



QUEBEC

DIGITAL EXPERIENCES
PRODUCERS ASSOCIATION

- ARTICLES AND BY-LAWS -

MEMBERS

1. The members of the corporation comprise:
 - 1.1 The representatives of a corporation whose activities include the production of digital content and/or its treatment;
 - 1.2 Independent professionals whose activities include the production of digital content and/or its treatment.
2. The accession of new members is ratified by the Board of Directors.
3. Any member can quit the corporation by giving the corporation their written resignation and by sending a copy to the secretary of the corporation.
4. The amount of the annual contribution of members is set by the Board of Directors.

MEETINGS OF THE MEMBERS

5. The annual general meeting of the members of the corporation takes place at a date that the Board of Directors can determine by resolution, when convened by the president or vice president, and via a written notice sent ten (10) days prior to each member of the corporation, addressed to their e-mail address entered in the registers, in order to receive the annual report of the directors, the balance sheet, the statement of revenue and expense, and the report of the auditors of the corporation, when appropriate; to elect the directors; and, if needed, name auditors for the following year and resolve the general affairs of the corporation.
6. Special general meetings of the members of the corporation can take place when convened by the president or vice president, or at the request of the majority of the Board of Directors, or at the written request of at least a tenth of the members of the

corporation addressed to the Board of Directors. The notice for these meetings must be given to the members in the same way as for the annual general meeting, and this notice must indicate the nature of the affairs that will be discussed.

7. Members' meetings, annual and special, can take place without notice if all the members are present or if all the members sign a written waiver of notice of the time, place and purpose of these meetings.
8. At any meeting of the members, 15% of members present in person or via proxy constitute a quorum for the transaction of business, and each member is entitled to one vote at an annual general meeting or a special meeting of the corporation.

BOARD OF DIRECTORS

9. The affairs of the corporation are managed by a Board of Directors, which consists of nine (9) members of the corporation whose services are not remunerated, elected at the annual general meeting of the corporation or at any special general meeting for that purpose.
10. Seven (7) members are representatives of production corporations; two (2) members are independent consultants; in case of an absence or lack of candidacies, the general meeting can accept to exceptionally derogate to this rule before the vote.
11. The members of the Board of Directors can be co-opted in order to be appointed; if so, their election must be confirmed at the general meeting or during a special general meeting.
12. Any active member in good standing is eligible as a member of the Board of Directors.
13. Any member who sits or wants to sit on the Board of Directors of another association in the media production industry during his term must inform the Board of Directors of the corporation and obtain an approval. If they present themselves at the general meeting for their election, they must inform them beforehand.
14. Any member of the Board of Directors begins their term at the end of the general meeting.
15. The term of directors is two (2) years, but to have a rotation in the elections of the Board of Directors, half the members (4) will be elected for a term of one (1) year the first year (2017).
16. After two (2) years, they become an outgoing administrator and must be re-elected at the annual general meeting.

17. Any member of the Board of Directors can be elected for a maximum of three (3) consecutive terms, except if there is an absence of admissible candidacies.
18. The Board shall have full power to manage and administer the affairs of the corporation and it can appoint committees and subcommittees comprised of members chosen among the members of the Board or members in general, at the discretion of the Board.
19. The directors receive no remuneration for their services. However, directors who must incur expenses for particular mandates of the Board of Directors will do so with the approval of the president or the treasurer and, for any sum exceeding \$250, they must obtain the approval of the Board of Directors.
20. In addition to the powers expressly conferred under these by-laws, the Board of Directors may exercise any other power of the corporation and take any other legitimate action that the members of the corporation don't have to exercise or take at the general meetings under the law or these by-laws.
21. Without prejudice to the above general powers and the powers otherwise provided by law, by the letters patent of the corporation and by other by-laws, it is herein expressly stated that the Board of Directors has the following powers:
 - 21.1 to purchase or otherwise acquire for the corporation any goods, rights, privileges, actions, bonds, debentures or any other securities that the corporation is authorised to acquire for such price or other consideration, and in general according to the conditions it deems suitable;
 - 21.2 to borrow money upon the credit of the corporation :
 - 21.2.1 to issue bonds or debentures, and to pledge or sell the same for such sums and at such prices it deems suitable;
 - 21.2.2 to hypothecate the property or otherwise encumber the movable property of the corporation;
 - 21.3 to pay, at their discretion, any goods, rights, privileges, actions, bonds, debentures or any other securities that the corporation acquired, in total or in part, in cash, shares, bonds, debentures or any other securities that the corporation owns;
 - 21.4 to sell, rent or otherwise dispose of movable and immovable property, assets, interests or effects of the corporation for such price or other consideration, and in general according to the conditions that the Board of Director deems suitable;

- 21.5 nommer to appoint any person or society to accept and hold in trust on behalf of the corporation any goods owned by the corporation or in any way interested in, or for any other purpose, and to sign any deed and take any measure the could be necessary in regards to this trust; and
- 21.6 to authorise and determine which persons are authorised, on behalf of the corporation, to draw, make, accept, endorse, execute and issue bills of exchange, cheques, promissory notes or any other securities or commitments to pay sums.

MEETINGS OF THE BOARD OF DIRECTORS

- 22 The meetings of the Board of Directors can be convened by order of the Board or by the president or vice president of the corporation upon delivery of written notice:
- 22.1 six (6) days prior, either by hand or via email to every member of the Board, provided however that the meetings can take place without notice if all the directors are present or if all the directors sign a written waiver of notice
- 22.2 of the time and place of these meetings.
- 23 The majority of serving directors present in person or occasionally via a videoconference system constitutes the quorum of all meetings of the Board of Directors.
- 24 All the by-laws and all the resolutions of the directors shall be passed or adopted at duly convened meetings. Nonetheless, the signatures of all the directors of the corporation at the bottom (which may be signed in counterpart) of any document constituting a by-law or a resolution that could be passed or adopted by the directors at a meeting, shall give such a by-law or such a resolution the same value and the same effect as if this by-law or this resolution had been passed or adopted, as the case may be, by a vote of the Directors at a meeting duly convened and held.
- 25 If the position of a member of the Board of Directors becomes vacant due to their death, resignation, disability or otherwise, the other members of the Board (if there is quorum) can elect or appoint by majority vote a member of the corporation to fill this vacancy for the rest of the current year or until the next annual general meeting or special general meeting of the corporation.

- 26 Any member ceases to be a member of the Board of Directors and to hold office: who is absent from three (3) consecutive Board of Directors meetings during the same year without submitting an acceptable justification or having given their proxy to be represented by another member; or who submits their resignation to the Board of Directors as from its acceptance, by resolution adopted by the Board; or who ceases to possess the required qualifications.
- 27 It is forbidden for any member of the Board of Directors as a consultant or an employee/representative of a corporation to conduct business directly with the association.
- 28 The removal of a member of the Board of Directors requires the vote of two thirds of the members of the Board of Directors, namely six (6) members.

OFFICERS

- 29 The officers of the corporation are the president, the vice president, the secretary, the treasurer and the other officers that the Board of Directors can determine by regulation. The positions of secretary and treasurer can be held by the same person.
- 30 The Board of Directors can appoint one or several assistant secretaries and assistant treasurers if it is deemed necessary. The assistant secretaries and assistant treasurers can respectively carry out all functions of the secretary and the treasurer of the corporation *mutatis mutandis*.
- 31 The officers of the corporation, with the exception of the president, are elected every year by the Board of Directors among its members during the first meeting after the annual general meeting of the members of the corporation.

PRESIDENT AND VICE PRESIDENT

- 32 Any member who is a shareholder of an incorporated production company or assigned by the latter to represent it and who is an active member can be elected president.
- 33 The president is elected by universal suffrage during the annual general meeting by majority vote.
- 34 The president shall begin their term at the conclusion of the meeting.
- 35 After two year, he or she becomes outgoing president and must be re-elected at the annual general meeting.
- 36 The president can be elected for a maximum of three (3) consecutive terms.

- 37 Any candidate for the position of president must declare before their election at the annual general meeting if he or she is on the Board of Directors of another association in the media production industry.
- 38 The president, and in their absence the vice president, presides over all of the meetings of the members of the corporation as well as all meetings of the Board of Directors, and exercises general control over the affairs of the corporation. If the president or vice president are absent or refuse to act, the persons present may choose someone from among them who is a member of the Board of Directors to act as president.
- 39 The serving president at any meeting of the members of the corporation has the power to exercise their right to a deciding vote on any question on any issue raised at the meeting when this deciding vote is necessary should a vote be tied.
- 40 The president or the vice president and the secretary or the treasurer sign all the documents that must be signed by the corporation unless a resolution from the Board of Directors decides otherwise.

SECRETARY

- 41 The secretary must:
 - 41.1 keep the minutes of the members meetings as well as those of the Board of Directors in the book designated for this reason;
 - 41.2 ensure that all notices are duly given according to the by-laws of the corporation;
 - 41.3 ensure that all the books, reports, certificates and any other document and record required by law are suitably kept and classified;
 - 41.4 and execute all the relative functions of the position of secretary and all other functions that can be assigned by the Board of Directors.

TREASURER

42 The treasurer must:

- 42.1 have the care and custody of all the funds, securities, books, supporting documents and papers of the corporation, except those under the responsibility of the secretary, and deposit these funds and securities on behalf of the corporation with a bank, a trust company or any other depositary that the directors of the corporation can choose;
- 42.2 present at each meeting of the Board of Directors an account statement indicating the receipts and disbursements as well as any information related to the financial situation of the corporation that the directors can determine, if a director requires it;
- 42.3 give a detailed report (verified or otherwise) of the state of the finances of the corporation at the regular meeting of the Board of Directors preceding the annual meeting of the members and give any other report, verified or otherwise that the Board of Directors may require;
- 42.4 receive all the sums due and payable to the corporation from all sources and deliver the receipts; and
- 42.5 overall, execute all the relative functions of the position of treasurer and all other functions that can be assigned by the Board of Directors.

DIRECTOR GENERAL

43 The directors may appoint a director general of the corporation. The latter will be in charge of the management of the affairs of the corporation, under the control of the Board of Directors, and will exercise the powers conferred upon them by resolution of the Board of Directors, which can be general or specific and above all documented in writing in the form of an engagement letter or employment contract.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

44 Contracts, documents, or any instruments in writing requiring the signature of the corporation shall be signed by any two of the following persons: president, vice president, secretary, treasurer, assistant secretary or assistant treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the corporation without any further authorisation or formality. The directors shall have the

power by resolution to appoint an officer or officers on behalf of the corporation to sign contracts, documents, and instruments in writing. If needed, the seal of the corporation shall be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 45 Any director or officer of the corporation and their heirs, legatees, liquidators, assignees, agents or other succession or legal representatives, shall at all times be held indemnified and saved harmless out of the funds of the corporation from and against:
- 45.1 all fees and expenses that the director or officer sustains or incurs in any action suit or proceeding that is brought against them in respect of any act, deed or matter made, done or permitted by them in the execution of the functions of their position; and
 - 45.2 all fees and expenses that they sustain or incur relating to the affairs of the corporation, except if the fees and expenses are occasioned by their own willful neglect or default.

ADJOURNMENT

- 46 If a quorum is not present at the time appointed for a meeting of members or the Board of Directors, fifteen (15) minutes after the time fixed for holding the meeting, said members or directors present may adjourn the meeting for a period not exceeding one (1) month at the same time without further notice than the announcement at the meeting until there is quorum. A meeting at which a quorum is present can also be adjourned in the same way for a duration that can be determined by vote.

At any adjourned meeting at which a quorum is present, all the issues that could have been addressed if the meeting had initially been convened can be addressed.

AUDITOR

- 47 At the annual meeting of members, an auditor or auditors can be appointed for the purpose of auditing the accounts of the corporation. The auditor can't be a director or an officer of the corporation.

FISCAL YEAR

- 48 The directors can fix the date of the end of the fiscal year and change it from time to time.

ADOPTION, REPEAL OR AMENDMENT OF THE BY-LAWS

- 49 Outre In addition to these by-laws, the Board of Directors can establish other by-laws for regulatory purposes and for the management of the affairs of the corporation, and can in the same way repeal or amend these by-laws, but each by-law that is repealed, amended or adopted again, unless it is ratified in the meantime by a special general meeting of the members of the corporation convened for this purpose, is solely in effect until the next annual meeting of the corporation and, failing ratification, ceases to be in effect from that date.