

BY- LAWS of The South Shore Theatrical Players

In these by-laws unless there be something in the subject or context inconsistent therewith –

“**Society**” means South Shore Theatrical Players.

“**Registrar**” means the Registrar of Joint Stock Companies.

“**Special Resolution**” means a resolution passed by not less than **three-fourths** of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

“**His or “he”** may be read as “**her or “she”**” as applicable.

Organization:

The affairs of the Society shall be governed by an Executive Committee comprising a **maximum of nine members**, including a President, Vice President, Secretary, Treasurer and **at least three additional members**. The duties of Secretary and Treasurer may be combined, in which case, at least **four additional members** shall be required.

The Executive Committee shall be elected annually by the Full Members at the Annual General Meeting from among the Full Members.

Membership:

Full membership shall be open to all interested persons of **16 years and older** 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.

Persons **under 16 years of age** may be admitted as **Associate members** only.

Associate Members are not entitled to vote.

Full Membership shall be valid from the time of paying the requisite membership fee until the conclusion of the subsequent Annual General Meeting.

Fiscal Year:

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

Meetings:

The **Annual General Meeting** shall be held during the month of **June**.

General Meetings may be called at any time by a majority vote in the Executive Committee, or by any six Full Members. A **quorum** for a General Meeting shall be **one quarter of the Full Membership**.

The Executive Committee may be guided by a majority decision of the Full members attending a General Meeting, but the Executive Committee shall not be bound by such decision unless that majority also comprises a majority of the total Full Membership.

A **quorum** for the **Executive** Committee shall comprise the

President or Vice President plus three other members..
Decisions in the **Executive** Committee shall require a **two-thirds majority**.

Only Full Members are entitled to vote or to hold office.
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 preceding General Meetings

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 the ensuing year.

Executive Committee:

At every Annual General Meeting of the Society, all the existing Executive Committee 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 successors.

In the event that an Executive Committee member resigns his office or ceases to be a member in the Society, whereupon his office shall **ipso facto** be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among the Full Members of the Society.

The Society may, by special resolution, remove any Executive Committee member before the expiration of the

period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held office if he had not been removed.

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 Secretary. A meeting of the Executive Committee 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.

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.

Powers of the Executive Committee:

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 General Meeting.

Officers:

The officers of the Society shall be a President, a Vice President, a Treasurer, and a Secretary. The offices of Secretary and Treasurer may be combined in one person. The members shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society, and shall normally chair all meetings.

The members shall also elect from their number a Vice President. The Vice President shall perform the duties of the President during the absence, illness or incapacity of the President, or during such periods as the President may request him to do so.

The Secretary of the Society may prepare the agenda and keep the minutes of the General Meetings of members and of the Executive Committee, and files of all correspondence to and from the Society. In the absence of a Membership Secretary, the Secretary shall maintain the Register of Members.

The Treasurer of the Society shall maintain the financial records showing all receipts and disbursements, and shall keep custody of all invoices and receipts, and accounts payable and receivable. He shall also operate the Society's bank account, issuing and depositing monies received, and shall produce a Balance Sheet for the information of members at General and Executive Committee meetings. The Executive 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 or Treasurer.

Audit of Accounts:

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.

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 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. **A copy of the Balance Sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year, as required by law.**

By-Laws:

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

Miscellaneous:

The Society shall file with the Registrar its Annual Statement, its list of its Executive Committee with their addresses, occupations and dates of appointment or election, and within fourteen days of any change of same, notify the Registrar of the change.

The Society shall file with the Registrar a copy in duplicate

of every special resolution within fourteen days after the resolution is passed.

The records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Treasurer and the Secretary, or otherwise as prescribed by resolution of the Executive Committee.

The borrowing powers of the Society may be exercised by special resolution of the members.

January, 2005