THE BAILEY THEATRE SOCIETY

Adopted October 27 ,2026

Bylaw No. 5

1. These Bylaws shall replace the Bylaw No. 4 of **THE BAILEY THEATRE SOCIETY**.

Membership

2. The Society shall have the following classes of Membership:

   ~~(a)~~ Regular Members - Any person residing in Alberta, and being of the full age of 18 years shall become a regular member by filing with the Society a completed Application for Membership ~~in such form as may be approved from time to time by the Board of Directors of the Society accompanied by payment of the annual membership fee.~~

   ~~(b) Honorary Life Members - Honorary life members shall be those persons selected as honorary life members by the Board of Directors. Honorary life members shall not be required to pay annual membership fees.~~

3. The annual membership fee in the Society payable by regular members of the Society shall be determined, from time to time, by the Board of Directors.

4. The Society shall maintain a Register of Members containing the names of every person who is a member of the Society, together with the following particulars with respect to each such member:

   (a) Full name and email address of member
   (b) Date on which the member became a member
   (c) Date on which the member ceased to be a member.
   ~~(d) Class of membership of the member.~~

~~5. Any person whose name does not appear on the Register of Members is not a member of the Society.~~

(a) Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary, provided however that such member shall not be entitled on withdrawal to a refund of any fee or contribution which he may have paid to the Society

(b) Membership shall be current for 12 months from the date of application. If any

member is in arrears for fees ~~in any fiscal year of the Society~~, such member shall be automatically suspended at the end of the 12 month membership period, ~~at the expiration of three months from the end of the previous fiscal year end,~~ and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated upon full payment of such membership fee arrears.

(c) Any member upon majority vote at a meeting of the Board of Directors may be expelled from membership for any cause which the Board of Directors, in its sole discretion, may deem reasonable and justifiable.

6. Every member of the Society in good standing shall, upon written request to the Secretary of the Society, be entitled to review the Register of Members of the Society within a reasonable period of time following the delivery of such written request.

7 All members in good standing are entitled to receive all information relative to the activities of the Society which may be circulated or made available from time to time by the Society and shall have the right to attend all meetings of the Society.

Board of Directors

8 The Board of Directors shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society and shall exercise all powers of the Society as are not required to be exercised by members of the Society, and, without limiting the generality of the foregoing, the Board of Directors may:

(a) from time to time for the purpose of carrying out the objectives of the Society borrow money on the credit of the Society, issue or pledge securities of the Society, and charge, mortgage or pledge all or any part of the real and personal property of the Society to secure any securities, debts, obligations or liabilities of the Society. If the Board incurs new debt of $100,000 or more notification must be sent to all current members of the Society.

(b) from time to time appoint such agents and authorize the employment of such persons as it deems necessary to carry out the objects of the Society, and, without limiting the generality of the foregoing, may engage an ~~Executive Director~~ General Manager to manage the activities of the Society, and such agents and employees shall have such authority and shall perform such duties as may be prescribed from time to time by the Board of Directors.

(c) institute and amend policies, procedures and standards for the conduct of its business and affairs provided that such policies, procedures and standards, and any amendments thereto, shall not be inconsistent with anything contained in the Bylaws of the Society.

(d) open one or more bank accounts for the Society, designate signing officers in accordance with the provisions of these Bylaws, execute all documents and do all other things incidental to or in connection with the transaction of the business of the Society with its bank. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officers and directors as are designated by the Board of Directors from time to time or in such other manner as from time to time is determined by resolution of the Board of Directors, and any such officers may endorse notes and drafts for the collection of it on the account of the Society through its bankers or for deposit with the bankers of the Society for the credit of the Society.

(e) establish such committees as it, in its discretion, deems necessary or desirable to carry out the business and purposes of the Society, and delegate to such committees any of the powers of the Board of Directors; provided however that each such committee must have at least one Director of the Society as a member.

9. The Board of Directors shall consist of no fewer than 5 members and not more than 15 members. The Past-President of the Society shall automatically be a member of the Board of Directors.

10. Members of the Board of Directors shall be elected at the Annual General Meeting, and to the extent that there are vacant Board positions not filled by such election or vacancies occur between the Annual General Meetings, such vacancies may be filled by persons appointed by the Board of Directors

11. Each member of the Board of Directors elected at an Annual General Meeting shall be elected for a two year term or for such shorter term as may be determined by the members at such meeting. Each member of the Board of Directors who is appointed by the Board of Directors shall be appointed for a term ending at the next Annual General Meeting.

12. The qualifications for membership on the Board of Directors are:

(a) must be a member in good standing of the Society.

(b) must meet the criteria for Board membership established from time to time by the Board of Directors or the Society.

13. Meetings of the Board of Directors shall be held at such places in Camrose, Alberta as the Board of Directors may from time to time determine, and as often as may be required, but at least every three months, and shall be called by the President. In the event that in person meetings are not able to be held, video conferencing may be utilized.

14. Meetings of the Board of Directors shall be called by 7 days notice in writing ~~mailed to~~ via email to each member or by three days notice to each member by ~~fax,~~ email or telephone.

15. A special meeting of the Board of Directors shall be called on the written request of any two Board members to the President to call such meeting, and such written request shall state the business to be brought before the meeting.

16. In the case that a decision must be made between meetings, an electronic vote will be taken and the decision will be ratified at the next Board meeting.

17. Any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present, or if a quorum of the Board of Directors is present and those present have waived notice and those absent have signified their consent in writing or by email to the meeting being held in their absence without notice.

18. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any member of the Board of Directors, and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any members of the Board of Directors may at any time waive notice of any such meetings and may ratify and approve any or all proceedings taken thereat.

19. ~~Any four~~ Fifty percent plus one of current directors shall constitute a quorum at meetings of the Board of Directors.

20. Each member of the Board of Directors shall have one vote, and unless otherwise expressly provided in the Bylaws of the Society, all motions shall be decided by a majority of votes. In the cases of an equality of votes, the ~~Chairperson~~ President may ~~have~~ cast the deciding vote.

21. Proxies shall not be permitted at meetings of the Board of Directors.

22. Resolutions in writing signed by all of the members of the Board of Directors of the Society shall be as effective as a resolution passed at a meeting of the Board of Directors of the Society duly convened and held.

~~23. Meetings of the Board of Directors may be held by way of telephone or any other communication facility that permits all persons participating in the meeting to hear each other.~~

23. Any member of the Board of Directors who is absent from four consecutive meetings of the Board of Directors may be removed from the Board of Directors by a resolution

passed by a two-thirds majority of the Directors present at a duly held and constituted meeting of the Board of Directors.

24. Any member of the Board of Directors may be suspended by a majority vote of the Board of Directors at a duly held and constituted meeting of the Board of Directors for any cause which the Board of Directors may deem reasonable.

Every member of the Board of Directors shall be indemnified and save harmless by the Society from and against all claims, damages, costs, charges and expenses whatsoever which such member sustains or incurs in any claim, action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in the execution of his position as a member of the Board of Directors or as an Officer of the Society, and also from and against all claims, damages, costs, charges and expenses which he reasonably sustains or incurs in relation to the Society, except such claims, damages, costs, charges or expenses as are occasioned by his own neglect or willful wrongful act.

25. Any director or officer, upon majority vote at a meeting of the ~~Society~~ Board, may be removed from office for any cause which the ~~Society~~ Board may deem reasonable and justifiable.

Officers

26. Immediately following the Annual General Meeting in each year, the Board of Directors shall meet and elect from amongst their membership for a term of one year a President, a Vice-President, a Secretary and a Treasurer as the Officers of the Society.

27. In the case of any officer vacancy, the Board of Directors may appoint another member of the Board of Directors to fill the position of such vacant office until the next Annual General Meeting.

28. The duties of the officers of the Society shall be as follows:

(a) the President shall:

(i) preside at all meetings of the Society, the Board of Directors and the Executive Committee.
(ii) be ex-officio a member of all Committees.
(iii) Set the agenda for Board meetings.

(b) the Vice-President shall:

(i) attend all meetings of the Society, the Board of Directors and the Executive Committee.

(ii) assist the President and perform the duties of the President in his absence or inability to serve.
(iii) in the absence of the President, preside at meetings of the Society, the Board of Directors and the Executive Committee.

(c) the Secretary shall:

(i) attend all meetings of the Society, the Board of Directors and the Executive Committee, and take and maintain accurate minutes of same.
(ii) ensure the Society's compliance with the Society Charter and Bylaws.
(iii) organize the Board and Society meetings and the Annual General Meeting.
(iv) in conjunction with the Treasurer, ensure that a system is in place to execute and control contracts.
(v) have charge of all of the correspondence of the Society.
(vi) keep and maintain the Register of Members of the Society.
(vii) collect and receive Applications for membership in the Society and the payments of annual membership fees, and promptly turn over to the Treasurer the collected membership fees for deposit in the bank account of the Society.
(viii) send all notices of meetings as required.
(ix) or ensure that that the foregoing duties, or any of them are discharged by the staff of the Society.

(d) the Treasurer shall:

(i) attend all meetings of the Society, the Board of Directors and the Executive Committee.
(ii) ensure that books and records of the Society are properly maintained, including books and records required by these Bylaws or by any applicable statute or law.
(iii) prepare the annual Budget and annual Financial Statements with the assistance of the ~~auditors of the Society~~ General Manager.
(iv) ensure that a system of fiscal control is in place.
(v) monitor revenue, expenditures and cash flow against the annual budget, and report to the Board on variances and required corrective action and report quarterly to the Board.
(vi) ~~receive~~ oversee all monies paid to the Society and ensure they are deposited ~~them~~ in the bank account of the Society.
(vii) in conjunction with the Secretary, ensure that a system is in place to execute and control contracts.
(vii) or ensure that that the foregoing duties, or any of them are discharged by the staff of the Society.

Executive Committee

29. The Executive Committee shall consist of the four Officers of the Society and the immediate Past-President of the Society. The Executive Committee shall meet at such times and places as it may decide. The notice requirements for meetings, procedure for voting, quorum and other rules regarding the meetings of the Executive Committee shall be as determined by the Executive Committee from time to time.

30. The general mandate of the Executive Committee shall be to:

(a) provide continuity for the management and governance of the Society's affairs;

(b) provide direction to the ~~employees~~ General Manager of the Society;

(c) ensure that the Mission Statement of the Society is reviewed regularly and that the operation of the Society conforms to the terms of the Mission Statement;

(d) provide fiscal direction and advice to management of the Society;

(e) review and approve recommendations from committees prior to their submission to the Board of Directors.

31. The Executive Committee shall have the power to appoint such committees as it deems necessary to carry out its responsibilities.

32. In the intervals between meetings of the Board of Directors, the Executive Committee shall exercise all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Society and shall co-ordinate the activities of the committees of the Board of Directors.

Meetings

33. The Society shall hold an annual meeting at a time and place in Camrose, Alberta to be fixed by the Board of Directors on or before ~~January~~ December 31st in each year ~~(starting January 31, 2011),~~ of which notice in writing to each member in good standing shall be delivered by ~~mail or~~ email a minimum of 14 days prior to the meeting.

34. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board of Directors by notice in writing to each member in good standing shall be delivered by ~~mail or~~ email a minimum of 14 days prior to the date of such meeting.

35. A special meeting of the Society shall be called by the President or Secretary upon receipt of a petition, signed by one-third of the members in good standing, setting forth

the reasons for calling such meeting. Notice of such special meeting shall be delivered to each member in good standing shall be delivered by email 14 days prior to the date of the special meeting.

36. Meetings of the Society may be held via videoconference and in that case electronic voting will be acceptable.

37. Notice of any meetings of the members of the Society shall be given to all persons who are members in good standing at the time of notice, at the last known email address of the members as shown in the Register of Members, and such Notices and if so emailed shall be deemed to be received by the member within 4 days of the date of emailing.

38. No error or omission in giving notices of any meeting of the Society shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings thereat.

39. Ten percent of the members in good standing or five members in good standing, whichever is greater, shall constitute a quorum at any meeting of the Society.

40. If a quorum is not present within one-half hour after the time for which the meeting has been called, the meeting shall be postponed for not more than 28 days nor less than 14 days to a designated hour and place. At such postponed meeting, those voting members in good standing who are present at the meeting shall constitute a quorum provided that notice in writing of the date, time and place of the postponed meeting has been mailed to all members in good standing not later than 7 days after the postponement of the meeting.

40. The business of the Annual General Meeting shall be:

(a) to receive and consider the report of the auditors of the Society for the most recent fiscal year;

(b) to elect Directors;

(c) to appoint auditors for the ensuing fiscal year of the Society; and

(d) consider any resolutions that may be properly brought before the meeting.

41. (a) Any member of the Society may present a resolution to the President for consideration a t the Annual General Meeting (AGM). Resolutions must be submitted via email and receiv ed at least 7 days before the date of the AGM.

(b) The President will distribute the Resolution to the Board within 24 hours of receipt and t he Board will determine whether or not to present the resolution at the AGM.

(c) If a resolution is to be presented at the AGM it must be distributed to all registered mem bers by email a minimum of 4 days prior to the meeting date.

Voting

42. Any member ~~who has not withdrawn from membership and who has not been suspended or expelled~~ in good standing shall have the right to one vote in any meeting of the Society. ~~Such votes must be made in person or by proxy.~~

43. ~~Each member of the Society, whether a regular member or an honorary life member, who is in good standing with the Society, shall be entitled to one vote at all meetings of the Society.~~

44. ~~Proxies shall be accepted at all meetings if held by a member in good standing and completed in the following manner:~~

~~(a) contains the name and signature of the member with the voting rights for which the attending member is a proxy;~~

~~(b) contains the name and signature of the member bearing the proxy vote; and~~

~~(c) lists any limitations on the use of the proxy.~~

44. Every question at general meetings of the members of the Society shall be decided by a majority of the votes of the voting members present unless otherwise required by these Bylaws or by The Societies Act; and in the case of an equality of votes, the chair of the meeting shall have a casting vote.

45. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by a minimum of five (5) members or their proxies. Upon a show of hands, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. If a poll is demanded and such demand is not withdrawn, the question shall be decided by the required majority of the votes given by members present in person or by proxy, and the poll shall be taken in such manner as the Chair of the meeting shall direct. The result of such poll shall be deemed to be the decision of the members of the Society upon the matter in question.

46. Notwithstanding Paragraph 45~~7~~, voting shall be by secret ballot in a contested election of members of the Board of Directors.

47. ~~A resolution consented to in writing by all of the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are~~

~~permitted, by proxy shall be as effective as a resolution passed at a meeting of the members of the Society duly convened and held.~~

Books and Records

48. The Board of Directors shall cause accounts to be kept of all monies received and expended by the Society, the manners in which such receipts and expenditures took place, and the assets and liabilities of the Society.

49. The fiscal year of the Society shall end on the 31st day of July in each year or such other date as may from time to time be determined by the Board of Directors.

50. The Board of Directors may from time to time appoint a duly qualified accountant as the Accountant of the Society to hold office for such period as the Board of Directors may determine.

51. The books, accounts and records of the Society shall be audited at least once yearly by two individuals appointed by the Board of Directors.

52. Financial Statements setting out the Society's income, disbursements, assets and liabilities, ~~audited and~~ signed by the Society's Treasurer ~~auditors~~, shall be presented at the Annual General Meeting of the Society in each year.

53. The books of account, minute book and all other books and records of the Society shall be kept at such place in Camrose, Alberta as the Board of Directors shall decide, and shall at all times be open for inspection by any member of the Board of Directors.

54. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and minutes of the Society, or any of them, shall be open for inspection by the members of the Society not being a member of the Board of Directors, and no member who is not a member of the Board of Directors shall have the right to inspect any account or book or document of the Society except as conferred by a Bylaw or authorized by the Board of Directors or by resolution of the members.

Remuneration

55. The Directors shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from their positions, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

Execution of documents and use of seal

56. The Board of Directors of the Society may adopt a seal which shall be the common seal of the Society.

57. The common seal of the Society shall be under the control of the Secretary, and shall be kept at such place as is determined by the Board of Directors.

58. The common seal of the Society shall be affixed to documents and instruments executed by the Society under the hands of any two Officers of the Society or any other persons as may from time to time be authorized by resolution of the Board of Directors.

Borrowing Powers of the Society

59. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money, issue or pledge securities of the Society, including, without limitation, debentures and promissory notes, and charge, mortgage or pledge all or any part of the real and personal property of the Society to secure any debts, obligations or liabilities of the Society or any securities provided by the Society as security therefor, provided however that in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Dissolution

60. Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the Income Tax Act.

Bylaws

61. The Bylaws of the Society shall not be rescinded, altered or added to, except by special resolution of the Society. Each revision, alteration or addition to a Bylaw of the Society shall be registered with the Registrar of Corporations for the Province of Alberta.

62. "Special Resolution" means:

(a) a resolution passed at a meeting of the Society by a vote of not less than 75% of the members in good standing at such meeting, where notice of the meeting and of the proposed resolution was given to the members in good standing of the Society not less than 21 days before the date of the meeting.

(b) a resolution proposed and passed as a special resolution by a vote of not less than 75% of the members in good standing at a meeting of the Society, notice of which has been given less than 21 days before, if all of the members entitled to attend and vote at the general meeting so agree.

(27/10/2026)