

The Charlottetown Film Society Inc.: **Corporation Bylaws**

As amended December 18 2019

SCHEDULE A

THE CHARLOTTETOWN FILM SOCIETY INC.

OBJECTS AND PURPOSES

The purpose and objects of the Society shall be to offer film and live performance in a community operated setting, and in particular:

- a) To act as a vital contributor to Prince Edward Island's film culture by offering regular presentations of significant and diverse cinematic works;
- b) To provide opportunities in our community for the study, appreciation and celebration of film and the moving image as culturally significant art forms;
- c) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
- d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society;
- e) To enter into any agreements with any authorities, municipal, federal, provincial, local or otherwise, that are conducive to the Society's objects, or any of them, and obtain from such authority any rights, privileges, and concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) To enter into any arrangement with any individual, group or corporation for purposes which are conducive to the members' interests;
- g) And for these purposes to have power to make all necessary contracts and agreements, subject to the terms set out in the Memorandum of Agreement on file in Consumer, Corporate and Insurance Division, Department of Environment, Labour and Justice.

SCHEDULE C

The following shall be the General Bylaws of The Charlottetown Film Society Inc.:

1. Definitions

1.01 In these Bylaws unless the context otherwise requires, terms defined in the Companies Act R.S.P.E.I. 1988, Chapter C-14 as amended from time to time shall have the meaning so defined and in particular:

- "Act" means the Companies Act, R.S.P.E.I. 1988, Chapter C-14;
- "Board, Directors and Board of Directors" mean the Directors of the Society;

- “Bylaws” means the bylaws of the Society as adopted and amended from time to time;
- “Member” means any person, partnership, association, or corporation having a membership interest in the Society;
- “Society” means The Charlottetown Film Society Inc.

2. Name of the Society

2.01 The name of the Society is “The Charlottetown Film Society Inc.”

3. Purpose and Objects of the Society

3.01 The purpose and objects of the Society shall be to offer film and live performance in a community operated setting, and in particular:

- a) To act as a vital contributor to Prince Edward Island’s film culture by offering regular presentations of significant and diverse cinematic works;
- b) To provide opportunities in our community for the study, appreciation and celebration of film and the moving image as culturally significant art forms;
- c) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
- d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society;
- e) To enter into any agreements with any authorities, municipal, federal, provincial, local or otherwise, that are conducive to the Society’s objects, or any of them, and obtain from such authority any rights, privileges, and concessions and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) To enter into any arrangement with any individual, group or corporation for purposes which are conducive to the members’ interests;
- g) And for these purposes to have power to make all necessary contracts and agreements, subject to the terms set out in the Memorandum of Agreement on file in Consumer, Corporate and Insurance Division, Department of Environment, Labour and Justice.

4. Business of the Society

4.01 Registered Office: Unless changed in accordance with the Act, the registered office of the Society shall be at the City of Charlottetown, Queens County, in the province of Prince Edward Island and at such location therein as the Directors may from time to time determine. The mailing address of the Corporation shall be: The Charlottetown Film Society Inc., 160 Richmond Street, Charlottetown, PE. C1A1H9.

4.02 Corporate Seal: Unless changed by the Directors, the corporate seal of the Society shall be in the form impressed hereon. The corporate seal of the Society shall be in the custody of the Secretary or such other person as designated by the Directors. All documents required to be sealed on behalf of the Society shall be sealed in the presence of the President and the Secretary or such other persons as the Directors may determine.

4.03 Fiscal Year: Unless changed by the Directors, the fiscal year of the Society shall be the period from May 1 to April 30.

4.04 Execution of Instruments: Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by the President together with any other Board member. In addition, the Board from time to time may direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

4.05 Banking: The banking business of the Society shall be transacted with such credit unions, banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

5. Membership

5.01 The Board of Directors shall determine the types of voting and non-voting membership in the Society.

5.02 Fees: Membership fees shall be as prescribed by the Directors for any class of membership or type of member.

5.03 Membership Interests: Any member shall be entitled to hold more than one membership interest, provided, however, that any member with more than one membership interest shall be entitled to only one (1) vote at any annual general or special general meeting of the Society.

5.04 Admission to Membership: Subject to the Act and these bylaws there shall be unlimited members of the Society, provided however, that the admission of additional members shall be within the discretion of the Directors who may admit any person as a member of the Society upon such terms and conditions and at such times as the Directors may deem appropriate.

5.05 Membership Certificates: Every member of the Society so desiring shall be entitled to a membership certificate stating the number of membership interests held by that member as shown in the records of the Society. Membership certificates shall be in such form as the Directors from time to time approve.

6. Meetings of Members

6.01 The Society shall hold an Annual General Meeting for the preceding fiscal year within one hundred and fifty (150) days of the fiscal year end and at a time and place to be determined by the Directors. Notwithstanding this, the Directors shall have the discretion to change the date of the Annual General Meeting provided that the Directors provide notice to the Members in the manner set forth in these bylaws. At the Annual General Meeting there shall be presented a report of the proceedings of the previous year, a financial statement of the Society, the auditor's report and such other information or material relating to the Society's affairs as may be of interest or importance to the membership.

6.02 A Special General Meeting may be called by the President or a majority of the Directors at any time.

6.03 No business of the Society shall be transacted at any annual or special general meeting of the Society unless a quorum consisting of a majority of the Directors and at least ten (10) members are in attendance at the commencement of such business.

6.04 Notice of General Meetings: Notice of the time and place of each meeting of the members shall be given not less than twenty-one (21) nor more than (40) days before the date of the meeting to each Director, to the auditor and to each member who is entitled to vote at the meeting. Notice of a meeting of members called for any purpose other than consideration of the financial statements and the auditor's report, election of directors and reappointment of the incumbent auditor, shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgement thereon. A member or any other person entitled to attend a meeting of members may, in any manner, waive notice of or otherwise consent to a meeting of members.

6.05 Special Resolutions: A special resolution of the Society may be resolved on provision of two (2) weeks written notice to all members and a vote of two-thirds of the members present at any general meeting. A special resolution is required in order to remove any Director from office, subject to section 7.4, to expel any member of the Society, or to amend any bylaw of the Society.

7. Directors

7.01 Management of Affairs: The affairs of the Society shall, subject to the Act and these Bylaws, be managed by a Board of Directors consisting of a minimum number of four (4) Directors and a maximum number of ten (10) Directors who shall serve without remuneration, of which there shall be elected a President, Vice President, Secretary and Treasurer. The Directors shall have the power to transact all rightful business of the Society in keeping with the Society's purpose and objects and as permitted by the Act and these Bylaws.

7.02 Eligibility: Any member of the age of at least eighteen (18) years shall be eligible to be elected as a Director of the Society.

7.03 Election of Directors: Directors shall be elected at the first Annual General Meeting of the Society and thereafter as vacancies occur at subsequent Annual General Meetings. Retiring Directors shall be eligible for re-election provided they have not already served more than two consecutive terms as a Director as of March, 2019. At the first Annual General Meeting, one half of the Directors plus one shall be elected for a term of three (3) years, and the remaining Directors shall be elected for a term of two (2) years.

7.04 Removal of a Director: A Director may be removed from the office for failure to attend three (3) consecutive Directors' meetings without just cause, or the Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another in his or her stead who shall serve until the next Annual General Meeting.

7.05 Appointment of Directors: In the event that a Director resigns or ceases to be a member, or is removed as a Director in accordance with these Bylaws, the remaining Directors may appoint any member to be a Director until the next Annual General Meeting.

7.06 Meetings of Directors: Meetings of the Board of Directors shall be held as often as the business of the Society may require and in any event not less than four (4) times per year at the call of the President or any two (2) Directors. A meeting of

Directors may be held at the close of any general meeting of the membership without notice. Notice of all other meetings, specifying the time and place thereof, shall be given orally, by email or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

7.07 Quorum at Directors' Meeting: No business shall be transacted at any meeting of the Board of Directors unless at least three (3) of the Directors are present at the commencement of such business.

7.08 Presiding at Directors' Meetings: The President, or the Vice President in the case of absence of the President, or in the absence of both of them any Director appointed from among those Directors present shall preside as Chair at meetings of the Board of Directors.

7.09 Voting of the Chair at Directors' Meetings: The Chair may be entitled to vote as a Director and where a vote on any resolution is tied, the Chair may cast a second vote in addition to his or her vote as a Director in order to decide the matter.

8. Officers

8.01 The Board of Directors shall elect from among their number a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined as determined by the Board of Directors.

8.02 The President: The President shall call and chair meetings of the Directors, chair all members' meetings and perform such other duties as the Directors may determine.

8.03 The Vice President: The Vice President shall perform the duties of the President in the President's absence and perform such other duties as the Directors may determine.

8.04 The Secretary: The Secretary shall ensure:

- a) the safekeeping of the corporate seal;
- b) the maintenance of a list of members;
- c) the recording of proceedings of all Directors' meetings and general meetings of the membership and enter into correspondence on behalf of the Society.

8.05 The Treasurer: The Treasurer shall ensure:

- a) the collection and disbursement of all funds of the Society as instructed by the Directors;
- b) accurate record keeping of all financial transactions;
- c) the establishment and approval of an annual budget for the Society.

9. Auditors

9.01 The Board of Directors shall recommend an auditor for the Society to be approved by the membership at the Annual General Meeting.

9.02 The Directors shall make a written report to the members of the Society as to the financial position of the Society and the report shall contain a balance sheet and operating account(s). The auditor shall make a written report to the members and this report shall provide the opinion of the auditor as to whether the financial report of the Directors represents a true and accurate view of the financial position of the Society.

10. Miscellaneous

10.01 The Society shall file with the Consumer, Corporate and Insurance Division an annual return including the names and addresses of all Officers and Directors.

10.02 The corporate seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

10.03 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

10.04 The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General meeting at the registered office of the Society.

11. Signing Officers

11.01 The signing officers of the Society shall be any two of: the President; the Treasurer; a senior staff person as designated by the Board of Directors.

12. Winding Up

12.01 The Society may be wound up if a resolution to wind up is approved by the Board of Directors at a meeting called to consider this business. In the event of the winding-up or other dissolution of the Society there shall not be any distribution of any kind among the members of the Society but any funds remaining after payment of all outstanding liabilities shall be transferred to a charitable organization in Prince Edward Island with a purpose and objects compatible with those of the Society as determined by the Board of Directors.

13. Repeal and Amendment of Bylaws

13.01 The Society has the power to repeal or amend any of these Bylaws by a resolution passed by a two-thirds vote of active members entitled to vote and present at the Annual General Meeting, provided thirty (30) days notice of the proposed amendment or repeal has been given by notice sent to each such active member prior to the Annual General Meeting in the year in which the proposal is made.

14. Contracts

14.01 Contracts, deeds, bills of exchange and other instruments and documents on behalf of the Society shall be executed by the President, the Secretary or the Treasurer, or otherwise as prescribed by Resolution of the Board of Directors.

15. Committees

15.01 The Board of Directors may at their meeting following the Annual General Meeting in each year, appoint various committees of the Board and determine the representation on each.

15.02 Each committee of the Board shall have a mandate, membership, budget and accountability as assigned by the Board of Directors.

15.03 The Board of Directors shall have the power to dissolve any of its committees at any time.