

SCREEN COMPOSERS GUILD OF CANADA
GUILDE DES COMPOSITEURS CANADIENS DE MUSIQUE À L'IMAGE

BY-LAW NO.1

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REGISTERED OFFICE

1. The Registered Office of the SCREEN COMPOSERS GUILD OF CANADA / GUILDE DES COMPOSITEURS CANADIENS DE MUSIQUE À L'IMAGE (the "Guild") shall be located in the City of Toronto, in the province of Ontario, Canada, at the place wherein the business of the Guild may from time to time be carried on.
2. The Guild may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

CORPORATE SEAL

3. The Seal of the Guild shall be in such form as shall be prescribed by the Board of Directors, and shall have the words SCREEN COMPOSERS GUILD OF CANADA / GUILDE DES COMPOSITEURS CANADIENS DE MUSIQUE À L'IMAGE inscribed therein.

CONDITIONS OF MEMBERSHIP

- 4.1. Any person who has received or has entered into an agreement to receive at least one (1) credit as the term credit is understood in the film or television industry:

- (a.) for the writing or composing of music or lyrics; or
- (b.) for the orchestration of music; or
- (c.) for the arrangement of music; or
- (d.) for the editing of music; or
- (e.) for publishing of film or television scores where publishing is done by the applicant for membership in conjunction with any of the activities described in subparagraphs (a.), (b.) or (c.) above;

for a film, videotape, timed synchronization, digital media or any other audio visual media or any process analogous thereto or any other process now known or to be invented which modifies and replaces the aforementioned technology and processes, shall be entitled to Full membership in the Guild. A Full Member shall be defined as a Professional or Gold level Member.

- 4.2. Any person who intends to, but who does not yet meet the requirements set out in

paragraph 4.1 for Full membership may apply for Associate membership in the Guild. The Board of Directors may, by resolution, refuse an application for admission for Associate membership.

Associate Members may hold Associate membership for up to two (2) years, which need not be consecutive. At the end of the term of Associate membership, Associate Members shall become Full Members if they meet the prerequisites to qualify for Full membership. Associate Members who do not meet the prerequisites to qualify for Full membership on the expiration of the term of Associate membership shall cease to be Members of the Guild. Where the Guild has adequate information to establish that an Associate Member has met the prerequisites for Full membership, the Associate Member shall automatically become a Full Member on the expiration of the term of Associate membership. Where the Guild does not have adequate information that an Associate Member has met the prerequisites for Full membership, then the Associate Member may apply for Full membership to take effect either immediately or on the expiration of the term for Associate membership, if the Associate Member can demonstrate compliance with the prerequisites for Full membership.

4.3. Any person who intends to, but who does not yet meet the requirements set out in paragraph 4.1 for Full membership, and who is currently enrolled in an accredited educational institution, may apply for Student membership in the Guild. The Board of Directors may, by resolution, determine the specific standard of qualification required for Student membership, and the method of proof required to confirm enrollment status. The Board of Directors may, by resolution, refuse an application for admission for Student membership.

Student Members may hold Student membership as long as they remain enrolled in an accredited educational institution. It will be the responsibility of the Student Member, or applicant for Student membership, to provide adequate proof of their status as a student.

At the end of the term of their Student membership, Student Members shall become Full Members if they meet the prerequisites to qualify for Full membership; if they do not meet the prerequisites for Full membership, they may apply for Associate membership. Where the Guild has adequate information to establish that a Student Member has met the prerequisites for Full membership, the Student Member shall automatically become a Full Member on the expiration of the term of Student membership. Where the Guild does not have adequate information that a Student Member has met the prerequisites for Full membership, then the Student Member may apply for Full membership to take effect either immediately or on the expiration of the term for Student membership, if the Student Member can demonstrate compliance with the prerequisites for Full membership.

5. The term of membership in the Guild shall be annual, subject to renewal in accordance with the policies of the Guild.

Membership fees shall be fixed by resolution at a meeting of the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of said written notice, the Members in default may have their membership in the Guild terminated.

6. A membership in the Guild is terminated when:

- a) the Member dies;
- b) the Member resigns by delivering a written resignation to the President of the Guild, in which case such resignation shall be effective on the date specified in the resignation;
- c) the Member is expelled in accordance with this section;
- d) the Member's term of membership expires; or
- e) the Guild is liquidated or dissolved under the Act.

Upon any termination of membership, the rights of the Member automatically cease to exist.

The Board shall have authority to suspend or expel any Member from the Guild for any one or more of the following grounds:

- a) violating any provision of the letters patent, by-laws, or written policies of the Guild;
- b) carrying out any conduct which may be detrimental to the Guild as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Guild.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Guild, the President, or such other Officer as may be designated by the Board, shall provide thirty (30) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received in accordance with this section, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Guild. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

7. The application of a person for membership in the Guild and their ongoing membership in the Guild shall not be unreasonably or unfairly denied or revoked. There shall be no discrimination by the Guild against a Member, or applicant for membership, in respect of their race, colour, creed, nationality, religion, age, gender, sex, sexual orientation, or disability.

MEETINGS

8. The Annual General Meeting of the Members of the Guild shall be held at the Registered Office of the Guild or elsewhere in Canada as the Board of Directors may designate, within one hundred and eighty (180) days of the end of the Guild's fiscal year. At such meeting the Members shall receive reports from the Board and Committees, and in a year in which an election is to be held, Full Members shall elect a Board of Directors. Every Member shall be entitled to receive a certified true copy of the audited financial statements of the Guild for the immediately preceding fiscal year of the Guild as certified by an Officer of the Guild. Full Members shall vote to appoint the public accountant for the following fiscal year.

Every Member in good standing of the Guild shall be entitled to notice of a meeting to ratify or adopt any agreement which affects the conditions of work, benefits, remuneration and like subject matter to be entered into by the Guild and which affects the engagement or employment of the Member concerned. Every such Member shall be entitled to attend and participate at any such meeting and any Full Member shall be entitled to vote on the ratification or adoption of such an agreement.

9. Twenty-one (21) days prior notice, whether by mail or electronic means, shall be given to each Member of any Annual or Special General Meeting of Members. A Member may attend an Annual or Special General Meeting of Members in person, by teleconference, by electronic means, or, in the case of Full Members, by appointing a proxy who is in attendance at the meeting. The form of a proxy shall be determined by the Board of Directors in accordance with the *Canada Not-for-Profit Corporations Act*. Twenty-two (22) Full Members present in person, by teleconference, by electronic means, or by proxy at a meeting of Members shall constitute a quorum. Each Full Member present at the meeting shall have the right to exercise one vote, in addition to any proxies assigned to them.

10. At all meetings of Members of the Guild every question shall be determined by a majority of votes unless otherwise specifically provided by the *Canada Not-for-Profit Corporations Act* or by these by-laws.

BOARD OF DIRECTORS

11. The business and affairs of the Guild shall be managed by a Board of no more than twenty (20) Directors. This Board shall consist of no less than eleven (11) and no more than fifteen (15) elected Directors, and no more than five (5) appointed Directors. In accordance with the *Act*, the number of appointed Directors shall not be greater than 1/3 of the number of Directors elected at the previous Annual General Meeting of Members. Directors shall be Full Members of the Guild in good standing, and shall be elected by the Full Members at the Annual General Meeting in a year in which an election is to be held.

12. Elected Directors shall be elected for a term of three (3) years, and shall remain in office until the adjournment of the next Annual General Meeting of Members held in a year in which an election takes place. Appointed Directors shall remain in office until the adjournment of the next Annual General Meeting of Members. With the exception of term of office, appointed Directors shall have full and equal standing as elected Directors.

13. Directors shall be elected from a list of Full Members nominated by a Nominating Committee. The Chair of such Nominating Committee shall be appointed by the Board of Directors no later than forty-five (45) days prior to the Annual General Meeting in a year in which an election will be held, and the Committee shall be composed of no less than three (3) Full Members. The Nominating Committee shall nominate at least twenty-two (22) candidates for the Board who are Full Members. The Nominating Committee shall make all reasonable efforts to ensure that the nominations include a diverse array of candidates from all geographical regions across Canada. The Nominating Committee shall, no later than one (1) month prior to such Annual General Meeting, provide each Full Member with the list of nominees selected by such committee as eligible for election as Directors.

Elections of Directors shall be held at the Annual General Meeting of Members in a year in which an election is to be held. Votes shall be cast by Full Members in attendance in person, or present by teleconference or by electronic means. If a Full Member is unable to attend, the Full Member may assign a Proxy. Should a tie during tabulation of votes prevent the declaration of a sole winner for the final vacant Director position, a secret ballot of Full Members present at the Annual General Meeting will be taken to determine the winner. Should this secret ballot result in another tie, the tie may be broken by whichever method the Full Members present at the Annual General Meeting, by normal resolution, determine appropriate.

The office of Director shall be automatically vacated (a) if a Director shall resign their office by delivering a written resignation to the Secretary of the Guild; (b) if they are found to be or become of unsound mind; (c) if they become bankrupt or suspend payment or compound with their creditors; (d) if at a special general meeting of Members a resolution is passed by a majority of the Members present at the meeting that they may be removed from office, and

(e) on death; provided that if any vacancy shall occur for any reason in the paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the Guild as a Full Member.

The Board of Directors may not fill a vacancy resulting from (i) an increase in the maximum number of Directors provided for in the Articles of Incorporation; or (ii) a failure of the Members to elect the minimum number of Directors provided for in the Articles of Incorporation.

14. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that fourteen (14) days notice of such meetings shall be sent in writing, whether by mail or electronic means, to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing. A majority of the full Board of Directors, present at a meeting in person, or by teleconference, or by electronic means shall constitute a quorum.

15. Directors, as such, shall not receive any stated remuneration for their services but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at a regular or special meeting of the Board. Such sums may be paid to the Directors as the Board may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Guild as an Officer or in any other capacity and receiving compensation therefor.

16. The Directors may exercise all such powers of the Guild as are not excluded by the *Canada Not-for-Profit Corporations Act* or by these by-laws required to be exercised by the Members at general meetings. Subject to section 138(2) of the *Canada Not-for-Profit Corporations Act*, the Board of Directors shall have the power to delegate authority for specific matters to any of its established Committees or to any Officer, provided that any authority delegated by the Board is not further delegated without the prior permission of the Board.

17. The Board may from time to time establish such Committees as it deems necessary or appropriate for carrying out the objects of the Guild, and for such term and with such powers as the Board sees fit. No Committee shall have the power to act for or on behalf of the Guild or otherwise commit or bind the Guild to any course of action without the Board's approval. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

18. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The remuneration of all Officers, agents and employees shall be fixed by the Board of Directors by resolution.

19. The Directors shall have power to authorize expenditures on behalf of the Guild from time to time and may delegate by resolution to an Officer or Officers of the Guild the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Guild. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of persons having made notable contributions in accordance with such terms and conditions as the Board of Directors may prescribe.

The Directors of the Guild may, without authorization of the Members, (a) borrow money on the credit of the Guild; (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Guild; (c) give a guarantee on behalf of the Guild to secure performance of an obligation of any person; and (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Guild, owned or subsequently acquired, to secure any obligation of the Guild.

20. The Board of Directors shall take such steps as they may deem requisite to enable the Guild to receive donations and benefits for the purpose of furthering the objects of the Guild.

OFFICERS

21. The Officers of the Guild shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Chairperson. Upon approval by the Board, the same person may hold two or more offices.

22. The Officers of the Guild shall be elected or appointed by the Board of Directors, present in person, or by teleconference, or by electronic means, at the first Board Meeting following the Annual General Meeting of Members, in a year in which an election will be held. Officers need not be Directors of the Board, however Officers who are not Directors would as a consequence not have the right to vote. The Board, by resolution, may appoint, at any meeting of the Board, other Officers as the Board deems appropriate, and determine the duties of said Officers. Subject to the provisions of any written employment agreement, the Board may remove at its pleasure any Officer. The Board may remove a Director serving as an Officer from their office, but said Director shall remain a Director.

DUTIES OF OFFICERS

23. The President shall be the Chief Executive Officer of the Guild. They shall preside at all meetings of the Guild and of the Board of Directors, or may appoint the Chairperson or other Director to preside in their place. They shall have the general and active management of the business of the Guild. They shall see that all orders and resolutions of the Board are carried into effect.

24.1. The First 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 them by the Board.

24.2. The Second Vice-President shall, in the absence or disability of the President and First Vice-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 them by the Board.

25. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Guild and shall deposit all moneys and other valuable effects in the name and to the credit of the Guild and in such depositories as may be designated by the Board of Directors from time to time. They shall disburse the funds of the Guild as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they require it, an account of all their transactions as Treasurer and of the financial position of the Guild. They shall also perform such other duties as may from time to time be determined by the Board. They shall give the Guild a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of their office, and for the restoration to the Guild in case of their death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Guild.

26. The Secretary shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They 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 they shall be. They shall be custodian of the seal of the Guild, which they shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

27. The Chairperson shall perform such duties and exercise such powers as shall from time to time be imposed upon or delegated to them by the Board.

LIABILITY

28. Except as otherwise provided in the *Canada Not-for-Profit Corporations Act* (including sections 145 and 146), no Director or Officer of the Guild shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Guild through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Guild, or for the insufficiency or deficiency of any security or upon which any of the monies of the Guild shall be invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Guild shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty.

29. Every Director or Officer of the Guild and their heirs, executors and administrators, and estate and effects (Indemnified Party) shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Guild from and against:

(a.) all costs, charges and expenses whatsoever which that Indemnified Party reasonably incurs including an amount paid to settle on an action, suit or proceeding that is brought, commenced or presented against the Indemnified Party or an amount paid to satisfy a judgment in respect of any civil, criminal, administrative, investigative or other proceeding, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Indemnified Party, in or about the execution of the duties of the Indemnified Party's office; and

(b.) all other costs, charges and expenses which the Indemnified Party sustains or incurs in or about or in relation to the affairs of the Guild, provided that the Indemnified Party:

(i) acted honestly and in good faith with a view to the best interests of the Guild or, as the case may be, to the best interests of the other entity for which the Indemnified Party acted as Director or Officer or in a similar capacity at the Guild's request; and

(ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

30. The banking business of the Guild or any part thereof, shall be transacted with such chartered bank of Canada, trust company or other firm or Guild carrying on a banking business as the Board may designate, appoint or authorize, from time to time, by resolution and all such banking business, or any part thereof, shall be transacted on the Guild's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize, from time to time, by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing: the operation of the Guild's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for, and orders relating to any property of the Guild; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; the authorizing of any Officer of such banker to do any act or thing on the Guild's behalf to facilitate such banking business; provided however, unless the Board by resolution expressly creates an exception, no cheques shall be written or securities transferred or assigned without the signature of at least two authorized Officers.

31. Subject to the restrictions set forth in the Articles of Incorporation issued to the Guild, any two of the Officers may be authorized and empowered by the Board of Directors to sell, assign and transfer shares, bonds, stocks, debentures, debenture stocks and other securities and to accept shares, stocks, debenture stocks and other securities on behalf of the Guild with full power to appoint an attorney or attorneys (with full power of substitution) for the purpose of completing any such sale, transfer, assignment or acceptance on the records.

AMENDMENT OF BY-LAWS

32. The Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Guild, except in respect of matters referred to in subsection 197(1) of the *Canada Not-for-Profit Corporations Act*.

The Directors shall submit the by-law, amendment or repeal to the Members at the next Annual or Special General Meeting of the Members, and the Members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.

Subject to the *Canada Not-for-Profit Corporations Act*, the by-law, amendment or repeal is effective, in the form in which it was confirmed, from the date of the resolution of the Directors.

The by-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members.

If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

FINANCIAL YEAR

33. The financial year of the Guild shall be set by the Board of Directors.

PUBLIC ACCOUNTANTS

34. At each Annual General Meeting, Full Members shall appoint a public accountant to review the accounts of the Guild, and to hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board of Directors.

The Guild may, instead of sending copies of the annual financial statements and related documents referred to in the *Act* to the Members, give notice to its Members by mail or by electronic means stating that the annual financial statements and documents are available on the Guild's website and at its registered office and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

35. Contracts, documents, or any instruments in writing requiring the signature of the Guild, shall be signed by any two of the President, First Vice-President, Second Vice-President, Treasurer or Secretary, and all contracts, documents, and instruments in writing so signed shall be binding upon the Guild without any further authorization or formality. The Directors shall have power to appoint, from time to time, an Officer or Officers, or other person or persons, on behalf of the Guild either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Guild 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.

RULES AND REGULATIONS

36. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Guild as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of Members, when they shall be confirmed by the Full Members of the Guild, and in default of confirmation at such Annual General Meeting of the Members shall at and from that time cease to have force and effect.

37. In these by-laws the singular shall include the plural and the plural the singular.

DISPUTE RESOLUTION

38. If a dispute or controversy among Members, Directors, Officers or Committee members of the Guild concerning the interpretation of the Articles of Incorporation or By-laws is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

(a.) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

(b.) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

DATED this _____ day of _____, _____.

President

Secretary