

APPLICATION FOR INCORPORATION

We, the undersigned, hereby declare that we desire to have a society incorporated under the *Societies Act* and that

CONSTITUTION

Western Arctic Moving Pictures

The mission of the society is:

To produce, support, showcase and promote independent film, video, and digital media throughout the Northwest Territories.

The Operations of the Society are to be chiefly carried on in Yellowknife.

BY-LAWS

1. **Terms of Admission:** All individuals in good standing shall be eligible for admission to membership in the Society on payment of the membership fee.
2. **Rights of Members:** All members of the Society shall, where competence is proven, have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities
3. **Obligations of Members:** Each member shall pay an annual membership fee at such time and in such amount as is determined by the members at each annual general meeting.
4. **Withdrawal and Expulsion of Members:**
 - a. Any Member may withdraw from membership in the Society by notice in writing to the Secretary.
 - b. Any Members whose conduct is considered detrimental to the Society who is more than thirty days in default in paying annual dues or rental fees may be expelled by a resolution passed by a majority of the directors of the Society.
5. **Meetings:**
 - a. An Annual General Meeting of the Society shall be held between 31 and 180 days after the date of the fiscal year end;
 - b. General meetings of the Society shall be held at the call of the President;
 - c. Any ten members may call a special meeting by presenting a signed request to the President, who shall call a meeting within twenty one days after receipt of such request;

- d. Notice of any general or special meeting shall be given at least seven days prior to the date set for the meeting. Notices of such meetings shall be provided by the posting of posters throughout the area of operations, and/or by publications in a newspaper of general circulation and/or email to the membership. such Notices shall set out for the time, place and business to be transacted at such meeting;
- e. Thirty (30)% of the paid up members shall constitute a quorum at all meetings;
- f. If both the President or Vice-President are not present at a meeting, the meeting will elect a Chairman for the purposes of that meeting only;
- g. Each Member is entitled to one vote on any motion or resolution at all meetings.

6. Directors:

- a. Until the first annual general meeting, the directors shall consist of the subscribers to the Application and By-laws;
- b. There shall be between 3 (three) and 7 (six) directors elected from among the Members of the Society at the first and each subsequent annual general meeting;
- c. The Directors shall have the power to appoint chairpersons to head necessary committees, who shall be responsible to the directors and shall not hold the designated offices for any period beyond the next annual general meeting;
- d. The majority of directors shall have the power to appoint a member of the Society to fill vacancy in their numbers and any director so appointed shall retire from office on completion of the unexpired portion of the term of the director he replaces;
- e. The directors shall be responsible for conducting the affairs of the Society in accordance with its objects, by-laws and the *Societies Act*;
- f. A majority of directors will constitute a quorum at any director's meeting;
- g. Any director may be expelled by a 2/3 majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his duties as a director as provide in these By-laws;
- h. Directors or other officers shall be paid traveling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.

7. Officers:

- a. The President shall be elected from among the Members of the Society at each annual general meeting.
- b. The directors from their own number shall, at their first meeting after incorporation and at their first meeting after the annual general meeting in each succeeding year, elect a Vice-President, Secretary, Treasurer and such other officers as are deemed necessary;

- c. Such officers shall hold office until the conclusion of each annual general meeting at which time a meeting of the newly elected directors will be convened to elect their successors;
 - d. The President shall, when present, preside at all meetings of the members and of the directors. The President shall be responsible for the general management and supervision of the affairs and operations of the Society;
 - e. The Secretary shall cause to be communicated notices of all meeting of members and all meetings of directors, and is responsible for keeping minutes of all such meetings;
 - f. The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Society;
 - g. The Vice-President shall exercise the duties and powers o the President, Secretary and Treasurer in their respective absences;
 - h. The offices of Secretary and Treasurer may be combined into one office to be known as Secretary-Treasurer.
8. **Borrowing Powers:** The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case shall debentures be issued except pursuant to an extraordinary resolution.
9. **Disposal of Funds:**
- a. All monies received by or on behalf of the Society shall be deposited in the Society's bank account in trust for the Society, which account shall be with one of the chartered banks of Canada;
 - b. All disbursements from the trust bank shall be made by cheques signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors.
10. **Auditor:**
- a. At the annual general meeting an auditor may be elected for the ensuing year;
 - b. At each annual general meeting an annual financial statement containing:
 - i. The assets and liabilities of the Society in the form of a balance sheet, and
 - ii. Receipts and disbursements of the Society since the date of incorporation or he date of the previous financial statement and signed by the auditor, or by two directors if there is no auditor, shall be presented for the inspection of the members.
11. **Seal and Signing Authority:**
- a. The deal of the Society shall have the name of the Society n a circle around the word "SEAL"
 - b. The seal shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by authority of a

resolution of the directors, and in the presence of the Secretary and at least one other director;

- c. The Secretary and at least one other director shall have the authority to sign instruments or documents on behalf of the Society.

12. **Minutes of Meetings, Books and Records:** All books and records of the Society shall be open to the inspection of members at each annual general meeting.
13. **Fiscal Year:** The fiscal year of the Society shall end on the 31st day of March of each year.
14. **Distribution of Assets:** The Society shall not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Society, all remaining assets shall be distributed among Canadian charities registered pursuant to the *Income Tax Act*.
15. **Arbitration:** Any dispute arising in the circumstances set out in section 7 of the *Societies Act* shall be decided by arbitration under the *Arbitration Act*.