

~~Schedule B~~
Bylaws of FIREHALL THEATRE SOCIETY (the “Society Act”)

Part 1 - Interpretation

1. (1) In these ~~bylaws~~Bylaws, unless the context otherwise requires,
 - (a) ~~“directors Act”~~ means the Societies Act of the Province of British Columbia as amended from time to time;
 - (b) ~~“Bylaws”~~ means these Bylaws as altered from time to time;
 - (c) ~~“Directors”~~ means the directors of the ~~society~~Society for the time being; and
 - (b) ~~“Society Act”~~ means the Society Act of the, Province of British Columbia from time to time in force and all amendments to it;
 - (d) ~~(e)~~ “registered address” of a member means his address as recorded in the register of members.
- (2) The definitions in the ~~Society Act on the date these bylaws become effective~~Act apply to these ~~bylaws~~Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.

Part 2 - Membership

3. The members of the ~~society~~Society are the applicants for incorporation of the ~~society~~Society, and those persons who subsequently have become members, in accordance with these ~~bylaws~~Bylaws and, in either case, have not ceased to be members.
4. A person may apply to the ~~directors~~Directors for membership in the ~~society~~Society and on acceptance by the ~~directors~~Directors shall be a member.
5. Every member shall uphold the constitution of the Society and comply with these ~~bylaws~~Bylaws.
6. The amount of the ~~first annual~~ membership dues, if any, shall be determined by the ~~directors and after that the annual membership dues shall be determined at the annual general meeting of the society~~Directors.
7. A person shall cease to be a member of the ~~society~~Society:
 - (a) by delivering his resignation in writing to the secretary of the ~~society~~Society or by mailing or delivering it to the address of the ~~society~~Society;
 - (b) on his death or in the case of a corporation on dissolution;

- (c) on being expelled, or;
 - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) ~~the~~The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership ~~fe~~dues or any other subscription or debt due and owing by him to the ~~society~~Society and he is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10. General meetings of the ~~society~~Society shall be held at the time and place, in accordance with the ~~Society~~Act, that the ~~directors decide~~Directors determine.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The ~~directors~~Directors may, when they think fit, convene an extraordinary general meeting.
13. ~~(1) Notice~~A notice of a general meeting ~~shall specify the place, day and hour of meeting, and, in case of special business, the general nature of~~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.
14. ~~(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.~~
- ~~14. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.~~

Part 4 - Proceedings at General Meetings

15. ~~Special~~At a general meeting, the following business is ordinary business:

- (a) ~~all business at an extraordinary general meeting except the adoption of rules of order; and~~
 - (b) ~~all business transacted at an annual general meeting, except,~~
 - (a) ~~(i)~~ the adoption of rules of order;
 - (b) ~~(ii)~~ the consideration of the financial statements of the Society presented to the meeting;
 - (c) ~~(iii)~~ consideration of the ~~report~~ reports, if any, of the ~~directors~~ Directors;
 - (d) ~~(iv)~~ consideration of the report of the auditor, if any;
 - (e) ~~(v)~~ the election or appointment of ~~directors~~ Directors;
 - (f) ~~(vi)~~ the appointment of the auditor, if ~~required~~ any; and
 - (g) ~~(vii)~~ the ~~any~~ other business that, under these ~~bylaws~~ Bylaws, ought to be transacted at an annual general meeting, or business ~~which is brought under consideration by the report of the directors issued with the notice convening the meeting~~ arising out of a report of the Directors not requiring the passing of a special resolution.
16. (1) No business, other than the election of a ~~chairman~~ chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum ~~present or~~ present or until the meeting is adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to ~~bylaw~~ Bylaw 19, the president of the ~~society~~ Society, the vice president or, in the absence of both, one of the other ~~directors~~ Directors present, shall preside as ~~chairman~~ chair of a general meeting.
19. If at a general meeting:

- (a) there is no president, vice president or other ~~director~~Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other ~~directors~~Directors present are unwilling to act as ~~chairman~~chair, the members present shall choose one of their number to be ~~chairman~~chair.
20. (1) ~~A~~The chair of a general meeting may ~~be adjourned, or, if so directed by the members at the meeting, must, adjourn the meeting~~ from time to time and from place to place, but no business ~~shall~~may be transacted at ~~an~~the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting ~~from which the adjournment took place~~.
- (2) When a meeting is adjourned for ~~10~~30 days or more, notice of the continuation of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this ~~bylaw~~Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at the continuation of an adjourned general meeting.
21. (1) No resolution proposed at a general meeting need be seconded and the ~~chairman~~chair of a general meeting may move or propose a resolution.
- (2) In case of an equality of votes the ~~chairman~~chair shall not have a casting or second vote in addition to the vote which he or she may be entitled as a member and the proposed resolution shall not pass.
22. (1) A member in good standing present at a general meeting of members is entitled to one vote.
- (2) Voting is by show of hands, an oral vote or another method that adequately discloses the intention of the voting members.
- (3) Voting by proxy is ~~not~~ permitted.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the ~~society~~Society.
24. A matter to be decided at a general meeting shall be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be directed by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 5-Directors and Officers

25. ~~24.~~(1) The ~~directors~~Directors may exercise all the powers and do all the acts and things that the ~~society~~Society may exercise and do, and which are not by these ~~bylaws~~Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the ~~society~~Society in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the ~~society~~Society;
 - (b) these ~~bylaws~~Bylaws; and
 - (c) rules, not being inconsistent with these ~~bylaws~~Bylaws, which are made from time to time by the ~~society~~Society in general meeting.
- (2) No rule, made by the ~~society~~Society in general meeting, invalidates a prior act of the ~~directors~~Directors that would have been valid if that rule had not been made.
- ~~25. (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.~~
- ~~(2) The number of directors shall be 5 or a greater number determined from time to time at a general meeting.~~
26. ~~(1) The directors shall retire from office at each annual general meeting when their successors shall be elected.~~The Society must have no fewer than 4 Directors.
27. (1) At each annual general meeting, the members shall elect Directors to hold office for the term described in Bylaw 27(2).
- (2) Directors shall be elected for a two year term. A Director may serve for more than one consecutive term.
- ~~(2) Separate elections shall be held for each office to be filled.~~3) A Director ceases to hold office when the Director's term of office expires or when the Director dies or becomes incapacitated, resigns, is removed in accordance with these Bylaws or ceases to be qualified under the Act.
- ~~(3) An election may be by acclamation, otherwise is shall be by ballot.~~
- (4) If no successor is ~~eleoted~~delected at an annual general meeting the person previously elected ~~or appointed continues~~may continue to hold office.
28. 27.(1) The ~~directors~~Directors may at any time and from time to time appoint a member as a ~~director~~Director to fill a vacancy ~~in~~among the ~~directors~~Directors.
- (2) A ~~director~~Director so appointed/elected holds office only until the conclusion of the ~~next following~~second annual general meeting of the ~~society, but~~Society following their appointment/election to the board, and is eligible for re-appointment/re-election at the meeting.

~~28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.~~

~~(2)~~ No act or proceeding of the ~~directors~~Directors is invalid only by reason of there being less than the prescribed number of ~~directors~~Directors in office.

29. The members may by special resolution remove a ~~director~~Director before the expiration of his term of office, and may elect a successor to complete the term of office.

30. No ~~director~~Director shall be remunerated for being or acting as a ~~director~~Director but a ~~director~~Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the ~~society~~Society.

Part 6 - Proceedings of Directors

31. (1) The ~~directors~~Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The ~~directors~~Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the ~~directors~~Directors then in office.

(3) The president shall be ~~chairman~~chair of all meetings of the ~~directors~~Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as ~~chairman~~chair; but if neither is present the ~~directors~~Directors present may choose one of their number to be ~~chairman~~chair at that meeting.

~~(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.~~

32. (1) A Director may at any time, and the secretary, on the request of a Director, shall, convene a meeting of the Directors.

(2) At least 2 days' notice of a Directors' meeting must be given unless all of the Directors agree to a shorter notice period.

(3) For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

(4) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, by fax or by

email or other recognized electronic communication, of any meeting of the Directors and may at any time withdraw the waiver and until the waiver is withdrawn;

(a) no notice of meeting of Directors shall be sent to that Director, and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

(5) 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.

33. (1) Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chair does not have a second or casting vote.

(3) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

(4) The Directors may pass a Directors' resolution without a meeting if a majority of the Directors then in office consent to the resolution in writing including without limitation by email or other recognized electronic communication.

34. ~~32.~~(1) The ~~directors~~Directors may delegate any, but not all, of their powers to committees consisting of the ~~director~~Director or ~~directors~~Directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the ~~directors~~Directors and shall report every act or thing done in the exercise of those powers to the earliest meeting of the ~~directors~~Directors to be held next after it has been done.

~~33.~~ (3) A committee shall elect a ~~chairman~~chair of its meetings; but if no ~~chairman~~chair is elected, or if at a meeting the ~~chairman~~chair is not present within 30 minutes after the time appointed for holding the meeting, the ~~directors~~Directors present who are members of the committee shall choose one of their number to be ~~chairman~~chair of the meeting.

~~34.~~ (4) The members of a committee may meet and adjourn as they think proper.

~~35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.~~

~~36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, a telex or~~

~~able, of any meeting of the directors and may at any time withdraw the waiver and until the waiver is withdrawn;~~

~~(a) no notice of meeting of directors shall be sent to that director, and~~

~~(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.~~

~~37. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.~~

~~(2) In case of an equality of votes the chairman does not have a second or casting vote.~~

~~38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.~~

~~39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.~~

Part 7 ~~Duties Of Officers~~ – Board Positions

35. Directors must be elected or appointed to the following positions, and a Director, other than the president, may hold more than one position:

(a) president;

(b) vice-president;

(c) secretary; and

(d) ~~40. (1) The president shall preside at all meetings of the society and of the directors;~~ treasurer.

36. (2) The president ~~is the chief executive officer of the society~~ shall chair all meetings of the Society and of the Directors and shall supervise the other officers in the execution of their duties.

37. ~~41.~~ The vice president shall carry out the duties of the president ~~during his absence~~ if the president is unable to act.

38. ~~42.~~ The secretary shall be responsible for doing, or making the necessary arrangements for, the following:

(a) ~~conduct the correspondence of the society;~~

(a) ~~(b) issue~~ issuing notices of general meetings ~~of the society~~ and ~~directors;~~ Directors' meetings;

- (b) ~~(e) keep~~ taking minutes of ~~all general~~ meetings ~~of the society~~ and ~~directors;~~ Directors' meetings;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) ~~have custody of all records and documents of the society except those required to be kept by the treasurer;~~ conducting the correspondence of the Board; and
 - (e) ~~have custody of the common seal of the society; and~~ filing the annual report of the Society and making any other filings with the registrar under the Act.
39. ~~(f) maintain the register of members.~~ In the absence of the secretary from a meeting, the Directors must appoint another individual to act as secretary at the meeting.
40. ~~43.~~ The treasurer ~~shall~~ is responsible for doing, or making the necessary arrangements for, the following:
- (a) ~~keep the~~ keeping accounting records in respect of the Society's financial ~~records,~~ including books of account, necessary to comply with the SOCIETY-
ACT transactions; and
 - (b) ~~render~~ preparing the Society's financial statements ~~to the directors, members and others when required.~~
41. ~~44.~~ (1) The offices of secretary and treasurer may be held by one person who shall be known as secretary treasurer.
- ~~(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to bylaw 25(2).~~
45. ~~In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.~~

Part 8 - Seal

42. ~~46.~~ The ~~directors~~ Directors may provide a common seal for the ~~society~~ Society and may destroy a seal and substitute a new seal in its place.
43. ~~47.~~ The common seal shall be affixed only when authorized by a resolution of the ~~directors~~ Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary ~~or~~ for president and secretary treasurer.

Part 9 - Borrowing

44. ~~48.~~ In order to carry out the purposes of the ~~society~~ Society the ~~directors~~ Directors may, on behalf of and in the name of the ~~society~~ Society, raise or secure the payment or repayment

of money in the manner they decide, and, in particular but without limiting the foregoing, by the ~~issues~~issue of debentures.

45. ~~49.~~ No debenture shall be issued without the sanction of a special resolution.

46. ~~50.~~ The members may by special resolution restrict the borrowing powers of the ~~directors~~Directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

47. ~~51.~~ This part applies only where the ~~society~~Society is required or has resolved to have an auditor.

48. ~~52.~~ The first auditor shall be appointed by the ~~directors~~Directors who shall also fill all vacancies occurring in the office of auditor.

49. ~~53.~~ At each annual general meeting the ~~society~~Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

50. ~~54.~~ An auditor may be removed by ordinary resolution.

51. ~~55.~~ An auditor shall be promptly informed in writing of appointment ~~o~~for removal.

52. ~~56.~~ No ~~director~~Director and no employee of the ~~society~~Society shall be auditor.

53. ~~57.~~ The auditor may attend general meetings.

Part 11 - Notices to Members

54. ~~58.~~ A notice may be given to a member, either personally or by mail to him at his registered address, or by fax or by email or other recognized electronic communication at such fax number or email address as he may provide to the Society from time to time.

55. ~~59.~~ A notice sent by mail shall be deemed to have been given on the second day following ~~than~~that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed ~~and put in a Canadian post office receptacle to the member's registered address. A notice sent by fax or by email or other recognized electronic communication shall be deemed to have been given on the first day following the date of transmission.~~

56. ~~60.~~ (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

57. ~~61.~~ On being admitted to membership, each member is entitled to and the ~~society~~Society shall give him, without charge, a copy of the constitution and ~~bylaws~~Bylaws of the ~~society~~Society.
- ~~62. These bylaws shall not be altered or added to except by special resolution.~~

Part 13 - Other

58. In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations or organizations concerned with the social problems or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organizations referred to in this paragraph shall be a registered charity recognized by Revenue Canada, Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This provision was previously unalterable.
59. The purpose of the Society shall be carried out without purpose of gain for its members and any profit or accretion to the Society shall be used for promoting its purposes. This provision was previously unalterable.

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