

SPECIAL RESOLUTION OF THE MEMBERS OF GRANDE PRAIRIE LIVE THEATRE SOCIETY

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. A sitting Board member cannot submit/direct a play while serving on the Board.

SAMPLE

SPECIAL RESOLUTION OF THE MEMBERS OF GRANDE PRAIRIE LIVE THEATRE SOCIETY

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Grande Prairie Live Theatre Society shall undertake an independent governance audit, to be conducted by a qualified external professional with expertise in nonprofit governance.
2. All reasonable costs associated with the governance audit shall be paid by the Society, including fees for the auditor, administrative support, and any required external consultation.
3. The governance audit shall include, at minimum, the following scope:
 - Review of governance structure and compliance, including bylaws, board policies, decision-making processes, dispute resolution mechanisms and adherence to fiduciary duties under the Societies Act.
 - Assessment of board/staff relationships and organizational culture, including communication practices, role clarity, and the board's handling of concerns or complaints.
4. The Board of Directors shall fully cooperate with the governance audit, including providing access to relevant documents, policies, and minutes, subject to legal and privacy requirements.
5. A summary of findings and recommendations shall be shared with the membership within 10 days of the auditor's final report being delivered to the Board.
6. Reasonable attempts will be made to ensure the Board receives the final report at least 60 days in advance of the Society's AGM in September.
7. The Board will pause efforts to hire a permanent General Manager until the audit has concluded and findings are submitted to members.

SPECIAL RESOLUTION OF THE MEMBERS OF GRANDE PRAIRIE LIVE THEATRE SOCIETY

WHEREAS the membership has approved the implementation of an independent governance audit, and

WHEREAS the selection of an auditor must be impartial and representative of both the Board and the general membership,

THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. A **Governance Audit Selection Committee** (“the Committee”) shall be established for the purpose of identifying, evaluating, and recommending an independent auditor to conduct the governance audit approved by Special Resolution.
2. The Committee shall be composed of:
 - **Two (2) current members of the Board of Directors**, appointed by the Board; and
 - **Two (2) general members of the Society not currently serving as Board members**, elected by the membership at this meeting.
3. The Committee shall:
 - Develop criteria for selecting a qualified, independent governance auditor.
 - Solicit proposals or quotations from suitable candidates.
 - Select a preferred auditor upon unanimous consent of the Committee.
4. The Committee shall dissolve automatically upon the approval of the selected auditor.