

**SASKATCHEWAN MEDIA PRODUCTION INDUSTRY ASSOCIATION (SMPIA) INC.
CONSTITUTION AND BYLAWS**

June 2015

CONSTITUTION

1. NAME

- (a) The organization shall be known as the Saskatchewan Media Production Industry Association (SMPIA) Inc. (hereinafter the “Association”).
- (b) SMPIA shall be a non-profit corporation with its registered office located in Regina, Saskatchewan pursuant to *The Non-Profit Corporations Act, 1995* (Saskatchewan) as amended or replaced from time to time (hereinafter the “Act”).

2. OBJECTS

The objects of SMPIA are:

- (a) To promote member success and the benefits of the industry to stakeholders and the public
- (b) To foster discussion, decision-making and policy development to support creation in our region
- (c) To advocate for changes in policy to strengthen industry capacity
- (d) To have consistent representation at a national level
- (e) To provide access to current industry information
- (f) To promote Saskatchewan creative products
- (g) To provide greater member interaction so their businesses can flourish
- (h) To provide networking opportunities and promote partnerships
- (i) To establish partnerships that will benefit the media production industry

BYLAWS:

"Bylaws" means this bylaw and all other bylaws of the Association in force and affect.

1. FISCAL YEAR

The fiscal year of the Association may be fixed by the Board and may from time to time be changed by the Board.

2. MEMBERSHIP

- (a) Any individual interested in the furtherance of the goals and objects of the Association shall be eligible for individual membership in the Association. Individual members shall each be entitled to one vote.
- (b) Any corporation or organization interested in the furtherance of the goals and objectives of the Association shall be eligible for corporate membership in the Association. Corporate members shall appoint a responsible representative to exercise voting privileges in the Association. Corporate members shall be entitled to one vote.
- (c) Only Members in good standing and who have paid the applicable annual membership fee for that year shall be entitled to vote at all meetings of the Members.

3. FEES

- (a) Membership fees shall be determined by the Board of Directors.
- (b) Membership fees shall be due on or before the anniversary date of membership of each year.

4. TERMINATION OF MEMBERSHIP

- (a) Members may resign at any time by written notice to the Board of Directors. Members resigning shall not be entitled to a refund of any portion of fees paid to the Association.
- (b) Members thirty (30) days in arrears in payment of annual membership fees shall automatically terminate as a Member.
- (c) The Board shall have the power to discipline or terminate a Member for failure to comply with the Constitution or Bylaws or for conduct unbecoming as a member or for other just cause. A Member has the right to appeal to the Members at a Special Meeting of the Members who shall determine the issue by special resolution.

5. BOARD OF DIRECTORS

- (a) The "Directors", "Board" and "Board of Directors" means the directors of the Association for the time being.
- (b) The Board shall be responsible to set policy and establish guidelines and limitations to manage the activities and affairs of the Association.

6. ELECTION OF DIRECTORS

- (a) A nominating committee of a minimum of three Board Directors shall seek qualified individuals for each of the positions of Directors to be filled.

- (b) Directors shall be nominated or appointed from the following representative areas or organizations:
 - (i) Five (5) producers;
 - (ii) One (1) from ACTRA;
 - (iii) One (1) from Directors Guild of Saskatchewan;
 - (iv) One (1) from IATSE;
 - (v) Two (2) from industry service providers;
 - (vi) Four (4) open seats;
- (c) A ballot containing the names of those nominated as Directors will be prepared and presented at the Annual General Meeting. No nominations will be accepted from the floor.
- (d) Voting of candidates for the director positions shall be by secret ballot of all Members present at the annual general meeting of the Members. The results of member voting shall be tallied and announced at the Annual General Meeting.
- (e) The Chairperson of the meeting will appoint scrutineers from those present at the meeting. Scrutineers must not be Members of the Association.
- (f) The elected Board of Directors shall consist of a minimum of eight (8) and a maximum of fourteen (14) members elected by the Members for a two (2) year term.
- (g) Directors shall be eligible for re-election.
- (h) Continuous service for Directors shall not exceed four (4) terms.
- (i) Employees of any organizations receiving funding from the Association shall not be eligible to hold the office of Director.
- (j) The office of Director shall be automatically vacated:
 - (i) Upon death;
 - (ii) The person is found to be of unsound mind;
 - (iii) The person has the status of bankrupt;
 - (iv) The person submits a bona fide letter of resignation to the Board;
 - (v) The person without satisfactory justification is absent from three Board meetings within one fiscal year of the Association; and

- (vi) The Members by ordinary resolution at a Special Meeting of the Members vote to remove the person as a director.
- (k) The Board, by a majority vote, may, by appointment, fill any such vacancy with a person from the representative area or organization. The term of the person appointed to fill a vacancy shall expire at the same time as the term of the vacancy being filled.
- (l) The Board may appoint committees from time to time to perform such duties as the Board may designate.

7. **BOARD MEETINGS**

- (a) Board meetings shall be called by the President. Notice of Board meetings may be given by person, mail, telephone, fax or other communication not less than one day before the meeting is to take place or by mail not less than three days. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
- (b) If all of the Directors participating in a meeting consent, one or more of the Directors may participate in a meeting of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear or communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates.
- (c) Each Director shall have one vote at Board meetings
- (d) The Directors shall vote on any resolution arising at any meeting of the Board. A majority of the votes shall decide the resolution.
- (e) A quorum at a meeting of the Board shall be a majority of the Directors.
- (f) No error or omission in giving notice of any meeting of the Board or any adjournment of a meeting of the Board shall invalidate any meeting or make void any proceedings taken thereat.
- (g) A Director may, at any time, waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (h) Notwithstanding any of the foregoing provisions of this Bylaw any resolution consented to by the signatures of all of the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose

8. DUTIES OF OFFICERS:

PRESIDENT:

- (a) The President shall be elected by the Board for a term of two (2) years. Continuous service for the President shall not exceed two terms.
- (b) It shall be the duty of the President to:
 - (i) Preside at all meetings of the Board and the Members. The chair shall be entitled to vote.
 - (ii) Enforce all bylaws and regulations relating to the administration of the Association.
 - (iii) Represent the Board publicly.
 - (iv) Be an ex-officio member of all committees.

VICE-PRESIDENTS:

- (a) Vice-Presidents shall be elected annually by the Board. Vice-Presidents shall perform any duties which the Board may, from time to time, assign.

9. MEETINGS OF MEMBERS

- (a) An annual general meeting of members shall be held no later than 15 months after the last annual general meeting in subsequent years. The annual general meeting shall be at such place as the Board may determine and on such day as the Board shall appoint.
- (b) At the annual general meeting of the Members the following shall take place, namely:
 - (i) Report of the Board shall be presented;
 - (ii) The election of Directors;
 - (iii) The consideration of the Financial Statement and the Auditor's Report;
 - (iv) The appointment of auditors for the ensuing year; and
 - (v) The consideration of bylaws submitted by the Board.
- (c) Any other business to be transacted at the annual general meeting or any other meeting of the Members shall be considered to be Special Business.
- (d) The Voting Members may consider and transact any Special Business at any meeting of Voting Members provided that the Notice of the meeting of Members shall state:
 - (i) the nature of the business in sufficient detail to permit a member to form a reasoned judgement thereon; and

- (ii) the text of any special resolution to be submitted to the meeting.
- (e) The Board shall have the power to call, at any time, a general meeting of the Members.
- (f) At least fifteen (15) days, and not more than fifty (50) days, prior written notice shall be given to the Board and to each Member of any annual or special general meeting of Members.
- (g) The Members present by their designated representative in person at a meeting of Members shall constitute a quorum.
- (h) Each Member present at a meeting shall have the right to exercise one (1) vote. There shall be no voting by proxy.
- (i) No error or omission in giving notice of any annual or general meeting of any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat.
- (j) A Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at any meeting.
- (k) At all meetings of Members, every question shall be determined by a majority of votes of the Members present unless otherwise specifically provided by the Act or by these Bylaws.

10. NOTICE

- (a) Notices may be served personally, by letter mail, by electronic mail, by fax or by any other means of written or transmitted communication.
- (a) A notice shall be deemed to be given on the day that it is deposited with the Post Office or on the day that it is sent by fax or otherwise communicated or transmitted.
- (b) For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the last address recorded on the records of the Association.

11. RULES AND REGULATIONS

- (a) The Board may prescribe such policies, rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Association as it deems expedient.

12. AMENDMENTS TO BYLAWS

- (a) The Directors may, by resolution, make, amend or repeal any bylaws that regulate the activities and affairs of the Association in accordance with the provisions of the Act.

- (b) The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of Members and the Members may, by a majority vote of the Members present, confirm, reject or amend the bylaw, amendment or repeal.
- (c) A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of the Directors until confirmed, confirmed as amended or rejected by the Members.

13. INDEMNIFICATION

- (a) The Association shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
 - (i) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any actions suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in the execution of the duties of his or her office; and
 - (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglects or default.

14. INTERPRETATION OF THE BYLAWS

- (a) In these Bylaws and in all other Bylaws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

15. COMING INTO FORCE

- (a) This Constitution and Bylaws shall supersede all previous Constitutions and Bylaws and shall come into force at, and be effective from, the effective date passed by the Members.