

Information for Sid Williams Theatre Society members, regarding **Special Resolutions** to be put forward on September 22, 2020 at the Annual General Meeting of the Sid Williams Theatre Society:

SECTION 1: The following changes to the constitution were recommended in August 2020 by the board of directors after a review of the Society's constating documents and policies in preparation for a board governance workshop. No content was removed; wording and alignment was reorganized to improve the clarity and relevancy of the constitution.

SECTION 2: The following changes to bylaws in sections 3 and 5 were recommended by an arts sector legal advisory group, with additional description to follow.

SECTION 3: The following changes to bylaws in section 4 were recommended by the nominations committee with additional description to follow.

SECTION 1: CONSTITUTIONAL CHANGES

Existing Constitution

Filed with BC Registrar of Companies on May 10, 2018.

Reviewed by Sid Williams Theatre Society members at Special General Meeting on July 26, 2018.

The name of the Society is the SID WILLIAMS THEATRE SOCIETY.

The purposes of the Society are:

1. To stimulate and enhance artistic, economic, and cultural activities in the Comox Valley and surrounding region;
2. To govern, operate the Sid Williams Theatre in an ethical and cost effective manner for the benefit of our whole community;
3. To provide improved opportunities for artistic talent;
4. To cultivate interest and participation in, also to foster the appreciation and enjoyment of, the full range of performing arts and culture in the Comox Valley and region;
5. By presenting plays, music, dance, film productions, and other performances;
6. By undertaking public educational projects in furtherance of the aims of the Society;
7. By incorporating the elements of lighting, sound, and other technologies of the theatre industry in performances where appropriate;
8. By encouraging local, regional, national, and international cooperation in the theatre community.

Proposed Amended Constitution

To be reviewed and approved by Sid Williams Theatre Society members at the Annual General Meeting on September 22, 2020.

To be filed with BC Registrar of Companies immediately thereafter.

The name of the Society is the SID WILLIAMS THEATRE SOCIETY.

The purposes of the Society are:

1. To govern and operate the Sid Williams Theatre in an ethical and cost effective manner for the benefit of our whole community;
2. To stimulate and enhance artistic, cultural, and related economic activities in the Comox Valley and surrounding region;
3. To cultivate interest and participation in, and to foster the appreciation and enjoyment of a full range of performing arts and culture in the Comox Valley region;
4. To undertake public educational projects in furtherance of the aims of the Society;
5. To provide improved opportunities for artistic talent, such as but not limited to:
 - a. Developing and supporting the presentation of plays, music, dance, films, and other performance disciplines;
 - b. Exploring and incorporating new technologies for theatre;
 - c. Encouraging local, regional, national, and international cooperation in the theatre community.

SECTION 2: RECOMMENDED BYLAW CHANGES

The proposed changes to Sid Williams Theatre Society bylaws 3.1 and 5.1 are in response to a recurring advisory (since April 2020) from legal contractors within the non-profit sector in response to the difficulties of in-person meetings during COVID-19.

Existing 3.1

A general meeting must be held at the time and place the Board determines.

Proposed Amended 3.1

A general meeting must be held at the time and place the Board determines; which may include videoconference, teleconference, or other formats which can be reasonably accessed by the members.

Existing 5.1

A directors' meeting may be called by the president or by any 2 other directors.

Proposed Amended 5.1

A directors' meeting may be called by the president or by any 2 other directors; the format of which may be in-person, by videoconference, teleconference, or a combination of these.

SECTION 3: RECOMMENDED BYLAW CHANGES

The COVID-19 pandemic started in the midst of Sid Williams Theatre Society strategic planning. This planning had already indicated gaps in the board's overall skill set, balance, and reflection of Comox Valley community makeup. Demands on the Society to continue fulfilling its mandate during a public health crisis (which has impacted mass-gathering community venues like the Sid Williams Theatre in a devastating way) significantly increases the need for the Sid Williams Theatre Society board to expand its capacity and capability. The proposed changes to bylaws 4.1, 4.4 and 4.5 are in response to this situation.

Existing 4.1

The Society must have no fewer than 3 and no more than 9 directors.

Proposed Amended 4.1

The Society must have no fewer than 3 directors and no more than 15 directors;

Existing 4.4

The term of each director shall be three years and no director shall serve more than two terms.

Proposed Amended 4.4

- a) The term of each director shall be three years and no director shall serve more than two consecutive terms under normal circumstances,
- b) If urgent or special circumstances arise, the Board may extend a director's term by up to one year.



ANNUAL GENERAL MEETING SPECIAL RESOLUTIONS

September 22, 2020

Existing 4.5

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, or incapacity of a director during that director's term of office.

Proposed Amended 4.5

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during that director's term of office; the Board may also appoint a director to fill a critical need that has arisen within the Board's capacity to fulfill its obligations.

PROPOSED SPECIAL RESOLUTIONS

UPON MOTION IT WAS RESOLVED as a special resolution of the members of the Sid Williams Theatre Society that the wording of the Society's constitution be amended as indicated.

UPON MOTION IT WAS RESOLVED as a special resolution of the members of the Sid Williams Theatre Society that bylaws 3.1, 4.1, 4.4 and 4.5 be amended as indicated.