

BY-LAW NUMBER 1

A by-law relating generally to the
conduct of the affairs of

Canadian Cinema Editors

INTERPRETATION

1. In these by-laws,
 - a. **Act** means the *Canada Corporations Act*, R.S.C. 1970, chapter C 32, and regulations made under the Act, as the same may be amended or substituted from time to time;
 - b. **Corporation** means Canadian Cinema Editors;
 - c. **Board** means the *Executive* Board of Directors of the Corporation; and
 - d. **Member** means a member in good standing of the Corporation determined and enrolled as such in accordance with this By-Law.

MEMBERS

2. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation.
3. There shall be no membership fees or dues unless otherwise directed by the board of directors.
4. A Member who wants to resign must advise the Secretary in writing. The resignation takes effect on the later of the date on which the Secretary receives it or the date the Member specifies. A pro-rated refund will then be granted to the individual resigning their membership from the date of receipt of the letter.?
5. Upon recommendation by the Board and where reasonable notice and an opportunity to speak has been given to the Member, a Member may be removed by a vote of two-thirds of the Members present at a meeting of the members.
6. A Member who fails to pay their annual dues will be suspended after two reminders within sixty days of the due date. Once suspension has been invoked, the Member will not be allowed to use the C.C.E. acronym after their name on credits, if this privilege had been afforded the member. The maximum time for suspension shall be six (6) months, if corrected action has not taken place within that timeframe then the member shall be expelled by the organization. Re-admittance to the C.C.E. will be based on a board appeal process and consideration made on a case by case basis.

MEETINGS OF MEMBERS

7. The Corporation shall hold an annual meeting of its Members not later than eighteen months after its incorporation and subsequently once in each calendar year and not more than fifteen months after the holding of the last preceding annual meeting.
8. At every annual meeting, the Members shall:

- a. approve the minutes of the previous meeting;
 - e. receive the report of the directors;
 - f. receive the financial statement and the report of the auditors;
 - g. appoint auditors for the ensuing year;
 - h. approve or vary the future work program and budget of the Corporation;
 - i. elect directors for the Corporation (every second year);
 - j. review the Letters Patent and By-Laws of the Corporation; and
 - k. deal with other matters contained in the notice of the meeting.
9. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members for a purpose not inconsistent with the *Canada Corporations Act*, on written requisition of at least ten percent of the members.
10. Members' meetings can deal only with business that has been specified in the notice. Any member may add an item to the agenda of a general meeting, provided the meeting has the power to deal with it, by notifying the Secretary in writing by the 15th of the month prior to the meeting.
11. Twenty percent of the members present in person or by proxy, but not fewer than 10 members, will constitute a quorum for members' meetings.
12. Fourteen days written notice shall be sent by either regular mail, facsimile transmission, or electronic mail transmission to each member of any annual or special general meeting of members.
13. Notice of a meeting shall contain sufficient information to permit the member to form a reasoned judgment on the decisions to be taken.
14. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form:
- I, a voting Member of the (insert name), appoint (name), or failing such person (insert another name) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date).
15. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy holder may hold a maximum of 5 proxies.
16. Except with respect to matters which require by the *Act* that they be dealt with at a meeting of the members, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.

17. A majority of the votes cast by the members shall determine the questions in meeting except where the vote or consent of a greater number of members is required by the Act or these By-laws.
18. If a majority of the members of the Corporation consent thereto generally or in respect of a particular meeting, a member may participate in a meeting of the membership by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a pre determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.
19. Unless a ballot is requested by a member, a declaration by the chair of the meeting that a decision has been made and/or a decision recorded in the minutes of the latter, it is admissible in evidence as proof on the face of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. Such ballot will be taken in the manner the chair of the meeting decides.
20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any 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 that meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his/her last address recorded on the books of the Corporation.
21. Any meeting of members may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.
22. Minutes of the meetings of the Members of the Corporation shall be kept and made available to Members.

BOARD OF DIRECTORS

23. The property and business of the corporation shall be managed by a board of directors, composed of a minimum of 3 directors.
24. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
25. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations 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 members shall at and from time to time cease to have any force and effect.

26. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.
27. Directors must be individuals, at least 18 years of age, with power under law to contract. Directors need not be members.
28. The applicants for incorporation shall be the first directors of the Corporation. Their term of office shall continue until the first meeting of members, at which the board of directors shall be elected.
29. Directors shall be elected for terms of two years by the members and directors shall be eligible for re-election for two additional terms of two years, after which they must stand down for at least one term before seeking re-election.
30. The office of director shall be automatically vacated:
 - a. if a director shall resign his/her office by delivering a written resignation to the secretary of the Corporation;
 - l. if he/she is found by a court to be of unsound mind;
 - m. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
 - n. if at a special general meeting of members a resolution is passed by two thirds of the members present at the meeting that he/she be removed from office;
 - o. on death; or;
 - p. if a director is absent from 3 consecutive board meetings without leave of the Board.
31. If any vacancy shall occur, the board of directors by majority vote, may, by appointment, fill the vacancy for the balance of the former director's term.
32. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. This shall not preclude a director from serving the Corporation as an officer or in any other capacity.
33. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

DIRECTORS' MEETINGS

34. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each director, or, if by mail, at least 14 days prior to the meeting. There shall be at least four meetings per year of the board of directors. 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 or make void any proceedings taken thereat 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. Each director is authorized to exercise one vote.

35. A majority of directors in office, from time to time, but not less than three directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by laws of the corporation.
36. If all the Directors of the Corporation consent thereto 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 hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.
37. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

INDEMNITIES TO DIRECTORS AND OTHERS

38. Every director and 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 and effects, 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 proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - q. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

39. The officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law

determine. Any two offices may be held by the same person. Officers must be Full or Associate members, except Industry Liason, who may be any individual from the industry at large.

- 40. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. The Board may request to issue honourariums, with majority approval at a General Meeting.
- 41. Officers of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
- 42. The officers of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

- 43. The president shall preside at all meetings of the Corporation and of the board of directors. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the board of directors are carried into effect.
- 44. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.
- 45. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors.
- 46. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she 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 prescribed by the board of directors or president, under whose supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
- 47. 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.

COMMITTEES

48. The board of directors may appoint committees whose members will hold office at the will of the board of directors, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine.

AUDITORS

49. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.
50. No person who is a director, officer or employee of the Corporation may be appointed the auditor without the consent of all the members of the Corporation.

GENERAL

51. Unless otherwise ordered by the board of directors, the financial year-end of the Corporation shall be the last day of June in each year.
52. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
53. The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.
54. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.
55. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers 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 an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

OPERATIONS WITHOUT PECUNIARY GAIN

56. The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.