



CANADIAN MEDIA PRODUCERS ASSOCIATION

ASSOCIATION CANADIENNE DES PRODUCTEURS MÉDIATIQUES

OFFICE CONSOLIDATION OF GENERAL OPERATING BY-LAWS

AS OF JANUARY 30, 2019

TABLE OF CONTENTS

SECTION 1	DEFINITIONS AND INTERPRETATION	1
1.1	Definitions	1
1.2	Interpretation	1
SECTION 2	CONDITIONS OF MEMBERSHIP	2
2.1	Members and Fellows.....	2
2.2	Approval of Membership	3
2.3	Disclosure	3
2.4	Transferability of Membership	3
2.5	Change of Status	4
2.6	Annual Membership Dues	4
2.7	Levies and Assessments	4
2.8	Withdrawal of Membership.....	4
2.9	Suspension of Membership	4
2.10	Suspension of Privileges.....	4
2.11	Termination of Membership.....	4
SECTION 3	BOARD OF DIRECTORS	5
3.1	Number	5
3.2	Composition	5
3.3	Disclosure of Interests	6
3.4	Election of Directors.....	6
3.5	Nominations from the Floor	7
3.6	Appointment of Directors and Term.....	7
3.7	Disqualification of Director	7
3.8	Filling vacancies.....	7
3.9	Directors' Expense	8
SECTION 4	POWERS OF BOARD OF DIRECTORS.....	8
4.1	Administration of Affairs.....	8
4.2	Authorization of Expenditures	8
4.3	Agents and Employees.....	8
4.4	Grants and Donations	8
4.5	Borrowing Powers.....	8
4.6	External Directors Fees	9
SECTION 5	MEETINGS OF BOARD OF DIRECTORS.....	9
5.1	Calling of Meetings	9
5.2	Notice of Meetings.....	9
5.3	Quorum	9
5.4	Voting.....	9
5.5	Meetings by Teleconference.....	9
5.6	Meetings by Other Electronic Means	9

TABLE OF CONTENTS
(continued)

SECTION 6	COMMITTEES	10
6.1	Executive Committee	10
6.2	Nominating Committee	11
6.3	Governance Committee	11
6.4	Personnel Committee	12
6.5	Standing and Special Committees	12
6.6	Arms-Length Governance Guidelines	12
SECTION 7	OFFICERS	13
7.1	Officers	13
7.2	Appointment of Officers	13
7.3	Term of Office	13
7.4	Removal from Office	13
SECTION 8	DUTIES OF OFFICERS	13
8.1	Chair	13
8.2	Vice-Chairs	14
8.3	President and CEO	14
8.4	Secretary	14
8.5	Treasurer	14
8.6	Other Officers	14
SECTION 9	MEETINGS OF MEMBERS	14
9.1	Place of Meetings	14
9.2	Calling of Meetings	15
9.3	Quorum	15
9.4	Notice Requirements	15
9.5	Annual Meetings	15
9.6	Voting Rights	15
9.7	Voting	15
9.8	Special Questions	15
SECTION 10	INDEMNITIES	16
10.1	Indemnity	16
SECTION 11	MINUTES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE	16
11.1	Responsibilities of the Secretary	16
11.2	Responsibilities of the Chair	17
11.3	Availability of Minutes	17

TABLE OF CONTENTS
(continued)

SECTION 12	POLICIES	17
12.1	Policies	17
SECTION 13	AMENDMENT OF BY-LAWS	17
13.1	Amendment of By-Laws	17
SECTION 14	NOTICES	18
14.1	Computation of Time	18
14.2	Undelivered Notices.....	18
14.3	Omissions and Errors	18
14.4	Waiver of Notice	19
SECTION 15	GENERAL	19
15.1	Corporate Seal	19
15.2	Head Office	19
15.3	Execution of Instruments.....	19
15.4	Fiscal Year End	19
15.5	Public Accountant	19
15.6	Annual Financial Statements	19
SECTION 16	BRANCH SOCIETIES	20
16.1	Branches.....	20
ADDENDUM	CANADIAN MEDIA PRODUCERS ASSOCIATION - BC PRODUCERS BRANCH BY-LAWS	21

SECTION 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the Board of Directors of the Corporation.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are in force and effect from time to time.
- (e) “Corporation” means the Canadian Media Producers Association.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Corporation and “Members” or “Membership” means the collective Membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (k) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation.

In the interpretation of these By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) Words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine and neuter genders.

- (c) The words “includes” or “including” as used in the By-laws mean includes or including without limitation.
- (d) The word “person” includes an individual, body corporate, partnership, sole proprietorship, trust and unincorporated organization.
- (e) The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

SECTION 2
CONDITIONS OF MEMBERSHIP

2.1 Members and Fellows.

- (a) There shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available to individuals, provincially or federally incorporated companies and partnerships engaged in the film, television and/or interactive media industry, that are Canadian citizens or permanent residents, and that are Canadian-owned and –controlled.

Membership shall be divided into subcategories of membership for the purpose of assessing applicable membership dues, as more particularly described in the Corporation’s operating policies.

Each Member shall have one (1) vote at meetings of the Members of the Corporation. All Members of the Corporation are required to notify the Corporation in writing of the name of the individual designated by the Member to act as its delegate and to vote on its behalf. A Member may change its delegate by written notice to the Corporation. Voting privileges shall be assigned exclusively to the Principal/Owner of the Member or such person’s delegate.

Membership terms shall be annual, subject to renewal.

- (b) Membership subcategories shall be Producer, Associate, Start Up, Interactive Media and any other subcategories falling within the conditions of membership above as may be determined by the Board in the operating policies of the Corporation:
 - (i) The Producer subcategory shall be limited to those companies that are engaged in the creation of film, television and/or interactive media production, including service production. A company that is eligible to be approved as a Producer must have been provincially or federally incorporated in order to be granted membership in the Corporation.
 - (ii) The Associate subcategory shall be limited to individuals, companies or partnerships that provide necessary and valuable services to the industry (including, without limitation, financial, legal, facilities or other like services).

- (iii) This category is for producers engaged in the creation of film, television or interactive media production, including service production, who are new to membership with the CMPA. This would exclude companies with three or more full-time employees. If you have been a director or principal for a company that is, or has been, a CMPA member company within the last 10 years, you are ineligible for this membership category. This limitation applies even if the previous member company no longer exists, or your relationship to that company no longer exists. Two years would be permitted under this membership category.
- (iv) The Interactive Media subcategory is intended for companies whose primary business is producing interactive media. Eligibility is limited to companies, including owned or affiliated subsidiary companies, having more than 75% of their combined annual gross revenues originating from the creation or exploitation (e.g. distribution or marketing) of interactive media.

Broadcaster affiliated companies with 30% or more ownership from a private broadcaster or broadcast distribution undertaking shall not be eligible for membership. For the purposes of these by-laws, two companies shall be affiliated if one company beneficially owns, directly or indirectly, voting securities carrying 30% or more of the voting rights attached to all voting securities of the other company. In addition, if company A is affiliated to another company B pursuant to the foregoing, and the other company B is affiliated to a third company C, then company A is affiliated with the third company C.

Membership subcategories shall have the privileges and pay the membership fee set out in the operating policies.

- (c) The Corporation may approve categories of Fellows, including Permittees and Honorary Fellows, as further described in the Corporation's operating policies. Fellows shall not be members of the Corporation and shall have no voting privileges 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 subcategory of membership, the Member's subcategory of membership shall be (i) reclassified to the new subcategory 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 subcategory 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 Annual Membership Dues. The Board of Directors shall establish the amount of annual membership dues or reinstatement fees required for membership.
- 2.7 Levies and Assessments. The Corporation may require that the membership pay production levies or other assessments in order to fund the activities of the Corporation.
- 2.8 Withdrawal of Membership. A Member may terminate its membership by delivering a written resignation to the Corporation.
- 2.9 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 subcategory of membership, as determined by the Board of Directors.
- 2.10 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.
- 2.11 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 2.9 of these By-Laws.

SECTION 3
BOARD OF DIRECTORS

- 3.1 Number: The Board shall consist of the number of directors specified in the Articles. If the Articles provide for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.
- 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 members of the Corporation who are actively and bona fide engaged in television production;
 - (b) at least 6 directors shall be elected from among 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 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 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 members providing services to the film, television or interactive media production industries;

PROVIDED, that at least:

- (i) 3 directors shall be elected from among the members whose principal place of business is located in British Columbia;
- (ii) 3 directors shall be elected from among the members whose principal place of business is located in Ontario;
- (iii) 3 directors shall be elected from among the members whose principal place of business is located in Quebec;
- (iv) 3 directors shall be elected from among the 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 members whose principal place of business is located in Alberta;
- (vi) 1 director shall be elected from among the members whose principal place of business is located in Saskatchewan;

- (vii) 1 director shall be elected from among the 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;

- (f) directors must be officers, directors or employees of members;
- (g) directors must be individuals 18 years of age or older and must have the capacity to enter into contracts;
- (h) no person who has been declared incapable by a court in Canada or in another country may be a director;
- (i) no person who has the status of a bankrupt may be a director;
- (j) no person who is not an individual may be a director; and,
- (k) when two or more affiliated or associated entities are 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. The Board of Directors of the Corporation shall be elected by the members of the Corporation 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 Members of the Corporation, by electronic, 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 and the manner in which completed ballots must be returned;
- (b) each ballot shall make provision for the 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 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) Directors of the Corporation shall be elected by the Members at an annual meeting of the Members at which time the Members shall vote to approve the results as confirmed by the scrutineer.

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

3.5 Nominations from the Floor. A nomination for election as a Director at the time of the annual meeting of Members by a Member in attendance thereof shall not be permitted.

3.6 Appointment of Directors and Term. Pursuant to the Articles, following the conclusion of an annual general meeting of Members each year, the Board may appoint directors (the “appointed directors”) to hold office for a term expiring not later than the close of the next annual meeting of members. The number of appointed directors shall not exceed one-third (1/3) of the number of directors elected by the Members at the previous annual meeting of Members.

3.7 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 is declared incapable by a Court in Canada or in another country;
- (c) if the director becomes bankrupt;
- (d) if at a special general meeting of Members an ordinary resolution is passed by Members present at the meeting that the director be removed from office;
- (e) if the Member of which the director is the delegate is suspended or ceases to be a member;
- (f) if the director ceases to be a director, officer or employee of a member for a period of 90 days; or
- (g) by virtue of a merger of two or more 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.

3.8 Filling vacancies. In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the board, except a vacancy resulting from an increase in the minimum or maximum number of directors, a vacancy resulting from the removal of a director by the Members or from a failure of the Members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the Board or if the vacancy has arisen from a failure of the Members to elect the number of directors required to be elected at any meeting of members, the Board shall forthwith call a special meeting of Members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. Any vacancy filled by the Board or by the Members must meet the requirements relating to board composition set forth in section 3.2.

- 3.9 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 4
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 5
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. Five 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 6 **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:
 - (i) the Treasurer, the Secretary and each of the Vice-Chairs of the Corporation shall each be a member of the Executive Committee;
 - (ii) one member of the Board of Directors who is affiliated with a broadcaster or broadcast distribution undertaking shall be a member of the Executive Committee;
 - (iii) 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;
 - (iv) the Board of Directors may, by majority vote replace any member of the Executive Committee at any time, subject to the foregoing; and
 - (v) in addition, the immediate past Chair of the Corporation shall be a 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 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 affiliated with a broadcaster or broadcast distribution undertaking and one of whom shall be affiliated with a broadcaster or broadcast distribution undertaking, if there is such a member 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 Arm's-Length Governance Guidelines. Each committee of the Board of Directors shall comply with the Board of Directors' Arm's-Length Governance Guidelines in carrying out their activities.

SECTION 7
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.
- 7.4 Removal from Office. 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. If the office of any officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION 8
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. The Vice-Chairs shall be directors of the Corporation.
- 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 9
MEETINGS OF MEMBERS

- 9.1 Place of Meetings. The annual or any other meeting of the members shall be held at any place in Canada as the Board of Directors may determine. Annual meetings shall occur no later than 15 months after holding the preceding annual meeting but no later than six months after the end of the Corporation’s preceding financial year.

- 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 5% of the voting rights.
- 9.3 Quorum. Twenty members shall constitute a quorum at all meetings of the members. If quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person or by telephonic and/or other electronic means.
- 9.4 Notice Requirements. Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice by the following means:
- (a) by mail, courier or personal delivery to each such Member, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (b) by telephonic, electronic or other communication facility to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.
- Notice of a meeting of members shall also be given to each director of the Corporation and to the Public Accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.
- Notice of any meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution to be submitted at the meeting.
- 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 Public Accountant shall be presented, and the Public Accountant 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 member present at a meeting shall have the right to exercise one vote. No member is entitled to appoint a proxy holder 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. In the case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
- 9.8 Special Questions. The Board of Directors may place any question before the 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 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 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) unless all members vote in favour of the question, the question or resolution shall be defeated.
- (f) the Board of Directors shall, unless the ballot stipulates otherwise, be bound by the results of a valid vote on the question.

SECTION 10
INDEMNITIES

- 10.1 Indemnity. 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 11
MINUTES OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- 11.1 Responsibilities of the Secretary. 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 Responsibilities of the Chair. 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 Availability of Minutes. 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 12 **POLICIES**

- 12.1 Policies. The Board of Directors may prescribe such policies not inconsistent with these by-laws and the Act 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 13 **AMENDMENT OF BY-LAWS**

- 13.1 Amendment of By-Laws. The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to any amendment that requires a Special Resolution of the Members according to subsection 197(1) of the Act, namely, any amendment to the articles or the By-laws of the Corporation to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;

- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of the members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

Such amendments are only effective when confirmed by the Members.

SECTION 14 **NOTICES**

- 14.1 Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 14.2 Undelivered Notices. If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of his or her new address. 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.
- 14.3 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

- 14.4 Waiver of Notice. Any member, director, officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION 15

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. The Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
- 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 by 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 March 31.
- 15.5 Public Accountant. At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.
- 15.6 Annual Financial Statements. Notice shall be given to each Member during a period of 21 to 60 days before the day on which each annual meeting of Members is to be held that the Corporation's annual financial statements are available at the registered office of the Corporation and that any member may request a copy free of charge at the registered office or by prepaid mail.

SECTION 16
BRANCH SOCIETIES

16.1 Branches. The Board of Directors may from time to time, by resolution, approve the establishment of a Branch or Branches of the Corporation for the purpose of carrying out the Corporation's objectives in a particular province or territory of Canada. As of October 3, 1994, the Board has approved the establishment of the British Columbia Branch which operates under the name "Canadian Media Producers Association - BC Producers Branch" and pursuant to branch by-laws which are subject to these By-laws.

ENACTED by the Board of Directors as of the 26th day of September , 2017.

CONFIRMED by CMPA Members as of the 26th day of September , 2017.

[ORIGINAL SIGNED]

Reynolds Mastin
President and CEO
Canadian Media Producers Association

Canadian Media Producers Association – BC Producers Branch By-laws (As of January 8, 2014)

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.