

SOCIETIES ACT

**BYLAWS
OF THE
ACTSAFE SAFETY ASSOCIATION**

TABLE OF CONTENTS

1. INTERPRETATION1

1.1 Definitions.....1

1.2 *Societies Act* Definitions3

1.3 Plural and Singular Forms3

2. MEMBERSHIP3

2.1 Admission to Membership3

2.2 Eligibility for Membership.....4

2.3 Transition of Membership4

2.4 Application for Membership4

2.5 Designated Representative of Organization.....4

2.6 Membership not Transferable.....5

2.7 Cessation of Membership.....5

3. MEMBERSHIP RIGHTS AND OBLIGATIONS5

3.1 Rights of Membership.....5

3.2 Dues5

3.3 Standing of Members5

3.4 Compliance with Constitution, Bylaws and Policies5

3.5 Expulsion of Member.....6

3.6 No Distribution of Income to Members6

4. MEETINGS OF MEMBERS6

4.1 Time and Place of General Meetings6

4.2 Annual General Meetings6

4.3 Extraordinary General Meeting.....6

4.4 Calling of Extraordinary General Meeting.....6

4.5 Notice of General Meeting.....6

4.6 Contents of Notice7

4.7 Omission of Notice7

5. PROCEEDINGS AT GENERAL MEETINGS7

5.1 Business Required at Annual General Meeting.....7

5.2 Electronic Participation in General Meetings.....7

5.3 Requirement of Quorum8

5.4	Quorum.....	8
5.5	Lack of Quorum.....	8
5.6	Loss of Quorum.....	8
5.7	Chair.....	8
5.8	Alternate Chair.....	8
5.9	Adjournment.....	8
5.10	Notice of Adjournment.....	8
6.	VOTING BY MEMBERS.....	9
6.1	Ordinary Resolution Sufficient.....	9
6.2	Entitlement to Vote.....	9
6.3	Voting Methods.....	9
6.4	Voting by Chair.....	9
6.5	Voting by Proxy.....	9
7.	DIRECTORS.....	9
7.1	Management of Property and Affairs.....	9
7.2	Qualifications of Directors.....	10
7.3	Composition of Board.....	10
7.4	Invalidation of Acts.....	10
7.5	Appointment of Appointed Directors.....	10
7.6	Transition of Directors' Terms.....	11
7.7	Term of Directors.....	11
7.8	Consecutive Terms and Term Limits.....	11
7.9	Extension of Term to Maintain Minimum Number of Directors.....	11
7.10	Appointment to fill Vacancy.....	11
7.11	Removal of Director.....	12
7.12	Ceasing to be a Director.....	12
8.	NOMINATION AND APPOINTMENT OF REPRESENTATIVE DIRECTORS.....	12
8.1	Nomination of Representative Directors.....	12
8.2	Appointment of Representative Directors.....	13
8.3	Nomination and Appointment Policies.....	13
9.	POWERS AND RESPONSIBILITIES OF THE BOARD.....	13
9.1	Powers of Directors.....	13
9.2	Duties of Directors.....	13
9.3	Remuneration of Directors and Officers and Reimbursement of Expenses.....	14
9.4	Investment of Property and Standard of Care.....	14
9.5	Investment Advice.....	14
9.6	Delegation of Investment Authority to Agent.....	14

10.	PROCEEDINGS OF THE BOARD	14
10.1	Board Meetings	14
10.2	Notice of Board Meetings	14
10.3	Participation by Electronic Means	14
10.4	Quorum.....	15
10.5	Director Conflict of Interest.....	15
10.6	Chair of Meetings	15
10.7	Alternate Chair.....	15
11.	OFFICERS.....	15
11.1	Officers.....	15
11.2	Appointment of Officers	16
11.3	Term of Officer.....	16
11.4	Removal of Officers	16
11.5	Replacement	16
11.6	Duties of Chair.....	16
11.7	Duties of Treasurer.....	16
12.	INDEMNIFICATION.....	16
12.1	Indemnification of Directors and Eligible Parties	16
12.2	Purchase of Insurance.....	17
13.	COMMITTEES	17
13.1	Creation and Delegation to Committees.....	17
13.2	Continuation of Standing Committees	17
13.3	Special Committees.....	17
13.4	Terms of Reference.....	17
13.5	Meetings	17
14.	EXECUTION OF INSTRUMENTS	18
14.1	Seal	18
14.2	Execution of Instruments	18
15.	FINANCIAL MATTERS	18
15.1	Accounting Records	18
15.2	Borrowing Powers	18
15.3	Restrictions on Borrowing Powers.....	18
15.4	Audit Required.....	18
15.5	Appointment of Auditor at Annual General Meeting	18
15.6	Vacancy in Auditor.....	19
15.7	Removal of Auditor	19
15.8	Notice of Appointment	19

15.9	Auditor's Report.....	19
15.10	Participation in General Meetings.....	19
16.	NOTICE GENERALLY	19
16.1	Method of Giving Notice	19
16.2	When Notice Deemed to have been Received.....	19
16.3	Days to be Counted in Notice.....	20
17.	MISCELLANEOUS.....	20
17.1	Dissolution.....	20
17.2	Inspection of Documents and Records.....	20
18.	BYLAWS	21
18.1	Entitlement of Members to copy of Constitution and Bylaws.....	21
18.2	Special Resolution required to Alter Bylaws.....	21
18.3	Effective Date of Alteration	21

**BYLAWS
OF THE
ACTSAFE SAFETY ASSOCIATION**

1. INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Appointed Director”** means a Person appointed as a Director pursuant to Bylaw 7.5;
- (d) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (e) **“Board Resolution”** means:
 - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
 - (A) in person at a duly constituted meeting of the Board,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person and by Electronic Means; or
 - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (f) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (g) **“Chair”** means the Person appointed to the office of chair of the Society in accordance with these Bylaws;
- (h) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (i) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- (j) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (k) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (l) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (m) **“Members”** means those Organizations that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (n) **“Motion Picture Standing Committee”** means the standing committee struck by the Board in accordance with a terms of reference dated April 2013, as amended from time to time;
- (o) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (p) **“Ordinary Resolution”** means:
- (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting, or
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
- and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (q) **“Organization”** means an association, unions, corporation, partnership or society;
- (r) **“Person”** means a natural person;

- (s) **“Performing Arts Standing Committee”** means the standing committee struck by the Board in accordance with a terms of reference dated April 2013, as amended from time to time;
- (t) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (u) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (v) **“Representative Director”** means a Person nominated in accordance with Bylaw 8.1 and appointed as a Director pursuant to Bylaw 8.2;
- (w) **“Secretary”** means a Person appointed to the office of secretary of the Society in accordance with these Bylaws;
- (x) **“Society”** means the “Actsafe Safety Association”;
- (y) **“Special Resolution”** means:
 - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:
 - (A) in person at a duly constituted General Meeting,
 - (B) by Electronic Means in accordance with these Bylaws, or
 - (C) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,

and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; and
- (z) **“Treasurer”** means a Person appointed to the office of treasurer of the Society in accordance with these Bylaws.

1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. **MEMBERSHIP**

2.1 **Admission to Membership**

Membership in the Society is restricted to:

- (a) those Organizations that are Members on the date these Bylaws come into force; and
- (b) those Organizations whose subsequent application for admission as a Member is accepted in accordance with these Bylaws.

2.2 Eligibility for Membership

An Organization may be eligible to be accepted as a Member if it:

- (a) is engaged in:
 - (1) the performing arts;
 - (2) live performance venues;
 - (3) organizing or conducting live performance special events; or
 - (4) motion picture, television or commercial production; and
- (b) is interested in advancing the purposes and supporting the activities of the Society.

2.3 Transition of Membership

On the date these Bylaws come into force:

- (a) each Organization that is a member of the Society and that is eligible for membership under these Bylaws will continue as a Member until it otherwise ceases to be a Member in accordance with these Bylaws; and
- (b) each Person or Organization that is a member of the Society that is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

2.4 Application for Membership

An eligible Organization may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. An Organization becomes a Member on the date of the Board Resolution or such later date as specified therein.

2.5 Designated Representative of Organization

An Organization admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be its designated representative and exercise the rights of membership on behalf of the Organization. An Organization may also appoint an alternate designated representative who may, in the event the designated representative is not available to attend a General Meeting, exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative and alternate designated representative at any time by providing notice in writing to the Society with the name and contact information

for the new representative. The appointment of a new representative is deemed to revoke the appointment of a Member's previous representative.

2.6 **Membership not Transferable**

Membership is not transferable.

2.7 **Cessation of Membership**

An Organization will immediately cease to be a Member:

- (a) upon the date which is the later of:
 - (1) the date of delivering its resignation in writing to the Secretary or to the Address of the Society; and
 - (2) the effective date of the resignation stated thereon;
- (b) upon its expulsion; or
- (c) upon its dissolution.

3. **MEMBERSHIP RIGHTS AND OBLIGATIONS**

3.1 **Rights of Membership**

In addition to any rights conferred by the Act, a Member has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings; and
- (d) to participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

3.2 **Dues**

There will be no annual membership dues.

3.3 **Standing of Members**

All Members are deemed to be in good standing.

3.4 **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time; and
- (b) further and not hinder the purposes, aims and objects of the Society.

3.5 Expulsion of Member

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members and will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided with an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

3.6 No Distribution of Income to Members

The activities of the Society will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5 Notice of General Meeting

The Society will, in accordance with Bylaw 16.1, send notice of every General Meeting to:

- (a) each Member shown on the register of Members on the date the notice is sent;
- and

(b) the auditor of the Society,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

4.6 **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) consideration of the financial statements and the report of the auditor thereon, if any;
- (c) consideration of any Members' proposals submitted in accordance with the Act;
- (d) the appointment of the auditor; and
- (e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.3 Requirement of Quorum

No business will be conducted at a General Meeting at a time when a quorum is not present.

5.4 Quorum

A quorum at a General Meeting is six (6) Members.

5.5 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.6 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair

The Chair will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chairperson at that meeting.

5.8 Alternate Chair

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, they may preside as chairperson.

5.9 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each Member is entitled to one (1) vote on matters for determination by the Members.

6.3 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.4 Voting by Chair

If the Person presiding as chairperson of a General Meeting is the designated representative of a Member, then they may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as chairperson who is not the designated representative of a Member has no vote.

The Person presiding as chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.5 Voting by Proxy

Voting by proxy is not permitted.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

7.2 Qualifications of Directors

Pursuant to the Act, a Person may not be nominated or appointed to serve (or continue to serve) as a Director if such Person:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing their own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

In addition to the foregoing, a Person may not continue to serve as a Director in accordance with Bylaw 7.3(a) if such Person is no longer a representative of the workers or employers in either the motion picture industry or performing arts industry, as applicable, as determined by the applicable standing committee by majority vote.

7.3 Composition of Board

The Board will be composed of a minimum of four (4) and a maximum of seven (7) Directors, as follows:

- (a) four (4) Persons appointed as Representative Directors by the Board in accordance with Part 8, of whom:
 - (1) one (1) is a representative of workers in the motion picture industry;
 - (2) one (1) is a representative of employers in the motion picture industry;
 - (3) one (1) is a representative of workers in the performing arts industry;
 - (4) one (1) is a representative of employers in the performing arts industry; and
- (b) up to three (3) Persons appointed as Appointed Directors by the Board in accordance with Bylaw 7.5.

7.4 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

7.5 Appointment of Appointed Directors

The Board may, from time to time by Board Resolution, appoint as a Director up to three (3) qualified Persons who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

7.6 Transition of Directors' Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which such Person was appointed, unless such Person otherwise ceases to be a Director in accordance with these Bylaws.

7.7 Term of Directors

The term of office of Directors will normally be two (2) years. To ensure that Directors' terms are staggered:

- (a) the Representative Directors described under Bylaws 7.3(a)(2) and 7.3(a)(4) are appointed by the Board at the meeting of the Board immediately preceding annual general meetings in even-numbered years;
- (b) the Representative Directors described under Bylaws 7.3(a)(1) and 7.3(a)(3) are appointed by the Board at the first meeting of the Board immediately preceding annual general meetings in odd-numbered years; and
- (c) no more than two (2) Appointed Directors taking office in accordance with Bylaw 7.5 may be appointed by the Board in any given year.

Notwithstanding the above, the Board may, by Board Resolution determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Board in its discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting immediately following such Director's appointment.

7.8 Consecutive Terms and Term Limits

Directors may be appointed for consecutive terms, without limit.

7.9 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are appointed and the result is that the number of Directors would fall below three (3), the Person or Persons previously appointed as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are appointed in accordance with these Bylaws.

7.10 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for appointment at the next meeting of the Board immediately prior to an annual general meeting

and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless such Person otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may be appointed for the vacant position.

7.11 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may appoint a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

7.12 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (1) the date of delivering their resignation in writing to the Chair or to the Address of the Society; and
 - (2) the effective date of the resignation stated therein;
- (b) upon the expiry of their term;
- (c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;
- (d) upon their removal; or
- (e) upon their death.

8. NOMINATION AND APPOINTMENT OF REPRESENTATIVE DIRECTORS

8.1 Nomination of Representative Directors

Nominations for appointment as a Representative Director must be made in accordance with these Bylaws, in particular Bylaw 7.2, and such policies and procedures as are established by the Board from time to time.

The Motion Picture Standing Committee or the Performing Arts Standing Committee, as applicable, will oversee nominations for any vacancies for Representative Directors and will report such nominations to the nominations standing committee.

The nominations standing committee will, based on a consideration of the matrix of skills and experience required on the Board, consider all the nominations received from the Motion Picture Standing Committee or Performing Arts Standing Committee, as applicable, and will recommend a slate of nominees to the Board.

All nominations for appointments as Representative Directors are subject to the following rules:

- (a) a nomination must be made in writing, in a form established by the Society;
- (b) the designated representative (or alternate representative) of a Member may be nominated, and the nomination must be signed by the Member's designated

representative (or alternate representative) so nominated and approved in writing by the Motion Picture Standing Committee or the Performing Arts Standing Committee, as applicable;

- (c) nominations must be submitted in accordance with such deadlines as may be established by the Board; and
- (d) nominations are not permitted from the floor at a General Meeting.

8.2 Appointment of Representative Directors

From the nominees recommended by the Motion Picture Standing Committee or the Performing Arts Standing Committee, as applicable, and in consideration of the recommendations from the nominations standing committee, the Board will, by Board Resolution, appoint the Representative Directors to fill the vacancies arising at the next annual general meeting of the Society.

The appointment of Representative Directors will normally take place at the meeting of the Board immediately prior to the Society's annual general meeting and the Representative Directors so appointed will take office immediately after the close of such upcoming annual general meeting.

8.3 Nomination and Appointment Policies

The Board may, by Board Resolution, establish such additional policies and procedures related to the nomination and appointment of Representative Directors as it determines necessary or prudent for the Society provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

9.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- (c) act in accordance with the Act and the regulations thereunder.

9.3 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is entitled to remuneration for acting as a Director in accordance with any policy established by the Board from time to time. A Director may also be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

9.4 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

9.5 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

9.6 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

10.2 Notice of Board Meetings

Meetings of the Board may be held at any time and place determined by the Board provided that twenty-four (24) hours' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

10.3 Participation by Electronic Means

The Board may decide, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

10.4 **Quorum**

The Board may from time to time fix the quorum necessary to transact business and, unless so fixed, the quorum will be a majority of the Directors.

10.5 **Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent themselves from the meeting or portion thereof:
 - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

10.6 **Chair of Meetings**

The Chair will preside as chair at all meetings of the Board.

If at any meeting of the Board the Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that they not chair that meeting, the Directors present may choose one of their number to preside as chair at that meeting.

10.7 **Alternate Chair**

If the Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

11. **OFFICERS**

11.1 **Officers**

The officers of the Society are the Chair and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Society as it deems necessary and determine the duties and responsibilities of all officers.

11.2 Appointment of Officers

At each meeting of the Board immediately following an annual general meeting, the Board will appoint the officers.

11.3 Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is appointed as an officer in accordance with Bylaw 11.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be appointed as an officer for consecutive terms.

11.4 Removal of Officers

A Person may be removed as an officer by Board Resolution.

11.5 Replacement

Should the Chair or any other officer for any reason be unable to complete their term, the Board will remove such officer from their office and will appoint a replacement without delay.

11.6 Duties of Chair

The Chair will supervise the other officers in the execution of their duties and will preside at all meetings of the Society and of the Board.

11.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

12. INDEMNIFICATION

12.1 Indemnification of Directors and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of their holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or

- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2 Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

13. COMMITTEES

13.1 Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 Continuation of Standing Committees

The following are continued as the standing committees under the supervision of the Board:

- (a) the Motion Picture Standing Committee;
- (b) the Performing Arts Standing Committee; and
- (c) the nominations standing committee.

13.3 Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period or if for the completion of a specific task, be dissolved upon the completion of the task for which it was created.

13.4 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.5 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

14. EXECUTION OF INSTRUMENTS

14.1 Seal

The Society will not have a corporate seal.

14.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the Chair, together with one (1) other Director, or
- (b) in the event that the Chair is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15. FINANCIAL MATTERS

15.1 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

15.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

15.4 Audit Required

The Society is required to be audited and will annually appoint an auditor with the qualifications required by the Act.

15.5 Appointment of Auditor at Annual General Meeting

An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act.

15.6 Vacancy in Auditor

Except as provided in Bylaw 15.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

15.7 Removal of Auditor

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

15.8 Notice of Appointment

An auditor will be promptly informed in writing of such appointment or removal.

15.9 Auditor's Report

The auditor must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

15.10 Participation in General Meetings

The auditor is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

16. NOTICE GENERALLY

16.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

16.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1 Dissolution

Upon the winding-up or dissolution of the Society, any funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and the payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed, subject to the Act, as determined by Board Resolution.

17.2 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

18. BYLAWS

18.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide such Member with, access to a copy of the Constitution and these Bylaws.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.