

Shakespeare on the Saskatchewan Festival Inc.

**Bylaws
(as of Dec 12, 2018)**

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Shakespeare on the Saskatchewan Bylaws

1. Name

- 1.1 The Corporation shall be known as Shakespeare on the Saskatchewan Festival Inc. (“SOTS”)*.

Effective April 18, 1995

*Effective December 12, 2018

- 1.2 SOTS* shall be a registered non-profit corporation with its registered office located at Saskatoon, Saskatchewan.

Effective April 18, 1995

*Effective December 12, 2018

2. Mandate

- 2.1 Vision: To make the experience of Shakespeare enriching and accessible to all.

Effective March 14, 2006

- 2.2 Mission: To mount professional productions of plays by William Shakespeare and other related works, and to celebrate the skills and talents of Saskatchewan artists, in a manner accessible to all.

Effective March 14, 2006

- 2.3 Principles:

To maintain our identity as a summer festival while exploring other venues for performance

To be professional

To employ local artists

To maintain fiscal responsibility

To be accessible

To provide opportunities for other local performers

To recognize the educational opportunities and benefits that SOTS can provide

Effective March 14, 2006

3. Membership

- 3.1 Annual membership entitles the member to one (1)* vote at all regularly and specially convened meetings of SOTS*.

*Effective December 12, 2018

- 3.2 Memberships shall be available to individuals **and corporations or otherwise***.

*Effective December 12, 2018

- 3.3 All voting members must be residents of the Province of Saskatchewan.

- 3.4 Memberships are not transferrable.
- 3.5 Membership fees shall be determined by the Board of Directors at a general meeting of the Board.
- 3.6 The payment of membership fees validates a membership for the corporate fiscal period (October 1 – September 30) during which the membership was purchased.
- 3.7 A member whose conduct or actions are prejudicial or detrimental to the interests of **SOTS*** may have his or her membership terminated by the Board of Directors at a general meeting of the Board. The member shall be notified in writing of the decision to terminate membership and the reasons therefore **no less than two (2) weeks before the general meeting of the Board whereby the membership is to be terminated***. Any person whose membership is terminated shall be given the opportunity to address the first meeting of members after the termination.
***Effective December 12, 2018**
- 3.8 Resignation or termination of membership shall not entitle a member to a refund of any portion of fees already paid.

4. Meeting of Members

- 4.1 An annual meeting of members shall be held within **one hundred and twenty (120)*** days of **SOTS’* fiscal year end**, or as soon as possible after financial statements can be prepared, at a time and place to be fixed by the previous annual meeting or by the Board of Directors.
***Effective December 12, 2018**
- 4.2 The Chair may call a special general meeting of members at any time, and is required to do so upon the written request of at least fifty percent (50%) of the members of **SOTS***.
***Effective December 12, 2018**
- 4.3 All business transacted at annual meetings, except consideration of financial statements, auditor’s reports, election of directors, and **appointment of the auditor***, and all business transacted at any other meeting of members are deemed to be special business.
***Effective December 12, 2018**
- 4.4 No special business may be transacted at a meeting of members unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.

- 4.5 Any member may submit to **SOTS*** notice of any matter that he or she proposes to raise and discuss at a meeting, and notice of the matter shall be given with the notice of the next meeting of members.
*Effective December 12, 2018
- 4.6 Notice of an annual or special meeting of members shall be delivered in writing by regular or electronic mail to all members and shall be dated no less than **fourteen*** (14) days prior to the date of the meeting.
*Effective December 12, 2018
- 4.7 There shall be no proxy voting.
- 4.8 Voting at a meeting of members shall be by show of hands, except when a ballot is demanded by a member either before or after a vote by show of hands.
- 4.9 All matters put to a vote, with the exception of amendments to by-laws, shall be carried by a majority of votes cast.
- 4.10 One third (**1/3***) of members or thirteen (**13***) people, whichever is less, personally present at the opening of a duly called meeting of members shall constitute quorum.
*Effective December 12, 2018
- 4.11 New memberships must be purchased a minimum of seven (7) days prior to a meeting of members to entitle members to vote at a meeting of members. Renewed memberships may be purchased at any time prior to the meeting of members to entitle the members to vote at the meeting of members.
- 4.12 The conduct of the meeting shall be governed by the latest edition of **Robert's*** Rules of Order.
*Effective December 12, 2018

5. Board of Directors

- 5.1 The directors of **SOTS**** shall consist of:
- a) a Chair;
 - b) a Vice-Chair;
 - c) a Treasurer;
 - d) a Secretary;
 - e) And no fewer than two (2) and **no more than fourteen (14)*** members elected at large. *Effective March 4, 1996
- **("Board of Directors")
**Effective December 12, 2018

- 5.2 a) Elections to fill vacancies on the Board of Directors shall be held at each Annual General Meeting.*
b) Each Director shall be elected to serve a **two (2)**** year term.
*Effective December 17, 2008
**Effective December 12, 2018
- 5.3 Directors shall be eligible for re-election.
a) Directors may serve a maximum of three (3) terms*;
b) Former Directors may stand for re-election after a **one (1)**** term absence from the Board*; **and****
c) **For the purposes of calculating years of Board service, the term of a director appointed after July 1 and up to the Annual Meeting is not included.****
*Effective December 17, 2008
**Effective December 12, 2018
- 5.4 **SOTS*** may, by ordinary resolution, at a meeting of members called for the purpose, remove any director or directors from office.
*Effective December 12, 2018
- 5.5 The directors or members in general meeting may fill any vacancy on the Board of Directors by appointing a director to hold office for the unexpired term.
- 5.6 Directors elect their own chair, vice-chair, treasurer, and secretary from the elected directors at the first meeting following the Annual General Meeting.*
* Effective December 17, 2008
- 5.7 A director must be a member to qualify for or hold office as a director.
- 5.8 The Board of Directors may at any time appoint any person to be an Honourary Board Member for a specific term. An Honourary Board Member is entitled to all privileges of membership on the Board meetings. Such a member does not count in determining quorum, and is not involved in managing the activities or affairs of **SOTS***.
*Effective December 12, 2018
- 5.9 A director who has a conflict of interest with any contract to be signed by **SOTS*** shall so declare at the meeting at which it is discussed.
*Effective December 12, 2018
- 5.10 Every director shall be given, by letter, telephone, or other means, at least five **(5)*** days' notice of every meeting.
*Effective December 12, 2018

5.11 The directors may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour, and place of a regular meeting. No further notice of such meetings shall be required.

5.12 A majority of elected directors constitutes a quorum at a meeting of directors.

6. Officers and their Duties

6.1 The directors shall manage the activities and affairs of **SOTS***.

***Effective December 12, 2018**

6.2 Every director and officer of **SOTS*** shall honestly, and in good faith with a view to the best interests of **SOTS***, exercise a case, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

***Effective December 12, 2018**

6.3 The Chair shall:

- a) be the chief executive officer of **SOTS*** and be vigilant and active in promoting the objectives of **SOTS***;
- b) preside at meetings of **SOTS*** and the Board of Directors;
- c) enforce all by-laws relating to the administration of **SOTS***;
- d) call special meetings of **SOTS*** upon written petition of fifty percent (50%) of the members, or special meetings of the directors upon request of a majority of Board of Directors;
- e) appoint directors or members of **SOTS*** to serve on committees, or as representatives to other organizations, with the approval of the Board of Directors; and
- f) be empowered, during the periods between annual meetings, to issue directives and establish temporary policies or procedures not otherwise specifically covered by the by-laws, with the approval of the Board of Directors. These directives and temporary policies must be reported to the membership at the next annual, general, or special meeting of members of **SOTS***.

***Effective December 12, 2018**

6.4 The Vice-Chair shall assist the Chair in the performance of his or her duties, and shall act in the absence **or*** an inability of the Chair.

***Effective December 12, 2018**

6.5 The Secretary shall:

- a) notify all members of membership meeting and the directors of Board of Directors meetings, on the authority of the Chair;
- b) **manage*** membership files, notify membership fees due, and process expulsions;

- c) **ensure*** the minutes of all annual and special meeting of SOTS, all meetings of the Board of Directors, and such other meetings as may be required by the Board of Directors **are kept at the registered office of SOTS***; and
- d) ensure that all annual returns and required filing fees be submitted to the Director of the Corporations Branch in accordance with Saskatchewan law.

***Effective December 12, 2018**

6.6 The Treasurer shall:

- a) ensure that regular books of accounts are kept;
- b) ensure that all bills and remittances, which have been duly approved, are paid in a timely manner;
- c) ensure that all monies due and payable by SOTS are collected and deposited into SOTS' bank account;
- d) deliver **an audited*** financial statement at each annual meeting; and
- e) each year, on or before the commencement of the new fiscal year, **present*** a budget setting forth details of the estimated revenues and expenditures of SOTS for the ensuing fiscal year and submit it to the Board of Directors.

***Effective December 12, 2018**

6.7 The Board of Directors shall elect, at their first meeting after their election to the annual meeting, a Chair, Vice-Chair, Treasurer, and Secretary who shall constitute the Executive Committee. The Executive Committee shall conduct the affairs of SOTS between meetings of the Board of Directors.*

All actions and decisions of the Executive Committee shall report to the Board of Directors at its first meeting after an action or decision has been taken.

***Effective December 12, 2018**

7. Fiscal Year and Finances

7.1 The fiscal year of **SOTS*** shall commence October 1st and terminate the following September 30th.

***Effective December 12, 2018**

7.2 An Annual General Meeting of members shall be held within ninety (90) days of the end of the fiscal year, or as soon as possible after financial statements can be prepared. At that meeting, the directors shall place before the members:

- a) audited financial statements for the year ending on the previous September 30th;
- b) the report of the auditor; and
- c) any further information respecting the financial affairs of **SOTS***.

***Effective December 12, 2018**

7.3 The directors shall approve the audited financial statements and shall evidence their approval by the signature of one or more directors.

- 7.4 No audited financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- 7.5 **SOTS*** shall, not less than fifteen (15) days before each annual meeting, send a copy of its audited financial statements and report of the auditor, **along with the annual return,*** to each director and the Director at the Corporations Branch.
***Effective December 12, 2018**
- 7.6 All funds of **SOTS*** shall be deposited into one or more accounts in the name of **SOTS*** at a chartered bank, trust company, or credit union designated by the directors.
***Effective December 12, 2018**
- 7.7 All cheques, promissory notes, bills of exchange, or other negotiable instruments shall be executed in the name of **SOTS*** and signed in accordance with resolutions passed by the directors for that purpose.
***Effective December 12, 2018**
- 7.8 For the purpose of carrying out its objectives, **SOTS***, as determined by the Board of Directors, may borrow, raise, or secure the payment of money in such a manner as it sees fit.
***Effective December 12, 2018**
- 7.9 All borrowing shall be reported by the Board of Directors at the next meeting of the membership.
- 7.10 No remuneration shall be paid to the directors of **SOTS*** for the performance of their duties as directors other than compensation for travel and sustenance while on theatre business.
***Effective December 12, 2018**
- 7.11 A director may be employed by **SOTS*** as long as his or her employment is deemed by the Board of Directors not to be in conflict with the performance of the duties of a director.
***Effective December 12, 2018**

8. Amendments to Bylaws

- 8.1 The Bylaws may be amended upon a two-thirds (2/3) vote of the members present at a duly called meeting of **SOTS***.
***Effective December 12, 2018**
- 8.2 Proposed amendments to the Bylaws of **SOTS*** shall be submitted to the Secretary by the proponents thereof no less than **thirty (30)*** days prior to a duly called meeting of **SOTS***.
***Effective December 12, 2018**

8.3 Except in the case of the first Bylaws made by the directors, every bylaw amendment, or repeal thereof, shall state an effective date.

8.4 Every proposed bylaw and every proposed amendment or repeal thereof shall be made available to the membership **as part of the notice documents provided fourteen (14) days prior to the Annual Meeting*** prior to the meeting at which it is to be considered.
***Effective December 12, 2018**

9. Dissolution and Liquidation

9.1 Upon dissolution and liquidation, **SOTS'**** assets shall, after payment of all liabilities, be donated to one or more **qualified donees*** in Saskatchewan as may be decided by the Board of Directors in a special meeting, so long as the said charitable organizations are either directly or indirectly concerned with the fostering or development of professional live theatre in Saskatchewan.

***Effective December 11, 2014**

****Effective December 12, 2018**

Director – Sign

Director - Sign

Director – Sign

Director - Sign