The Societies Act of Alberta

BYLAWS OF THE GRANDE PRAIRIE LIVE THEATRE SOCIETY

Filed 2026 September 20

ARTICLE 1. Designation

1.01. The official name of the Society shall be Grande Prairie Live Theatre Society (hereinafter referred to as the Society).

1.02. For purposes of advertising and promotion, the Society may utilize the assumed name of Grande Prairie Live Theatre. However, the official name shall be the binding corporate name to transact business.

ARTICLE 2. Incorporation

2.01. Whereas the Grande Prairie Live Theatre Society is registered under the *Societies Act, RSA 2000, c S-14*, the following bylaws are enacted to govern the management and affairs of the Society.

2.02. The Grande Prairie Live Theatre Society is a registered charity with the Canada Revenue Agency and shall maintain its charitable status in accordance with the requirements of the *Income Tax Act (Canada)*.

ARTICLE 3. Objects

3.01. To provide cultural entertainment for the general public in the Grande Prairie area by producing musical plays, operettas, drama and other live performances of similar nature.

3.02. To give members of the general public in the Grande Prairie area the opportunity to develop their talents in and appreciation of cultural entertainment by participating as cast members, crew members, or in any other capacity, in the production and performance of musical plays, operettas, drama, and other live performances of similar nature.

ARTICLE 4. Authority

4.01. The bylaws shall be the primary governing document of the Society.

4.02. The bylaws shall set forth the foundation for the structure, operation, and governance of the Society.

4.03. The bylaws shall take precedence over any policies or procedures of the Society, which shall not conflict with these bylaws.

ARTICLE 5. Definitions

In the bylaws of the Society, unless the context otherwise requires:

(a) "*Act*" means the *Societies Act, RSA 2000, c S-14*, and any statute that may be substituted for it, as amended from time to time;
(b) "board" means the board of directors of the Society;
(c) "bylaws" means these bylaws and all amendments, additions, deletions or replacements from time to time in force and effect;
(d) "director" means a member of the board of directors of the Society;
(e) "entity" means a corporation, a trust, a partnership, a fund, or an unincorporated organization;
(f) "member" means a member of the Society;
(g) "officer" means the president, a president elect, a vice-president, the secretary, the treasurer, and any other individual designated as an officer of the Society by bylaw or by resolution of the directors, or any other individual who performs functions for the Society similar to those normally performed by an individual occupying such an office;
(h) "person" means an individual or an entity;
(i) "regulations" means regulations prescribed under the *Act*;
(j) "Society" means Grande Prairie Live Theatre Society;
(k) "special resolution" means a resolution that is submitted to a general meeting or a board meeting and passed at the meeting by at least two-thirds (2/3) of the votes cast;
(l) "trading area" means the geographic area or areas in which the Society carries on its business activities.

5.02. Words and expressions defined in the *Act* have the same meanings when used in these bylaws.

5.03. Words expressing the singular number include the plural and vice versa; words expressing gender include the masculine, feminine and neuter genders.

5.04. If the bylaws and the *Act* or regulations conflict or are inconsistent, the *Act* and regulations govern.

ARTICLE 6. Membership

6.01. Open Membership

Subject to the qualifications in 6.02 to and including 6.05, membership in the Society is open to all persons who can reasonably use the services of the Society and meet the responsibilities of membership.

6.02. Application for Membership

A person who wishes to become a member must submit to the Society;

(a) a written application for membership in the form provided by the Society for that purpose; and

(b) accompanying evidence satisfactory to the Society demonstrating that the applicant has met the applicable membership requirements as set out in section 6.4.

6.03. Age Qualification

To be eligible for membership in the Society, an individual must be at least sixteen (16) years of age.

6.04. Membership Criteria

Membership shall include all individuals who meet one (1) or more of the following criteria:

(a) Payment at least thirty (30) days in advance of a given general meeting fee established from time to time by the board.

(b) Achievement of Participating Membership status through the level of volunteer commitment established from time to time by the board.

(c) Purchase of a subscription to the Society play season.

(d) Becoming an official sponsor for a Society season or production within a season (one (1) voting membership per official sponsor).

6.05. Term of Membership

Memberships shall be valid for the duration of one (1) fiscal year following the fiscal year in which the terms, conditions and exceptions noted below are met:

(a) *Paid Memberships* shall be valid for the fiscal year in which the membership fee is paid excepting that those paid during the final six (6) weeks of a fiscal year shall be valid for the duration of that year and the ensuing fiscal year.

(b) *Participating Memberships* earned through volunteer commitment during one (1) fiscal year shall be valid for purposes of participation in the AGM that year, and for the ensuing fiscal year.

(c) *Subscriber Memberships* shall be valid during the fiscal year in which the subscription is held.

(d) *Sponsor Memberships* shall be valid during the fiscal year in which the sponsorship is paid.

6.06. Lifetime Membership

The board, by special resolution, may award *Lifetime Membership* to any person who has demonstrated outstanding achievement or commitment to the Society.

(a) Sole Lifetime Members are not Voting Members.

6.07. Approval of Application

Where the Society is satisfied that the application has met the applicable membership requirements as set out in section 6.4, the Society shall notify the applicant in writing that their membership application has been approved.

6.08. Effective Date of Membership

Membership is effective on the day that the application for membership is approved under 6.05.

6.09. Register of Members

The Society must prepare and maintain, at its registered office, a list of members in a members' register, setting out their names and addresses, an

(a) the full name and street address or postal address;

(b) the date on which the person is admitted as a member;

(c) the date on which the person ceases to be a member; and

(d) the class of membership of the person.

6.10. Duty of Members

(a) A member must reasonably support and promote the business and affairs of the Society.

(b) A member is bound by the articles and bylaws of the Society as if they formed a contract between the member and the Society.

6.11. Withdrawal of Membership

(a) A member may apply to withdraw from membership in the Society by giving not less than thirty (30) days written notice to the Secretary.

(b) Notice to the Society of the death of an individual member has the same force and effect as a notice of intention to withdraw.

6.12. Effective Date of Withdrawal

A withdrawal of a member is effective thirty (30) days after the date on which the Society receives the notice of withdrawal, or on a later date specified in the notice.

6.13. Board's Termination of Membership

(a) The membership of a member in the Society shall terminate immediately, without further notice or action by the Society, if:

i. the Society is liquidated and dissolved in accordance with the *Act*; or

ii. the board passes a special resolution terminating the membership on the basis that:

A. the member has willfully violated these bylaws or any Society policy; or

B. the member's conduct has or is likely to cause harm to the Society's interests or reputation.

(b) A member shall be informed with at least seven (7) days' notice of the board meeting where their conduct is to be discussed and shall have the opportunity to address the board prior to the board's decision, unless the board reasonably determines that providing such an opportunity would pose a significant threat to the safety of any person present at the meeting.

6.14. Notice of Board Decision

Within ten (10) days after the date on which the board makes its decision to terminate the membership of a member, the Society must give written notice of the termination and the reasons for it to the person whose membership has been terminated.

6.15. Effective Date of Termination

The effective date of a termination of membership shall be:

(a) The date specified in the board's written notice of termination; or

(b) Thirty (30) days after the member receives the board's notice of termination.

6.16. Reapplication Following Termination

(a) Unless otherwise specified by the board, any person whose most recent period of membership ended in termination may reapply for membership in a subsequent fiscal year. The applicant shall disclose in their application that their prior membership was terminated.

(b) Approval of such reapplication shall require a resolution of the board.

ARTICLE 7. General Meetings

7.01. Annual General Meetings

(a) The board shall call an annual general meeting within sixteen (16) weeks after the end of the preceding fiscal year.

(b) At each annual general meeting, the following business will be considered:

i. election of directors;

ii. approval of the audited financial statement;

iii. approval of the budget for the ensuing year;

iv. approval of the minutes of a previous general meeting;

v. reports of the board;

vi. consideration of special resolutions; and

vii. other business authorized by these bylaws to be transacted at a general meeting.

7.02. Special General Meetings

The board may call a special general meeting at any time.

7.03. Member Requisition

(a) A written request of the minimum number of members required to constitute a quorum, delivered to the Secretary, shall requisition the directors to call a general meeting.

(b) If the Secretary does not provide notice of a meeting within forty-five (45) days of receiving the request, any member who signed the request may call the meeting. The members making the request shall include in the request the reason for calling the general meeting.

7.04. Time and Place of Meetings

General meetings shall be held at the time and place in Grande Prairie, Alberta that the board determines is appropriate.

7.05. Record Date

The record date for each general meeting is the thirty (30) day before the general meeting.

7.06. Notice of Meetings

(a) The Secretary, with assistance of Society staff, shall provide notice of the date, time, and place of each general meeting not less than thirty (30) and not more than forty-five (45) prior to the day on which the meeting is to be held by:

i. posting the notice at the registered office of the Society; and

ii. publishing the notice at least once digitally in the commonly used digital formats in the Society's trading area.

(b) In addition to providing notice of a general meeting as specified in (a), the Society must also give notice to each director and, in the case of an annual meeting, to the auditor.

(c) A notice of a general meeting to consider the regular business set out in 7.01(b) need not contain any special reference to that regular business.

(d) If a general meeting has been called for any purpose other than the regular business listed in 7.01(b), the notice of the meeting must state the nature of that business in sufficient detail to permit the recipient to form a reasoned judgement on the business.

(e) If a special resolution is to be considered at the general meeting, the notice of the meting must contain the text of that special resolution or, if the text is too long to be included in the notice, the notice must contain a statement in sufficient detail to permit the recipient to form a reasoned judgement about the resolution and a statement that the full text of the resolution is available at the registered office of the Society.

(f) Failure to receive a notice of a general meeting does not deprive a member of a right to vote at the general meeting.

(g) A member may, in any manner, waive notice of or otherwise consent to a general meeting.

(h) Attendance at a meeting of the Society is a waiver of notice of the meeting, except when a person attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

7.07. <u>Chair</u>

(a) Subject to (b), the board will appoint an individual, who need not be a member, to chair any general meeting.

(b) If the board does not appoint an individual to chair the general meeting, the members present at the meeting shall appoint an individual, who need not be a member, to chair the meeting.

7.08. Secretary

(a) Subject to (b), the board will appoint an individual, who need not be a member, to act as secretary at any general meeting.

(b) If the board does not appoint an individual to act as secretary at the general meeting, the members present shall appoint an individual, who need not be a member, to act as secretary of the meeting.

7.09. Persons Entitled to be Present

(a) The only persons entitled to be present at a general meeting are those entitled to vote at that meeting, the auditor of the Society, and others who are entitled or required under any provision of the *Act*, the articles, or the bylaws to be present at the meeting.

(b) Any person other than those specified in (a) may be admitted to a general meeting only on the invitation of the chair or with the consent of the meeting.

7.10. Electronic Attendance

The board may choose to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a general meeting. A person participating in a meeting by such means is deemed to be present at the meeting.

7.11. Quorum

The quorum for any General Meeting shall be 35 members or 40% of the total membership whichever is less. Members must be present in person, including members deemed to be virtually present as defined in 7.10.

ARTICLE 8. Business of the Society

8.01. Registered Office

(a) The registered office of the Society and its registered agent shall be known as Grande Prairie Live Theatre, located at 10130 98 Avenue, Grande Prairie, Alberta T8V 0P6.

(b) The Society, by a special resolution of its members to amend the bylaws, may change the location of its registered office to another place in Grande Prairie, Alberta.

8.02. Corporate Seal

(a) If the Society has a corporate seal, it will be in the form determined by the board, and in possession of the Secretary.

(b) The corporate seal is not to be affixed to any instrument except by authority of the board.

(c) The corporate seal shall be used in the presence, and its use authenticated by the signatures, of the president and the secretary.

8.03. Fiscal Year

The fiscal year of the Society begins on the first day in the month of June and ends on the last day in the month of May.

8.04. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by the person(s) designated from time to time by the board.

8.05. Signing Authority

(a) All Society cheques and other legal documents requiring formal signatures shall be signed by two signing officers formally named by resolution, as signing authorities at the first board meeting following the annual general meeting.

(b) The board will normally designate the Treasurer, the President and the President-Elect as signing officers.

(c) The board may also designate the staff leadership position as a signing officer.

8.06. Financing Arrangements

(a) The financial business of the Society including, but not limited to, borrowing money and giving security for it, shall be transacted with credit unions, credit union centrals, banks, trust companies or other bodies corporate or organizations that the board designates from time to time.

(b) The Society will transact its financial business or any part of it under agreements, instructions and delegations of powers that the board specifies or authorizes from time to time.

8.07. Information Available to Members

(a) Members of the Society may examine the following records of the Society during the usual business hours of the Society:

i. the Society’s articles and bylaws, including any amendments;

ii. the minutes of meetings of the members;

iii. the minutes of meetings of the board;

iv. copies of all notices of who is a director and notices of change of directors;

(b) a register of its directors, setting out the names and addresses of the individuals who are or who have been directors and the dates on which they became or ceased to be directors;

(c) The rules relating to providing copies of records to members and creditors are those specified in the *Act*.

8.08. <u>Member Lists</u>

(a) Members, in accordance with this section, may request that the Society provide them with a list of the names of the members.

(b) A request for the list under (a) must be accompanied by:

i. a reasonable fee, if any, set by the directors;

ii. the name and address of the person making the request;

iii. the specific reason(s) for the request; and

iv. an undertaking that the list of members will not be used except in connection with a matter specifically relating to the affairs of the Society, as set out in detail in the request and as approved by the directors.

(c) Any misuse of a list provided under (b) may, at the discretion of the board, constitute grounds for termination of membership.

8.09. <u>Borrowing Authority</u>

(a) The Society may borrow money up to twenty thousand dollars ($20,000) where such borrowing is required for the performance of its duties or the furtherance of its objectives, provided the borrowing is proposed by the officers and approved by the board.

(b) Any borrowing in excess of twenty thousand dollars ($20,000) must be proposed by the officers and approved by a special resolution at a general meeting.

(c) A debenture or mortgaging of any Society property must always receive prior approval through a special resolution at a general meeting;

8.10. <u>Annual Audit</u>

A duly qualified accountant shall audit the financial records at the end of each fiscal year.

A complete and proper statement of the standing of the books for the previous year shall be submitted by auditor at the Annual General Meeting.

ARTICLE 9. Directors

9.01. Composition of the Board of Directors

The board shall be composed of the following positions:

President
President Elect
Vice-President
Secretary
Treasurer
Four (4) Directors-at-Large
Youth Director-at-Large

(a) The Youth Director-at-Large position shall be designated for a member who is at least sixteen (16) years of age and not more than twenty (20) years of age at the time of the election, for the purposes of youth representation.

9.02. Qualifications

(a) No person shall become or continue as a director if that person:

i. is not an individual

ii. is under 16 years of age;

iii. is an individual who:

A. is a dependent adult as defined in the *Adult Guardianship and Trusteeship Act, SA 2008, c A-4.2*, or is subject of a certificate of incapacity under that act;

B. is a formal patient as defined in the *Mental Health Act, RSA 2000, c M-13*;

C. is the subject of an order under the *Adult Guardianship and Trusteeship Act, SA 2008, c A-4.2*, appointing a committee of the individual's person or estate or both; or

D. has been found to be a person of unsound mind by a court elsewhere than in Alberta;

iv. is an employee of the Society or under contract with the Society; or

v. is an individual who is related to an employee of the Society in any of the following ways:

A. spouse;
B. person living with the employee in an arrangement;
C. sibling;
D. child;
E. parent;
F. grandchild;
G. grandparent; or
H. spouse of any of the people listed in (c) to (g) inclusive.

(b) A person who is elected or appointed as a director is not a director unless:

i. that person was present at the meeting when the election was held or appointment was made and did not refuse to act as a director; or

ii. if that person was not present at the meeting when the election was held or appointment was made, the person, before the election or appointment or within ten (10) days after it, consented in writing to act as a director.

9.03. Election Procedure

(a) At each annual general meeting when a director's term of office expires, the chair shall call for nominations from the floor for each position to be filled.

(b) Elections shall be conducted one position at a time, in the order set out in section 9.01.

(c) For each position:

i. Where the number of candidates is equal to the number of positions available, the chair shall declare the candidate(s) elected by acclamation;

ii. Otherwise, the election shall be conducted by secret ballot, and the candidate(s) receiving the greatest number of votes shall be elected.

(d) Where two (2) or more candidates receive an equal number of votes for any particular vacancy on the board, the chair shall conduct a run-off election by secret ballot at the meeting to determine which of the tied candidates is to be elected.

(e) A ballot that is cast for more than the number of directors to be elected is considered a spoiled ballot.

9.04. Scrutineers

(a) The board will appoint two (2) or more scrutineers, who are not nominees for the position of director, to ascertain the results of director elections.

(b) The scrutineers will declare the results of director elections.

9.05. Term of Office

A director holds office for the following term lengths, or until a successor is elected or appointed.

(a) President (Final Year of a three Year Term)
At the conclusion of the Annual General Meeting, the President Elect for the year just completed shall assume the position of President.

(b) President Elect (Second Year of a Three Year Term)
At the conclusion of the Annual General Meeting, the Vice-President for the year just completed shall assume the position of President Elect.

(c) Vice-President (First Year of a Three Year Term)
The Vice-President shall serve a one-year term as Vice-President followed in consecutive years by a one-year term as President Elect and followed by a one-year term as President.

(d) Secretary
The Secretary shall be elected to a two-year term, alternating election years with the Treasurer.

(e) Treasurer
The Treasurer shall be elected to a two-year term, alternating election years with the Secretary.

(f) Four (4) Directors-at-Large
Four (4) Directors-at-Large shall be elected to serve for two-year terms with two (2) positions being elected in alternating years.

(g) Youth Member at Large
The Youth Member-at Large shall be elected to serve for a one-year term at each Annual General Meeting.

9.06. Re-election of Retiring Directors

(a) Subject to (b), retiring directors, if qualified, are eligible for re-election.

(b) No director is entitled to hold office for more than six (6) consecutive years; however, where no successor is elected into their position at the expiration of such period, the director may choose to continue in office until a successor is elected or appointed.

9.07. Ceasing to Hold Office

A director ceases to hold office when that director:

(a) dies;

(b) resigns;

(c) is removed from office by ordinary resolution at a general meeting;

(d) no longer qualifies as a director under 7.02; or

(e) fails to attend three (3) consecutive regular board meetings, or three (3) of the previous six (6) regular board meetings, without giving notice of absence and providing reasons that are acceptable to the board for their absence, and is removed from the board by resolution passed by a two-thirds majority of the full board.

9.08. <u>Vacancies</u>

(a) If there is a vacancy on the board between annual general meetings, and there is still a quorum of the board in office, the board is entitled to either:

i. continue to function without filling the vacancy; or

ii. appoint a member in good standing to fill the vacancy on an interim basis until the next annual general meeting, at which time an election shall be held for the remainder of the unexpired term, except as provided in (b). If the term would otherwise expire at that annual general meeting, the election shall be for a new full term.

(b) If:

i. the position of President becomes vacant, the current President Elect may be appointed to the position of President. If the current President Elect fills this vacant position less than six (6) months prior to the next annual general meeting, they shall continue as President in the ensuing year.

ii. the position of President Elect becomes vacant, the current Vice-President may be appointed to the position of President Elect. If the current Vice-President fills this vacant position less than six (6) months prior to the next annual general meeting, they shall continue as President Elect in the ensuing year.

iii. the position of Vice-President becomes vacant, the board of directors shall appoint a member in good standing to fill the vacancy for the duration of the three-year term.

(c) If there is a vacancy on the board and no quorum of the board in office, the directors then in office must call a general meeting to fill the vacancy.

(d) If the board fails to call a general meeting to fill the vacancy in the circumstances described in (b), or if there are no directors then in office, any member may call a general meeting to elect directors to fill the vacancy,

9.09. Quorum

A quorum on the board is five (5) members present in person, telephonically, electronically, or by other communication facilities the board chooses.

9.10. Board's Transaction of Business

(a) All board meetings shall follow procedures set out in Robert's Rules of Order.

(b) The board may exercise its powers:

i. by ordinary resolution passed at a meeting of the directors at which a quorum is present;

ii. where these bylaws or the *Act* requires a special resolution of the directors, by a special resolution passed at a meeting of the directors at which a quorum is present; or

iii. by written resolution unanimously approved by all directors entitled to vote on that resolution at a meeting of directors.

(c) A written board resolution:

i. is valid as either an ordinary resolution or a special resolution; and

ii. must be kept with the minutes of the meetings of the directors.

(d) Where there is an equality of votes on an ordinary resolution at a meeting of the directors, the motion is lost; the chair of the meeting is not entitled to a second or casting vote.

(e) If there is a vacancy on the board, the remaining directors may exercise all the powers of the board so long as a quorum remains on the board.

9.11. Duties of Directors

(a) Each director shall:

i. participate in decisions of the board;

ii. serve on a minimum of one (1) committee, project, or initiative at any given time, in addition to their board participation;

iii. one (1) or more Director-at-Large will be asked by the board to lead member recognition, awards, and scholarship selection process;

iv. support and participate in reviewing and updating Society bylaws, policies, procedures, documents, guides, and handbooks; and

v. undertake such other duties and responsibilities requested of them by the board from time to time.

9.12. Electronic Attendance

The board may choose to make available a telephonic, electronic, or other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting. A director participating in a meeting by these means is considered to be present at the meeting.

9.13. Time and Place of Meetings

The board may meet at the time and place in Grande Prairie, Alberta, that the board determines is appropriate. If the board does not determine the time and place, the president, or any two (2) directors may make that determination.

9.14. Notice of Meeting

(a) Except as otherwise provided in these bylaws, notice of the date, time and place of each board meeting must be given to each director:

i. at least five (5) days before the board meeting is to be held, if the notice is delivered personally to each director or by transmitted, electronic or recorded communication; or

ii. at least ten (10) days before the board meeting is to be held, if the notice is given by any other method.

(b) In case of an emergency, the president or the vice-president is entitled to call a special board meeting by giving each director at least twenty-four (24) hours notice by transmitted, electronic, or recorded communication.

(c) A notice of a board meeting need not specify the purpose of, or the business to be transacted at, the meeting unless the meeting is called to deal with an emergency or unless the meeting involves:

i. filling a vacancy among the directors or in the office of auditor, or appointing additional directors;

ii. declaring patronage returns or dividends on shares;

iii. approving a financial statement of the Society;

iv. submitting to the members any question or matter required to be approved at a meeting of the Society;

v. making decisions that, by the *Act* or the articles, are required to be made by a special resolution of the directors;

(d) Notice of an adjourned board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

(e) A director may, in any manner, waive notice of or otherwise consent to a board meeting and attendance at a meeting constitutes waiver of notice unless the director is attending for the purpose of objecting to the meeting on the ground that it was not lawfully called.

(f) There is no need to give notice for a board meeting that immediately follows an annual meeting.

9.15. Regular Meetings

(a) The board may appoint a day or days in any month or months for regular board meetings at places and hours to be determined by the board.

(b) A copy of any resolution of the board fixing the places and times of regular board meetings must be sent to each director immediately after being passed, and no other notice is required for any regular board meeting.

9.16. Chair

(a) Subject to (b), (c) and (d), the chair of any board meeting is the president.

(b) If the president is absent from the board meeting, the directors present shall appoint the president elect to be chair.

(c) If neither the president nor the president elect is present at a board meeting, the directors present shall appoint one of their number to be chair.

(d) The president, although present at a board meeting, may designate one of the directors present to chair all or a portion of any board meeting.

9.17. Disclosure of Interests

The rules relating to directors' disclosure of interests are those specified in the Act.

9.18. Remuneration and Expenses

The Directors shall serve as such without remuneration and Directors shall not directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 10. Committees and Officers

10.01. Committees of Directors

The board may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee will have their policies, terms, and mandates determined by the board. Any committee member may be removed by resolution of the board.

10.02. Quorum and Procedure

Unless the board determines otherwise, each committee has the power to fix its quorum, to elect its chair, and to regulate its procedure.

10.03. Committees' Transaction of Business

(a) All committee meetings shall follow procedures set out in Robert's Rules of Order.

(b) A committee may exercise it powers;

i. by ordinary resolution passed at a committee meeting at which a quorum is present; or

ii. by written resolution unanimously approved by all the committee members entitled to vote on that resolution at a committee meeting.

(c) A written resolution of a committee of the board, signed by all the committee members entitled to vote on that resolution at a committee meeting:

i. Is valid as an ordinary resolution of the committee; and

ii. must be kept with the minutes of the meetings of the committee.

(d) Where there is an equality of votes in an ordinary resolution at a committee meeting, the motion is lost; the chair of the meeting is not entitled to a second or casting vote.

(e) If there is a vacancy on the committee, the remaining committee members may exercise all the powers of the committee so long as a quorum of the committee as specified in 8.02 remains in office.

10.04. Duties of Officers

(a) The President shall:

i. preside at all general meetings of Society membership and of the board of directors;
ii. be an ex-officio member of all Society committees and projects;
iii. with staff, be responsible for the preparation of all agendas;
iv. enforce the bylaws and policies of Society;

v. with the support of the Secretary, ensure all bylaws, policies, procedures, committee and project mandates are properly recorded, reviewed, and amended as needed;
vi. with the support of the Secretary, review and update any documents, guides or handbooks for new or prospective board members;
vii. with the board and possible committee members, recruit to ensure a full slate of candidates for elections held at the annual general meeting;
viii. in coordination with staff leadership, serve as the official spokesperson for the Society; and
ix. serve as the primary contact between the board and Society staff leadership.

(b) The President Elect shall:
i. act on behalf of the President, at the request of the President;
ii. assume the full duties and responsibilities of the President should the President be unavailable or unable to perform their duties; and
iii. with the support of the Vice-President and designated committees, plan the ensuing play season.

(c) The Vice-President shall
i. with support of the President Elect; review, enhance, develop and update committees, projects and initiatives supporting productions;
ii. support the President-Elect in their responsibilities and duties;
iii. with the support of the President-Elect, review and update any documents, guides or handbooks for show production teams; and
iv. participate in ongoing board activities.

(d) The Secretary shall, with staff support:
i. ensure that notice of meetings is given to members in accordance with the bylaws;
ii. ensure a current and accurate register of members is maintained;
iii. record and distribute minutes of all board of directors meetings;
iv. ensure for the care and keeping of the official minutes of all Society general meetings and board of directors meetings;
v. support the President, to ensure all bylaws, policies, procedures, committee and project mandates are properly recorded, reviewed, and amended as needed;
vi. support the President, in reviewing and updating any documents, guides or handbooks for new or prospective board members; and
vii. such other duties and responsibilities as may be agreed to from time to time.

(e) The Treasurer shall, with staff support:
i. ensure the development of the budget for the ensuing year to be approved at the annual general meeting;
ii. monitor revenues and expenditures, and ensure monthly financial reports are provided to the board;
iii. oversee the annual audit, and present the audited financial statement to the board and to the annual general meeting; and
iv. recommend to the board for its approval, where the Society will conduct its

banking and invest its liquid assets.

10.05. Variations and Power of Duties

Subject to the *Act*, the regulations, and these bylaws, the board may vary, add to, or limit the powers, duties, and responsibilities of any committee or director.

10.06. Remuneration

The Directors shall not be entitled to any remuneration for their service on the board, but may be reimbursed for their out-of-pocket expenses while attending to the business of the Society, if such expenses are approved by the board.

ARTICLE 11. Duty of Care and Protection of Directors, Officers, and Others

11.01. Duty of Care of Directors and Officers

(a) Directors and officers of the Society, in exercising their powers and discharging their duties, must:

i. act honestly and in good faith with a view to the best interests of the Society; and

ii. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) Every director and officer must comply with the Act, the regulations, the articles, and the bylaws.

11.02. Confidentiality

Directors and officers of the Society shall treat in the strictest confidence all information received in their capacity as directors or officers, and shall not divulge it to any third party whatsoever.

11.03. Duty to Comply

No provision in a contract, the articles, the bylaws, or a resolution relieves directors or officers from complying with this *Act* and the regulations, or relieves them from liability for breach of duty.

11.04. Indemnity

(a) The Society shall indemnify an individual who is or was a director or officer of the Society who at the Society's request acts or has acted:

i. as a director or officer of the Society;

ii. as a director or officer of another entity; or

iii. as an individual in a similar capacity for the Society or other entity;

against all costs, charges and expenses, including an amount paid to settle an action or satisfy a claim reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding (except in respect of an action by or on behalf of the Society or entity unless the court so orders) in which the individual is involved by reason of the individual's association with the Society or entity.

(b) The Society shall not indemnify an individual under (a) unless the individual:

i. acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the entity for which the individual acted as a director or officer or in a similar capacity at the Society's request; and

ii. in the case of a criminal or administrative proceeding, had reasonable grounds for believing that the individual's conduct was lawful.

11.05. Mandatory Indemnity

An individual referred to in 11.04 is entitled to indemnity from the Society for the costs, charges and expenses referred to in 11.04, if the individual:

(a) was judged by the court not to have committed any fault or omitted to do anything that the individual ought to have done;

(b) fulfils the conditions of 11.04(b); and

(c) is fairly and reasonably entitled to indemnity.

11.06. Derivative Actions and Cost Advances

The Society, in accordance with and as specified in the Act, may advance money to an individual referred to in 11.04 for the costs of a proceeding referred to in 11.04, but the individual must repay the money if the Court determines that the individual did not fulfill the conditions of 11.04(b), unless the members decide by ordinary resolution that the individual need not repay the money.

11.07. Insurance

Subject to the Act, the Society may purchase and maintain insurance for the benefit of any individual referred to in 11.04 in amounts the board, from time to time, determines is appropriate.

11.08. Dissent

(a) A director who votes for or expressly consents to a resolution or action taken at a meeting of directors or of a committee is not entitled to dissent later.

(b) A director who is present at a meeting of directors or a meeting of a committee is deemed to have consented to any resolution made or action taken at the meeting unless:

i. the director requests that a dissent be entered in the minutes of the meeting or the dissent is so entered;

ii. the director sends a written dissent to the secretary of the meeting before it is adjourned; or

iii. immediately after the meeting is adjourned, the director sends a written dissent by confirmed delivery service, or delivers it personally, to the registered office of the Society.

(c) A director who was not present at a board meeting or a committee meeting is deemed to have consented to any resolution made or action taken at the meeting unless, within seven (7) days after becoming aware of the resolution or action, the director:

i. causes a dissent to be entered in the minutes of the meeting; or

ii. sends a written dissent by confirmed delivery service, or delivers it personally, to the registered office of the Society.

ARTICLE 12. <u>Regulations</u>

The board may from time to time enact or amend regulations for the general management of Society. Such regulations shall not be inconsistent with these Bylaws and shall become effective upon enactment by the executive or at the time stipulated therein.

ARTICLE 13. <u>Amending By-Laws</u>

Additions, alterations or amendments to the by-laws shall first require written notice of such signed by two members in good standing to be submitted to the Secretary at least twenty-one (21) days before the next General meeting. Any such notice shall be included in the notice regarding the General meeting which is sent to all members. A Three-Fourths majority vote of the members voting in person at the General meeting shall be required to pass and approve any such proposed additions, alterations or amendments.

ARTICLE 14. <u>Dissolution or Winding Up</u>

It is specially provided that, in the event of dissolution or winding-up of Society, all its remaining assets, after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada, designated by the Membership at a

Special or General Meeting.

ARTICLE 15. <u>No Pecuniary Gain to Members</u>

Society is to carry on its operations without pecuniary gain to its members and any profits or other accretions to Society are to be used in promoting its objects.

ARTICLE 16. <u>Invalidity of Provisions</u>

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

ARTICLE 17. <u>Omissions and Errors</u>

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 18. <u>Mediation and Arbitration</u>

Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of Society that cannot be resolved after reasonable attempts at meeting and discussion are, as much as possible, to be resolved in accordance with mediation and arbitration mechanism of this by-law.

ARTICLE 19. <u>Dispute Resolution Mechanism</u>

19.01. The President (or neutral party designated by the board) will make reasonable attempts to resolve the dispute through meetings and discussion. The results of those attempts, successful or not, will be provided to all parties, in writing.

19.02. If unsuccessful, the board may choose to arrange for mediation. If so, the board will provide options for a qualified mediator. One or both of the parties may also provide qualified mediator options. The selected mediator must be acceptable to both parties.

19.03. If the parties are not successful in resolving the dispute through mediation, the oard and all the parties may agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with Alberta legislation governing domestic arbitrations. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.

19.04. All costs of the mediators appointed in accordance with this section shall be borne by Society. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.