



SPECIAL RESOLUTION

AGM April 30th, 2024

The Pine Tree Players board of directors proposes a special resolution to repeal the existing bylaws filed September 1, 2017 and to replace them with the bylaws attached.

PART 1 – GENERAL

ARTICLE 1

Designation

1.1 The Society shall be designated as “Pine Tree Players” (“the Society”).

ARTICLE 2

Interpretation

2.1 In these Bylaws, the following words shall have the following meanings unless the context otherwise requires:

- a) “Act” means the Societies Act R.S.A. 2000, Chapter S-14, as amended from time to time.
- b) “AGM” means the annual general meeting of Members to be held in accordance with these Bylaws.
- c) “Board” means the board of directors of the Society as elected or appointed in accordance with these Bylaws.
- d) “Bylaws” means the bylaws of the Society in effect from time to time.
- e) “Committee” means any committee established by the Board.
- f) “Conflict of Interest” includes a situation in which a Board or Committee member could financially or professionally benefit personally, directly or indirectly, from a decision made by the Board of which the person is a member.
- g) “Director(s)” means the directors of the Society as from time to time hold office in accordance with the Bylaws.
- h) “Electronic Means”, in respect of attending or holding a meeting, means a method of electronic or telephonic communication that enables all persons attending the meeting to hear and communicate with each other instantaneously, including, without limitation, teleconferencing and computer network-based or internet-based communication platforms.
- i) “Member” means persons holding a valid Society membership in accordance with these Bylaws.
- j) “Objects” means the objects of the Society approved by the Act.
- k) “Officer(s)” means the officer(s) of the Society as from time to time hold office in accordance with these Bylaws.

- l) “Present” means attendance in person or by Electronic Means.
- m) “Quorum” means a fixed minimum percentage or number of Members or Directors of the Society who must be Present before they can conduct valid business.
- n) “Society” means the society as defined in Section 1.1.
- o) “Special Meeting” means a meeting of Members other than the AGM.
- p) “Special Resolution” means a special resolution as that term is defined in the Act.
- q) “Voting Member” means subject to Section 4.3, any person who is a Member in good standing of the Society by holding a valid membership for at least 45 days.

ARTICLE 3

Seal

- 3.1 The Society shall not adopt a seal.

PART II – MEMBERSHIP

ARTICLE 4

Membership

- 4.1 Membership is open to any individual interested in becoming a Member and may be admitted upon submission of a completed registration form with payment of any applicable membership dues. Membership in the Society is annual.
- 4.2 If so determined by the Board, an annual fee may be charged for membership.
- 4.3 A Member in good standing is not in arrears for personal debts owing to the Society. A Member in good standing has not been suspended or withdrawn for the Society.
- 4.4 Suspended, former Members or Members in arrears have no rights or privileges effective the day of membership suspension or withdrawal.
- 4.5 Only Members who are Members a minimum of 45 days in advance of the Annual General Meeting are deemed to be Voting Members. Only Voting Members in good standing are eligible to vote on the election of Board Directors or on any special resolutions or motions brought forward.

- 4.6 All Directors are deemed to be Voting Members upon their respective election or appointment and for so long as they remain a Director.

ARTICLE 5

Membership Voting Rights

- 5.1 Each Voting Member is entitled to one vote on all resolutions proposed at the AGM and at any Special Meeting.

ARTICLE 6

Membership Ceases

- 6.1 A Member may terminate their membership in the Society by way of notice in writing or via email to the Secretary or President. The termination becomes effective upon receipt of the notice.
- 6.2 Membership may be terminated if, at a Special Meeting, a resolution is passed for the expulsion, or removal of the Member by at least two-thirds (2/3) of the votes cast, provided that such Member shall be granted the opportunity to be heard at such a meeting. Grounds for expulsion include, but are not limited to, a Member acting in contravention of the Objects of the Society, a Member whose conduct is considered unbecoming or unprofessional, a Member who is negatively impacting the functioning of the Board or a Member who is not fulfilling their duties on the Board.

PART III – BOARD OF DIRECTORS

ARTICLE 7

Board of Directors and Appointment of Officers

- 7.1 The affairs of the Society shall be governed and managed by a Board which consists of not less than five (5) and not more than eleven (11) Directors.
- 7.2 The Board may exercise all such powers and do all such acts as to fulfill the Society's mandate according to the Objects.
- 7.3 The Officers of the Society shall consist of:
- Mandatory:
- President
 - Treasurer (or Secretary/Treasurer)
 - Secretary

Non-mandatory:

- Vice President
- Past President

7.4 Officers shall be appointed by the Board at the first meeting of the Board following the AGM, for such terms as are specified in Section 9.2, and at such other times in accordance with Section 10.2. Officers shall be appointed from among the Directors of the Board and only an individual that has previously served as President of the Society may be appointed to the office of Past President.

ARTICLE 8

Nominations and Voting for Board of Directors

- 8.1 The President, in discussion with the Board, shall present a slate of candidates for election to the Board at the AGM.
- 8.2 Directors shall be elected at an AGM by a majority vote of the Voting Members Present.
- 8.3 Each Director is entitled to one (1) vote on all motions (except those on which such Director has a conflict of interest) proposed at all meetings of the Board at which such Director is Present.

ARTICLE 9

Term and Continuation on the Board of Directors and Officers

- 9.1 Directors shall be elected for a two (2) year term, with the option of re-election.
- 9.2 Officers shall be appointed for a two (2) year term (with the option of re-appointment).

ARTICLE 10

Resignation and Termination

- 10.1 A Director ceases to be a member of the Board and a vacancy shall exist if:
- a) The Director resigns in writing; or,
 - b) The Director is absent from three (3) consecutive Board meetings, unless that absence is caused through illness or is authorized in advance by the President or is otherwise exempted by motion carried by the Board; or,
 - c) At a Special Meeting, a resolution is passed for the expulsion or removal of the Director by at least two-thirds (2/3) of the votes cast at the Special Meeting, provided that the Director shall be granted the opportunity to be heard at such a meeting.

10.2 An Officer ceases to be an Officer and a vacancy shall exist if:

- a) The Officer resigns from their office in writing; or,
- b) It is resolved by the Board that the Officer be removed from their office. Officers may be removed or replaced by a motion carried by the Board at any time between AGMs.

ARTICLE 11

Vacancies – Board of Directors

- 11.1 Vacancies on the Board, however caused, may exist so long as there are at least three (3) Directors.
- 11.2 Any Director may nominate anyone they see fit to fill the vacated position until the next AGM. This person shall be appointed a Director upon confirmation of their consent and upon being voted on by the Directors in the same manner as a motion at a meeting of the Board.
- 11.3 If the number of Directors on the Board falls below three (3), then the remaining Directors shall call a Special Meeting to fill at least a minimum number of vacancies to reach three (3) Directors but may fill more vacancies so long as not exceeding the number of Directors permitted in Section 7.1.

ARTICLE 12

Remuneration

- 12.1 All Directors and Officers shall serve without receiving remuneration from the Society.

ARTICLE 13

Liability and Indemnity of the Society

- 13.1 The Society shall not be liable for any ultra vires actions of Members nor related damages, losses, costs, charges or expenses, including, without limitation, reasonable legal costs, and lawyers' fees.
- 13.2 The Society shall procure and maintain the types and amounts of liability insurance required for the purpose of carrying out its Objects and for the Directors and Officers as deemed necessary by the Board. The President shall annually review such insurance and any proposed changes shall be brought to the Board for consideration.
- 13.3 No Member shall be liable in their individual capacity for a debt or liability of the Society or acts of any other Member, including related damages, losses, costs, charges, or expenses, including

without limitation, reasonable legal costs and lawyers' fees.

13.4 No Director or Officer is liable for:

- a) the acts of any other Director, Officer or employee;
- b) any damages, losses, costs, charges or expenses due to the bankruptcy, insolvency or wrongful act of any other person, firm, or corporation dealing with the Society; or,
- c) any loss due to an oversight or error in judgement or by any act in the role of Director or Officer unless the act was fraudulent, dishonest or in bad faith.

13.5 The Society shall indemnify, hold harmless and defend the Directors and Officers, and their heirs, Executors, administrators and estates, from all damages, losses, costs, charges or expenses whatsoever, which a Director or Officer sustains, incurs or becomes liable for arising out of or in connection with:

- a) Any act, omission, deed or matter done in their duties as a Director or Officer; or
- b) Any suit, action or proceeding which is brought, commenced or prosecuted against a Director of Officer, except such damages, losses, costs, charges or expenses, which arise because of fraud, dishonesty or bad faith.

PART IV – DUTIES OF SOCIETY DIRECTORS AND OFFICERS

ARTICLE 14

Directors' and Officers' Duties

14.1 President: The President shall:

- a) Supervise the affairs of the Board;
- b) Ensure that an annual budget is prepared and is submitted to the Board for approval
- c) When Present, chair all meetings of the Society and the Board;
- d) Be an ex officio member of all Committees; and
- e) Carry out other duties assigned by the Board.

14.2 Vice-President: The Vice President shall:

- a) Preside at meetings in the absence of the President. In the event that the President and Vice President are unable to preside at a meeting, the Board shall appoint a Director to perform these duties for the meeting;
- b) Perform the duties of the President, if the President is unable to do them, in the case of illness or absence;

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- c) Replace the President when asked to do so by the President or the Board;
 - d) Be responsible for special projects assigned or approved by the President; and
 - e) Carry out other duties assigned by the Board.
- 14.3 Treasurer: The Treasurer shall:
- a) Ensure that the financial resources of the Society are received and disbursed in accordance with its Bylaws and as directed by the Board;
 - b) Ensure that the financial records of the Society are kept as required by law and in accordance with generally accepted accounting practices and principles and that proper financial statements are submitted to the Board whenever called upon to do so;
 - c) Ensure that the accounts of the Society are audited annually by the Society’s auditor(s) (in accordance with Section 22.1) and that the audited financial statements of the Society for the previous fiscal year are presented at the AGM;
 - d) Ensure that the CRA charitable annual return is filed;
 - e) On an annual basis, file, or cause to be filed, the Society’s annual corporate return and required attachments with the Registrar of Corporation;
 - f) In conjunction with the Board, review the insurance policy on an annual basis;
 - g) Carry out other duties assigned by the Board.
- 14.4 Secretary: The Secretary shall:
- a) Attend all meetings of the Society and the Board;
 - b) Keep accurate minutes of these meetings;
 - c) Ensure that all notices of various meetings are sent;
 - d) Ensure that all records of the Society are securely maintained in an appropriate format and are available to the Board when required;
 - e) Carry out other duties assigned by the Board.
- 14.5 Past President: The Past President shall:
- a) Act in support and advisory role to the current President;
 - b) Carry out other duties assigned by the Board.
- 14.6 Directors: The Directors shall:
- a) Participate in all meetings of the Board;
 - b) Be responsible for undertaking tasks to assist in the affairs of the Board and the Society.

PART V – COMMITTEES

ARTICLE 15

Committees

15.1 The Board may establish such Committees, as may be required from time-to-time to fulfill the roles and perform the duties of the Society, and confer decision-making authority on the Committee, other than policy, finance and other matters otherwise specifically provided for elsewhere in these Bylaws. Any Committee established by the Board shall report to the Board as often as directed and may include volunteers other than Board Directors.

PART VI – MEETINGS

ARTICLE 16

Annual General Meeting

- 16.1 The AGM shall be held each year at a place agreed upon by the Board and on the date to be fixed by the Board, but in any event the AGM shall be held no later than April 30th.
- 16.2 The business of the AGM shall include the following:
- a) Adoption of the minutes of the previous AGM;
 - b) Consideration of the annual report of the Society and any other reports to the Society membership;
 - c) Consideration of the prior year's financial statements of the Society, and, if applicable, the auditor's report thereon;
 - d) Election of the Directors; and
 - e) Any other matters specified in the meeting notice.
- 16.3 The President shall provide no less than twenty-one (21) days' notice of the AGM to all Members. Such notice shall state the place, date and time of the AGM and any business requiring a Special Resolution.
- 16.4 The AGM may be held entirely by Electronic Means, or in person, or a combination of the two (2).
- 16.5 Any person entitled to attend an AGM may attend the AGM by Electronic Means.
- 16.6 A person attending an AGM by Electronic Means who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Society has made available for that purpose.
- 16.7 At the AGM, the Voting Members may consider and transact any business properly brought before the meeting.

- 16.8 All motions at the AGM shall be carried with a simple majority vote of those Voting Members Present at the meeting, other than motions on matters which require a Special Resolution or a two-thirds (2/3) majority as prescribed in these Bylaws or by the Act.

ARTICLE 17

Board of Director Meetings

- 17.1 Meetings of the Board shall be called by the President and shall be held at least every two (2) months.
- 17.2 Meetings of the Board may be held by Electronic Means, or in person, or a combination of the two (2).
- 17.3 A person entitled to attend a meeting of the Board may attend by Electronic Means.
- 17.4 A Director attending a meeting of the Board by Electronic Means who is entitled to vote at the meeting may vote by any electronic, telephonic or other method that the Society has made available for that purpose.
- 17.5 All Directors Present at the meeting shall vote on the motions put forth, other than those motions in respect of which the Director has a conflict of interest. In the event of such conflict of interest, such Directors who have such conflict of interest shall remove themselves from the meeting during the discussion and may not vote on the motion. All motions shall be carried with a two-thirds (2/3) majority vote of the Directors Present at the meeting and entitled to vote thereon.
- 17.6 A resolution in writing executed by all Directors entitled to vote on that resolution shall be as valid and effectual as if a motion had been passed at a meeting of the Directors duly called and constituted and shall be effective as the date specified therein. Such resolution may be in two or more counterparts, any of which may be signed electronically or by hand and delivered by facsimile transmission or by electronic mail, which shall be deemed to constitute one resolution in writing.

ARTICLE 18

Special Meetings

- 18.1 Upon receipt of a request for a Special Meeting from no less than two (2) Directors, the President shall call a meeting of the Society. The time fixed for holding such a meeting shall not exceed thirty (30) days from the date of the request.
- 18.2 Notice of such a meeting shall be provided no less than seven (7) days before the time fixed for the holding of such meeting, or no less than twenty-one (21) days in the event a Special

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- Resolution is to be passed at the Special Meeting. The days of notice must be full twenty-four (24) hour days.
- 18.3 A person entitled to attend a Special Meeting may attend by Electronic Means.
- 18.4 A Special Meeting may be held entirely by Electronic Means, in person, or a combination of the two (2).
- 18.5 A person attending a Special Meeting by Electronic Means who is entitled to vote at the meeting may vote by any electronic, telephonic, or other method that the Society has made available for that purpose.
- 18.6 A person attending a Special Meeting may attend by Electronic Means.
- 18.7 At a Special Meeting, the Voting Members may consider and transact such business as was properly contained in the notice of such meeting.
- 18.8 All motions for a Special Resolution shall be carried by the vote of not less than seventy-five percent (75%) of those Voting Members Present at the meeting and entitled to vote thereon. All motions for any resolution at a Special Meeting, which is not required to be a Special Resolution shall be carried by the vote of those Present of not less than two-thirds (2/3) of those Voting Members Present.
- 18.9 A Resolution in writing signed by all Voting Members personally shall be valid and effectual as if It had been passed at a Special Meeting of the Members duly called and constituted. Such Resolution may be in two or more counterparts, any of which may be signed electronically or by hand and delivered by facsimile transmission or by electronic mail, which shall be deemed to constitute one resolution in writing.

ARTICLE 19

Notice

- 19.1 A notice of AGM, Special Meeting or Board meeting may be sent by the Society to any Member or Director, as applicable, electronically as provided by the Societies Act or by such other means as may be approved by the Board.
- 19.2 No error or omission in giving notice of any AGM, Special Meeting or Board meeting or any such adjourned meeting shall invalidate such a meeting or make void any proceedings which may have taken place.

ARTICLE 20

Quorum

- 20.1 At least fifty percent (50%) of the Board Directors must be Present to constitute a Quorum for the transaction of business at any Board meeting.
- 20.2 Five (5) Voting Members must be present in order to constitute a quorum at an Annual General Meeting or Special Meeting of the Society.

ARTICLE 21

Signing Authority

- 21.1 The President, Vice-President, Treasurer and Secretary shall have signing authority for the Society. If one of these positions is vacant the Board may appoint a Director to have signing authority.

ARTICLE 22

Auditing

- 22.1 The books, financial accounts and records of the Society shall be audited at least once each year by an accredited auditor or by two members of the Society appointed for that purpose by the Board of Directors. A complete and proper statement of the standing of the books for the previous year shall be presented by such auditor at the AGM or any other Members of the Society appointed for that purpose.

ARTICLE 23

Fiscal Year

- 23.1 The fiscal year of the Society in each year shall be January 1st through December 31st.

ARTICLE 24

Inspection of Books by Members

- 24.1 Each Voting Member shall have access to the books and records of the Society and be able to inspect them, provided that a Voting Member shall provide reasonable prior notice and arrange a time satisfactory to the Treasurer for such access and inspection.

ARTICLE 25

Fundraising and Borrowing

- 25.1 Funds may be raised by any means available to non-profit organizations.
- 25.2 Funds may be borrowed from an established financial institution to conduct the business of the Society if approved by a resolution of the Board.

PART VII – SOCIETY DISSOLUTION

ARTICLE 26

Dissolution

- 26.1 The dissolution of the Society shall be in accordance with applicable laws.
- 26.2 The Society shall not pay any dividends or distribute its property among its Members.

PART VIII – AMENDMENTS TO BYLAWS

ARTICLE 27

Bylaw Amendment

- 27.1 These Bylaws may be rescinded, altered, or amended by Special Resolution.