

## **BY-LAWS NUMBER 4**

### **Independent Media Arts Alliance Alliance des arts médiatiques indépendants**

**Sanctioned by the Membership at the IMAA Annual General Meeting  
June 17, 2010**

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## **BY-LAW**

By-Law Number 4 being a By-Law relating generally to the transaction of affairs of the Independent Media Arts Alliance / Alliance des arts médiatiques indépendants (“the Corporation”), and being considered a consolidation of By-Law number 1, enacted March 20, 1981 and as amended on 1984 and as amended on October 23, 1989 and as amended on September 10, 2005, and of Bylaw Number 3 as amended on June 14, 2008 and as amended on June 14, 2009.

**BE IT ENACTED** (together with such additions and amendments as the Ministry of Industry Canada, Corporations Directorate may require) as a By-Law of the Corporation as follows:

### **1.0 INTERPRETATION**

#### **1.01 Definitions:**

In this By-Law and other by-laws and resolutions of the Corporation, unless context otherwise requires, terms used are defined as follows:

**Act:** refers to the Canada Corporations Act

**Annual General Meeting:** refers to a meeting of the members called for the purposes of accepting the reports of the President and any other officer so determined by the Board, the presentation of financial statements for the current fiscal year, the acceptance of the auditors report and the appointment of auditors for the next fiscal year of the Corporation

**Board:** refers to the Board of Directors of the Corporation

**By-Laws:** refers to this By-Law and all other by-laws of the Corporation from time to time in force and effect

**Corporation:** refers to the Independent Media Arts Alliance / Alliance des arts médiatiques indépendants

**Directors:** refers to the persons elected to hold positions on the Board of Directors

**Executive:** refers to a committee of officers consisting of the President, Vice-President, Secretary, Treasurer and Past President (ex-officio) as appointed by the Board.

**Ex-Officio:** refers to any person who is authorized to sit in an official position by the Board on the Board or a committee of the Board, with voice but without vote.

**General Meeting:** refers to a general, annual and special meeting of the members.

**Independent:** refers to a media artwork over which the artist maintains full creative and editorial control at all stages, from production to distribution.

**Law:** refers to the Law of the Federal Courts and Industry Canada respecting a Federal Incorporation and the law on companies and incorporations in the Province of Quebec, Law Number L.R.Q. 1977, Chapter 38, Part III, and as amended by Laws modifying the Law of Companies and

other legislative dispositions, and by any subsequent amendments, in the province of Quebec.

<b>Letters Patent:</b>	refers to the letters patent of the incorporation of the Corporation, as from time to time amended.
<b>Media Arts</b>	refers to film, video, audio and new media; production, distribution and exhibition
<b>Member:</b>	refers to those organizations admitted to the Corporation by resolution of the Board.
<b>NIMAC</b>	The National Indigenous Media Arts Coalition, representing Indigenous media arts organizations, collectives and individuals.
<b>NIMAC Directors</b>	Members of the IMAA Board of Directors elected by the NIMAC Region.
<b>Officers:</b>	refers to those Board members, as elected by the Board, holding positions of President, Vice-President, Secretary, Treasurer and Past-President (ex-officio).
<b>Region</b>	A “Region” refers to the set of all IMAA members located within each of the geographic areas described in 3.01 Rule 2, as well as to the NIMAC Region which encompasses all these geographic areas.
<b>Regional Directors</b>	Members of the IMAA Board of Directors elected by IMAA member centres in their respective Regions.
<b>Rules and Regulations:</b>	refers to decisions prescribed by the Board pursuant to the provisions of Section 2.09, not inconsistent with the By-Laws as relate to the management and operation of the meeting of the members of the Corporation and/or the meetings and management of the Board or the Corporation.
<b>Signing Officer:</b>	refers to, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.07 of this By-Law or by a resolution passed thereunder.
<b>Simple Majority:</b>	refers to fifty-percent plus one of votes cast at a general meeting or at meetings of the Board or the Executive.
<b>Special Meeting:</b>	refers to a meeting of the members called to discuss and vote upon (if necessary) a specific topic or proposition.

## **1.02 Rules of Interpretation**

In the By-Laws of and resolutions of the Corporation, the singular shall include the plural and vice versa, the masculine shall include the feminine and vice versa, and the word person shall include all individuals, moral persons, in specific, societies and all other associations not incorporated.

## **1.03 Interpretation of the By-Laws**

In the event that the By-Laws or rules and regulations accord a discretionary interpretation by the Directors, they may exercise this authority as they see fit and at the time they determine to be appropriate, in the best interests of the Corporation.

**1.04 Priority of the Law**

In case of contradiction between the Law or the constitutional act and the By-Laws and Rules and Regulations, the Law will prevail over the constitutional act and the constitutional act shall prevail over the By-laws and Rules and Regulations.

**1.05 Titles**

The titles used in this document are for reference purposes only and are not to be considered as interpretations of terms or the disposition of the By-Laws.

**1.06 Conduct of Meetings**

The conduct of all meeting of members, Directors and of committees of the Corporation shall be governed by Roberts Rules of Order Newly Revised.

**2.0 BUSINESS OF THE IMAA**

**2.01 Mandate**

The Independent Media Arts Alliance is a member-driven non-profit national organization working to advance and strengthen the media arts community in Canada.

**2.02 Head Office**

The head office of the Corporation shall be situated in the municipality of Montreal, in the Province of Quebec, at such address as the Board may, by resolution, determine.

**2.03 Corporate Seal**

The Corporate Seal of the Corporation shall be such as the Board may adopt by resolution from time to time. The seal shall be kept in a secure place within the head office of the Corporation.

<p><b>Rule 1</b> The Seal of the Corporation, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.</p>
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**2.04 Fiscal Year**

The fiscal year of the Corporation shall terminate on such day in each year as the Board may determine by resolution from time to time. **(Ref. Sec. 11.01)**

**2.05 Banking**

The banking business of the Corporation, or any part thereof, shall be transacted with such banking institution or banks or trust companies as the Board may determine by resolution from time to time. All such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such officer(s) and/or other person(s), as the Board may from time to time determine by resolution.

## **2.06 Holdings**

The maximum amount which the Corporation may hold in real estate or equivalent is limited to One million dollars Canadian (\$1M).

## **2.07 Execution of Instruments**

Contracts, documents or instruments in writing requiring the signature of the Corporation, may be signed by any two (2) authorized signatures such as a Board Member(s) or staff person(s), as may be determined by resolution of the Board and all contracts and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The regulations in Sec. 12.02 shall also apply in this section. The Board shall have the power by resolution from time to time, to appoint any officer or officers or any other person or persons to sign and deliver on behalf of the Corporation contracts, documents and instruments in writing. The seal of the Corporation may be affixed to contracts, documents and instruments in writing when required.

The terms contracts, documents or instruments in writing as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any two (2) authorized signatures or other such signators as may be determined by resolution of the Board, shall have the authority to invest monies of the Corporation in such instruments as government treasury bills, or similar, but under no circumstance may any monies of the Corporation be invested in private ventures or the public or private stock markets.

## **2.08 Amendment of By-Laws**

The By-Laws of the Corporation may only be repealed or amended by a majority vote of at least two-thirds of the members present at an annual general meeting or special meeting called for the purposes of any changes to the By-Laws. Any proposition for amendment to any By-Law must be received in writing at the head office of the Corporation a minimum of thirty (30) working days before the annual general meeting is held. The repealing or amending of any by-law or by-laws shall not be enforced or acted upon until it has been filed with and approved by Industry Canada.

## **2.09 Rules and regulations**

The Board may by resolution from time to time prescribe such rules and regulations not inconsistent with the By-Laws as relate to the management and operation of the meeting of the members of the Corporation and/or the meetings and management of the Board or the Corporation, such rules and regulations to be deemed in effect from the time of their adoption until ratification by the annual general meeting or special meeting called for such purposes. In the event that the change in the rule or regulation is not accepted by the annual general meeting or special meeting, the rule or regulation shall return to its original sense, or to a new sense as determined by the membership at such aforementioned meetings, but the resulting acts from the change in the rule or regulation shall not be overturned during the time the change is in effect.

### 3.0 MEMBERS

#### 3.01 Members

Members of the Corporation shall consist of the applicants for the incorporation of the Corporation and such organizations as may from time to time be admitted as members of the Corporation by resolution of the Board

**Rule 1 Membership is defined as follows:**

Membership shall be limited to groups interested in furthering the objects of the Corporation and shall consist of any group whose application for admission as a member has received the approval of the Board of Directors of the Corporation, in accordance with policy so stated and approved by the Annual General Meeting of the Corporation. These groups shall recognize their member artists as professionals and consequently these groups shall be mandated by their individual artists to represent them within the Corporation.

**Rule 2 Members breakdown**

Members must be taken from six groups as identified here:

- The Atlantic (Newfoundland & Labrador, Nova Scotia, Prince Edward Island, and New Brunswick)
- Quebec
- Ontario
- The Prairies and North West Territories (Alberta, Manitoba, Saskatchewan, and the Northwest Territories)
- Pacific (British Columbia and the Yukon Territories)
- NIMAC (the National Indigenous Media Arts Coalition)

**Rule 3 Eligibility for a seat on IMAA Board of Directors**

- Each of the 5 geographic Regions elects two (2) representatives to sit as Regional Directors on the Board of Directors of the Corporation. At the same time, each geographic Region elects two (2) alternates who could replace a Regional Director on the Board of Directors of the Corporation in the event of that Director's resignation or replacement. These elections are under the direct control of the Region in question.
- The NIMAC Region elects one (1) representative to sit as NIMAC Director from each of the 5 geographic Regions. At the same time, the NIMAC Region elects one (1) alternate from each of the 5 geographic Regions who could replace a NIMAC Director on the Board of Directors of the Corporation in the event of a NIMAC Director's resignation or replacement. These elections are under the direct control of the NIMAC Region.

**Rule 4****Requirements of Regions and NIMAC**

- Each region and NIMAC are required to hold two (2) meetings per year
- Each meeting must be announced a minimum of thirty (30) days in advance
- One (1) meeting is to be held in conjunction with the AGM of the Corporation
- One (1) meeting is to be held within the region itself
- All regions are required to report their activities in writing to the Head Office of the Corporation
- Each region will seek its own funding for the purposes of holding meetings or for any other purpose required by the region.

**3.02 Membership privileges**

Members of the Corporation will be accorded various privileges as deemed appropriate by the Board.

**3.03 Application Forms**

The Board shall authorize membership forms requesting relevant information and containing such terms and conditions as it deems appropriate. These forms shall remain confidential and not used for any purposes other than the business of the Corporation.

**3.04 Non-Transferability of Membership**

Membership in the Corporation is not transferable or assignable.

**3.05 Resignation**

Any member may resign their membership in the Corporation at any time by giving notice in writing to that effect to the Secretary of the Corporation at the head office of the corporation as listed and such notice shall be effective upon receipt.

**3.06 Termination of Membership**

Membership in the Corporation shall automatically terminate if:

- a) the member is found to be against the principles and objectives of the Corporation, or in a primary conflict of interest with the Corporation,
- b) the member is certified incapable of managing its affairs,
- c) the member is in default of payment of membership dues for a period of more than thirty (30) days of the issuance of the notice of payment as described under section 3.08.

### **3.07 Membership dues and fees**

#### **Annual or Special Dues:**

The Board may fix from time to time, annual or special dues payable by each category of the membership as described in Section 3.01 – Rule 1, and such dues shall be payable by the member upon receipt of billing for same. In any case, such dues shall not be payable until ratified by the Annual General Meeting of the membership.

### **3.08 Failure to Pay Annual or Special Dues**

If any member fails to pay dues when payable, the Board or its designate shall give written notice of such default to the member in question, in the manner provided for by the Board. A member who fails to pay any dues within thirty (30) days of the issuance of the notice of payment as described under section 3.07, shall be considered in default and shall cease to be a member of the Corporation and shall be advised accordingly in writing by the head office of the Corporation. Termination of membership shall not absolve the member of the obligation to pay any dues then due or accruing due on a pro-rata basis.

Upon thirty (30) days notice in writing to any member, the Board may pass a resolution authorizing the removal of such member from the membership registers of the Corporation, subject to the rules of natural justice, and thereupon, such individual shall cease to be a member of the Corporation.

Notwithstanding the above, if, after three years of full membership, a member suffers a period of economic hardship, membership and all privileges may be continued without charge for a period of one year at the discretion of the President and the Treasurer of the Board upon receipt of a written request for such consideration.

## **4.0 MEETINGS OF MEMBERS**

### **4.01 Annual General Meeting**

The annual general meeting of the members shall be called by the Board for the purposes of accepting the reports of the Board and Management and any other officer so determined by the Board, the presentation of financial statements for the previous fiscal year of the Corporation, the acceptance of the auditors report and the appointment of auditors for the next fiscal year of the Corporation, the election of the Board of Directors and voting on changes to policies and procedures proposed by the Board since the previous annual general meeting.

Such meeting shall be held at the head office of the Corporation or at any other place in Canada, determined to be appropriate by the Board.

This meeting is held to transact any business that is required by the Corporation, but in any case shall include:

- Reports and statements as required by the Law;
- Election of the President;
- Report of the auditors;
- Appointment of auditors for the coming year, and authorization for the Board to fix appropriate remuneration for the auditors;
- Approval of all acts and actions taken by the Board during the year preceding the meeting.

#### 4.02 Special Meeting

A special meeting of the members may be held at any time, but may have only one subject of discussion on the agenda for said meeting. Such meeting must be held in Canada.

A special meeting of the members is convened by the Board or the Executive or at the request in writing of no less than one third of the voting membership.

Upon receipt of such a written request, it is incumbent upon the President or the Secretary of the Corporation to call a meeting, following the established requirements of the By-Laws, or it may be called by the members signing the request, in compliance with the Law.

<b>Rule 1</b>	<b>Composition of a special meeting:</b> <ul style="list-style-type: none"><li>• Members in good standing of the Corporation</li><li>• Directors of the Corporation</li><li>• Any other person required for purposes of informed discussion during the meeting as determined by the Chair of the meeting.</li></ul>
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#### 4.03

<b>Rule 2</b>	In the case of the special meeting convened by the members, their request in writing must indicate the subject of the meeting, be signed by the requesting member(s) and must be filed with the head office
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The notice must clearly indicate the time, place and date of the meeting and must also include the proposed agenda, and any other such documentation required for the membership to provide a reasoned judgment on the decision(s) to be taken.

This notice must be made in writing and delivered by messenger, mail, or electronic means to the address of the member as it appears on the registers of the Corporation. In the case of an Annual General Meeting, this notice must be sent a minimum of twenty-one (21) working days prior to the meeting. In the case of a special meeting, this notice must be sent a minimum of ten (10) working days prior to the meeting. This notice may also be delivered by hand within the same time frames as listed herein.

If the address of the member does not appear in the registers of the Corporation, this notice may be delivered by the same means as listed above to the place in the judgment of the sender that the member is most likely to receive the notice.

This notice is sent under the signature of the Secretary of the Corporation or any other such person as designated by the Board.

#### 4.04 Waiver of Notice

No error or omission in giving notice of any Annual General Meeting or special meeting shall invalidate such meeting or make void any proceedings taken thereat and the members may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat. The statutory declaration of the President or Chairman of the meeting in question that notification has been given shall be sufficient and conclusive evidence of the giving of such notice.

The presence of a member at a meeting shall be equivalent to acknowledging waiver of notice, with the exception of a member who attends a meeting with the specific purpose of opposing the holding of a meeting due to irregularities in the notification of the meeting.

**4.05 Irregularities**

Irregularities affecting the notice of meeting or its transmission, involuntary omission to give such notice or the fact that the notice does not reach a member, shall not invalidate the holding of a meeting.

**4.06 Chairperson of the Meeting**

The President of the Corporation, or in his absence, the Vice-President shall preside over the meeting. At the request of the President of the Corporation or the Board, a Chairperson may be elected by the members of the meeting.

**4.07 Quorum**

A quorum for transaction of business at an annual general meeting or a special meeting shall be no less than one third full voting members present in person or by proxy (**ref. 4.12**).

**4.08 Right of speaking**

At any meeting of the members, those with the right to speak are those who have the right to attend the meeting, or any person that the Chairperson chooses to recognize for this purpose.

**4.09 Right to vote**

Every voting member shall have the right to cast one (1) vote on each matter requiring a vote at any meeting of the members. (**Ref. Sec. 3.02**).

The Chairperson of the meeting shall not have a vote except in the case of a tie, in which instance, the Chairperson shall cast the deciding vote.

**4.10 Voting Procedures**

Every question to be declared at a meeting of the members shall be decided in the first instance by a show of hands, unless a secret ballot is requested by two (2) or more of the members present or the Chairperson of the meeting. The Chairperson of the meeting shall declare that a resolution has been carried or not carried and an entry to that effect, including named abstentions, shall be entered into the minutes of the meeting as proof of the number of votes for or against or in abstention of the question voted upon.

Modifications to the By-Laws requires two-thirds (66%) majority of the votes cast by the members present or by proxy (**ref. 4.12**).

Modifications to the Letters Patents or the process of inclusion or exclusion of a member requires a three-quarters (75%) majority of the votes cast by the members present or by proxy (**ref. 4.12**).

**4.11 Secret Ballot**

Two (2) or more members or the Chairperson may request a vote by secret ballot, in which instance, scrutineers shall be appointed by the Chairperson to count the ballots. These ballots shall be returned to the Chairperson with the calculations and the Chairperson shall declare the results of the vote. A resolution shall be proposed to destroy the ballots at the end of the meeting or to retain the ballots for a specific amount of time, not to exceed six (6) months following the meeting in question.

**4.12 Voting by Proxy**

Every member entitled to vote at a meeting of members may, by means of a written proxy, appoint a person who is also a member as his/her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. Proxy forms shall be distributed with the notice of meeting. Each voting member is entitled to cast not more than one proxy vote.

**4.13 Majority of votes**

Unless the Law or these By-Laws otherwise provide, every question at all meetings shall be decided by simple majority of the votes cast. In the case of a tie vote, the Chairperson shall cast the deciding vote.

**4.14 Adjournment**

A meeting is adjourned upon a motion for same. In the case of lack of quorum for a meeting, a meeting may be adjourned by the members until such time as the quorum is achieved. The reconstitution of the meeting shall not require a new notice of meeting as long as quorum is achieved. Once the meeting is reconstituted, the members shall continue to examine and discuss the questions and items of the original proposed agenda for which they were called.

**5.0 BOARD OF DIRECTORS**

**5.01 Affairs of the Corporation**

The affairs of the Corporation shall be managed by a Board of Directors. Between Annual General Meetings, the Board is the decisional body.

**5.02 Number of Directors**

The number of Directors on the Board shall be not less than sixteen (16), not including the Past President.

**5.03 Qualifications of Directors**

No individual shall be a Director unless he/she is a member of, or an employee of, an organization that is a member in good standing of the Corporation.

**5.04 Composition of the Board**

The Board shall consist of not less than sixteen (16) persons (Ref. 5.02) of whom shall be elected a President (elected by the AGM), a Vice President, a Secretary, and a Treasurer. The Past President may sit as a member of the Board in an ex-officio capacity. All other members of the Board shall have the designation of Regional Director or NIMAC Director, as applicable. (Ref. 5.04 Rule 2).

**Rule 1****Board Composition**

The Board of Directors of the Corporation shall comprise representatives of six (6) groups:

- Five (5) geographic regions
  - The Atlantic (Newfoundland & Labrador, Nova Scotia, Prince Edward Island, and New Brunswick)
  - Quebec
  - Ontario
  - Prairies and Northwest Territories (Alberta, Manitoba, Saskatchewan and the Northwest Territories)
  - Pacific (British Columbia and the Yukon Territories) and
- NIMAC (the National Indigenous Media Arts Coalition)

**Rule 2****Representation Breakdown**

The Board of Directors of the Corporation shall be made up of:

- 1 President elected by the membership as a whole
- 2 Regional Directors representing, and elected by, each of the five (5) geographic Regions
- 1 NIMAC Director representing each of the five (5) geographic Regions, elected by the NIMAC Region

An alternate elected by a Region may replace a Regional Director representing that Region in the event of that Regional Director's resignation or replacement.

**Rule 3****Board balance**

The Board shall attempt to include the following criteria:

- To respect the balance of the current membership in terms defined by the IMAA equity policy.
- To incorporate a variety of competencies, including, but not exclusive to, leadership and vision, political management, policy and program development, organizational evaluation, financial and human resource planning and evaluation, law and knowledge of media arts community.

**5.05 Term of Office**

The length of term of office for a Board member shall be two (2) years. Each Board member may be re-elected for a total of two additional terms for a maximum of six (6)

consecutive years. The start of a term of office shall be from the date of the Annual General Meeting of the year in which the Director is elected.

Notwithstanding the above, Directors shall remain in office until their successor shall take office.

The term of office for the director elected as President shall be two (2) years and may be re-elected for a total of one (1) additional term for a total of four (4) years.

Any term of office may be extended by a decision of the full Board under special circumstances.

#### **5.06 Substitutes**

There are no substitutes allowed to sit in the place of a Director, with the exception of alternates who may replace a Board member in the event of resignation or replacement.

#### **5.07 Eligibility for Director**

Persons under eighteen (18) years of age, persons of unsound mind or mental incompetence, persons having declared bankruptcy or insolvency, and persons who are known to have a criminal record are not eligible to serve as a Director.

#### **5.08 Obligations of the Board**

The Directors are bound to serve the aims and objectives of the Corporation. They are bound to see to the application of the directives of the Annual General Meeting and are responsible to the membership.

The Board selects and approves the Vice President, Secretary and Treasurer.

The Board hires the National Director of the Corporation, who is responsible to the Board. **(Ref. 10.01)**

The Board forms all committees both permanent and ad hoc and sets the mandates for each committee.

#### **5.09 Powers of the Board**

The Board may adopt any and all resolutions and amend any rules and regulations relative to the administration of the Corporation, or suspend the application of or change any rules of the Corporation for the benefit of the efficient functioning of the Corporation.

The Board may remove any Director from the Board in the case of incapacity to serve, incompetence or just cause, or if the interests of the Corporation are compromised by the actions of the Director.

#### **5.10 Vacancy**

##### **5.10.01 Resignation**

A Director may resign their position on the Board by indicating the decision in writing and submitting the letter to the Secretary of the Board through the head office of the Corporation. Such letter of resignation may be effective immediately or according to a date outlined in the letter, and must be accepted

by the Board at its next scheduled meeting and entered into the records of the Corporation.

<b>Rule 1</b>	This letter of resignation requires a written notification of receipt.
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#### **5.10.02 Absence**

A Director who misses two consecutive Board meeting without valid cause or three consecutive meetings of the Executive or any of the Board appointed committees without valid cause may be subject to replacements be decision of the Board or of the Executive. Such valid cause is to be stated to the Secretary of the Board and shall be entered into the minutes of the meeting which the Director was unable to attend.

#### **5.10.03 Vacancy**

Providing that a quorum of Directors remains in office, vacancies on the Board occurring for any reason during the year before the Annual General Meeting may be filled by the Board. The newly appointed Director shall remain in office until the next Annual General Meeting. The official term of office shall be considered to commence from the date of next Annual General Meeting. Regulations for term of office (**Ref. 5.5**) for a replacement Board member shall not apply in these circumstances, but shall be enforced if this Board member is elected to stand for office at the next Annual General Meeting.

#### **5.11 Remuneration**

Directors are volunteers and therefore are not remunerated for any services they perform on behalf of the Corporation, but have the right to be reimbursed for expenses incurred on behalf of the Corporation, upon presentation of receipts to the Head Office or the National Director. Such expenses are not to be incurred without prior knowledge and approval of the Board.

#### **5.12 Indemnity**

The Corporation may, by resolution of the Board, indemnify its directors, current or past, from all expenses and costs, of whatever nature, incurred by reason of a civil suit, criminal or administrative in which the director could be identified in their capacity as Director, unless it can be proven that the Director has committed a serious offence or fault or has acted with gross negligence or in a fraudulent manner. In order to protect the Directors, the Corporation may undertake to secure an insurance policy for this purpose.

#### **5.13 Conflict of Interest**

Any Director who finds themselves in a position of conflict of interest, either in a personal manner or as a representative of another entity, institution or corporation, or individual, or in a contractual situation in relation to the Corporation, (with the exception of a declaration of policy) must declare this conflict and remove himself from any vote or decision in regards to the conflict, especially in relation to any monies or exchange of monies involved.

The temporary absence of a Director who declares themselves in conflict of interest for a discussion and vote does not affect the quorum, but the minutes must register that the

conflict has been declared and that the Director in question has removed themselves from the discussion and/or the room of the meeting.

If a Director does not declare a conflict of interest but it is known by another Director that such a conflict exists and this Director indicates the conflict, the President or Chair of the meeting shall make a decision for proper procedure in the situation.

**5.14 Expenses**

The Board may authorize expenses that promote the objectives of the Corporation.

**5.15 Donations**

The Board may take any measures necessary in order to permit the Corporation to solicit, accept or receive donations and legacies of all types in order to promote the objectives of the Corporation.

**6.0 MEETINGS OF THE BOARD OF DIRECTORS**

**6.01 Notification**

The President and/or Secretary of the Corporation shall determine the schedule of meetings of the Board.

<b>Rule 1</b>	The notification of the meeting shall be made in writing and delivered by messenger, post, or electronic means to the address of the Director as listed in the registers of the Corporation at least ten (10) working days in advance of the meeting. The notification may also be delivered by hand in the same time frame as herein described.
<b>Rule 2</b>	If the address of the Director does not appear in the registers of the Corporation or is deemed to be inaccurate, the notification may be sent by the same methods to an address judged by the sender to be the most likely to be received by the Director in the most expedient manner possible.
<b>Rule 3</b>	This notification is sent by the Secretary or any other person delegated by the Board.
<b>Rule 4</b>	The notification of the meeting must indicate the date, place and time of the meeting as well as a proposed agenda for the meeting.
<b>Rule 5</b>	In the event that the Board decides to hold its first meeting immediately following the Annual General Meeting, a separate notification for this meeting is not required.

**6.02 Waiver of Notification**

The Directors may waive a notification of a meeting of the Board.

The fact that a Director is present at a meeting of the Board is sufficient to cause the waiver of notification, unless the Director is present at the meeting to contest the lack of notification.

**6.03 Place**

The meetings shall take place at the head office of the Corporation or any other place in Canada so determined by the Board.

**6.04 Method of Meeting**

Board meetings may be held in person, by teleconference or any other such electronic means as may be required which enables all members of the Board to participate in the discussions and deliberations of the meeting. In the case of meetings held by electronic means, a simple majority of the Board members must be in agreement in advance with the method of holding the meeting and have equal access to the conference.

**6.05 Number of Meetings**

The number of meetings of the Board of Directors shall be determined by the Board of Directors at the first business meeting held for the purposes of transaction of business or discussion.

<p><b>Rule 1</b> The minimum number of meetings held per year shall be four (4), held either in person or by teleconference.</p>
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**6.06 Quorum**

A quorum shall be eight (8) Directors present in person or via telecommunication for the transaction of business at any meeting of the Board. This quorum must exist throughout the meeting. If a Director is required to leave a meeting due to a position of conflict of interest, this shall not invalidate the quorum.

**6.07 Chairperson of Meeting**

The President shall be the Chairperson of any meeting of the Board of Directors. In the absence of the President, a Vice-President shall take the Chair. In the absence of any of the foregoing, the Directors shall appoint a Chairperson.

**6.08 Vote**

Each Director has the right to one vote, and all questions put to the Board for resolution must be decided by a simple majority.

A vote is taken by raised hands, unless two (2) or more Directors require a secret ballot. If the vote is taken by secret ballot, the secretary shall act as scrutineer and shall count and register the votes.

All decisions and the votes accompanying each decision shall be registered in the minutes of the meeting.

Vote by proxy is not permitted for a Board meeting. The President or Chair shall vote only in the case of a tie vote.

If the President or Chairperson wish to register a vote on a decision, they must first relinquish their position as Chair of the meeting to another member of the Board, who will in turn lose their right vote as long as they remain in the position of Chairperson.

In the case of an emergency, the President or the Vice President, or in case of unavailability, the Vice President and two (2) Directors may decide to hold a vote by teleconference or electronic means. This vote has the same value as if it had been taken at a regularly scheduled meeting of the Board, and this vote must be annexed to the minutes of the next scheduled Board meeting.

<p><b>Rule 1</b></p>	<p>The holding of such a vote, requires that the text of the proposition duly seconded, be distributed to all Board members in advance.</p> <p>In the case of a vote taken by conference call, or electronic means, the proposition must be read in its entirety, and all details accompanying the background of said proposition must be available to the Directors. When the vote is taken it must be ascertained that all participants in the discussion are on line and all express a vote, which is, in turn, registered and annexed to the minutes of the Board at its next scheduled meeting.</p>
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#### **6.09 Adjournment**

In the event that the business of a meeting is not completed, the President or Chairperson of the meeting may adjourn the meeting with the consent of the Directors present, to a time, date and place which is agreed upon by all Directors present, without the need to send a new notification of the meeting.

Such meeting shall resume and the Board may continue to deliberate on the matters outstanding from the adjourned meeting according to the terms set by the previous meeting. The composition of the members forming quorum for the previous meeting are not required to form quorum for the reconstituted meeting, but quorum must be achieved.

If there is not quorum for the reconstituted meeting, then said meeting is said to have terminated as of the previous meeting.

### **7.0 EXECUTIVE COMMITTEE**

#### **7.01 Composition**

The Executive Committee is composed of four (4) members of the Board:

- the President of the Corporation;
- the Vice President of the Corporation;
- the Treasurer of the Corporation;
- the Secretary of the Corporation;
- the Past President of the Corporation may also sit (Ex-officio).

#### **7.02 Duties of the Executive Committee**

The Executive Committee holds all the authority delegated to it by the Board.

The Executive must report all its activities to the Board at each scheduled meeting of the Board, and the Board may affirm, modify or reject any decisions taken by the Executive.

**7.03 Election**

The Executive is elected by the Board at its first meeting following the Annual General Meeting.

**7.04 Term of Office**

The term of office of a member of the Executive, except as otherwise provided for in the provisions of Sec. 5.05, is a duration on one (1) year. Each member is eligible for re-election for a maximum of six (6) terms and remains in office until such time as their successor is appointed or elected.

**7.05 Vacancy**

The Board may fill any vacant positions on the Executive for whatever reason they may occur.

**7.06 Resignation**

Any member of the Executive may resign their position at any time, by providing a written letter indicating the desire to resign to the President of the Board. This resignation will take effect immediately from the date of the letter or from any other date so specified within the letter. The letter shall be annexed to the minutes of the meeting at which the resignation is presented for acceptance by the Executive.

<b>Rule 1</b> This letter requires a written acknowledgement of receipt.
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**7.07 Absence**

Any member of the Executive who is absent for more than three (3) consecutive meetings without valid justification accepted by the members of the Executive shall be considered as having resigned from the Executive, at the following meeting held by the Executive.

**7.08 Remuneration**

No member of the Executive shall be remunerated for services rendered on behalf of the Corporation, with the exception of expenses incurred in attending meetings as well as any other expenses authorized by the Corporation.

**8.0 MEETINGS OF THE EXECUTIVE**

**8.01**    The regulations for the holding of meetings for the Board are mutatis mutandis for meetings of the Executive.

**9.0 FUNCTIONS OF THE MEMBERS OF THE EXECUTIVE**

**9.01 President**

The President is elected by the Annual General Meeting.

The President presides over meetings, unless he/she relinquishes this task. The President does not have vote with the exception of a tied vote, in which case the President will cast the deciding vote. He/she is a member ex-officio of all committees permanent or ad hoc of the Corporation.

The President officially represents the aims and objectives of the Corporation and is responsible for its image both public and within the community the Corporation serves.

The President of the Corporation is the Chief Executive Officer and exercises all powers and functions determined by the Board.

The President may accept the title of Past President at the end of their mandate, and as such shall sit as a member of the Executive ex-officio, until such time as a new Past President is in place.

Once the mandate of Past President is terminated, the Board may confer an honorary title for this member, if it deems it appropriate. This title does not permit the member to attend meetings of the Board or the Executive.

#### **9.02 Vice President**

The Vice President is elected by the Board of Directors of the Corporation. The Vice President of the Corporation assists the President and replaces the President in cases of absence, refusal or default of the President.

#### **9.03 Treasurer**

The Treasurer is elected by the Board of Directors of the Corporation. The Treasurer of the Corporation oversees on behalf of the Board of the Corporation the general finances of the Corporation. The Treasurer oversees the preparation of financial statements and records of the Corporation and ensures that monies and currencies are deposited to the credit of the Corporation in any bank or financial institution so designated for this purpose by the Board. This may be done through in person contact or by electronic means.

Each time it is required, the Treasurer shall furnish all financial statements and transactions of the Corporation and all transactions undertaken in his capacity as Treasurer. He oversees the maintenance of financial records and that all financial transactions are maintained in record-keeping registers for this purpose.

#### **9.04 Secretary**

The Secretary is elected by the Board of Directors of the Corporation. The Secretary of the Board ensures the safe-keeping of the seal of the Corporation and also ensures that all minutes and written records of meetings of all committees, the Executive and the Board are complete and accurate at all times. The Secretary also ensures that all certificates, documentation, books and reports that are legally required by the Corporation to be produced at any time, are kept in a secure and proper manner.

### **10.0 NATIONAL DIRECTOR**

- 10.01** The National Director is hired by the Board of Directors of the Corporation and reports to the Board of the Corporation and its Executive Committee.

The National Director shall be required to administer the Corporation under the direction of the Board of Directors and the Executive Committee and shall be responsible for the daily administrative tasks as provided by the Board of Directors in the Job Description which shall be attached to and form an integral part of the contract with the National Director.

These tasks shall include but not be exclusive to:

- Promotion and marketing of the aims and objectives of the Corporation
- Engaging and negotiating remuneration with staff personnel
- Financial transactions and bookkeeping duties
- Processing of data requirements for the Corporation
- Preparation of all grant applications and funding requests
- Daily administrative duties which provide the basis on which the Corporation functions
- Communicating strategy and policy needs to the Board of Directors and to the membership as a whole
- Preparation for all meetings of the Board of Directors and the Annual General or Special meetings of the members
- Develops and implements advocacy initiatives with the Board of Directors
- Represents the IMAA positions, policies and interests to all appropriate parties and serves as official spokesperson for the IMAA, unless directed otherwise by the Board

## **11.0 COMMITTEES**

### **11.01 Committees of the Board**

The Board creates permanent and ad hoc committees.

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| <p><b>Rule 1 The Standing Committees are:</b></p> <ul style="list-style-type: none"><li>• <b>Membership and Outreach</b></li><li>• <b>Finance and Fundraising</b></li><li>• <b>Nominations</b></li></ul> |
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Each Committee, either Standing or Ad Hoc, is chaired by a Board member. Each Board member is required to participate in at least one (1) committee during their term of office.

### **11.02 Advisory Board**

An Advisory Board may be created by the Board to recognize members of the larger community who support the aims and objectives of the Corporation. The members of this Advisory Board are not required to be Members of the Corporation. They do not attend Board meetings or have a right to vote at the AGM, unless they choose to become members of the Corporation and may thereby vote in that capacity.

## **12.0 FISCAL YEAR, AUDITORS**

### **12.01 Fiscal Year**

The fiscal year of the Corporation shall be the 1<sup>st</sup>. day of April through to the 31<sup>st</sup> day of March.

### **12.02 Auditors**

The auditors charged with the duties of verifying statements of the Corporation are selected and approved by the Annual General Meeting. Payment or remuneration is fixed by the Board.

No Director may be named auditor or chartered accountant for the purposes of verifying statements of the Corporation.

If the auditor or chartered accountant is unable or unwilling to complete their duties during the year, the Board shall be empowered to replace them without requiring approval of the membership.

## **13.0 CONTRACTS, LETTERS OF EXCHANGE AND BANKING AFFAIRS**

### **13.01 Contracts**

In the absence of a decision by the Board to the contrary, all acts, contracts, titles, obligations and other documents requiring the signature of the Corporation may be signed by the President or any other officer so appointed by the Board. All contracts must bear two signatures of so appointed officers.

### **13.02 Letters of Exchange**

Cheques, or other letters of exchange drawn, accepted or endorsed in the name of the Corporation are signed by any Director authorized by the Board. No matter which Director has the power to sign on behalf of the Corporation, only letters of exchange which are in the name of the Corporation, for deposit to the credit of the Corporation or for the handling of the accounts of the Corporation by banking authorities may be signed by said Directors. Any authorized Director may have access to, discuss, regulate, establish balances and certify any bank accounts or instruments in the name of the Corporation; said Director may also receive cheques paid, and other justifying documentation as well as sign any and all forms required for balances, or information required by the banking institution.

### **13.03 Deposits**

The funds of the Corporation may be deposited in one or more banks or financial institutions located in Canada and such allocation is indicated and approved by the Board.

### **13.04 Security Deposits**

The titles of the Corporation may be deposited as security with one or more banking or financial institutions in Canada, as indicated and chosen by the Board. No titles so deposited shall be removed without express written permission of the Corporation, signed by a representative duly appointed by the Directors. Such authorization may be given in general or specific terms.

**14.0 DECLARATION**

The President, all Directors and any other persons authorized by the President are respectively permitted to respond on behalf of the Corporation in any briefs, ordinances, interrogations of facts and articles, delivered by any court; to respond in the name of the Corporation to all legal suits posed for or against the Corporation and to proclaim any affidavits or declarations required by law on behalf of the Corporation; to make demands against debtors or creditors of the Corporation; to be present and to vote at any assembly of creditors of the Corporation; to act on behalf of the Corporation in any legal matters or other gestures which are in the best interests of the Corporation.

**15.0 DISSOLUTION**

In the case of liquidation or dissolution of the Corporation, all remaining assets of the Corporation shall be directed to another non-profit organization with similar goals in the professional artistic milieu.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2010

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Treasurer