

By-Laws of the Astor Theatre Society

BYLAWS OF ASTOR THEATRE SOCIETY
approved by the members of the Society
at a special meeting of the Society held on
Saturday, 7 September 2024

1. In these bylaws, unless there be something in the subject or context inconsistent therewith
 - (a) “Society” means Astor Theatre Society,
 - (b) “Registrar” means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) “Special Resolution” means a resolution passed by not less than three quarters of members entitled to vote either present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons admitted to membership in accordance with these bylaws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society is entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society is not transferable.
6. Any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting can be a member of the Society.

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7. No formal admission to membership shall be required and the entry in the Registry of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if she/he resigns her/his membership by giving notice of this intention in writing to the Society, or if she/he ceases to qualify for membership in accordance with these bylaws.
9. Employees of the Society cannot be members of the Society.

FISCAL YEAR

10. The fiscal year of the Society shall be the period from 1 January in any year to 31 December of the same year.

ANNUAL GENERAL MEETING

11. (a) The ordinary, or annual general, meeting of the Society shall be held within three months after the end of each fiscal year of the Society;
(b) An extraordinary general meeting of the Society may be called by the Chairperson or by the Board of Directors at any time, and shall be called by the Members of the Board if requested in writing by at least twenty five percent (25%) in number of the members of the Society.
12. A minimum of seven days notice of a general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given by publication in two newspapers; as a courtesy to the members notice will also be posted on the Astor Theatre webpage and delivered to an email address on file with the Secretary. The non receipt of any notice by any member shall not invalidate the proceedings at any general meeting. It is the responsibility of the member to ensure that his/her address on file with the Secretary of the Society is current.
13. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

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Minutes of last general meeting;
Consideration of the annual report of the Board of Directors;
Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
Consideration of the Manager's report;
Consideration of the committee reports
Election of members of the Board of Directors;

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business.

All business that is transacted at an extraordinary general meeting of the Society shall be deemed special.

14. No business shall be transacted at any general (regular or extraordinary) meeting of the Society unless a quorum of members is present at the commencement of such business. The quorum shall consist of five members.

15. If within one half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved.

In any case, the meeting shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without specifying a future date or time.

16. (a) The Chairperson of the Board of Directors shall preside as Chair at every general meeting of the Society;
(b) If there is no Chairperson or if he/she is not present at any meeting, the Vice Chairperson shall preside as Chair;
(c) If there is no Chairperson or Vice Chairperson or if at any meeting neither the Chairperson nor the Vice Chairperson is present, the members present shall choose someone of their number to be Chair.

17. The Chairperson shall have no vote except in the case of a tie. In the case of a tie, the Chairperson shall have a deciding vote.

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18. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
19. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
20. If a poll is deemed in manner aforesaid, the same shall be conducted in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

21. Every member shall have one vote and no more.

BOARD OF DIRECTORS

22. Unless otherwise determined by general meeting, the number of Board members shall not be less than five nor more than twelve.
23. Any member of the Society shall be eligible to be elected a Member of the Board of the Society.
24. The Board Members will be elected by members at each annual general meeting of the Society from among the registered members.
25. From time to time the Board of Directors may invite non-voting guests to meetings of the Board to provide information and to serve as observers when Board decisions impact upon another Society. Such guests may contribute to the deliberations; however, guests will not be allowed any decision-making role at the meetings they attend.

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26. At the annual general meeting of the Society in 2017 all the current Board Members will retire from office but will hold office until the dissolution of the meeting at which their successors are elected. One-third of the members will be elected to a term of three years; one-third of the members will be elected to a term of two years; and one-third of the members will be elected to a term of one year. In subsequent years, there will be an election of four members to replace those retiring for that year. No member may be elected to serve more than two terms in succession. Starting in 2018, terms will be 3 years.
27. Should a Board Member resign her/his office or ceases to be a member in the Society, whereupon her/his office as Board Member shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
28. The Society may, by special resolution, remove any Board Member before the expiration of the period of office and appoint another person in her/his stead. The person so appointed shall hold office during such time only as the Board Member in whose place he is appointed would have held office if she/he had not been removed.
29. Meetings of the Board of Directors shall be held as often as the business of the Society may require, but scheduled meetings will be held once each quarter-year and shall be called by the Secretary. A meeting of Board Members 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 either orally or in writing to each Board Member within a reasonable time before the meeting is to take place, but non receipt of such notice by any Board Member shall not invalidate the proceedings at any meeting of the Board of Directors.
30. No business shall be transacted at any meeting of the Board of Directors unless at least five of the Board Members are present at the commencement of such business. At least one of the five must be a member of the executive committee.

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31. The Chairperson or, in her/his absence, the Vice Chairperson or, in the absence of both of them, any other member of the executive committee will preside as Chairperson at meetings of the Board.
32. The Chairperson shall be entitled to vote as a Board Member and, in the case of an equality of votes, she/he shall have the deciding vote in addition to the vote to which she/he is entitled as a Board Member.

POWERS OF BOARD MEMBERS

33. The management of the activities of the Society shall be vested in the Board Members who, in addition to the powers and authorities by these bylaws or otherwise expressly given them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society provided they are not expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Board Members shall have power to engage a Manager, and other employees as required, and to determine their duties and responsibilities and their remuneration. The Manager will be bondable and have a police check. Not less than once a year, a review of the performance of the Manager, and other Board appointees, will be presented to the Manager, or other Board appointees, in writing. The review will be conducted by the executive committee and presented to the Board Members prior to release to the employee. The Board Members may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

EXECUTIVE OFFICERS

34. The Executive Officers of the Society shall be a Chairperson, a ViceChairperson, a Past-Chairperson, a Treasurer and a Secretary. The officers of Treasurer and Secretary may be combined. The Executive Offers will meet from time to time as required to discuss and execute matters of a fiscal nature concerning the operation of the Society and of the Theatre. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the

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Chairperson (or his / her designee) and one other person from the Executive Committee or Manager. Any such transactions will be reported to the Board at the meeting following the transaction.

Each will have signing authority for cheques along with the General Manager. Each cheque requires two signatures. In the case of payments to the General Manager, two members of the Executive must sign these cheques. Under no circumstances will the Executive Officers make policy decisions independent of the Full Board.

35. The Board Members shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to her/him by the Board Members from time to time. The Chairperson will serve a term of two years.
36. The Past-Chairperson will serve a term of one year.
37. The Vice-Chairperson will perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request her/him to do so. The Vice-Chairperson will serve a term of two years.
38. (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of the Society and of the Board of Directors, maintain the registry of members of the Society, and shall perform such other duties as may be assigned to her/him by the Board Members. The Board Members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board Members may assign. If the Board Members think fit, the same person may hold both offices of Secretary and Treasurer. The term of office for the Secretary and Treasurer, or Secretary/Treasurer, will be the duration of her/his term as a Board Member.
 - (b) The Board Members may appoint a temporary substitute for the Secretary who shall, for the purpose of these bylaws, be deemed to be the Secretary.

AUDIT OF ACCOUNTS

39. The auditor of the Society shall be appointed annually by the Board of Directors.
40. The Society shall make a written report to the members as to the financial position of the Society. The report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, she/he shall state whether, in her/his opinion, the balance sheet is a full and fair balance sheet required by the Society and properly drawn up so as to contain the particulars required by the Society and to exhibit a true and correct view of the Society's affairs. The report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
41. The Society has power to repeal or amend any of these bylaws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

42. The Society shall file with the Registry with its Annual Statement a list of its Board Members with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Board Members, notify the Registry of the change.
43. The Society shall file with the Registry a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
44. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
45. The books and 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.