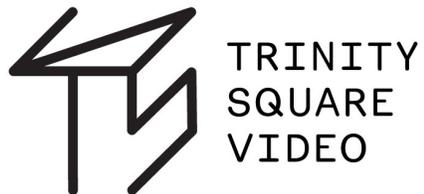


## BY-LAWS OF TRINITY SQUARE VIDEO



Approved by quorum of the general membership  
May 14, 2015

### **TABLE OF CONTENTS:**

- Section 1 – General**
- Section 2 – Directors**
- Section 3 – Board Meetings**
- Section 4 – Financial, Books & Records**
- Section 5 – Officers**
- Section 6 – Protection of Directors and Others**
- Section 7 – Conflict of Interest**
- Section 8 – Members**
- Section 9 – Members’ Meetings**
- Section 10 – Notices**
- Section 11 – Adoption and Amendment of By-laws**

## **Section 1 – General**

### **1.01 Definitions**

In this bylaw, unless the context otherwise requires:

"Act" means the Corporations Act, 1990(Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"Board" means the board of directors of the Corporation;

"Bylaws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Chair" means the chair of the Board;

"Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the Corporation;

"Membership" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation

"Handbook" means the Trinity Square Video board handbook

### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board. The **CORPORATE SEAL**, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation and reside in the Head Office, unless the Board of Directors designates its location elsewhere by duly passed resolution.

### **1.05 Head Office**

The **HEAD OFFICE** of the Corporation shall be in the City of Toronto, in the province of Ontario, and at such place therein as the general membership or its representatives may from time to time decide.

### **1.06 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 – Directors**

**2.01** The Board of Directors shall manage the property and business of the Corporation. All of which shall be members of the Corporation. Directors must be individuals, at least eighteen (18) years of age, with power under the law to contract.

### **2.02 Election and Term**

The Directors shall be elected by the Members with the number of directors fixed by resolution.

- a. After the first Annual General Meeting (AGM) and the election of the first Board, all future Boards shall be elected for two-year terms.
- b. The Directors of the Corporation shall be elected at the Annual General Meeting each year and shall hold office for two years provided that in default or postponement of the Annual General Meeting the incumbents shall continue to hold office until their successors are elected. Directors may hold office for a maximum of two consecutive two-year terms.
- c. Nominations for elections from the floor are only permitted if the Nominating Committee and/or Board of Directors has not presented full slate of nominees. Nominations may be submitted to the Nominating Committee and/or Board of Directors until 7 days prior to the Annual General Meeting. Nomination forms will be made available to the membership in print and electronic forms.
- d. Consent of the nominee for election, as a Director of the Corporation, shall be obtained before her/his nomination.
- e. The Board can recommend and nominate non-members and members to stand for election to the Board to the nominating committee. Members can also recommend and nominate non-members and members to stand for election to the Board prior to the AGM. At the AGM nominations from the floor are permitted, provided that the Board has had sufficient time to review the potential Board members. The newly elected Board must be composed of at least 60% members in good standing prior to the AGM. Nomination forms are circulated annually to the general membership with the Corporation's financials prior to the AGM, and nominating forms should be returned to the Board seven (7) calendar days prior to the AGM.
- f. Those elected to the board of directors are considered producing members by virtue of office, the membership ceases when the person terminates their relationship with the board of directors or when their term ends.

### **2.03 VACATING THE OFFICE OF THE DIRECTOR**

The office of a Director shall be vacated immediately:

- if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- if the Director dies or becomes bankrupt;
- if the Director is found to be incapable of managing property by a court or under Ontario law; or
- if, at a special meeting of the Members (which complies with all requirements for calling a members special meeting), where a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

#### **2.04 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a quorum of Directors may fill a vacancy among the Directors between annual meetings, however a quorum of directors may appoint only up to one-third of the number of directors that were elected at the last annual meeting.
- if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, within seven (7) calendar days, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.
- Should all board members resign at the same time, liability for the corporation's actions transfers to the senior staff member until the members meet and elect a new board of directors.

#### **2.05 Committees**

Committees may be established by the Board as follows:

- The Board may appoint from their number a managing director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

#### **2.06 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- a. considered reasonable by the Board
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. in compliance with the conflict of interest provisions of the Act
- d. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity as the Corporation is a charitable corporation, unless otherwise indicated by the provisions of the Act and the law applicable to charitable corporations

## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Board of Directors shall be held at the call of the Chair, co-chair or any two Directors at any time and place on notice as required by this by-law. There shall be a minimum of six (6) Board meetings per year.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board Meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.04 Chair or Co-Chairs of the board**

The chair or one of the co-chairs shall preside at Board Meetings. In the absence of the Chair or co-chairs, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board Meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Electronic Resolutions & Voting**

Electronic resolutions and voting may be permitted in instances where expediency is required, or where a resolution must be passed prior to the next scheduled board meeting. However voting must follow board meeting rules of order as outlined in the handbook. The email correspondence including the motion and voting must be included as a hardcopy with the meeting minutes.

### **3.07 Quorum at Board Meetings**

Quorum for Board Meetings is defined as the majority of the number of directors currently sitting. Majority for quorum is defined as 50% plus one.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting for reasons related to a conflict of interest, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

### **3.08 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **3.09 Members attendance at Board Meetings**

Members requesting to attend the Board Meetings and/or wishing to speak, shall forward their request to the Board and if time permits the item will become an item in the agenda.

Members should notify the Chair/Co-Chairs or Executive Director at least seven (7) calendar days prior to the Board Meeting if they wish to speak/add business to the agenda. The Directors have the option to conduct all or part of any Board Meeting in-camera for such time as confidentiality is required.

## **Section 4 – Financial, Books & Records**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

**4.02** The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

**4.03** The directors shall see that all necessary books and records of the corporation required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept at such place as the directors may determine.

### **4.04 Inspection**

All books, accounts and records of the corporation shall be open for inspection by the directors and the officers at all reasonable times and for inspection by the members in good standing of the corporation upon application to the Board.

### **4.05 Auditor(s)**

The accounts of the corporation shall, as soon as practicable after the end of each fiscal year, be examined and their correctness ascertained by one or more auditors who shall be appointed annually at the Annual General Meeting.

## **Section 5 – Officers**

### **5.01 Officers**

The Board shall appoint, from among the Directors, a Chair (or Co-Chairs) and may appoint any other person to be treasurer and secretary at its first meeting following the annual general meeting. For the purposes of this document the presiding Co-Chair of the Board is deemed to be President. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and as outlined in the handbook.

#### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

#### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to other officers the performance of any or all of such duties.

#### **5.04 Duties of the Chair or Co-Chairs**

The Chair/Co-Chairs shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the Treasurer**

The treasurer shall perform the duties described in the handbook and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Secretary**

The secretary shall perform the duties described in the handbook and such other duties as may be required by law or as the Board may determine from time to time.

### **Section 6 – Protection of Directors and Others**

#### **6.0 Indemnification of directors and officers**

The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representatives to the extent permitted by the Act.

#### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and Bylaws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 – Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### **7.02 Charitable Corporations.**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 8 – Members**

**8.1** No member of the Corporation shall in her/his individual capacity be liable for any debt or liability of the Corporation.

### **8.2 Board of Directors**

Those elected to the board of directors are considered producing members by virtue of office, the membership ceases when the person terminates their relationship with the board of directors or when their term ends. By 'virtue of office' indicates that a producing membership is a right automatically given to a member of the board while serving on the board. This membership ceases when the individual is no longer a member of the board of directors.

### **8.3 Members and Membership**

Membership is open to all those who support Trinity Square Video's vision, mission, and values. Members shall be considered Members in Good Standing provided they have paid their dues in full and have fulfilled agreed upon obligations as outlined by Trinity Square Video membership agreement and Code of Conduct and continue to demonstrate adherence to the objects of the Corporation.

**8.4** Membership in the Corporation shall be open to individuals and groups who subscribe to the purpose and objectives of the Corporation and whose membership fees are paid to date in accordance with pre-arranged method of payment.

There are four categories of paying members:

- a. Producing membership: producing members in good standing are permitted voting rights, access to renting production equipment, renting post-production facilities, discounts on workshops, access to member events and access to renting Trinity Square Video exhibition and program spaces.
- b. Associate membership: associate members in good standing are permitted voting rights, discounts on workshops, access to member events and access to renting Trinity Square video exhibition and program spaces.

- c. Student membership: student members in good standing are permitted voting rights, access to renting production equipment, renting post-production facilities, discounts on workshops, access to member events and access to renting Trinity Square Video exhibition and program spaces.
- d. Organizational memberships: organizational members in good standing are permitted to designate voting rights to one authorized representative and have one vote, access to renting production equipment, renting post-production facilities, discounts on workshops, access to members' events and access to and access to renting Trinity Square Video exhibition and program spaces.

#### **8.5 Honorary lifetime memberships:**

Honorary members are designated by the Board. They receive lifetime producing memberships without any required fees. Honorary members are permitted access to renting production equipment, renting post-production facilities, discounts on workshops, access to members' events and access to and renting Trinity Square Video exhibition and program spaces. Honorary members do not have voting rights and as such do not count towards quorum, but are entitled to attend all general membership events and meetings.

#### **8.6 Membership Dues**

Dues shall be fixed by a majority vote of the Board of Directors and shall be subject to approval by simple majority at an annual or other general meeting.

#### **8.7 Voting**

Memberships must be paid in full for a period of 7 calendar days prior to a meeting of the members before voting privileges become active. Each member (producing, associate, student) is entitled to one vote at a meeting of the members. Organizational members are entitled to one vote per organization at the meeting of the members.

#### **8.8 Transfer of membership**

Memberships are non-transferable and can only be transferred to the organization.

#### **8.9 Board of Directors Right To Issue Membership**

The directors may issue memberships in accordance with the articles and any conditions set out in the by-laws.

#### **8.10 Termination of membership**

A membership is terminated when

- a. the member dies or resigns
- b. the member is expelled or the person's membership is otherwise terminated in accordance with the articles or bylaws
- c. the member's term of membership expires
- d. the corporation is liquidated or dissolved under Part XII. 2010, c. 15, s. 50 (1).
- e. the member does not pay their membership fees or fails to renew their membership by paying their yearly fees

#### **8.11 Disciplinary Action and/or Termination of member's rights**

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Trinity Square Video Code of Conduct and membership agreement, Trinity Square Video's Anti Discrimination Policy, the articles or bylaws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9 – Members' Meetings**

### **9.01 Annual General Meeting**

The Annual General Meeting of the Corporation shall be held within one hundred and fifty (150) days of the Corporation's fiscal year end at a time and place to be set by the Board of Directors. Any Member, upon request, shall be provided, not less than 21 calendar days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the Annual General Meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent Special Meetings;
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;
- reports from senior staff;
- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- election of Directors; and
- such other or special business as may be set out in the notice of meeting.
- Roberts Rules of Order will be followed to ensure effective conducting of the business at hand

No other item of business shall be included on the agenda for the Annual General Meeting unless a Member's proposal has been submitted to the board prior to the giving of notice of the Annual General Meeting, and/or submitted fourteen calendar days prior to the date of the AGM. Member's proposals must be in written form and outline the business they would like to add to the agenda.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a Special Meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### **9.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' Meeting shall be given in the manner specified in the Act to each Member and to the auditor

or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' Meeting is defined as no fewer than 20 voting members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **9.05 Chair of the Meeting**

The Chair or Co Chairs shall be the chair of the Members' Meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### **9.06 Voting of Members**

Business arising at any Members' Meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- each Member shall be entitled to one vote at any meeting;
- votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- an abstention shall not be considered a vote cast;
- before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **9.07 Proxy Voting**

Members in good standing are permitted to give their proxy vote to anyone they choose, the proxy is not required to be a member of Trinity Square Video. Proxy forms will be sent out at least ten calendar days prior to the general meeting. Proxy forms must be submitted in person prior to the commencement of the meeting, or if submitting the form electronically they must be sent one day prior to the commencement of the Annual General Meeting.

#### **9.08 Electronic Voting**

Members in good standing have the option to vote on slates of candidates and resolutions accompanying an agenda circulated in advance of a Members' Meeting either by proxy, or subject to approval and that adequate means exist to ensure security and confidentiality, electronically. If they wish to register to vote

electronically, then members must express their intention to do so not less than 14 days in advance of any scheduled meeting where a members vote is to be called. Voting on motions from the floor or resolutions brought forward less than 14 days in advance will not be possible.

The Board will determine a satisfactory third party voting service with SSAE 16 SOC 1 Type I certification, to ensure the highest available security and audit standards.

### **9.09 Adjournments**

The Chair may, with the majority consent of any Members' Meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.10 Persons Entitled to be Present**

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 – Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board Meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 – Adoption and Amendment of By-laws**

### **11.01 Amendments to Bylaws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision

respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

**Enacted May 14, 2015**

  
Diana Galligan (May 9, 2015)

---

**President**

  
Rachelle Walker (May 16, 2015)

---

**Secretary**