

## **CHESTER PLAYHOUSE SOCIETY**

### **Special Resolution**

#### **BE IT RECORDED THAT:**

1. the Chester Playhouse Society (the “Society”) had amended the original By-Laws of the Society, by resolutions in 2005, 2017 and 2022 which amendments are consolidated in the copy attached hereto (the “Amended By-Laws”) but copies of amendments had not been filed with the Registrar of Joint Stock Companies for the Province of Nova Scotia as required by Section 21 of the Societies Act; and
2. the Society has since the date of the above noted amendments operated as though the Amended By-Laws were in full force and effect.

#### **BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SOCIETY THAT:**

1. the Amended By-Laws are hereby adopted as the By-Laws of the Society; and
2. all acts of the Members and the Directors made in accordance with the Amended By-Laws are hereby ratified and confirmed.

I, Matt Ross, Secretary of Chester Playhouse Society, do hereby certify that the foregoing Special Resolution was passed at a duly called Annual General Meeting of the Members of the Chester Playhouse Society on the 23<sup>rd</sup> day of March 2026.

Matt Ross,  
Secretary, Chester Playhouse Society

**BY-LAWS  
of the  
CHESTER PLAYHOUSE SOCIETY**

**1.00 DEFINITIONS**

1.01 In these By-laws unless there be something in the subject or context inconsistent therewith:

- "Society" means Chester Playhouse Society ; and
- "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

**2.00 MEMBERSHIP**

2.01 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

2.02 For the purposes of registration the number of members of the Society is unlimited.

2.03 Every member of the Society shall be entitled to attend any general, extra ordinary general meeting or annual general meeting of the Society and to vote at any such meeting of the Society and to hold any office, but there shall be no proxy voting.

2.04 Membership in the Society shall not be transferable.

2.05 Any person who supports the objectives of the Society, and who pays the annual membership fee or makes a fiscal donation of an amount as determined by the Board of Directors of the Society, shall be deemed to be a member of the Society.

2.06 No formal admission to membership shall be required, and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

2.07 Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, the member resigns from the Society, or if the member ceases to qualify for membership in accordance with these by-laws.

### **3.00 FISCAL YEAR**

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

### **4.00 MEETINGS**

4.01 The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

4.02 An extraordinary general meeting of the Society may be called by the President or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per cent (25 %) of the members of the Society.

4.03 Fourteen days notice of a meeting (ordinary or annual 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 members.

4.04 Notice shall be given in writing and mailed or e-mailed to each member at the member's last known address. Any notice shall be deemed to have been given at the time the envelope was deposited in the Post Office or the e-mail was sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. In addition, notice of the annual general meeting shall be posted on the Chester Playhouse website and, at the discretion of the Executive Committee, by advertising in a newspaper.

4.05 At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of the preceding annual general meeting;
- Review of the acts and duties of the Board as presented in the President's annual report;
- Review of the General Manager's annual report;
- Review of the financial statements, including balance sheet and operating statement and the report of the auditors;
- Review of annual reports from standing committees;
- Election of Directors for the ensuing year;
- Appointments of auditors.

All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

4.06 No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such meeting and such quorum shall consist of five members. The Board of Directors may determine that any meeting of the members of the Society may be conducted in person, or remotely by electronic access, or in person and remotely by electronic access.

4.07 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 other case, it 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 sine die.

4.08 The President of the Society shall preside as Chair at every general meeting of the Society. If there is no President, or if at any meeting the President is not present at the time of holding the same, the Vice-President shall preside as Chair. If there is no President or Vice-President, or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chair.

4.09 The President 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 business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

## **5.00 VOTES OF MEMBERS**

5.01 Every member shall have one vote and no more.

5.02 The President of the Society shall have no vote except in the case of a tie vote. In the case of a tie vote, the President shall have a casting vote.

5.03 At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against such resolution.

5.04 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

## **6.00 DIRECTORS**

6.01 Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society

6.02 Every Director shall be a member in good standing of the Society.

6.03 Directors shall be elected by the members at each annual general meeting of the Society.

6.04 At the first annual general meeting of the Society and at every succeeding annual general meeting, all Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for reelection.

6.05 In the event that a Director resigns from the Board or ceases to be a member of the Society, whereupon the member's office of Director 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.

6.06 Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every 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 director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

6.07 No business shall be transacted at any meeting of the Board of Directors, unless a quorum is present at the commencement of such business and such quorum shall consist of five Directors. If at a meeting of the Board of Directors the number of Directors present falls below the quorum, the meeting shall be automatically adjourned. The Board of Directors may determine that any meeting of the members of the Society may be conducted in person, or remotely by electronic access, or in person and remotely by electronic access.

6.08 The President or, in the President's absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.

6.09 The President of the Board shall be entitled to vote as a Director and, in the case of an equality of votes, the President shall have a casting vote in addition to the vote to which the President is entitled as a Director.

6.10 In the event that the number of Directors elected by the members at the annual general meeting is less than the maximum number permitted by By-Law 6.01, the Directors elected at the annual general meeting may at any time appoint additional Directors provided that the total number of Directors does not exceed the maximum permitted by By-Law 6.01 and is consistent with the Policies and Procedures of the Chester Theatre Council.

## **7.00 POWERS OF DIRECTORS**

7.01 The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these By-laws or

otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in a general meeting.

7.02 In particular, the Directors shall have the power to engage a Managing Director and auxiliary staff and to determine duties, responsibilities and remuneration.

7.03 The Board of Directors shall determine the numbers and types of standing committees required by the Board to carry out its duties and activities, and it shall appoint the Chairs of these standing committees.

## **8.00 OFFICERS**

8.01 The Officers of the Society shall be President, a Vice-President, a Treasurer and a Secretary. The Officers of the Society are the Executive Committee and may act for the Directors as the Directors may decide.

8.02 The Directors shall elect one of their number to be President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to the President by the Board of Directors from time to time.

8.03 The Directors may also elect from their number a Vice-President. The Vice-President shall, at the request of the Board and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request the Vice-President so to do.

8.04 The Directors may also elect from their number a Secretary. The Secretary of the Society shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to the Secretary by the Board.

8.05 The Directors may also elect from their number a Treasurer. The Treasurer of the Society shall address financial issues of the Board and provide a financial report to the Board at each meeting of the Board and at the other times as requested by the Board.

8.06 The Directors may also elect Chairs for Standing Committees as determined necessary by the Board.

## **9.00 AUDIT OF ACCOUNTS**

9.01 The auditor of the Society shall be appointed annually by the members of the Society at the annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.

9.02 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account and, in every such report, it shall be stated whether, in the opinion of the auditor, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual general meeting. A copy of the balance sheet, showing general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual general meeting in each year, as required by law.

## **10.00 REPEAL AND AMENDMENT OF BY-LAWS**

10.01 The Society has power to repeal or amend any of these By-laws by a resolution passed in the manner prescribed by law.

## **11.00 MISCELLANEOUS**

11.01 The Society shall file with the Registrar with its annual statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.

11.02 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

11.03 The seal of the Society shall be in the custody of the Secretary, General Manager or other designate of the Board and may be affixed to any document upon resolution of the Board of Directors.

11.04 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.

11.05 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.

11.06 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

11.07 The borrowing powers of the Society may be exercised by special resolution of the members.