

CONSTITUTION AND BYLAWS

APPROVED AT THE ANNUAL GENERAL MEETING – November 6, 2022

CONSTITUTION

ARTICLE I Name

1. The name of the organization shall be THEATRE SASKATCHEWAN INC. hereinafter referred to as the ASSOCIATION or THEATRE SASKATCHEWAN.

ARTICLE II Aims and Objectives

1. PURPOSE: To advance community theatre in Saskatchewan.
2. Objectives
 - i. To promote community theatre through the organization of programs pertaining to education, development, liaison, competition and adjudication.
 - ii. To cooperate with organizations whose objectives advance theatre in Saskatchewan.
 - iii. To acknowledge and encourage member groups to present and promote the works of local, as well as national, playwrights.
 - iv. To cooperate with and assist other regional or national bodies in developing community theatre activities.
 - v. To facilitate and promote participation in provincial theatre activities.
 - vi. To organize and operate annual theatre festival(s) in Saskatchewan under established rules and regulations.
 - vii. To inform members of theatre activities, to further the Association's educational programs, to develop members' production skills, and to promote the use of Saskatchewan theatrical resources.

ARTICLE III Membership

1. There shall be two (2) classes of membership
 - i. MEMBERSHIP – Available to all non-profit, volunteer based, community theatre groups in Saskatchewan. Benefits:
 - a. Voting rights at General Meetings
 - b. Grant eligibility
 - c. Festival and program participation
 - d. Library access
 - e. Communications
 - f. Members eligible for board nomination
 - ii. ASSOCIATE MEMBERSHIP – Available to any individual, organization or community theatre company in Saskatchewan. Benefits:
 - a. Program participation
 - b. Library access
 - c. Communications
 - d. Members eligible for board nomination

2. Members shall delegate one person as a representative with voting privileges at General Meetings.
3. ASSOCIATE MEMBERS may attend General Meetings; however, they do not have voting privileges.

ARTICLE IV Board Governance

1. THE BOARD OF DIRECTORS
 - i. The Board of Directors shall consist of the President and a minimum of five (5) and up to nine (9) members at large; with up to one position being held by an associate member.
 - ii. The Board of Directors shall be nominated and elected by the membership.
 - iii. The President shall be nominated and elected by the membership.
 - iv. A director shall be appointed by the Board of Directors to serve as Vice-President
 - v. A director shall be appointed by the Board of Directors to serve as Chair of the Finance Committee.
 - vi. The Board of Directors shall conduct the affairs of the Association between members' meetings and shall meet no less than four (4) times annually.
2. OFFICERS
 - i. The OFFICERS shall consist of the President, Vice-President, and Finance Chair.

ARTICLE V Dissolution

1. In the event of dissolution, the distribution of assets of the Association shall follow procedures as outlined in the Non-Profit Corporations Act of Saskatchewan.

ARTICLE VI Amendments

1. This constitution may be amended only by a two-thirds majority of votes cast at a General Meeting after sixty (60) days' notice of such proposed amendments have been given in writing to all Members in good standing.

BYLAWS

I Definitions

1. "Association" and "Corporation" mean Theatre Saskatchewan Inc.
2. "in good standing" means annual membership fee has been paid and no outstanding charges exist

II Membership

1. Annual Fees
Membership fees shall be set by the Board of Directors and shall be payable for fiscal year of the Association.

III Fiscal Year

1. The fiscal year of the Association shall be August 1 to July 31 inclusive

IV Financial

1. The Board of Directors shall appoint and Executive Director and staff to administer and implement the activities of the Association, in accordance with the policies and directives of the Board of the Directors and the Constitution and Bylaws.
2. No Elected Board Member shall receive monetary remuneration for services rendered to the Association other than personal expenses.
3. Monetary assistance for Member Funding, Scholarships, and the Apprenticeship Program shall be allocated to Members in good standing as funds permit and at the discretion of the Board of Directors.

V Meetings

1. Members shall meet at least once a year at the Annual General Meeting.
2. A General Meeting may be held at any time upon the written request of a minimum of 12 Active member groups. Such a meeting shall be held within 45 days of the receipt of the request.
3. Notice of General Meetings shall be provided in writing to all members a minimum of 30 days in advance of the meeting. Such notice shall include:
 - i. An agenda
 - ii. Notification of specific resolutions. Where such resolutions are amendments to the Constitution, sixty (60) days notice is required as per article VI of the Constitution.
 - iii. Where the General Meeting is an *Annual* General Meeting, copies of Board approved audited financial statements shall be provided a minimum of 15 days in advance of the meeting.
4. Resolutions that have not met the notice provisions above may be considered if two-thirds of the VOTING MEMBERS present agree. Once the VOTING MEMBERS agree to hear the resolution, normal quorum provisions apply.

VI Committees

1. The Board of Directors may, as required, establish committees to serve its purposes. Each committee shall include a minimum of one board member and may include representatives from the general membership or any other person with the requisite expertise whom the board appoints.

VII Election of the Board of Directors

1. Nominations
 - i. The President shall appoint a Nominating Committee at least 60 days prior to the Annual General Meeting.
 - ii. The Nominating Committee shall be chaired by the Past President, or, in the event of a vacancy of the position, a Board member appointed by the President.
 - iii. The Nominating Committee shall solicit and receive nominations for vacancies on the Board of Directors.
 - iv. Nominations and bios shall be submitted to the Nominating Committee Chairperson at least 40 days prior to the Annual General Meeting who will then forward them to the Executive Director to be send out with the 30-Day Notice.
 - v. Nominations must be signed by the Nominee and the Nominator.
 - vi. Only Members in good standing may nominate or run for the Board of Directors.
 - vii. Any member wishing to be nominated for the office of President must have served at least one year as a member of the board of directors within the previous 5 years.
 - viii. Nominations can be accepted from the floor if the nominee is present.
2. Voting
 - i. The Members in good standing and in attendance at the Annual General Meeting shall have voting privileges.
 - ii. All current members of the Board of Directors in attendance at the Annual General Meeting, included those whose terms are about to expire, shall have voting privileges unless their club representative is present.
 - iii. There shall be no voting by proxy.
3. Election of Officers
 - i. In the event that the number of nominated members equals the number of vacancies on the Board, the members nominated shall be declared acclaimed.

VIII Terms of Office

1. Directors (Board Members) may serve for a 2-year term, to a maximum of 3 consecutive terms in accordance with the following:
 - i. One half of the directors at large shall be elected in alternate years
 - ii. The term maximum for directors is waived if the Director is elected to the position of President, in which case the director shall serve:
 - a. The full term to which they have been elected President, and
 - b. As Past President for the first term to which their successor has been elected President
 - iii. Once a Director has served the maximum terms, they must take 1 term (2 years) before running for the Board of Directors again.
 - iv. Where no person is willing to serve on the Board of Directors who meets the term limit requirements, the Membership may elect a Director who exceeds the term limit requirements.
2. The President shall be elected for a 1-year term and may serve 2 consecutive terms.
3. The Vice-President shall be appointed for a 1-year term and may serve 2 consecutive terms.

IX Vacancies on the Board of Directors

1. When a vacancy occurs on the Board of Directors before the expiration of the term of office, the nominated candidate receiving the next highest number of votes at the preceding Annual General Meeting shall fill the term of the vacancy.
2. In the event that the vacancy cannot be filled under By-law IX, sub-section 1, the President shall appoint a member of the Association to complete the term of the vacancy.

X Resignations

1. A written resignation must be submitted to the Board of Directors for the purpose of vacating a position on the Board of Directors.

XII Amendments to By-Laws

1. The Board of Directors may, by resolution, make, amend or repeal any by-law that regulates the activities of the Association.
2. Any such change is effective from the day of the resolution of the Board of Directors until confirmed or rejected at the next General Meeting.
3. If the Membership rejects such change, the change ceases to be effective.

XIII Quorums

1. A Quorum at Board of Directors' Meetings shall be 50% + 1 of the elected Directors.
2. A Quorum at General Meetings shall consist of 50% + 1 of voting members in attendance, providing the notice provisions for such meetings are affected.