Bylaws

September 2021 (2021 v2)

A by-law relating generally to the conduct of the affairs of the Saskatchewan Interactive Media Association Inc.

Definitions

1. In this by-law and all other by-laws of the corporation, unless the context otherwise requires:

    a) "Act" means the Non-Profit Corporations Act of Saskatchewan, its successor documents, parallel documents, amendments, and other applicable laws of Saskatchewan, and Canada;
    b) "Articles" means the articles attached to the certificate of incorporation or continuance of the corporation and from time to time amended or restated;
    c) "by-law" means any by-law of the corporation from time to time in force and effect;
    d) all terms contained in the by-laws which are not defined in the by-laws and which are defined on the Act shall have the meaning given to such terms as given in the Act;
    e) "the directors" and "Board" mean the directors and Board of the corporation for the time being;
    f) "in writing" and "written" includes printing, lithography, email, and other commonly used modes of representing or reproducing words in visible form;
    g) words importing the singular number only shall include the plural and vice versa, words importing the masculineone gender shall include the feminine and neuterall genders, words importing persons shall include bodies corporate, partnerships, and other related or implied bodies of parties with a relevant relationship;
    h) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
    i) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
    j) SaskInteractive is the Saskatchewan Interactive Media Association Inc.

    The Saskatchewan Interactive Media Association Inc. is the professional organization of Interactive Media Developers in Saskatchewan. As that professional voice, the Association will act on behalf of its members to represent the views of Interactive Media Developers in Saskatchewan to Government, Industry, Business, the News Media, and to the general public.

Type of Corporation

2. The Saskatchewan Interactive Media Association Inc. is a provincially incorporated membership non-profit corporation as described in various acts of the Province of Saskatchewan and is governed by the laws pertaining to corporations in the Province of Saskatchewan, Canada, primarily the Saskatchewan Non-Profit Corporations Act.

Rules of order

3. The rules of order and rules regarding governance of the corporation will follow this order of precedence:

    a) The Saskatchewan Non-Profit Corporations Act, and all other applicable Canadian legislation.
    b) The By-laws of the corporation
    c) Special Resolutions of the Corporation, or other resolutions requiring more than normal quorum
    d) Normal Resolutions of the corporation, or membership

e) Resolutions of the Board of Directors

Membership Classes

4. Membership shall be divided into two classes, namely Full (Class A) Membership and Supporter (Class B) Membership, hereinafter collectively referred to as "members".

   a) Full (Class A) Membership

      Class A membership shall be available only to individuals, companies or organizations that are engaged in the creation of digital media content and that are approved by the board. The term of membership of a Class A Member shall be annual, subject to renewal in accordance with the policies of the Corporation. Each Class A Member shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A Member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

   b) Supporter (Class B) Membership

      Class B membership shall be available to (i) companies that provide professional services for the digital media industry and that are approved by the board or (ii) digital media industry associated stakeholders, foundations, societies or organizations that are approved by the board. The term of membership of a Class B Member shall be annual, subject to renewal in accordance with the policies of the Corporation. Class B Members shall be entitled to receive notice of and attend ~~at~~meetings of the members of the Corporation, but no Class B Member shall be entitled to vote at such meetings except as specifically provided by the Act.

   c) Resignation

      Any member may resign from membership in the Corporation upon notice in writing thereof received by the Corporation. A resignation shall be effective on the date specified in the notice.

   d) Termination of Membership

      The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

      i) upon death or dissolution of the member;
      ii) a member fails to maintain any qualifications for membership as described in this by-law;
      iii) when the member's period of membership expires;
      iv) when the member ceases to be a member by resignation or otherwise in accordance with this by-law;
      v) if a special resolution of the members is passed to remove the member; or
      vi) the Corporation is liquidated or dissolved

Membership Dues

5. Membership fees and dues shall be determined by resolution by the board of directors from time to time. Members shall be notified in writing of the membership fees and dues at any time payable by them, and if any are not paid in accordance with the policies of the Corporation, the members in default shall automatically cease to be members of the Corporation.

Members Meetings

6. The ~~Chairman~~Chair of the Board, ~~if any,~~ the ~~President~~Executive Director, or the Board by resolution may, and the Secretary shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, at any time call and at any place convene the annual or a special meeting of the members.

7. Notice of any meeting of ~~shareholders~~members or any irregularity in any such meeting or in the notice thereof may be waived by any member, the duly appointed proxy of such member or any other person entitled to attend the meeting of the members ~~of~~on behalf of the member, in any manner and such waiver may validly be given either before or after the meeting to which such waiver relates. Attendance of any member, duly appointed proxy of any member or any other person entitled to attend the meeting of members on behalf of the member shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states that ~~his~~their attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

8. A quorum for any meeting of members shall be constituted only if twenty (20%) percent of the total number of voting members are present or are represented by proxy or other representative. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting, notwithstanding a call of quorum. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting may conduct only one order of business, and that is to fix the time and date of the next meeting. All lawful notice requirements for meetings apply to the meeting called by this means.

9. The ~~chairman, if any,~~chair of the Board, or in their absence the ~~President~~Executive Director, or in their absence any Officer of the corporation shall preside as chair of every meeting of the members of the corporation. If there is no such chair, or if at any meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the members present shall endorse someone of their number to be chair of the meeting.

10. The chair of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present thereat. If there is not a quorum as so constituted, present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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 held in accordance with the notice calling the same.

11. Voting at a meeting of members shall be by show of hands or appropriate voting marker/card except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting, and in the case of an equality of votes the chair of the meeting shall both on a show of hands and on a ballot have a second or casting vote in addition to the vote or votes to which ~~he~~they may be entitled as a member. A chair who is not a member of the corporation, and who would not have the right to vote under normal circumstances, will have the right to cast a vote in such a situation.

    At a meeting, unless a ballot is demanded or other rules of order apply, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Proxies and voting

12. In regard to proxies and voting:

    a) Votes at meetings of members must be given either personally notor by proxy.
    b) At every meeting at which a person is entitled to vote, every Class A Full Member present shall have one (1) vote on a show of hands.
    c) Upon a ballot on which a person is entitled to vote every shareholderClass A Full Member present in person notor by proxy shall have one (1) vote for every membership voting right held.
    d) The membership may from time to time pass regulations regarding the lodging of instruments at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such instruments to be transmitted before the meeting or adjourned meeting to the corporation appointed for the purpose of receiving such particulars and providing that instruments appointing so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in their discretion accept any form of reasonably confirmable communication (telegraph, telephone, telex, e-mail, fax, video, written, secure server transaction, and other communication means) as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such

authority has been lodged with the corporation, and any votes given in accordance with such methods of communication shall be valid and shall be counted.

Resolutions in Writing and by Voting by Signature

13. A resolution in writing, or other accepted means of transmission (such as electronic transmission) signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.

    a) The corporation may from time to time pass regulations as to what constitutes a legal signature for its own proceedings. Such signatures may include written signatures, email, and electronic signatures and electronic verification means as may be in use by the corporation.

14. A resolution in writing dealing with all of the matters required by the Act to be dealt with at a meeting of the members, and signed by all of the members entitled to vote at the meeting, satisfies all of the requirements of the Act relating to meetings of members.

    a) Resolutions in writing contemplated by this section (13) may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

Directors

15. The Board shall consist of such number of directors as may be specifically fixed from time to time by resolution of the corporation, notwithstanding minimum and maximum numbers set in the by-laws and articles. The Board shall manage or supervise the management of the affairs and business of the corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the corporation and which are not by the Act or other statute, the articles, the by laws or any resolution of the corporation expressly directed or required to be done in some other manner.

    a) The minimum number of directors will be three and the maximum number will be eleven.
    b) Directors must be members of SaskInteractive, notwithstanding other by-laws, regulations, or resolutions of SaskInteractive which may limit who may serve or present qualifications or requirements for holding the office of director.
    c) Where there is a vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. Furthermore, the Board may appoint directors to fill vacancies, whose termwho will servehold office for two yearsthe unexpired term of their predecessor.
    d) Directors so placed will exercise full director's powers and authority.
    e) Directors who miss three consecutive meetings can be removed from the board at the discretion of the other board members by a 2/3 majority vote.

Term of Office

16. The term of office of a director shall be from the final adjournment or termination of the meeting at which they are elected for two years; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which their successor is elected unless such meeting was called for the purpose of removing them from office as a director in which case the director so removed shall vacate office forthwith upon the passing of the resolution calling for his removal. Retiring directors, if qualified, are eligible for re-election.

    a) Whenever at any election of directors of the corporation the full number of directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors elected so constitutes a quorum.

Meetings of Directors

17. Meetings of the Board and of any committee of the Board may be held at any place within Saskatchewan or outside Saskatchewan, except where may be limited by statute. A meeting of the Board may be convened by the Chair of the Board (if any), the President, or any two (2) directors at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of the Board. Except as otherwise provided in the act, the by-laws, and resolutions of the corporation, the directors either as a Board or as a committee thereof may convene, adjourn, and otherwise regulate their meetings as they think fit.

18. Notice of the time and place of each meeting of the Board shall be given in the manner provided in the section(s) 25 through 30 (not exclusive of other bylaws pertaining to this subject, nor any laws applicable) hereof to each director, in the case of notice given by personal delivery, e-mail, telephone, or other form of communication, not less than forty-eight (48) hours before the time the meeting is so held, and in the case of notice given by mail, not less than ninety-six (96) hours before the time when the meeting is to be held; provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors are present (including present by way of electronic participation) or if all the absent directors waive notice.

    For the first meeting of the Board to be held immediately following the election of the directors at an annual or general meeting of the Board, no notice need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of directors is present. This section of the by-laws constitutes notice that a meeting of the Board will be held immediately following such a meeting, provided a quorum of directors is present.

19. Unless otherwise determined by a resolution of the directors or of the corporation, a minimum of three (3) directors shall constitute a quorum for any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice of the meeting in the notice thereof, the only action the directors present may take, is to fix the time and place of the next meeting.

20. The Chair~~, if any,~~ of the Board, or in ~~his~~their absence the ~~President~~Executive Director, or in their absence~~,~~ any ~~vice-president,~~Officer of the corporation shall preside as chair of every meeting of the directors of the corporation, but if at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the same, the directors present may choose one of their number to be chair of the meeting.

21. The Chair of a meeting may with the consent of the meeting adjourn any meeting of the Board from time to time to a fixed time and place and subject to the Act no notice of the fixed time and place for the holding of the meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of the present thereat. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

22. Decisions of the directors shall be determined by a majority of votes of the directors present, and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

23. Resolutions

    a) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.
    b) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, satisfies all the requirements of the Act relating to the meetings of directors.
    c) Resolutions in writing contemplated by this paragraph 22 may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.

Voting Securities, Interests, and Holdings in other Bodies, Corporate or Otherwise

24. All securities, interests, or holdings carrying voting rights held from time to time by the corporation may be voted at all meetings of members, shareholders, bondholders, debenture-holders, stakeholders, representative bodies, etc., as the case may be, of such other body, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any officers of the corporation (or where the corporation only has one officer, that officer) may also from time to time execute and deliver for and on behalf of the corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without necessity of a resolution or other action by the Board.

Notices

25. Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a members, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to ~~his~~their latest address as shown in the records of the corporation or if mailed to ~~him~~the individual at ~~his~~their said address by prepaid ordinary or air mail or if sent to ~~him~~the individual by telex, telegram, or other communications means agreed to and commonly used for communication within the corporation and its members. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so dispatched shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor, or member of a committee of the Board in accordance with any information which the secretary believes to be reliable.

26. In computing the time when notice must be given under any provision requiring a specific number of hours' notice of any meeting or other event, the hour of giving the notice and the hour of the commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

27. Where notices or other documents required to be given by the corporation to its members have been mailed to a member at ~~his~~their latest address as shown in the records of the corporation and where on three (3) consecutive occasions, notices or other documents have been returned by the post office to the corporation, the corporation is not required to mail to the member any further notices or other documents until such time as the corporation receives written notice from the member requesting that notices and other documents be sent to the shareholder at a specified address.

28. All notices or other documents shall, with respect to memberships registered in more than one name (such as a partnership), be given to whichever of such persons is named first in the records of the corporation and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of a membership.

29. The signature of any director or officer of the corporation to any notice may be written, stamped, typed, printed, or otherwise affixed to notice. Partial signatures (except where such partial signature violates duly designated corporate authentication procedures) will be deemed to be in full.

30. A special general meeting and the annual general meeting of members of the corporation may be convened by one and the same notice, and it shall be no objection to the said meeting that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

Fiscal Year

31. The fiscal year of the corporation shall terminate on such day in each year as the board may from time to time by resolution determine

Registered Office

32. The Corporation may from time to time:

    a) by resolution of the Board of Directors change the address of the registered office of the Corporation within the municipality specified in the articles.
    b) by special resolution change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

Seal

33. The seal of the corporation shall be such as the Board may from time to time adopt Manner of Execution of Contracts

34. Contracts, documents or instruments in writing may be signed by any two officers or directors, and all contracts, documents, or instruments in writing so signed shall be binding upon the corporation. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing as per the SaskInteractive Board Policy Manual.