

The By-Laws of the South Shore Theatrical Players

1. **Definitions**

In these by-laws, unless there is something in the subject or context inconsistent therewith...

- a. “**Society**” means South Shore Theatrical Players
- b. “**Registrar**” means the Registrar of Joint Stock Companies
- c. “**Special Resolution**” means a resolution passed by no less than **three-fourths (3/4)** of the Full members present at an Extraordinary Meeting for which notice, specifying the intention to propose a Special Resolution, has been duly given.
- d. “**His**” or “**he**” may be read as “**her**” or “**she**” as applicable.

2. **Organization**

- a. The affairs of the Society shall be governed by an Executive Committee comprising the Officers: President, Vice-President, Secretary, Treasurer, Artistic Director, a non-voting Ex-Officio (Past President) and no more than **five (5)** Directors whose duties are incumbent upon the Officers.

The duties of the Secretary and Treasurer may be combined.

- b. The Executive Committee, Officers and Directors shall be elected, for a **two (2)** year term, by the Full members at the Annual General Meeting and chosen from among the Full members.

3. **Membership**

- a. Full membership shall be open to all interested persons, **16 years of age and older**, subject only to the approval of the Executive Committee and payment of the annual membership fee. Their names shall be entered in the Register of Members accordingly.
- b. Persons **under 16 years of age** may be admitted as Associate members only.
- c. Associate members are not entitled to vote and will pay a reduced annual membership fee.

- d. Both Full and Associate membership shall be valid for the calendar (Jan 1 to Dec 31) year.

4. Fiscal Year

- a. The **fiscal year** of the Society shall be the period from **June 1** in any year to **May 31**, inclusive, in the year following.

5. Meetings

- a. The Annual General Meeting shall normally be held during the month of **June**.
- b. Extraordinary Meetings may be called at any time by a **majority** vote of the Executive Committee, or by any **six (6)** Full members. A **quorum** for an Extraordinary Meeting shall be **one-quarter (1/4)** of the total Full membership.
- c. The Executive Committee **may be guided** by a majority decision of the Full members attending an Extraordinary Meeting, but the Executive Committee **shall not be bound** by such decision **unless**, that majority also comprises a majority of the total Full membership.
- d. A **quorum** for the Executive Committee shall comprise of the **President** or Vice-President **plus four (4) other members**.
- e. **Decisions** made by the Executive Committee shall require a **two-thirds (2/3) majority**.
- f. Only Full members are entitled to vote or to hold office.
- g. At each Ordinary or Annual General Meeting of the Society, the following items of business shall be dealt with, as may be applicable:
 - Minutes of the preceding Ordinary or Annual General Meeting
 - Consideration of the financial statements, including balance sheet and operating statement, and the report of the auditors thereon
 - Appointment of auditors
 - Consideration of the report of the Secretary and the President
 - Consideration of any other reports
 - Any other business
 - Election of Executive Committee for two years

6. Executive Committee

- a. At every Annual Meeting of the Society, all the existing Executive Committee members shall hold office until the dissolution of the meeting, at which time, unless they have been re-elected, they shall retire in favour of their newly elected successor.
- b. In the event that an Executive Committee member resigns his office or ceases to be a Full member in the Society, whereupon his office shall be **ipso facto** vacated, the vacancy created may be filled, for the remaining term, by the Executive Committee from among the Full members of the Society.
- c. The Society may, by Special Resolution, remove any Executive Committee member before the expiration of their term in office and appoint a replacement in his stead. The person so appointed shall only hold office for the remaining term of the person being replaced had he not been removed.
- d. Meetings of the Executive Committee shall be held as often as the business of the Society may require and shall normally be called by the President. A meeting of the Officers may be held at the close of every Ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof shall be given to each Committee Member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Executive Committee.
- e. The President, or in his absence the Vice-President, or in the absence of both of them, any Executive Committee member appointed from among those members present shall preside as Chairperson at meetings of the Executive Committee.

7. Powers of the Executive Committee

- a. The management of the activities of the Society shall be vested in the Executive Committee who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, 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 Extraordinary Meeting.

8. Officers

- a. The Officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, an Artistic Director and a non-voting Ex-Officio (Past President). The officers of Secretary and Treasurer may be combined into one person.

- b. The members shall elect one of their numbers to be President of the Society. The President shall have general supervision of the activities of the Society and shall normally chair all meetings.
- c. The members shall also elect one of their numbers to be Vice-President. The Vice-President shall perform the duties of the President during the President's absence, illness, incapacity or when requested by the President to do so.
- d. The Secretary of the Society may prepare the agenda, keeps the minutes of all meetings of members and of the Executive Committee, files all correspondence to and from the Society. In the absence of a Membership Secretary, the Secretary shall maintain the Register of Members.
- e. The Treasurer of the Society shall maintain the financial records showing all receipts and disbursements, keep custody of all invoices, receipts, accounts payable and accounts receivable and shall prepare HST returns. He shall also operate the Society's bank account by issuing and depositing monies received, shall produce a Balance Sheet for the information of members at Extraordinary, Annual General and Executive Committee Meetings.
- f. The Directors of the Society shall be responsible for the care and maintenance of all SSP items/tasks relative to their respective titles. In short, the Communication Director oversees all communications, the Costumes Director is responsible for the care and maintenance of all costumes, the Props Director is responsible for the care and maintenance of all props and the Technical Director oversees everything technical (i.e. lights and sound). Detailed duties may be included as an appendix in the SSP Executive Committee Manual.
- g. The Executive Committee may appoint a temporary substitute for the Secretary or the Treasurer who shall, for the purpose of these By-Laws, be deemed to be the Secretary and/or Treasurer.

9. *Audit of Accounts*

- a. The auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting and, on failure of the members to appoint an auditor, the Executive Committee shall do so.
- b. The Society's Treasurer shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account, and in every report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and is properly drawn up so as to exhibit a true and fair view of the Society's affairs

and such report shall be read at the Annual General Meeting. In order to facilitate this action, Producers must submit all monies, cheques, invoices and receipts to the Treasurer no later than **fourteen (14)** days following the closing of a production.

- c. A copy of the Balance Sheet, showing the general particulars of its liabilities and assets, a statement of its income and expenditures in the preceding years, that has been audited by the auditor, shall be filed with the Registrar within **fourteen (14)** days following the Annual General Meeting in each year, as required by law.

10. By-Laws

- a. The Society has the power to repeal or amend any of these By-Laws by a Special Resolution passed as prescribed by law.

11. Miscellaneous

- a. The Society shall file with the Registrar its' Annual Statement, its' list of the Executive Committee with their addresses, occupations and dates of appointment or election, and within **fourteen (14)** days of any change of same, notify the Registrar of the change.
- b. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within **fourteen (14)** days after the resolution is passed.
- c. The records of the Society may be inspected, at the registered office of the Society, by any member at any reasonable time within two (2) days prior to the Annual General Meeting.
- d. Contracts, deeds, bills of exchange, other instruments and documents may be executed, on behalf of the Society, by the President or the Secretary or the Treasurer, or otherwise prescribed by resolution of the Executive Committee.
- e. The borrowing powers of the Society may be exercised by Special Resolution of the members.