

Canadian Media Producers Association – BC Producers Branch By-laws (As of February 3, 2016)

1. Establishment. The British Columbia Branch of the Canadian Media Producers Association (the "Corporation") under the name "Canadian Media Producers Association – BC Producers Branch" (the "Branch") was created by the Corporation on October 3, 1994 and governed by the CMPA by-laws until January 8, 2014.
2. Purposes. The purposes of the Branch are 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.
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.

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.

(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 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 4(B)(b) and 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.

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.

#### 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.

#### 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.

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

- (A) Notice. Where amendments are proposed to these by-laws, 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) Insofar as they are not inconsistent with the general purposes of the CMPA by-laws, by-law amendments relating to sections 4, 6 and 7 shall be delegated to the BC Branch in accordance with the process outlined in section 8(a) and the amendments to these sections do not require approval of the CMPA board to continue to be effective. Amendments to sections 1, 2, 3, 5 and 8 of these by-laws require the approval of the CMPA board in order to be effective.