

**DIRECTORS GUILD OF CANADA,
B. C. DISTRICT COUNCIL
BYLAWS**

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**BYLAWS OF THE DIRECTORS GUILD
OF CANADA, B.C. DISTRICT COUNCIL**

Here set forth in numbered bylaws are the bylaws of the District Council providing for the matters referred to in section 11(1) of the Societies Act and other matters of importance for the District Council.

BYLAW 1. (Definitions)

1.1. In these Bylaws, the following terms shall have the following meanings:

“**Annual General Meeting**” has the meaning set out in Bylaw 4.2.

“**Associate Member**” has the meaning set out in Bylaw 3.3.

“**Auditor**” has the meaning set out in Bylaw 17.1.

“**Business Day**” means a day on which banks in British Columbia are open for business, excluding Saturdays.

“**Bylaws**” means the bylaws of the District Council from time to time in force and effect.

“**Categories**” has the meaning set out in Bylaw 8.1.

“**Category Head**” means, with respect to any given production, the Member belonging to the highest ranking Category.

“**Caucus Advisory Committee**” has the meaning set out in Bylaw 8.2.

“**Caucus Representatives**” has the meaning set out in Bylaw 8.3.

“**Caucuses**” has the meaning set out in Bylaw 8.1.

“**Collective Agreement**” means a collective agreement negotiated by the District Council.

“**Constitution**” means the constitution of the District Council from time to time in force and effect.

“**DGC**” means the Directors Guild of Canada.

“**DGC Rules**” means the constitution, bylaws and any code of ethics and professional conduct or similar rules of the DGC;

“**District Council**” means the Directors Guild of Canada, B.C. District Council.

“**Election Campaign Rules**” has the meaning set out in Bylaw 7.3.

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“Electronic Means” means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, email, electronic, radio, computer or internet-based technology or other communication facility or medium that:

- (a) in relation to a meeting or proceedings, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical to a meeting or proceeding where all participants are present in the same location; and
- (b) in relation to a vote (including by way of referendum), permit eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions.

“Executive Board” means the board of directors of the District Council.

“Executive Board Resolution” means any of the following:

- (a) a resolution passed by a simple majority of the votes cast by those Executive Board who are entitled to vote on such matter either at a duly constituted meeting of the Executive Board (regardless of whether a member of the Executive Board is participating in person or, to the extent permitted by these Bylaws, by Electronic Means), by Electronic Means, or a combination of votes cast at a meeting of the Executive Board and by Electronic Means; or
- (b) a resolution consented to in writing by at least two-thirds (2/3) of the Executive Board who would have been entitled to vote on the resolution at a meeting of the Executive Board.

“Executive Director” means the person who represents the District Council, reports to the Executive Board and is the staff member of the District Council responsible for overseeing all aspects of the District Council.

“Executive Officers” has the meaning set out in Bylaw 5.3.

“Full Member” has the meaning set out in Bylaw 3.2.

“Hearings Committee” has the meaning set out in Bylaw 14.1.

“Member” means a member of the District Council.

“Members’ Check-Offs” means that proportion of Members’ earnings which are to be deducted from their earnings and submitted to the District Council, as determined by the Executive Board.

“National Constitution” means the by-laws of the DGC entitled "The Directors Guild of Canada Constitution", as may be amended from time to time.

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“**National Executive Board**” means the board of directors of the DGC.

“**Nominations Committee**” has the meaning set out in Bylaw 6.4.

“**Nominations Meeting**” has the meaning set out in Bylaw 6.7.

“**Ordinary Resolution**” means any of the following:

- (a) a resolution passed by a majority of the votes cast by the Members in good standing of the District Council who, being entitled to do so, vote:
 - (i) at a membership meeting, whether participating in person or by Electronic Means;
 - (ii) by Electronic Means in accordance with these Bylaws; or
 - (iii) by combined total of the votes cast at a membership meeting and the votes cast by Electronic Means; or
- (b) a resolution consented to in writing, after being sent to all of the Members entitled to vote and in good standing at the time, by at least two-thirds (2/3) of such Members in good standing.

“**Outgoing Executive Officers**” means the positions of the Executive Officers that are open for election in a particular year.

“**Policies**” has the meaning set out in Bylaw 18.1.

“**Producers’ Levies**” means that amount payable by production companies or other organizations that engage Members pursuant to the Collective Agreement.

“**Remaining Executive Officers**” means the offices of the Executive Officers that are not open for election in that particular year.

“**Societies Act**” means the *Societies Act* (British Columbia), as from time to time enacted and including all amendments and any regulations made in pursuance thereto.

“**Special Resolution**” means any of the following:

- (a) a resolution passed by at least two-thirds (2/3) cast by the Members in good standing of the District Council who, being entitled to do so, vote:
 - (i) at a membership meeting, whether participating in person or by Electronic Means;
 - (ii) by Electronic Means in accordance with these Bylaws; or

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- (iii) by combined total of the votes cast at a membership meeting and the votes cast by Electronic Means; or
 - (b) a resolution consented to in writing by all of the Members entitled to vote and in good standing.
- 1.2. Except where otherwise provided, the definitions in the Societies Act apply to these Bylaws.
- 1.3. The rules of construction contained in the *Interpretation Act* (British Columbia), as from time to time enacted and including all amendments thereto, shall apply to the interpretation of these Bylaws.
- 1.4. Words importing the singular include the plural and vice versa, and the use of any gender shall include all genders.
- 1.5. Unless otherwise stated in these Bylaws, any decision, approval or consent of the Executive Board, the Members, or a committee, referred to in these Bylaws shall be determined by a Board Resolution, Ordinary Resolution or majority vote of the committee, respectively.
- 1.6. Throughout these Bylaws, “includes” means “includes, but is not limited to, and “including” means “including, but not limited to”.

BYLAW 2. (Name and Territorial Jurisdiction)

- 2.1. All correspondence and published material of the District Council will bear its full name, including the name of the DGC of which it is a part.
- 2.2. The District Council shall have and exercise jurisdiction in the motion picture, television and allied industries; photographic, electronic or otherwise; now known or hereafter devised as specified in the National Constitution; and it shall have and exercise jurisdiction over members of the DGC working in these industries in the Province of British Columbia and the Territory of Yukon.

BYLAW 3. (Membership)

- 3.1. The District Council shall have two classes of Members: Full Members and Associate Members.
- 3.2. A Full Member is a person accepted as a Full Member under Bylaws 3.4, 3.5, 3.6 or 3.7, but excludes an Associate Member. A Full Member has all of the duties and obligations of District Council membership. A Full Member in good standing has all of the rights and privileges of District Council membership, including the right to hold office, and to attend and vote at any membership meeting or on any amendment to the Bylaws.
- 3.3. An Associate Member means a Production Assistant or a trainee and/or apprentice to any other Category who qualifies for membership as an Associate Member under Bylaws 3.4, 3.5, 3.6 or 3.7. An Associate Member has all of the duties and obligations of District Council membership. An Associate Member in good standing has all the rights and

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privileges of District Council membership, except shall not have the right to run for or to be an Executive Officer or to vote at any membership meeting or on any matter, except as set forth in BYLAW 8 and 5.21.

3.4. Any qualified person:

- (a) that is employed or available for employment in the motion picture, television or allied industries; photographic, electronic or otherwise; now known or hereafter devised who is entitled to work permanently in Canada;
- (b) who meets the additional qualifications for membership and/or standards of conduct applicable to members of the DGC as set forth in the DGC Rules; and
- (c) who submits an application for membership in the form approved by the Executive Board,

shall be eligible for membership in the District Council (whether as a Full Member or an Associate Member) subject to his/her acceptance and accreditation as a Member by (a) the national office of the DGC, and (b) the Executive Board. For greater certainty, in each of their sole discretion, the national office of the DGC and/or the Executive Board may withhold its accreditation for membership in the District Council to any person as it deems appropriate. Examples of circumstances in which it may be appropriate to withhold accreditation for membership include where the applicant has:

- (a) been subject to discipline or dismissal while working under the Collective Agreement for inappropriate conduct such as, by way of example only, fraud, defamation, blackmail, intimidation, harassment, abusive treatment or other similar action or any other inappropriate conduct, including any course of conduct or comment consisting of actions or words that disparage or cause humiliation to a person;
- (b) previously been expelled from the DGC or the District Council; or
- (c) engaged in prior inappropriate or offensive behavior, actions or conduct towards the DGC, District Council or its staff.

3.5. In order to be eligible to apply to be an Associate Member as a Production Assistant or trainee and/or apprentice in any other Category, an individual must, in addition to satisfying the other requirements set forth in these Bylaws with respect to criteria for membership, have qualified for and completed all relevant training and/or other programs as determined by the Executive Board.

3.6. The Executive Board may propose a reduced level of relevant training and/or other programs for an applicant whose credits, expertise, accomplishments, or work experience is such that the expeditious processing of an application would be advantageous to the District Council.

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- 3.7. Members of the DGC applying for transfer to this District Council must, in addition to the other requirements set forth in these Bylaws with respect to criteria for membership, qualify for a Category designated under Bylaw 8.1 and be members in good standing of the DGC and the applicable DGC council to which they are affiliated up to and including the date of acceptance into this District Council and shall fill out all required forms and pay any applicable initiation fees, if any.
- 3.8. Members applying for transfer to this District Council shall provide to the District Council their B.C. address and any other information that may be required as determined by Executive Board Resolution from time to time.
- 3.9. Each person signing an application for membership in the form approved by the Executive Board agrees thereby to comply with the aims, principles, policies and standards of conduct (including as set forth in these Bylaws, the Constitution and the Policies) of the District Council and agrees to comply with the standards of conduct applicable to members of the DGC as set forth in the DGC Rules.
- 3.10. Every applicant who qualifies for membership shall be advised at the time of application as to whether he/she is eligible for admission as a Full or Associate Member, and the Category in which he/she is admitted in the DGC.
- 3.11. After admission to membership, a Member must pay dues as prescribed by the National Constitution. Failure to pay such dues may result in suspension or expulsion from membership. Every Member shall uphold and comply with the Constitution and these Bylaws.
- 3.12. All Members are in good standing except:
 - (a) a Member who has failed to pay his or her dues as prescribed by the DGC;
 - (b) a Member whose membership has been suspended by the Executive Board pursuant to Bylaw 14;
 - (c) a Member who has been suspended by the DGC; or
 - (d) a Member who has accepted an executive, staff or board position with, or has become a member of an association which is declared to be, a rival to the District Council.
- 3.13. Any Member who is not in good standing shall not be entitled, unless otherwise permitted by the Executive Board or under the Bylaws, to any of the applicable rights and privileges of District Council membership as set forth under these Bylaws, including Bylaws 3.2 and 3.3, the right to hold office, the right to participate on any of the Committees, and the right to attend or vote at any membership meeting or on any amendment to the Bylaws.
- 3.14. A person shall cease to be a Member upon:

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- (a) resigning from the District Council;
- (b) being expelled as a Member as a result of an order made under BYLAW 14.
- (c) having their DGC membership terminated; or
- (d) loss of the legal entitlement to work in Canada.

3.15. A Member who wishes to resign from the District Council may do so by mailing, emailing or delivering his or her resignation to the District Council office.

3.16. The District Council shall provide to each Member, upon written request, a copy of these Bylaws, the Constitution and a copy of any applicable Collective Agreement.

BYLAW 4. (Membership Meetings)

- 4.1. *Robert's Rules of Order, Newly Revised* shall be a source of reference and guide for the governance and procedure at all District Council meetings.
- 4.2. The District Council shall hold an annual general meeting (the “**Annual General Meeting**”) in accordance with the Societies Act for the purposes of presenting the annual financial report, the report of the directors and other appropriate reports of District Council activity. The Annual General Meeting will be held in the last week of February or the first week of March but in any event at least thirty (30) days prior to the annual general meeting of the DGC.
- 4.3. The District Council will hold at least one membership meeting (which, for greater clarity, includes the Annual General Meeting) in each one-half calendar year.
- 4.4. Full Members may requisition the Executive Board to call a general meeting in accordance with the applicable sections and requirements of the Societies Act.
- 4.5. All Members in good standing shall be entitled to attend and speak at any membership meeting of the District Council.
- 4.6. Where a notice is sent by mail, service of the notice is deemed to be effective on the seventh day after the notice is mailed. Service of a notice by any Electronic Means is deemed to be effective on the day following the day on which the transmission is made. Service of notice by personal delivery is deemed effective on the day of delivery. All periods of time shall run from the date on which the notice is deemed to be effective or, if such day is not a Business Day, then on the next day that is a Business Day.
- 4.7. Any notice or other communication (including distribution of nomination and election materials) that is required to be sent to any Member shall be sent by mail, personal delivery or Electronic Means to the Member's address, facsimile number or email address, as applicable, that was last specified in writing by the Member to the District Council. If any such notice is a notice of membership meeting, such notice shall be sent not less than 14 days (and not more than 60 days) before the membership meeting.

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- 4.8. Notwithstanding Bylaw 4.7 and subject to the Societies Act, the District Council is permitted to send notice to its Members in the form and manner as set forth pursuant to Section 77(2) of the Societies Act.
- 4.9. Five percent (5%) of the Full Members attending in person (or by Electronic Means), or ten percent (10%) of the Members attending in person (or by Electronic Means) and/or by written proxies, will constitute a quorum for any membership meeting, but there must be at least 3 such persons present to constitute a quorum.
- 4.10. Action at membership meetings shall be by majority vote, except if otherwise required by these Bylaws or the Societies Act. An Ordinary Resolution shall take effect immediately unless:
 - (a) the resolution is a Special Resolution of the kind which only becomes effective when filed with and registered by the Registrar of Companies; or
 - (b) the contrary intention is expressed therein, and shall remain in effect until amended or re-appealed at a subsequent meeting.
- 4.11. Full Members entitled to vote at a membership meeting may, by proxy, appoint another Full Member to be their proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy, which may include approval or disapproval on any issue known to be on the agenda of the meeting. However, a Full Member holding any such proxies may not exercise votes with respect to more than ten (10) proxies at any one membership meeting.
- 4.12. All membership meetings will be chaired by the Chair of the District Council, or in their absence, or as appointed by the Chair of the District Council at any time, any member of the Executive Board or the Executive Director.
- 4.13. Subject to the discretion of the District Council's Executive Board, a member of another DGC district council may attend, but not vote in respect of, a membership meeting.
- 4.14. The chair of a membership meeting, if a Full Member, is entitled to vote in respect of all matters to be voted upon by the Full Members in his or her capacity as a Full Member. For greater certainty, such person shall not have any additional vote in respect of such matters in his or her capacity as the chair of such membership meeting.
- 4.15. Tied votes on a motion will constitute a defeated motion.
- 4.16. Notwithstanding BYLAW 4, the Executive Board may, in its sole discretion from time to time, approve the conduct of a vote of the voting Members in good standing other than at a membership meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the District Council must provide each Member in good standing that is entitled to vote with notice in accordance with these Bylaws, which notice must include:

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- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how a Member in good standing that is entitled to vote may cast a vote.

BYLAW 5. (Government)

- 5.1. The board of directors of the District Council is the Executive Board. The Executive Board is responsible for the management, direction, control and administration of the affairs of the District Council.
- 5.2. The Executive Board may delegate any of its powers and duties, including the day-to-day functions of the District Council, to a committee, a member or staff of the District Council for a designated purpose.
- 5.3. The Executive Board shall be comprised of nine Members consisting of the Chair, First Vice-Chair, Second Vice-Chair and Secretary/Treasurer (together, the “**Executive Officers**”), and five Caucus Representatives, subject to Bylaw 8.1.
- 5.4. Subject to Bylaw 5.10, the Chair shall be the chair of the Executive Board meetings.
- 5.5. The Executive Officers shall be elected or appointed in accordance with Bylaws 5, 6, 7 and 8.
- 5.6. In order to be eligible to be nominated for, be appointed to, or run for election to be on the Executive Board, the candidate must:
 - (a) subject to Bylaw 5.7, be a Full Member who has been in good standing for a period of twelve (12) months prior to the opening of nominations;
 - (b) be an ordinarily resident in British Columbia;
 - (c) intend to reside in British Columbia while serving on the Executive Board;
 - (d) consent in writing to be on the Executive Board;
 - (e) be a Member in good standing who is at least 18 years of age; and
 - (f) otherwise be qualified to act as a director of a society under the Societies Act.
- 5.7. The requirement in Bylaw 5.6(a) shall not apply to any Associate Member that is appointed, elected, nominated for, or running for a position on the Caucus Advisory Committee of the Production Assistants' Caucus.
- 5.8. Notwithstanding any other Bylaws herein, no person may hold the same position on the Executive Board for more than three (3) consecutive terms. For greater certainty, any

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person who had previously held a position on the Executive Board for more than three (3) consecutive terms may be eligible for re-election in the same position only if at least one full term has lapsed after the completion of the most recent three (3) consecutive terms of that position on the Executive Board held by such person. This limitation may be waived by the Executive Board in its discretion by way of a majority vote. For the purposes of this Bylaw 5.8, any person that is appointed for any partial term on the Executive Board pursuant to Bylaw 5.18 shall not be considered to be in violation of this Bylaw and that such partial term will not be included or applied as a term to the three (3) consecutive terms limit in this Bylaw 5.8.

- 5.9. The Chair shall exercise all the powers and functions of the Executive Board between meetings of the Executive Board, subject only to any restrictions which may be imposed upon him/her by the Executive Board, and shall do so in consultation with the Executive Officers, with appropriate delegation, authority and task, and subject to the provisions of these Bylaws and the National Constitution (but if there is any conflict between the National Constitution and these Bylaws, these Bylaws will always govern).
- 5.10. The duties of the First Vice-Chair and Second Vice-Chair shall be to assist the Chair and each shall succeed, in the aforesaid order, to the office of Chair in the Chair's absence.
- 5.11. The Secretary/Treasurer will be responsible for the following:
 - (a) maintaining appropriate files, correspondence, minutes of all meetings and membership lists;
 - (b) distributing notices of membership meetings;
 - (c) causing all monies collected and received by the District Council to be deposited in its bank account(s);
 - (d) maintaining or causing to be maintained such correct financial records of receipts and expenditures, and other books of account as may be necessary or advisable, to properly account for the business of the District Council;
 - (e) preparing or causing to be prepared the financial statements and distributing the financial statements to the Executive Board, the Members and others, when required; and
 - (f) preparing the operating budget for ratification by the Executive Board.
- 5.12. In order to carry out the purposes of the District Council, the Executive Board may, on behalf of and in the name of the District Council, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting that power, by the issue of debentures.
- 5.13. The Chair of the District Council, or any other Executive Officer so appointed by the Executive Board, may sign a Collective Agreement as authorized by the Executive Board

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within its territorial responsibility, and thereby bind the District Council and the Members.

- 5.14. The authorized signing officers of the District Council shall be the [Chair, First Vice-Chair, Secretary/Treasurer, and any staff members of the District Council authorized by the Executive Board from time to time]. Unless otherwise determined by the Executive Board from time to time, a contract or document to be signed by the District Council, or any disbursement of funds of the District Council shall be signed on behalf of the District Council by any two (2) of the authorized signing officers.
- 5.15. The Executive Board will make available to the National Executive Board, when requested, any financial statements of the District Council.
- 5.16. The Executive Board shall meet at least once each calendar quarter. Any meetings of the Executive Board may be in person (or by Electronic Means) or other communications medium that allows the Executive Board to communicate with each other.
- 5.17. All Executive Board meetings will require a minimum of five (5) Executive Board members to constitute a quorum, two (2) of whom must be Executive Officers.
- 5.18. If any vacancy on the Executive Board arises due to the removal, resignation or incapacity of an Executive Board Member, or was not filled pursuant to the Executive Officers or Caucus Representatives election process herein:
 - (a) In the case of a vacancy in an Executive Officer position, the Executive Board may appoint any Full Member who would be eligible to stand for election as an Executive Officer to fill such vacancy for the remainder of the term attributable to such vacancy.
 - (b) In the case of a vacancy in a Caucus Representative position, the Caucus Advisory Committee who appointed that Caucus Representative may appoint another elected member of such Caucus Advisory Committee to serve as its Caucus Representative on the Executive Board for the remainder of the term attributable to such vacancy.
- 5.19. Any Caucus Representative who is unable to attend an Executive Board meeting may designate another member of his/her Caucus Advisory Committee to attend the meeting in his/her place but such member may not vote at the meeting nor will such member's attendance be counted toward establishment of quorum.
- 5.20. Any Executive Board member (other than the Production Assistants Caucus Representative) may be removed from the Executive Board (and a replacement appointed in accordance with Bylaw 5.18) by a Special Resolution, or if:
 - (a) 10% of Full Members present a written request for a referendum;
 - (b) 25% of Full Members return ballots in the referendum; and

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- (c) At least 2/3 of the ballots returned are cast in favour of removing the Executive Board member.
- 5.21. The Production Assistants Caucus Representative may be removed from the Executive Board (and a replacement appointed in accordance with Bylaw 5.18) by a Special Resolution, or if:
- (a) 10% of Associate Members present a written request for a referendum;
 - (b) 25% of Associate Members return ballots in the referendum; and
 - (c) At least 2/3 of the ballots returned are cast in favour of removing the Representative for the Production Assistants Caucus.
- 5.22. Subject to the Societies Act, the District Council shall indemnify and save harmless each member of the Executive Board and their heirs, executors, administrators and representatives from and against all actions, causes of action and claims for damages, interest, costs, or any loss or injury of any nature or kind whatsoever which in any way relates to any action taken by that member within the scope of the member's position on the Executive Board.
- 5.23. An Executive Board Resolution and placed with the minutes of the Executive Board, is as valid and effective as if regularly passed at a meeting of the Executive Board.

BYLAW 6. (Nominations Committee and Procedures for Elections)

- 6.1. The Executive Officers shall be elected by the Full Members in good standing by ballot distributed by mail or any Electronic Means, or any combination thereof, as determined by the Executive Board prior to the Annual General Meeting, and the election results shall be announced at the Annual General Meeting.
- 6.2. All Executive Officers shall be elected to a two-year term. For continuity purposes, the offices of Chair and Second Vice-Chair shall be elected in one year with the election of the Secretary/Treasurer and First Vice-Chair to be held in the alternating year. The term of office shall commence on the day following the Annual General Meeting and end two years thereafter.
- 6.3. The election period, from the date of call for nominations until the ballot count, shall be at least forty-five (45) days unless otherwise determined by Executive Board Resolution.
- 6.4. At least sixty (60) days prior to the date election ballots are to be counted, the Executive Board shall create a committee responsible for conducting and overseeing the nominations process for the election of Executive Officers (the “**Nominations Committee**”). The Nominations Committee shall be comprised of a minimum of three Full Members in good standing. Executive Officers of the then-current Executive Board who are completing their terms on the Executive Board may sit on the Nominations Committee provided such Executive Officers:

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- (a) do not run for election on the Executive Board for the term relating to such elections, and provide the Executive Board with a written declaration to that effect;
- (b) refrain from disclosing to the Executive Board or any members of the Executive Board any matters relating to such nominations and elections, and provide the Executive Board with a written declaration to that effect; and
- (c) do not accept any Executive Board positions which may become available during the upcoming term.

6.5. The Nominations Committee shall have the following duties:

- (a) to act at all times with impartiality and discretion, and to refrain from any activity which might favour one candidate over another or unfairly influence election results;
- (b) to ensure that the Election Campaign Rules are observed;
- (c) to ensure that all candidates, nominators and seconders are Full Members in good standing; and
- (d) to report to the Executive Board and to the membership any acts or events which may have improperly influenced the outcome of the election or otherwise abused the democratic rights of the membership.

6.6. The Nominations Committee may delegate any of its powers and duties to staff of the District Council.

6.7. The Executive Board may convene one or more meetings, for the purposes of nomination and/or allowing the Members to speak with candidates for the upcoming election (the “**Nominations Meeting**”). All Members shall be invited to attend such meetings and candidates will be given the opportunity to speak and respond to Members’ questions at the Nominations Meeting.

6.8. A Member can only stand for election or run for one office of the Executive Officers or Caucus Representatives at any given time.

BYLAW 7. (Election of Executive Officers)

7.1. The following are the election campaign rules applicable to elections of Executive Officers (the “**Election Campaign Rules**”):

- (a) Only Full Members in good standing are eligible to vote, nominate, and stand for election to the Executive Officers. It is the Member’s responsibility to ensure that he/she is eligible to hold office pursuant to

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these Bylaws. Candidates must observe a reasonable standard of courtesy and decorum at all times and must refrain from personal invective.

- (b) All candidates campaigning for office shall have the opportunity to submit a brief statement of their policies and reasons for running, not exceeding one single-sided page, to be included in the distribution of election ballots and to be submitted to the District Council office on or before the day that is no later than two Business Days prior to the distribution of the ballots to the Members.
- (c) Candidates shall not use, and must ensure that their representatives and any other individual(s) on their behalf do not use, the District Council or DGC membership lists. Candidates shall not use, and must ensure that their representatives and any other individual(s) on their behalf do not use, for the purposes of campaigning, District Council funds, resources, equipment, facilities, or the services of the District Council. Members who violate such prohibitions will be subject to disciplinary action which may include the forfeiture of an elected office and/or suspension or expulsion from of their District Council and/or DGC membership.
- (d) The District Council staff is prohibited from working on any candidate's behalf, expressing a bias for or against any candidate, or providing confidential information to candidates for campaign purposes.
- (e) The Executive Board must retain the services of a third-party, independent organization which shall supervise and facilitate the distribution and tabulation of the election ballots, whether hard copy or electronic, and report the results, by way of providing a certified letter setting forth the results of the election, to the District Council office to be reviewed by the chair of the Nominations Committee, which results shall be provided to the Executive Board and to the membership at the Annual General Meeting. The third-party, independent organization will be directed not to send ballot check-off lists to the District Council office during the election period. Ballots must be returned in accordance with the directions specified in the email and/or materials used to distribute the ballots in order to be counted.
- (f) Any request for recount may only be submitted by a request signed by 5 Full Members and must be received by the District Council office within seven (7) days after the announcement of the balloting results. A recount will not be held unless the outcome of the balloting will be affected. For greater certainty, unless the number of spoiled ballots exceeds 2% of the votes cast or if the number of spoiled ballots exceeds the number of votes needed to change the outcome of the election, there will not be a recount ordered or allowed.

7.2. The nomination procedure is as follows:

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- (a) The call for nominations must be published by the District Council office and must specify:
 - (i) the offices up for election and qualifications for same;
 - (ii) the deadline date of nominations;
 - (iii) the address of the District Council office; and
 - (iv) a copy of the nominations form to be returned when completed.
- (b) The completed nomination form must be mailed, emailed or delivered to the District Council office by the deadline date and time as indicated on the nomination form (or communicated otherwise). Any nominations from the floor, or those brought in by hand or communicated by Electronic Means, at a Nominations Meeting will be accepted provided the nominated candidate is otherwise eligible to run for election for the applicable Executive Officer position and is available to accept, either in person or by other means, the nomination at the time of being so nominated. Each person nominated to run as an Executive Officer must have one nominator and a seconder who sponsors his/her nomination as candidate, both of which are Full Members in good standing.
- (c) Unless otherwise determined by the Executive Board, the nomination form must contain the candidate's name and contact information, membership Category, the office sought by the candidate, names and emails of the nominator and seconder of candidate, and the signature of the candidate.

BYLAW 8. (Election of Caucus Advisory Members)

- 8.1. There shall be the following five (5) caucuses: The Directors Caucus; the Production Management Caucus; the Assistant Directors Caucus; the Location Management Caucus; and the Production Assistants Caucus (collectively the “**Caucuses**”). The Caucuses shall be comprised of the applicable Members that fall within the following categories, which may be amended from time to time by the Executive Board of the District Council and for which membership in such categories shall be determined by the District Council (the “**Categories**”):
- (a) Directors' Caucus: Directors, Second Unit Directors, Documentary Directors;
 - (b) Production Management Caucus: Production Managers, Unit Managers;
 - (c) Assistant Directors' Caucus: First Assistant Directors, Second Assistant Directors, Third Assistant Directors, Additional Assistant Director - Background Coordinators;
 - (d) Location Management Caucus: Location Managers, Assistant Location Managers, Location Scouts;

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- (e) Production Assistants' Caucus: Any Associate Member that is a Production Assistant may be nominated by the Production Assistants' Caucus to be on the Caucus Advisory Committee for such Caucus. For greater certainty, the Production Assistants' Caucus includes all Office Production Assistants, Location Production Assistants, Trainee Assistant Directors and Trainee Assistant Location Managers. Notwithstanding that an Associate Member Production Assistant does not have voting rights like Full Members, the Caucus Representative from the Production Assistants' Caucus shall have full voting rights at all Executive Board Meetings only for the duration of their term on the Executive Board.
- 8.2. The Members within each Caucus shall elect a caucus advisory committee with respect to such Caucus (each a “**Caucus Advisory Committee**”, and together, the “**Caucus Advisory Committees**”) consisting of no more than five (5) Members in good standing.
- 8.3. Each Caucus Advisory Committee in respect of its related Caucus shall elect a representative for such Caucus (each a “**Caucus Representative**”, and together the “**Caucus Representatives**”) to serve on the Executive Board, such Caucus Representative must meet the applicable qualifications for the Executive Board as set out in Bylaws 5.6, 5.7 and 5.8.
- 8.4. With respect to Caucus Representatives and Caucus Advisory Committees, the following shall apply:
- (a) Caucus Representatives, with the exception of the Caucus Representative for the Directors' Caucus, must have worked within their Category in the then last eighteen (18) months on a DGC signatory production in order to meet the qualifications of a Caucus Representative;
 - (b) Any Member of the Directors' Caucus may be nominated to run for a position on the Directors Caucus Advisory Committee providing that he/she has been a member of the DGC in good standing for a period of twelve (12) months prior to the Annual General Meeting; and
 - (c) Any Member in good standing of the Production Assistants' Caucus may be nominated to run for a position on the Production Assistants' Caucus Advisory Committee.
- 8.5. The following rules apply to the election of Caucus Advisory Committees:
- (a) The call for election must be published and distributed by the District Council office and must specify:
 - (i) the Caucuses represented by the District Council;
 - (ii) the deadline date of nomination for election;
 - (iii) the address and email address of the District Council office; and

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- (iv) a copy of the nominations form which to be returned when completed.
 - (b) The completed nomination form must be mailed, emailed or delivered to the District Council office by the deadline date and time as indicated on the nomination form (or communicated otherwise). Any nominations from the floor, or those brought in by hand or communicated by Electronic Means, at a Nominations Meeting held in connection with an election for Caucus Advisory Committees will be accepted provided the nominated candidate is otherwise eligible to run for election and is available to accept, either in person or by other means, the nomination at the time of being so nominated. Each person nominated to run as a Caucus Advisory Committee Member must have one nominator and a seconder who sponsors his/her nomination as candidate, both of which are Full Members in good standing except for the Production Assistants Caucus where the nominator and/or seconder may be an Associate Member.
 - (c) Unless otherwise determined by the Executive Board, the nomination form must contain the candidate's name and contact information, membership Category, names and emails of the nominator and seconder of candidate, and signature of the candidate. The candidate must indicate the Caucus they intend to serve in, if elected.
 - (d) Only Members in good standing may vote in the election of Caucus Advisory Committees.
 - (e) The list of nominees and ballot forms will be distributed by mail, Electronic Means or any combination thereof, as determined by the Executive Board, to each Member in good standing according to the Category represented by the District Council to which they belong. Any Member who qualifies in two or more Categories (e.g. Director/Assistant Director) shall be entitled to vote in the election respecting only one of the Caucuses set out in Bylaw 8.1.
 - (f) Members may only vote in the Caucus Advisory Committee election of the Caucus to which they belong.
 - (g) With respect to each of the Caucuses, the five (5) nominees receiving the most votes from Members of their Caucus pursuant to their respective Caucus Advisory Committee election shall serve on their Caucus Advisory Committee.
- 8.6. Any Member elected to the Production Assistants' Caucus Advisory Committee or as the Caucus Representative of the Production Assistants Caucus Advisory Committee that subsequently becomes a Full Member during his or her term as such shall be entitled to remain in his or her respective position on the Production Assistants' Caucus Advisory Committee or as the Production Assistants' Caucus Representative for the remainder of

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his or her term, notwithstanding such change in membership status, provided that such Member satisfy the criteria pursuant to Bylaw 3.2.

8.7. The Caucus Representatives shall hold seats on the Executive Board for a two year term.

BYLAW 9. (Committees)

9.1. The Executive Board may delegate any, but not all, of its duties to any committee which it forms (the “**Committees**”), provided that such committees consist only of Members in good standing, consist of no more than one Executive Board member, and that the chair of any such Committee be appointed by the Executive Board. Committees shall be free to determine their own procedures, subject to Bylaw 9.2. For greater certainty, the creation of any committee and their mandate and procedures shall not require any amendment to the Bylaws or the approval of the Members.

9.2. A Committee shall conform to any rules and/or terms of reference imposed on it by the Executive Board and shall report its activities in the exercise of its mandate to the Executive Board through the senior staff officer of the District Council who, in turn, will ensure this information is circulated as expeditiously as possible to the Executive Board.

9.3. Subject to the Societies Act, the District Council shall indemnify and save harmless each committee member and committee chair, and their respective heirs, executors, administrators and representatives from and against all actions, causes of action and claims for damages, interest, costs, or any loss or injury of any nature or kind whatsoever which in any way related to any action taken by a committee member or committee chair within the scope of that person’s position on the Committee.

9.4. Unless otherwise determined by the Executive Board, all Committees shall be deemed to be dissolved at each Annual General Meeting. Further, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any of the Committees.

BYLAW 10. (Collective Agreement)

10.1. The District Council in accordance with the National Constitution will negotiate and conclude Collective Agreements on behalf of its membership, with the Executive Board having final approval on all concessions and said Collective Agreements to be signed by the Chair of the District Council or any officer of the District Council so authorized by the Executive Board.

10.2. The District Council may file, only in its own name and on its own behalf, an action, court proceeding or an application before any administrative tribunal, including an application for certification or an unfair labour practice complaint, upon a resolution of the Executive Board passed by at least two-thirds (2/3) of the votes cast by those Executive Board who are entitled to vote.

BYLAW 11. (Finance)

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11.1. With respect to any given production, the District Council shall collect and retain the Producers' Levy and the Members' Check-Offs where either:

- (a) the applicable production company's home base is within the territory of the District Council; or
- (b) the entire production is shot within the territory of the District Council.

In the case of dispute between district councils on such matters described in this bylaw, the executive board of the DGC will be the arbitrator.

11.2. All DGC members' annual dues, special assessments and initiation fees are to be billed and collected by the office of the DGC.

11.3. All contributions to any fringe benefits will be administered by the District Council on behalf of the membership as determined by the Executive Board.

11.4. The District Council is responsible for the collection of all bonds for any production within its boundaries and the retaining, releasing, and disbursing of same as per the current applicable Collective Agreement or code or schedule of compensation and working conditions.

11.5. The District Council will supply to the Secretary/Treasurer of the DGC a copy of the audited annual financial statements of the District Council.

11.6. No Member, Executive Officer or Caucus Representative shall be remunerated for being a member of the Executive Board or of a Committee, but may be reimbursed for all expenses necessarily and reasonably incurred by him or her and/or be provided an honorarium, at the discretion of the Executive Board, for extraordinary service or time expended while engaged in the affairs of the District Council.

BYLAW 12. (National Character)

12.1. The DGC has jurisdiction throughout Canada. It is the understanding of the District Council that the DGC is a national organization. The District Council endorses and subscribes to the principle of free movement of the members of the DGC throughout the country to work anywhere within the national jurisdiction of the DGC.

12.2. It is also understood by all parties that all district councils of the DGC have the same status, with general principles of equality applied, within the DGC. All district councils will have equal opportunity and access in terms of DGC facilities, procedures, and offices.

BYLAW 13. (Working Conditions, Procedures and Expectations)

13.1. No provisions are made in the Bylaws with respect to the wages, hours of employment, or working conditions of the Members. However, the Members have agreed upon, or will in the future agree upon, wages, hours of employment, and working conditions which are, or may be included in various Collective Agreements, or codes or schedules of compensation and working conditions and they have agreed to be governed by such

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agreements, or codes or schedules of compensation and working conditions in every case in which they apply. Such Collective Agreements, or codes or schedules of compensation and working conditions shall be obeyed and upheld by each Member and any violation of this Bylaw shall constitute as misconduct by the Member and may subject such Member to discipline up to and including suspension or expulsion from their membership from DGC and/or the District Council.

- 13.2. A Member who willfully violates any provision(s) of such Collective Agreements, or codes or schedules of compensation and working conditions or of the working rules or who offers his/her services for less, or accepts less, than that amount of wages prescribed in such Collective Agreements, or codes or schedules of compensation and working conditions or the working rules, may be subject to discipline up to and including suspension or expulsion from their membership from DGC and/or the District Council.
- 13.3. All contracts for the service of staff of the District Council or a Member providing services to the District Council shall immediately be submitted for the approval of the Executive Board.
- 13.4. All Members who act as employers or engagers within the District Council jurisdiction must sign the Collective Agreement, or an agreement, or code or schedule of compensation and working conditions as negotiated by the parties and approved by the Executive Board. Violations of any part of this Bylaw may subject such Member to discipline up to and including suspension or expulsion from their membership from DGC and/or the District Council.
- 13.5. The District Council office shall use its reasonable efforts to maintain a list of available Members who wish to be considered for work opportunities. Members will keep the District Council office fully informed about any changes in address, email and any other contact information required to be included on the register of members of the District Council.
- 13.6. Before accepting employment on a non-signatory production within the District Council jurisdiction, DGC members must make a request for dispensation, in writing, to the Executive Board.
- 13.7. Each Member shall be required to notify the District Council office, either in person, in writing (by way of Electronic Means permitted), or by phone, of any and all work calls which he/she intends to accept in a classification covered by the working rules. Such notifications shall be made prior to the starting time, and the following information shall be given to the District Council: (a) name of reporting Member; (b) job classification working under; (c) employer or engager working for; (d) starting date; (e) expected duration of the work; and (f) locale of the work.
- 13.8. Unless otherwise determined by the Executive Board, any Member working on any production when not in good standing or on withdrawal status as per the National Constitution, may be subject to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.

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- 13.9. Any Member making false representations as to his/her membership status or working classification(s) in the DGC, may be subject to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.10. Any Member who leaves his/her position or terminates his/her call before the expiration of the agreed period of employment, except due to emergency or due to a reason protected under Sections 13 or 14 of the BC *Human Rights Code*, or by mutual agreement with the employer, without first obtaining the sanction of the Executive Board may be subject to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.11. No Member shall have the right to waive or defer any money due for their services, except monies in excess of District Council minimum wages. Violations of any part of this Bylaw may subject such Member the offender to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.12. Where any employer or engagor has failed to pay in full for the services of a Member, such failure must be reported to the designated production executive and the District Council office by the Member no later than eight (8) days following the time that payment was due.
- 13.13. No Member shall be allowed to work in any studio, on any location, on any productions, or for any employer or engagor, or for companies he/she controls, that are or have been declared unfair by the Executive Board. Violations of any part of this Bylaw may subject such Member the offender to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.14. No Member shall be allowed to work for any employer or engagor who is not a signatory to a Collective Agreement, or code or schedule of compensation and working conditions, except by written permission of the Executive Board. Violations of any part of this Bylaw may subject such Member the offender to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.15. In no case shall any Member employ, or assist in securing employment in a Category or classification covered by this District Council, any person who is not a member of the DGC except by written permission of the Executive Board. Violations of any part of this Bylaw may subject such Member the offender to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.16. A Member who is a Production Manager, First Assistant Director, or Location Manager shall see that the Collective Agreement, or an agreement, or code or schedule of compensation and working conditions is adhered to and that working conditions are safe at all times and shall request from the employer or engagor that the necessary changes be made to ensure same, i.e. first aid kit, pure drinking water, toilet facilities, etc.
- 13.17. Whenever any complaint, dispute, or disagreement arises between a Member and an employer or engagor, or between Members, with respect to a given production, the matter shall immediately be referred by the Member or Members involved to their Category Head for adjustment. When in the opinion of the Category Head, he/she is unable to

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settle the dispute, the Category Head shall refer the matter to a production executive and the District Council for action.

- 13.18. A Member who disregards an order of the Executive Board, or of his/her Category Head, as outlined in Bylaws 13.15, 13.16 or 13.17, may be subject to discipline up to and including suspension or expulsion from their membership from DGC and the District Council.
- 13.19. Every Member shall be expected to conscientiously function in and master his/her Category to the best of his/her ability.
- 13.20. Every Member shall refrain from any conduct detrimental to the DGC, the District Council, any other Members, or any staff of the District Council or DGC. Such conduct includes:
- (a) engaging in fraud, defamation, blackmail, intimidation, harassment, abusive treatment or other similar action or any other inappropriate conduct, including, without limitation, any course of conduct or comment consisting of actions or words that disparage or cause humiliation to a person;
 - (b) acting in a manner that is prejudicial to the interest and welfare of the District Council, its Members or the DGC; or
 - (c) engaging in any other conduct unbecoming of a Member.

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BYLAW 14. (Complaints and Discipline)

14.1. **Definitions:** in this Bylaw, the following words have the following meanings (whether capitalized or not):

- (a) “**Complainant**” means any Member, the Executive Director, or the Executive Board, who brings a Complaint.
- (b) “**Complaint**” means a written complaint by a Complainant delivered to District Council staff alleging that a Member has violated these Bylaws, the Constitution, the Policies, the DGC Rules or any specific resolution of the Members or of the Executive Board.
- (c) “**Discipline**” means any remedy including warning, reprimand, fine, apology, suspension or expulsion from membership or any other disciplinary or remedial action just in all of the circumstances.
- (d) “**Hearings Committee**” means a Hearings Committee Chair who will be a neutral third party engaged by the District Council, and two (2) Members in good standing appointed by the Hearings Committee Chair, in accordance with the following:
 - (i) the Hearings Committee chair may consult with District Council staff to obtain a list of Members who may be appointed to the Hearings Committee;
 - (ii) at least one Hearings Committee member must be from the same Caucus as the Respondent; and
 - (iii) neither the Hearings Committee Chair nor any other Hearings Committee member may have any interest, whether direct or indirect, in the subject matter of the Complaint.
- (e) “**Respondent**” means a Member against whom a Complaint is brought.

14.2. Complaints should be brought in a timely manner; if the allegations in a Complaint occurred longer than one year ago, a Complaint will be not be accepted for filing by the District Council staff unless an exception is granted by the Executive Board in its sole discretion.

14.3. A Complainant may file a Complaint against a Respondent; the Complaint must contain sufficient particulars of the allegations in order to be accepted for filing by District Council staff.

14.4. A person who is not a Member may bring to the attention of the District Council allegations regarding a Member who has engaged in conduct that violates these Bylaws, the Constitution, the Policies, the DGC Rules or any specific resolution of the Members or of the Executive Board. The Executive Director or the Executive Board may, upon receipt of such allegations, choose to file a Complaint against the Member.

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- 14.5. If a Complaint is brought by the Executive Board, District Council staff will refer the Complaint directly to the Hearings Committee. In all other cases, District Council staff will refer the Complaint to the Executive Board.
- 14.6. At any time, the District Council staff, Executive Board, or Hearings Committee, may, at its or their option, choose to engage a third party to assist in dealing with a Complaint (examples include a mediator or investigator). The District Council will have the right to participate in any alternative dispute resolution processes.
- 14.7. The Executive Board may order certain rights of Membership held by a Respondent be temporarily placed on hold pending the outcome of a Complaint; in no case will such an interim order prevent the Respondent from working under the Collective Agreement or impact any of their rights with respect to their health and welfare benefits or retirement savings. Prior to such an interim order being declared, the Executive Board shall notify the Respondent in writing and the Respondent must be given an opportunity to make representations to the Executive Board in respect of the allegations against them and the proposed interim order.
- 14.8. Upon receipt of a Complaint, and at any time thereafter, the Executive Board may, by Executive Board Resolution:
- (a) reject the Complaint for filing (for instance, because it is filed in bad faith, is frivolous or vexatious or does not disclose a potential breach on its face);
 - (b) dismiss the Complaint on its merits;
 - (c) allow the Complaint and order discipline against the Respondent; or
 - (d) refer the complaint to a Hearings Committee (for instance, because the allegations are of a complex, serious or sensitive nature).
- 14.9. Upon hearing of a Complaint, the Hearings Committee may, by majority vote:
- (a) dismiss the Complaint on its merits; or
 - (b) allow the Complaint and order discipline against the Respondent.
- 14.10. Parties to a Complaint may be represented by legal counsel before a Hearings Committee; however, the cost of such representation will be borne 100% by the party.
- 14.11. Members of the Hearings Committee will be compensated by the District Council for their time.
- 14.12. Subject to any applicable laws such as the B.C. *Labour Relations Code*, a decision by the Executive Board or the Hearings Committee (as the case may be) is final.

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- 14.13. Members who are witnesses to a Complaint must, if requested by the District Council, make every reasonable effort to assist with the Complaint process, including appearing as a witness.
- 14.14. The District Council may publish a summary of any decision made under this Bylaw on the District Council's website, or any other publication means deemed appropriate by the District Council.
- 14.15. The Executive Board or the Hearings Committee (as the case may be) shall determine its own rules and procedures, provided that at all times the principles of natural justice and fairness are observed. In this context, natural justice is a flexible concept which must take into account the circumstances of each case, and which embraces the right to be heard, the right to a fair hearing and the rule against bias of the decision maker. The Executive Board or the Hearings Committee (as the case may be) are given broad remedial powers to issue discipline under this Bylaw.
- 14.16. A decision by the Executive Board or the Hearings Committee (as the case may be) under Bylaw 14.8 or 14.9 will be accompanied by written reasons, which shall be filed with the Secretary/Treasurer through the District Council office and forwarded to each party to the complaint. The Secretary/Treasurer shall in turn forward a copy to the Executive Board. The scope of the written reasons will depend on the nature of the Complaint and the seriousness of the discipline (if any).
- 14.17. Prior to a Member being disciplined under this Bylaw, the Member must be given a written notice, to include a brief statement regarding the Complaint, the proposed discipline and reasons therefor, and the process by which the Complaint will be dealt with. The Member must be given a reasonable opportunity to make representations to the Executive Board or Hearings Committee (as the case may be) in respect of the Complaint and proposed discipline.

BYLAW 15. (Conflict of Interest)

- 15.1. If a Member is a signatory to a Collective Agreement or code or schedule of compensation and working conditions negotiated or established by the District Council, or an officer or proprietor of a company or firm employing or engaging Members, such member shall declare his/her conflict of interest and refrain from participating in any discussion or decision relative to any such agreement, code or schedule.
- 15.2. Any District Council member who is principally a "production executive", as that term is commonly used and understood in the motion picture industry, in a company which employs or engages Members and which principally produces, distributes, exhibits, or finances theatrical motion pictures, television films or tapes, or who has been determined to be a "manager" pursuant to the provision of the Labour Relations Code, as amended from time to time, or the Canada Labour Code, as amended from time to time, and who as a consequence would have a conflict of interest, shall be ineligible to be a member of any committee to negotiate any Collective Agreement or establish any code or schedule of compensation and working conditions.

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- 15.3. The Executive Board may determine that a Member has a personal interest in a matter being considered by the Executive Board or the District Council. Should the Executive Board make such a determination, the Member involved shall be excluded from the meeting of the Executive Board or the District Council, whichever is applicable, during the consideration of such matter.
- 15.4. If there is a dispute as to whether a Member is a production executive or in a conflict of interest, the matter shall be reviewed by the Executive Board, and if deemed necessary, placed on the agenda of the next membership meeting.

BYLAW 16. (Amendments)

- 16.1. A proposed amendment to the Constitution or Bylaws brought forward by the membership will be put to a vote of the membership if submitted in writing to the Executive Board under the signatures of at least ten Full Members.
- 16.2. The Executive Board or Full Members may from time to time propose amendments to the Constitution or Bylaws relating in any way to the District Council or to the conduct of its business and affairs, but no amendment(s) shall be effective until sanctioned by a Special Resolution passed by Full Members in either of the two following manners, such manner to be chosen by the Executive Board, in its discretion:
- (a) by a vote of Full Members in good standing conducted by mail ballot, electronic ballot or any combination thereof, as determined by the Executive Board, for the purpose of considering same, provided that in order for such a vote to be valid, at least ten percent (10%) of Full Members in good standing must return ballots. Such a vote shall take place during a period of sixty (60) days, commencing on the fourteenth (14th) day after ballots are distributed. The Executive Board must retain the services of a third-party, independent organization which shall supervise the distribution and tabulation of the election ballots and report the results to the Executive Board. The third-party, independent organization will be directed not to send ballot check-off lists to the District Council office during the election period. Ballots must be returned in accordance with the directions specified in the materials used to distribute the ballots in order to be counted; or
 - (b) by a vote of Full Members in person (or by Electronic Means) or by proxy at a meeting of the Members duly called for the purpose of considering same.

BYLAW 17. (Auditor)

- 17.1. At each Annual General Meeting, the District Council shall appoint an auditor for the ensuing year, who shall be a Chartered Professional Accountant or firm of Chartered Professional Accountants with the necessary license(s) to audit DGC (the “**Auditor**”). The appointment of the Auditor shall be in effect until the next Annual General Meeting.

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- 17.2. An Auditor may be removed by an Ordinary Resolution at a membership meeting, subject to the Societies Act.
- 17.3. An Auditor shall be informed forthwith in writing of appointment or removal.
- 17.4. No Executive Board member and no staff of the District Council may act as an Auditor of the District Council.
- 17.5. The Auditor may attend meetings of the Members.

BYLAW 18. (Policies)

- 18.1. The Executive Board may establish policies from time to time (“**Policies**”), which may either establish the mission, vision and values of the District Council, or provide guidance to the Members, the Executive Board and/or any Committees regarding any business, operation or affairs of the District Council.
- 18.2. Any Policy, established or amended pursuant to Bylaw 18.1 may be amended, cancelled or retracted at any time, without notice, by the Executive Board from time to time without further consent of the Members.

BYLAW 19. (Inspection of Records)

- 19.1. Unless the Executive Board determines otherwise, subject only to Section 24(2)(a) of the Societies Act, no Member is entitled to inspect or obtain a copy of any of the records of the District Council described in Section 20(2) of the Societies Act.
- 19.2. Any Member wishing to inspect any records of the District Council that are permitted to inspect under the Societies Act, shall provide a written request to the Executive Board and make an appointment on a date agreed upon by the District Council to inspect the records of the District Council during normal business hours on a Business Day.
- 19.3. Unless otherwise determined by the Executive Board, all records of the District Council (including any copies made thereof) shall not be reproduced or disclosed without the express written consent of the Executive Board.
- 19.4. Subject to the Societies Act, the District Council may in its sole discretion provide or send any record or document electronically to the party requesting such record or document in a manner the District Council sees fit.
- 19.5. The District Council may charge a fee for any copies of records requested by a Member pursuant to the Societies Act.