

SECTION ONE
NAME OF CORPORATION AND OBJECTS

1.1 Subject to confirmation by Supplementary Letters Patent:

- (i) the name of the Corporation is hereby changed to: “CANADIAN FILM AND TELEVISION PRODUCTION ASSOCIATION - ASSOCIATION CANADIENNE DE PRODUCTION DE FILMS ET DE TELEVISION”; and
- (ii) all the existing objects of the Corporation set out in the Letters Patent are deleted and the following objects are substituted therefor:
 - (a) promote and stimulate the creation of entrepreneurial film, television and interactive media productions in Canada;
 - (b) represent and promote the interests of film, television, and interactive media production in Canada with industry stakeholders such as federal and provincial governments, the media, investors, exhibitors, distributors and the public;
 - (c) create an environment that promotes a diversity of expression and protects the rights of Canadian producers in Canada and abroad;
 - (d) encourage a stable and coherent economic environment for producers in Canada and abroad;
 - (e) foster labour harmony in the production sector and negotiate agreements on behalf of the Corporation’s members with appropriate associations, unions and guilds;
 - (f) contribute to the training and development of a skilled production industry work force;
 - (g) enhance international market opportunities and partnerships for Canadian film, television and interactive media producers;
 - (h) provide a high level of service that respects the needs of the Corporation’s members;
 - (i) recognize excellence, hold trade forums, conferences, work shops and produce and promote industry information which promote the advancement of the Canadian production industry; and
 - (j) carry on other activities and research relating to the above objects which, in the opinion of the Board of Directors, may advance the interests of the members of the Corporation.

SECTION TWO
CONDITIONS OF MEMBERSHIP

2.1 Membership:

(A) **General.** Voting membership and First Works Membership in the Corporation shall be limited to individuals who are Canadian Citizens or permanent residents, and majority-Canadian owned and controlled corporations or partnerships, (collectively, “Persons” and individually a “Person”).

(B) **Voting Members.**

1. **Classes of Voting Members.** Voting Membership in the Corporation shall be granted in one of the following classes:

- (a) **General.** General membership shall be limited to those Persons who are engaged in film, television and/or interactive media production.
- (b) **Services Provider.** Services Provider membership shall be limited to those Persons who provide necessary and valuable services (including, without limitation, financial, legal, facilities or other like services).
- (c) **Interactive Media.** Interactive Media membership shall be limited to those Persons whose primary business is producing content for interactive media or Persons who produce a significant amount of content for interactive media in addition to film, and/or television production.
- (d) **Broadcaster Affiliate.** Broadcaster Affiliate membership shall be limited to those Persons who are engaged in film and/or television production or the production of content for interactive media, and are affiliated with a private broadcaster or broadcast distribution undertaking. For the purposes of these By-Laws, two companies shall be affiliated if one company beneficially owns, directly or indirectly, voting securities carrying 30 per cent or more of the voting rights attached to all voting securities of the other company. In addition, if a company (A) is affiliated to another company (B) pursuant to the foregoing, and the other company (B) is affiliated to a third company (C) pursuant to the foregoing, then the company (A) is affiliated with the third company (C).

(C) **Non Voting Members.** Non-Voting Membership in the Corporation shall be granted in one of the following classes:

- 1. **First Works.** First Works membership shall be limited to Persons who have never been, or none of whose principals (i.e. partners, shareholders, officers and directors) have ever had an ownership interest of any kind in, a Person which was a film, television and/or interactive media producer, and have received a producer-related credit.

This class of membership shall not be available to Persons after they have been First Works members for two years.

2. **Honorary**. Honorary membership may be granted to those in the film, television and interactive media industry who have made extraordinary contributions to the Corporation or to the film, television or interactive media industry.
3. **Permittee**. Permittee membership shall be limited to those film, television and interactive media production companies not otherwise eligible for membership who wish to work under the Corporation's collective or guild agreements on a per project basis only. A Permittee membership shall be valid only for the project in respect of which it was granted.
4. **Special**. Special membership may be granted in extra-ordinary circumstances to those who are not otherwise eligible for membership in the Corporation.

2.2 Approval of Membership: All membership in the Corporation will be subject to the approval of the Board of Directors. Such approval shall be based solely on the applicant satisfying the Board that it qualifies for the class of membership applied for.

2.3 Disclosure: All applicants will be required to submit with their application for membership a compliance and disclosure statement ("Disclosure Statement"). The Disclosure Statement shall relate to the applicant's legal status, whether it is affiliated with a private broadcaster or broadcast distribution undertaking, and whether it provides to any other member access to any film, television and interactive media market. Members shall be required to update their Disclosure Statements when renewing their membership and when there are material changes to the information contained in the Disclosure Statement.

2.4 Transferability of Membership: Membership in the Corporation shall not be transferable or assignable.

2.5 Change of Status: If a change of the principals or ownership of a member results in a change of the qualification of that member to be in its class of membership, the member's class of membership shall be (i) reclassified to the new class to which the member newly qualifies, or (ii) terminated, as the circumstances require, as of the date of the change of principals or ownership of the member. If there is a difference in annual membership dues associated with the new class of membership, the member will pay or be repaid the difference forthwith, calculated on a pro rated basis for the balance of the year.

2.6 Voting Members' Delegates: All voting members of the Corporation are required to notify the Corporation in writing of the name of the individual designated by the voting member to act as its delegate and to vote on its behalf. A member may change its delegate and/or alternate delegate by written notice to the Corporation.

2.7 Annual Membership Dues: The Board of Directors shall establish the amount of annual membership dues or reinstatement fees required for each class of membership.

2.8 Levies and Assessments: The Corporation may require that certain or all classes of membership pay production levies or other assessments in order to fund the activities of the Corporation.

2.9 Withdrawal of Membership: A member may terminate its membership by delivering a written resignation to the Corporation.

2.10 Suspension of Membership: If any member fails to pay any membership dues, production levies or other assessments (including, without limitation, administration fees attached to collective

agreements managed by the Corporation), is found to have provided inaccurate or misleading information in their application for membership and/or Disclosure Statement, fails to comply with the terms of a program administered or policy implemented by the Corporation, breaches a requirement to obtain a permit for a service production, or fails to provide a Disclosure Statement or update thereof when required or requested by the Corporation, and such failure or breach continues for a period of 30 days after having been so notified by the Corporation, such membership may be suspended until such failure or breach is rectified, terminated, or reclassified to another class of membership, as determined by the Board of Directors.

2.11 Suspension of Privileges: A member who is suspended in accordance with this By-Law shall not be entitled to vote or attend any meeting of the Corporation or exercise or enjoy any other rights of a member until such suspension has been removed.

2.12 Termination of Membership. Membership shall automatically terminate:

- (a) upon the bankruptcy, insolvency, dissolution, or winding-up of a member;
- (b) when a member resigns;
- (c) if at a special meeting of members a resolution is passed to remove the member by at least two-thirds of the votes cast at a special meeting provided that the member shall be granted the opportunity to be heard at such meeting prior to any such vote; or
- (d) if so determined by the Board of Directors in accordance with section 2.10 of these By-Laws.

SECTION THREE **BOARD OF DIRECTORS**

3.1 Number and Quorum: The property and business of the Corporation shall be managed by a board of a minimum of 22 directors and a maximum of 26 directors. The Members of the Board of Directors shall be elected for a two year term commencing from the next annual meeting of the Corporation following the date hereof. The number of directors for any given term shall be determined at the sole discretion of the out-going Board of Directors. The number of directors for any given term and the number of directors who may be representatives from the categories set out in sections 3.2(d) and (e) for such term shall be determined at the sole discretion of the outgoing Board of Directors.

3.2 Composition: The Board of Directors shall be composed in accordance with the provisions of this section:

- (a) at least 12 directors shall be elected from among voting members of the Corporation who are actively and bona fide engaged in television production;
- (b) at least 6 directors shall be elected from among voting members of the Corporation which are actively and bona fide engaged in theatrical feature film production;
- (c) at least 2 directors shall be elected from among voting members of the Corporation whose primary business is the use of interactive media in their productions;

- (d) the number of directors who are elected from among voting members who are affiliated with Persons that provide significant access to the Canadian film or television market shall at all times be in the minority on the Board of Directors;
- (e) a maximum of 1 director may be elected from among voting members providing services to the film, television or interactive media production industries;
- (f) PROVIDED, that at least:
 - (i) 3 directors shall be elected from among the voting members whose principal place of business is located in British Columbia;
 - (ii) 3 directors shall be elected from among the voting members whose principal place of business is located in Ontario;
 - (iii) 3 directors shall be elected from among the voting members whose principal place of business is located in Quebec;
 - (iv) 3 directors shall be elected from among the voting members whose principal place of business is located in Atlantic Canada with no fewer than two of the four Atlantic provinces represented;
 - (v) 1 director shall be elected from among the voting members whose principal place of business is located in Alberta;
 - (vi) 1 director shall be elected from among the voting members whose principal place of business is located in Saskatchewan;
 - (vii) 1 director shall be elected from among the voting members whose principal place of business is located in Manitoba;

PROVIDED further that if an insufficient number of candidates from a region will stand for election to the Board of Directors, the Board of Directors need only have a number of members from such region equal to those who will stand for election therefrom;

- (g) directors must be officers, directors or employees of voting members;
- (h) directors must be individuals 18 years of age or older and must have the capacity to enter into contracts; and
- (i) when two or more affiliated or associated entities are voting members of the Corporation, only one delegate from such group of members may serve as a director at any one time.

3.3 Disclosure of Interests: The Board of Directors shall require a Disclosure Statement from all individuals standing for election as directors. This information shall relate to an applicant's legal affiliation with any Person who provides access to the film, television or interactive media market or with any other member of the Corporation.

3.4 Election of Directors by Mail Ballot: The Board of Directors of the Corporation shall be elected by the voting members of the Corporation by means of a mail ballot as follows:

- (a) prior to the second anniversary of the date of the election of the Members of the Board of Directors, the Chair of the Nominating Committee shall send to all voting members of the Corporation, by mail or facsimile transmission, a ballot listing the names of nominees for election to the Board of Directors in accordance with the provisions of the by-laws of the Corporation. Such ballot shall also indicate the date by which completed ballots must be returned;
- (b) each ballot shall make provision for the voting members to nominate one or more alternate candidates for election to the Board of Directors and to vote for such candidate or candidates;
- (c) the Chair of the Nominating Committee shall appoint a scrutineer to tabulate the results of the mail ballot;
- (d) each member shall be given not less than 21 days from the date the ballots are sent to return the completed ballot to such scrutineer;
- (e) the election of the new Board of Directors shall only be determined if the scrutineer receives a minimum of 30 completed ballots within the required time period; and
- (f) the Chair of the Nominating Committee shall formally advise the members of the Corporation of the results of the election not more than 30 days from the date on which the ballots are counted.

Subject to the provisions of the by-laws, the newly-elected Board of Directors shall remain in office for a term two years or until their respective successors are elected or appointed.

3.5 Disqualification of Director: The individual holding office as a director of the Corporation shall automatically vacate such office:

- (a) if the director resigns by delivering a written resignation to the Secretary of the Corporation;
- (b) if the director dies or is found by a court to be of unsound mind;
- (c) if the director becomes bankrupt;
- (d) if at a special general meeting of members a resolution is passed by the votes of two-thirds of the voting members present at the meeting that the director be removed from office;
- (e) if the voting member of which the director is the delegate is suspended or ceases to be a voting member;
- (f) if the director ceases to be a director, officer or employee of a voting member for a period of 90 days; or

- (g) by virtue of a merger of two or more voting members who each have representation on the Board of Directors. In such circumstances, the Board of Directors shall determine which director shall remain on the Board of Directors and which shall resign or be removed.

PROVIDED, however, that if any vacancy shall occur for any reason contained in this section, the Board of Directors may, by majority vote at a meeting of the Board of Directors and, fill the vacancy and in filling such vacancy the Board of Directors shall attempt to appoint a person whose presence will ensure that the composition of the Board remains in accordance with the provisions of this by-law.

3.6 Directors' Expense: The directors shall serve as such without remuneration, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. In that regard, the Board of Directors may authorize payment to each director to compensate for expenses incurred in the exercise of their duties. Nothing contained in this by-law shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor. In addition, any firm or corporation with whom a director is associated may be compensated for rendering services to the Corporation.

SECTION FOUR **POWERS OF BOARD OF DIRECTORS**

4.1 Administration of Affairs: The Board of Directors of the Corporation shall administer the affairs of the Corporation and generally exercise all such other powers and do all such other acts and things the Corporation is authorized to do.

4.2 Authorization of Expenditures: The Board of Directors shall have power to make and authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation.

4.3 Agents and Employees: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors. The Board of Directors may delegate to an officer or officers of the Corporation the right to appoint such agents, engage such employees and pay remuneration to such persons.

4.4 Grants and Donations: The Board of Directors may, on behalf of the Corporation, acquire, accept, solicit or receive grants, bequests and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4.5 Borrowing Powers: The Board of Directors are authorized from time to time:

- (a) to borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) to issue or reissue debt obligations of the Corporation;
- (c) to pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;

- (d) to mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property real and personal, immovable and moveable, undertaking and rights of the Corporation, owned or subsequently acquired, to secure any debt obligations of the Corporation present or future or any money borrowed or to be borrowed or any other debt or liability of the Corporation present or future;
- (e) to give a guarantee on behalf of the Corporation to secure the performance of an obligation, of any person present or future; and
- (f) to delegate to such officer(s) or director(s) of the Corporation as the directors may designate all or any of the foregoing powers to such extent and such manner as the directors may determine.

4.6 External Directors Fees: Where a director or officer of the Corporation is appointed to the Board of Directors of another Corporation or association by virtue of his or her position with the Corporation, the Board of Directors may require, as a condition of such appointment, that any fees that such director or officer collects by virtue of such position be remitted in full or in part to the Corporation as determined by the Board of Directors.

SECTION FIVE **MEETINGS OF BOARD OF DIRECTORS**

5.1 Calling of Meetings: The Chair, Treasurer, or any three directors may at any time call a meeting of the Board of Directors. There shall be at least one meeting of the Board of Directors per year.

5.2 Notice of Meetings: Two clear days' written notice, by facsimile, electronic mail or electronic transmission, or fourteen clear days' written notice, by mail of any meeting of the Board of Directors shall be given to all directors and such notice shall designate a time and place for such meeting. Notice of a meeting may be waived by all of the directors of the Corporation. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5.3 Quorum: A majority of the directors of the Corporation shall constitute a quorum for any meeting of the Board of Directors.

5.4 Voting: Questions arising at all meetings of the Board of Directors shall be decided, unless otherwise determined in the by-laws or by statute, by a majority vote. Each director shall have one vote. Directors may not vote by proxy. In the case of an equal number of votes, the motion or issue shall be considered defeated and the Chair shall not have a second or casting vote in any circumstances.

5.5 Meetings by Teleconference: If all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to adequately communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

5.6 Meetings by Other Electronic Means: The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

SECTION SIX **COMMITTEES**

6.1 Executive Committee:

(A) **Number and Composition.** There shall be an Executive Committee composed of the Chair of the Corporation and nine directors who shall be appointed by the Board of Directors as follows:

- (a) the Treasurer, the Secretary and each of the Vice-Chairs of the Corporation shall each be a member of the Executive Committee;
- (b) one member of the Board of Directors who is affiliated with a Broadcaster Affiliate voting member shall be a member of the Executive Committee;
- (c) provided that the Executive Committee shall contain at least one director from each of Atlantic Canada, British Columbia, Ontario, Quebec and one of Manitoba, Saskatchewan or Alberta, if available;
- (d) the Board of Directors may, by majority vote replace any member of the Executive Committee at any time, subject to the foregoing; and
- (e) in addition, the immediate past Chair of the Corporation shall be a voting member of the Executive Committee.

(B) **Quorum.** Five members of the Executive Committee shall constitute a quorum.

(C) **Powers.** The Executive Committee shall perform such duties and exercise such powers as the Board of Directors may from time to time determine.

(D) **Meetings.** Meetings of the Executive Committee shall be held at any time and place to be determined by the Chair provided that two clear day's written notice, by facsimile, electronic transmission or electronic mail, or fourteen clear days' written notice by mail of any meeting of the Executive Committee shall be given to all members of the committee and shall designate a time and place for such meeting. Notice of a meeting may be waived by all of the members of the Executive Committee. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting and any member of such committee may at any time waive notice of any proceedings taken or had thereat.

(E) **Remuneration.** Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their

duties. In that regard, the Board of Directors may authorize payment to each director to compensate for expenses incurred in the exercise of their duties.

6.2 Nominating Committee:

(A) **Number and Composition.** There shall be a Nominating Committee composed of at least 6 directors of the Corporation. In the second year of each term of the Board of Directors, the Board of Directors shall appoint the Nominating Committee, provided that (a) the nominating committee shall contain at least 1 director from each of Atlantic Canada, British Columbia, Ontario, Quebec and one of Manitoba, Saskatchewan and Alberta, if available; and (b) if the Board of Directors considers it to be appropriate, the immediate past Chair of the Corporation shall be appointed as chair of the Nominating Committee. Subject to the foregoing, the Board of Directors may, by majority vote, replace any member of the Nominating Committee.

(B) **Duties, Term and Expenses.** The Nominating Committee shall be charged with nominating individuals for positions on the Board of Directors in the year that elections therefor are to take place, ensuring that the nominations comply with the requirements of these by-laws. In addition to any nominees put forth by the Nominating Committee, any member of the Corporation may provide their own nominees to the Nominating Committee by obtaining the signature of at least two voting members of the Corporation on any such nomination. The Nominating Committee shall insert on to the ballot for electing the directors of the Corporation both the members' nominees as well as any additional nominees which it chooses to put forth in accordance with these by-laws. The Nominating Committee shall, at the time of providing the list of nominees for the Board of Directors, also provide its recommendation of the number of Vice-Chairs that the Corporation should have for the next term of the Board. Nominating Committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. In that regard, the Board of Directors may authorize payment to each director to compensate for expenses incurred in the exercise of their duties.

6.3 Governance Committee:

(A) **Number and Composition.** There shall be a Governance Committee composed of at least 3 directors of the Corporation one of whom shall be the Chair of the Corporation, one of whom shall not be a Broadcast Affiliate voting member and one of whom shall be a Broadcast Affiliate voting member, if there is a Broadcast Affiliate representative on the Board of Directors. The Board of Directors shall appoint the Governance Committee. Subject to the foregoing, the Board of Directors may, by majority vote, replace any member of the Governance Committee.

(B) **Duties, Term and Expenses.** The Governance Committee shall be charged with overseeing compliance with the Board of Directors' Arms-Length Governance Guidelines by the Board of Directors and each of the committees of the Board of Directors. Governance Committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. In that regard, the Board of Directors may authorize payment to each director to compensate for expenses incurred in the exercise of their duties.

6.4 Personnel Committee.

(A) **Number and Composition.** There shall be a Personnel Committee composed of at least 4 directors of the Corporation one of whom shall be the Chair of the Corporation and, if the Board of Directors consider it appropriate, they may also appoint the immediate past Chair of the Corporation together with such other directors as the Board of Directors, in their sole discretion, determine is

appropriate. Subject to the foregoing, the Board of Directors may, by majority vote, replace any member of the Personnel Committee.

(B) **Duties, Term and Expenses.** The Personnel Committee shall be charged with engaging, overseeing the employment of, and, if necessary the termination of the President and CEO, consulting with the President and CEO regarding all matters of policy relating to personnel matters generally. Personnel Committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. In that regard, the Board of Directors may authorize payment to each director to compensate for expenses incurred in the exercise of their duties.

6.5 Standing and Special Committees:

(A) **Establishment.** The Board of Directors may designate such standing and special committees as may be necessary or desirable from time to time to consider and investigate matters for the Board of Directors and make recommendations to the Board of Directors in connection therewith. Each committee shall keep records and shall submit reports to the Board of Directors as the Board of Directors may require.

(B) **Composition, Term and Expenses.** The Board of Directors shall appoint a chair and members of the standing and special committees designated under these by-laws from among the directors of the Corporation. Any committee member may be removed by a majority vote of the Board of Directors. Standing and special committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. In that regard, the Board of Directors may authorize an annual payment to each director to compensate for expenses incurred in the exercise of their duties.

6.6 Arms-Length Governance Guidelines: Each committee of the Board of Directors shall comply with the Board of Directors' Arms-Length Governance Guidelines in carrying out their activities.

SECTION SEVEN OFFICERS

7.1 Officers: The officers of the Corporation shall be a Chair, President and Chief Executive Officer ("President and CEO"), a Secretary and a Treasurer and any such other officers as the Board of Directors may determine. Officers of the Corporation need not be directors of the Corporation, save and except for the Chair, the Vice-Chairs, the Secretary and the Treasurer who shall be directors of the Corporation.

7.2 Appointment of Officers: The Chair, the Treasurer and the Secretary of the Corporation shall be appointed at the first meeting of the Board of Directors following the election of such directors every two years and thereafter in accordance with Section 7.3. Subject to section 7.3, the other officers of the Corporation may be appointed by the Board of Directors at any time.

7.3 Term of Office: All officers of the Corporation who are members of the Board of Directors shall hold office for the balance of the term of the directors who have appointed them, provided that the Chair, the Treasurer and the Secretary of the Corporation shall only hold their office for a period of one year and such positions shall be appointed by the Board of Directors not less than every 12 months. All officers who are not members of the Board of Directors shall hold office in accordance with their employment contracts with the Corporation. All officers who are members of the Board of Directors shall be subject to removal by resolution of the Board of Directors at any time. Those officers who are not members of

the Board of Directors shall be subject to removal in accordance with their employment contracts. If the Chair, any Vice-Chairs, the Secretary or the Treasurer cease to be a director of the Corporation they shall also cease to be an officer of the Corporation.

SECTION EIGHT **DUTIES OF OFFICERS**

8.1 Chair: The Chair of the Corporation shall chair and oversee the meetings of the Board of Directors and shall be responsible for the implementation of the policies, guidelines, directions and requirements of the Board of Directors. The Chair shall advise the Board of Directors at each meeting regarding the status of the business and affairs of the Corporation. In addition, the Chair shall perform such duties and exercise such powers as the directors may specify. The Chair shall be a director of the Corporation.

8.2 Vice-Chairs: The Vice-Chairs of the Corporation shall, in the absence or disability of the Chair, perform the duties of the Chair. In addition, the Vice-Chairs shall perform such duties as are assigned to them by the Chair or the Board of Directors of the Corporation and they shall regularly report back to the Chair or the Board of Directors, as the case may be, on the matters that have been assigned to them. There shall be at least four Vice-Chairs of the Corporation namely: Vice-Chair – Feature Film, Vice-Chair – Television, Vice-Chair – Industrial Relations and Vice-Chair – Mentorship. In addition, the Board of Directors may appoint additional Vice-Chairs if it determines that it would be in the best interest of the Corporation to do so.

8.3 President and CEO: The President and CEO shall be hired by the Board of Directors and shall be a full-time employee of the Corporation responsible for the day to day management of the Corporation's affairs and activities. The President and CEO shall report to the Chair. The President and CEO shall not be a member of the Board of Directors.

8.4 Secretary: The Secretary shall attend all meetings and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be directed by the Board of Directors. The Secretary shall be custodian of the seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall be a director of the Corporation.

8.5 Treasurer: The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall disperse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, whenever they may require it, an account of all transactions and a statement of the financial position of the Corporation. The Treasurer shall perform such other duties as may from time to time be directed by the Board of Directors. The Treasurer shall be a director of the Corporation.

8.6 Other Officers: The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

SECTION NINE
MEETINGS OF MEMBERS

9.1 Place of Meetings: The annual or any other general meeting of the members shall be held at any place in Canada as the Board of Directors may determine. Annual meetings shall occur at least once every 12 months within a reasonable time after the preparation and approval of the Corporation's audited financial statements.

9.2 Calling of Meetings: The Board of Directors, the Chair, President and CEO or any of them shall have the power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall have a special general meeting of the members on written requisition of members carrying not less than 40% of the voting rights.

9.3 Quorum: Twenty members entitled to vote shall constitute a quorum at all meetings of the members.

9.4 Notice Requirements: Fourteen days' notice shall be given to each voting member of any annual or special general meeting of members. Such notices shall be sent by mail by facsimile, e-mail or electronic transmission. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, the address of the member shall be its last address recorded on the books of the Corporation.

9.5 Annual Meetings: At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements of the Corporation, and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

9.6 Voting Rights: Each voting member present at a meeting shall have the right to exercise one vote. No member is entitled to appoint a proxyholder to attend and act at any meeting of members.

9.7 Voting: At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

9.8 Special Questions - Mail Ballots: Provided that the Canada Corporations Act does not specify that the matter in question is to be dealt with at a meeting of members, the Board of Directors may place any question before the voting members by means of a written resolution, mail ballots or electronic mail ballot. In this event:

- (a) the Board of Directors shall send, by regular mail or facsimile transmission, or electronic mail, as the case may be, a ballot containing the question to every voting member of the Corporation and shall indicate the date on which completed ballots must be returned;
- (b) the question on the ballot shall only be answerable by a "yes" or a "no";
- (c) each voting member shall be given not less than 21 days from the date the ballots are sent to return the ballot to the Corporation;

- (d) the Secretary of the Corporation shall appoint a scrutineer to tabulate the results of the vote and shall report the results to the Board of Directors;
- (e) the question shall be determined by a majority of the responses to the question received by the Corporation and verified by the scrutineer;
- (f) the question shall only be determined if the Corporation receives more than 30 responses to the question within the required time period; and
- (g) the Board of Directors shall, unless the ballot stipulates otherwise, be bound by the results of a valid vote on the question.

SECTION TEN **INDEMNITIES**

10.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators and estate, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

SECTION ELEVEN **MINUTES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

11.1 The Secretary of the Corporation, or his or her designate, shall keep minutes of all meetings of the Board of Directors and shall provide a copy of such minutes to all the members of the Board of Directors prior to the next meeting of the Board of Directors.

11.2 The chair of each committee of the Board of Directors, or his or her designate, shall keep minutes of all meetings of such committees and shall provide a copy of such minutes to all the members of the Board of Directors and of the appropriate committee prior to the next meeting of the Board of Directors or committee meeting, whichever is sooner.

11.3 The minutes of the Board of Directors and each of the committees of the Board of Directors shall not be available to the general membership of the Corporation (except at the discretion of the Board of Directors) but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

SECTION TWELVE POLICIES

12.1 The Board of Directors may prescribe such policies not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such policies shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and, failing such confirmation at such annual meeting of the members, shall cease to have any force and effect.

SECTION THIRTEEN AMENDMENT OF BY-LAWS

13.1 The Board of Directors may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, by-laws providing for applications for supplementary letters patent, and may from time to time by by-law, amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by at least 2/3 of the votes cast at a meeting of members duly called for the purpose of considering same and the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has obtained. Insofar as it is not inconsistent with the general purpose of these by-laws, notwithstanding the forgoing, by-law amendments relating to the BC Branch provisions 17.4 (Branch Council), 17.6 (Meetings of the Branch Council) and 17.7 (Committees) shall be delegated to the BC Branch in accordance with the process outlined in section 17.

SECTION FOURTEEN REPEAL OF EXISTING BY-LAWS

14.1 All of the by-laws of the Corporation save and except for the by-law relating to the establishment of the British Columbia Branch of the Corporation (the "BC by-law") are repealed upon the coming into force of this by-law but such repeal shall not affect the previous operation of any such by-laws. The BC by-law shall remain in full force and effect without amendment upon the coming into force of this by-law.

SECTION FIFTEEN GENERAL

15.1 **Corporate Seal:** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

15.2 **Head Office:** Until changed in accordance with the Gender Corporations Act, the Head Office of the Corporation shall remain in Toronto, Ontario, following such change the head office of the Corporation shall be moved to the municipality of Ottawa, Carleton in the Province of Ontario or, if authorized by by-law, such other location in Canada.

15.3 **Execution of Instruments:** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the Chair, Vice-Chair(s), President and CEO (if any), Secretary or Treasurer together with any other director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The directors shall have power from time to time by resolution to appoint officers or senior staff members on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers designated by the Board of Directors.

15.4 Fiscal Year End: Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

15.5 Auditor: The voting members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditors may not be a director, officer or employee of the Corporation or any member.

SECTION SIXTEEN **BRANCH SOCIETIES**

16.1 Branch Society: The Corporation shall have the authority to establish one or more branches.

SECTION SEVENTEEN **BRITISH COLUMBIA BRANCH**

17.1 Establishment: The British Columbia Branch of the Corporation under the name "B.C. Producers Branch of Canadian Film and Television Production Association" (the "Branch") is created.

17.2 Purposes: The purposes of the Branch will be as follows:

- (a) to manage its own affairs through a Branch Council which shall be elected by the voting members of the Corporation in good standing whose principal place of business is in British Columbia (the "B.C. Members");
- (b) to negotiate agreements pertaining to rates of pay, hours of work and other conditions of employment/engagement on behalf of B.C. Members and with other associations, guilds and unions active in the film and television industry in British Columbia;
- (c) to represent the interests of the British Columbia film and television producers with the government, public, press, theatrical exhibitors, broadcasters and financial institutions;
- (d) to promote professional and ethical standards in the production of film and television programming in British Columbia;
- (e) to produce and distribute information to B.C. Members, on subjects and themes relating to the purposes of the Branch;
- (f) to hold conferences, seminars and workshops in British Columbia relating to the advancement of the above purposes;
- (g) to carry on other activities in British Columbia, in consultation with the board of directors of the Corporation, to advance the interests of the B.C. Members; and

- (h) to liaise, recommend and consult to and with the Corporation on all issues.

17.3 Branch Members: All B.C. Members shall automatically be members of the Branch without the requirement of paying additional or separate dues. The Corporation will consult with the Branch Council prior to admitting any new British Columbia-based members of the Corporation. All B.C. Members must meet the membership criteria of the Corporation.

17.4 Branch Council

(A) **Number and Quorum:** The property and business of the Branch shall be managed by a council of eight members, a majority of whom shall constitute a quorum.

(B) **Composition:** The Branch Council shall be composed in accordance with the provisions of this section.

- (a) Of the eight Branch Council Members, there shall be elected by the B.C. Members:
 - (i) a Chairperson;
 - (ii) a Vice-Chairperson;
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) four Members at Large
- (b) Branch Council Members must be B.C. Members, or officers or directors of B.C. Members.
- (c) Branch Council Members shall be elected from among majority-Canadian-owned B.C. Members which have triggered the payment of employer checkoffs or other production levy to a recognized industry union or guild within the two years preceding the nomination for such election.
- (d) Branch Council Members must be from B.C. Members which are not affiliated with an entity which provides broadcasting, pay-television, specialty programming or broadcast distribution undertakings.
- (e) When two or more affiliated or associated entities are B.C. Members, only one delegate from such group may serve as a Branch Council Member at any one time.

(C) **Terms of Office:** The terms of office for all members of the Executive shall be limited to one-year terms and the officers (Chairperson, Vice-chairperson, Secretary and Treasurer) be appointed by the Council annually.

(D) **Election of Branch Council Members by Mail Ballot:** The Branch Council Members shall be elected by the B.C. Members by means of a mail ballot as follows:

- (a) each year, the Chairperson of the nominating committee formed by the Branch Council shall send to all B.C. Members, (the method of delivery to be determined by the Nominating Committee) by mail, facsimile transmission, electronic mail or electronic transmission, a ballot listing the names of no fewer than eight (8) nominees for election to the Branch Council in accordance with the provisions of this by-law;
- (b) each ballot shall clearly note the current office of the Branch Council held by such candidate;
- (c) each ballot shall also make provision for the B.C. Members to nominate one or more additional candidates for election to the Branch Council and to vote for such candidate or candidates;
- (d) the Chairperson of the nominating committee shall appoint a scrutineer to tabulate the results of the mail ballot;
- (e) each B.C. Member shall be given not less than 21 days from the date the ballots are sent to return the completed ballot to such scrutineer (the method of returning completed ballots to be determined by the Nominating Committee);
- (f) the election of the new Branch Council Members shall be determined on the basis of completed ballots received by the scrutineer within the required time period;
- (g) the B.C. Members shall be bound by the results of a valid vote for the election of the new Branch Council contemplated by this section.
- (h) each year the elected Council shall appoint from its members the offices of Chair, Vice Chair, Secretary and Treasurer of the Branch Council.

Subject to the provisions of this by-law, the newly-elected Branch Council Members shall remain in office for a term as specified in subsection 17.4(C) or until their respective successors are elected or appointed.

(E) Disqualification of Branch Council Member: The office of a Branch Council Member shall be automatically vacated:

- (a) if the Branch Council Member resigns by delivering a written resignation to the Secretary of the Branch Council;
- (b) if the Branch Council Member dies or is found by a court of competent jurisdiction to be of unsound mind;
- (c) if the Branch Council Member becomes bankrupt;
- (d) if at a special meeting of the B.C. Members a resolution is passed by the votes of 2/3 of the B.C. Members present at the meeting that the Branch Council Member be removed from office;

- (e) if the B.C. Member of which the Branch Council Member is the delegate is suspended or ceases to be a voting member of the Corporation; or
- (f) if the Branch Council Member ceases to satisfy the conditions of subsections 17.4(B)(b) and 17.4(B)(c).

PROVIDED, however, that if any vacancy shall occur for any reason contained in this section, the Branch Council may, by majority vote, fill the vacancy by appointing a person whose presence will ensure that the composition of the Branch Council remains in accordance with the provisions of this by-law.

(F) Branch Council Members' Expenses: The Branch Council Members shall serve as such without remuneration, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties. Nothing contained in this by-law shall be construed to preclude any Branch Council Member from serving the Branch as an officer or in any other capacity and receiving compensation therefor. In addition, any firm or corporation with which a Branch Council Member is associated may be compensated for rendering services to the Branch.

(G) Disclosure and Accountability: Each Branch Council Member must comply with sections 27, 28 and 29 of the Society Act (B.C.), or equivalent updated legislation with respect to rendering or the contemplation of rendering any professional service(s) to the Branch, or being a member of any firm, partnership or corporation which has entered or is contemplating entering into a contract with or to perform work for the Branch.

A Branch Council Member shall refrain from voting in respect of any matter relating to any such professional services contract or transaction for work performed or contemplated.

17.5 Powers of the Branch Council

(A) Administration of Affairs: The Branch Council shall administer the affairs of the Branch and generally exercise all such other powers and do all such other acts and things the Branch is authorized to do.

(B) Authority of Branch Council: The Branch Council shall have the sole authority to make final decisions on issues that deal with:

- (a) all British Columbia government policies which directly or indirectly relate to the film and television production industry;
- (b) non-governmental policies which directly or indirectly relate to the film and television production industry in British Columbia; and
- (c) local labour relations and negotiations applicable to British Columbia.

(C) Authorization of Expenditures: The Branch Council shall have power to make and authorize expenditures on behalf of the Branch from time to time for the purpose of furthering the purposes of the Branch on the basis of the budget approved by the Corporation; provided, however, that the signature of a director of the Corporation who is from a B.C. Member is required on all cheques and other negotiable instruments drawn on the bank account or bank accounts of the Branch.

(D) Agents and Employees: The Branch Council, in consultation with the Corporation, may appoint such agents and engage such employees as it shall deem necessary from time to time and such

persons shall have such authority and shall perform such duties as shall be prescribed by the Branch Council. The Branch Council may delegate to an officer or officers of the Branch the right to appoint such agents, engage such employees and pay remuneration to such persons. Hiring criteria, including financial guidelines, will be the responsibility of the Branch Council in conjunction with the Corporation.

(E) **Grants and Donations**: The Branch Council may, on behalf of the Branch, acquire, accept, solicit or receive grants, bequests and donations of any kind whatsoever for the purposes of furthering the purposes of the Branch.

(F) **Duty of Branch Council**: Members of the Branch Council must act honestly and in good faith and in the best interests of the Branch, and must exercise care, diligence and skill in exercising the powers and performing the functions of a Branch Council Member.

17.6 **Meetings of the Branch Council**

(A) **Calling of Meetings**: The Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, the Executive Secretary (if any) and any two of the Members at Large of the Branch Council may at any time call a meeting of the Branch Council.

Emergency meetings of the Branch Council may only be called on unanimous consent of the members of the Branch Council.

(B) **Notice of Meetings**: Five (5) clear days written notice by facsimile or electronic transmission, or 14 clear days' written notice by mail, of any meeting of the Branch Council shall be given to all Branch Council Members and such notice shall designate a time and a place for such meeting and, where possible, an agenda or topic.

No error or omission in giving notice of any meeting of the Branch Council shall invalidate such meeting and any Branch Council member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(C) **Voting**: Questions arising at all meetings of the Branch Council shall be decided, unless otherwise, determined in this by-law, by a majority vote. In the case of an equal number of votes, the motion or issue shall be considered defeated.

(D) **Meetings by Teleconference**: If all Branch Council Members consent generally or in respect of a particular meeting, a Branch Council Member may participate in a meeting of the Branch Council or of a committee of the Branch Council by means of a conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Branch Council Member participating in such a meeting by such means is deemed to be at the meeting.

17.7 **Committees**

(A) **Nominating Committee**: There shall be a nominating committee of the Branch which shall be appointed by the Branch Council Members.

(B) **Duties, Term and Expenses of Nominating Committee**: The nominating committee shall be charged with nominating individuals in each year for positions on the Branch Council, ensuring that those nominated by it reflect the requirements of this by-law. Any member of the nominating committee may be removed by a majority vote of the Branch Council Members. Nominating committee

members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties.

(C) **Special Committees**: The Branch Council may designate such special committees as may be necessary or desirable from time to time to conduct the affairs of the Branch. Such committees shall keep records and shall submit reports to the Branch Council as the Branch Council may require.

(D) **Composition, Term and Expenses of Special Committees**: The Branch Council shall appoint chairpersons and members of the special committees from among the representatives of the B.C. Members and the Branch's staff. Any committee member may be removed by a majority vote of the Branch Council Members. Special committee members shall receive no remuneration for serving as such, but are entitled to reasonable pre-authorized expenses incurred in the exercise of their duties.

17.8 Amendment of Provisions relating to the British Columbia Branch (SECTION SEVENTEEN)

(A) **Notice**: Where amendments are proposed in accordance with the delegation powers under section 13.1, such amendments shall be made by providing 10 days notice in writing of the proposed amendments to the BC Membership and must be passed by a majority vote of the BC members present at a duly constituted membership meeting.

(B) **Upon Approval**: Upon approval by the BC members, the amended provisions shall be forwarded to the President/CEO for incorporation into the National by-laws.