

**SASKATCHEWAN MEDIA PRODUCTION INDUSTRY ASSOCIATION (SMPIA)
INC. ARTICLES OF INCORPORATION AND BYLAWS**

June 2024

ARTICLES OF INCORPORATION

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 charitable non-profit corporation with its registered office located in Regina, Saskatchewan pursuant to *The Non-Profit Corporations Act, 2022* (Saskatchewan) as amended or replaced from time to time (hereinafter the “Act”).

2. OBJECTS

The activities of SMPIA are restricted to those that support the organization’s objects.

The objects of SMPIA are:

- (a) To build a favourable economic and creative climate for the film and television production industry and the communities in which they work today and in the future.
- (b) To cultivate a positive image of the industry in Saskatchewan, develop an appreciation of its creative accomplishments, and promote an understanding of its social and economic potential for the communities of Saskatchewan.
- (c) To provide leadership and foster co-operation through professional development and training, discussion forums, decision-making; and to advocate for changes in public policy in the interests of the film and television production industry and to creating social and economic benefits for Saskatchewan communities.

3. 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 at any duly constituted members' meeting.
- (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 at any duly constituted members' meeting.

- (c) Only Members in good standing and who have paid the applicable annual membership fee for that year shall be entitled to vote at any duly constituted members' meeting.
- (d) Membership is not transferable.

4. DIRECTORS

- (a) 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.

5. DISSOLUTION

- (b) Upon dissolution of the Association, assets shall be distributed to one or more charitable nonprofit organizations or institutions in Saskatchewan with mandates supporting 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. MEETINGS OF MEMBERS

- (a) An annual general meeting of members shall be held no later than 4 months after the end of the fiscal year. 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:
 - (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 any new, amended or repealed 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 at a meeting of Members (defined as individual members or the designated representative of member corporations/organizations) 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.

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.

- (j) 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.

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 accountable for the ongoing oversight of the Association and responsible to set policy and establish guidelines and limitations to manage the activities and affairs of the Association.

ELECTION OF DIRECTORS

- (c) A nominating committee of a minimum of three Board Directors shall seek qualified individuals for each of the positions of Directors to be filled.
- (d) Directors shall be nominated or appointed from the following representative areas or organizations:
 - (i) Two (2) to five (5) producers; who shall be elected from members or member representatives who are either employed by a production company or working independently, with a core business of screen based media production that is eligible for Creative Saskatchewan funds.
 - (ii) One (1) to two (2) from industry service providers; who shall be elected from members in industry roles such as equipment suppliers, production facilities, post facilities, animation, audio, and audio post.
 - (iii) One (1) to four (4) open seats; who shall be elected from the general membership of the Association.
 - (iv) Up to three representatives of the following union, guilds, and associations:
 - (iv.i) One (1) from ACTRA; who shall appointed by the Saskatchewan Branch of the Alliance of Canadian Cinema, Television and Radio Artists
 - (iv.ii) One (1) from Directors Guild of Saskatchewan; who shall be appointed by the Directors Guild of Saskatchewan
 - (iv.iii) One (1) from IATSE; who shall be appointed by the Saskatchewan locals of the International Alliance of Theatrical Stage Employees
 - (iv.iv) If for any reason, a union, guild or association is unable to appoint a representative, the Board of Directors shall still be considered duly constituted

A ballot containing the names of those nominated as Directors will be prepared by the board of directors and presented at the Annual General Meeting. No nominations shall be accepted from the floor.

- (e) 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.
- (f) The Chairperson of the meeting shall appoint scrutineers from those present at the meeting. Scrutineers must not be Members of the Association.
- (g) Directors shall be eligible for re-election.

- (h) Continuous service for Directors shall not exceed four (4) consecutive terms, excluding those Directors who serve as representatives of alliances, unions and guilds.
- (i) 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.
- (j) 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.
- (k) The Board may appoint committees from time to time to perform such duties as the Board may designate.

6. **BOARD MEETINGS**

- (a) Board meetings shall be called by the President. Notice of Board meetings may be given by person, telephone, electronically 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) Board meetings may be in person, virtual or by 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.
- (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.

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.

- (g) Notwithstanding any of the foregoing provisions of this Bylaw any resolution consented to by the signatures or other electronic methods 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

7. 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.

8. NOTICE

- (a) Notices may be served personally, by letter mail, by electronic mail, 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 otherwise communicated or transmitted.

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.

9. 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.

10. 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.

11. 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

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.

12. 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.

Approved at a meeting of (the board of directors or members) on [Date]

Signature _____
Name, President Date

Signature _____
Name, Vice President Date