuing auditor or auditors (if any) may act.

Report to members

- 11.2 The auditors shall make a report to the Members and directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any annual meeting during their tenure of office, and the report shall state:
 - (a) Whether or not they have obtained all the information and explanations they have required, and
 - (b) Whether, in their opinion, the balance sheet referred to in that report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, as shown by the books of the Society;

Right of access and to attend meetings

- 11.3 Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanations as may be necessary for the performance of the duties of auditor.
- 11.4 The auditors of the Society are entitled to attend any meeting of Members of the Society at which any accounts that have been examined or reported on by them are to be laid before the Members for the purpose of making any statement or explanation they desire

with respect to the accounts.

Rights and duties time period

- 11.5 The rights and duties of an auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts and vouchers was made or, where no audit has been made, to the date on which the Society was incorporated.

PART 12 – CORPORATE SEAL

- 12.1 The Board of Directors may adopt a seal which shall be the common seal of the Society.
- 12.2 The common seal of the Society shall be under the control of the directors, and the responsibility for its custody and use from time to time shall be determined by the directors.

PART 13 – RECORDS

Maintaining records

- 13.1 The directors shall see that all necessary books and records of the Society required by the By-Laws, the Act or by any other applicable statute or law are regularly and properly kept.
- 13.2 The books of account shall be kept at such place in British Columbia as the directors think fit, and shall at all times be open to inspection by the directors.

Inspection by members

- 13.3 Members may inspect the records of the Society required to be kept as set out in Section 20 of the Act without charge except that no Member or other person (not being a Director) shall have the right to inspect accounting records and records of directors' proceedings as permitted under Section 24(2)(b) and 24(4) of the Act. The Society may impose a reasonable fee for providing a copy of a record subject to the provision of the Act and its regulation.
- 13.4 The Board of Directors may restrict, by a directors' resolution, inspection of the membership list of the Society if the directors are of the opinion that this would harm the interests of the Society or one or more of its members subject to the provisions set out in the *Act*.

PART 14 - GENERAL

Amendment of By-laws

- 14.1 The By-Laws of the Society shall not be altered or added to except by a special resolution of the Society.

Fiscal year

- 14.2 The fiscal year of the Society shall terminate on the 30th day of June in each year and the financial statements of the Society's affairs for presentation to the members at the annual meeting shall be made up to that date.

Interpretation

- 14.3 Any procedure or order not covered in these By-Laws shall be governed by the parliamentary procedure of the Canadian House of Commons.

PART 15 - DISSOLUTION

- 15.1 Upon a winding-up or dissolution of the Society, after:
- (a) payment of all costs, charges, and expenses properly incurred in the winding –up or dissolution, including the remuneration of a liquidator;
 - (b) payment to employees of the Society or any arrears of salaries or wages; and
 - (c) payment or provision of any other debts and liabilities of the Society, the remaining assets shall be paid, transferred and delivered to a charitable organization (or organizations) in the Province of British Columbia, registered under the provisions of the Income Tax Act, and concerned with or promoting the same objectives of the Society, which shall be designated by an Ordinary Resolution of the members of the Society.

PART 16 - GATEWAY BOARD TERMS OF REFERENCE

- 16.1 The Board will comply with the Gateway Board Terms of Reference as approved by the Board from time to time except to the extent that they are inconsistent with the provisions of these By-laws, the Constitution or the Act.

PART 17 – NON-PROFIT SOCIETY

- 17.1 The Society will be carried on without purpose of gain for its members, and any profits or other gains to the Society shall be used in promoting its purposes.