

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

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March 11, 2009

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

1. The name of the society is DIRECTORS GUILD OF CANADA, B.C. DISTRICT COUNCIL
2. The purposes of the society are as follows:
 - 1) It shall be the aim of the Directors Guild of Canada, B.C. District Council (hereinafter referred to as the “District Council”) to further the objectives of the Directors Guild of Canada (hereinafter referred to as the “DGC”) in the province of British Columbia and the Territory of Yukon.
 - 2) It shall be the aim of the District Council to regulate relations between members of the District Council and their engagers, by processes including, but not restricted to, collective bargaining and to promote the observance of the member Code of Ethics and Professional Conduct as per the DGC National Constitution.
 - 3) It shall also be the aim of the District Council to promote, sponsor and participate in programs for the professional development of the DGC members in the Province of British Columbia and the Territory of Yukon.

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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 (the “Bylaws”) providing for the matters referred to in section 6(1) of the Society 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.

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

“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.

“DGC” means the Directors Guild of Canada.

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

“Election Campaign Rules” has the meaning set out in Bylaw 7.2.

“Executive Board” means the board of directors 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 15.1.

“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.

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

“Nominations Committee” has the meaning set out in Bylaw 6.5.

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

“Special Resolution” has the meaning set out in the Society Act.

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

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

- 1.2. Except where otherwise provided, the definitions in the Society Act apply to these Bylaws.
- 1.3. The rules of construction contained in the *Interpretation Act* of the Province of 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.

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 of the DGC; 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 3.3, 3.4, 3.5 or 3.6, but excludes an Associate Member. A Full Member has all of the duties, obligations, rights and privileges of District Council membership, including, subject to Bylaw 5.6, the right to hold office, and to attend and vote at any membership meeting or on any amendment to the District Council 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 3.3,

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- 3.4, 3.5 or 3.6. An Associate Member has all the duties, obligations, rights and privileges of membership, except shall not have the right to run for or to be an Executive Officer or to vote on any matter.
- 3.4. Any qualified person 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, and who meets the additional qualifications set forth in the National Constitution of the DGC, shall be eligible for membership subject only to his/her acceptance and accreditation as a member by the national office of the DGC and the Executive Board.
- 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 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.
- 3.7. Members of the DGC applying for transfer to this District Council must be members in good standing of the DGC and the applicable DGC territorial council to which they are affiliated up to and including the date of acceptance into this District Council and shall fill out the appropriate application form and pay the applicable initiation fee.
- 3.8. Members applying for transfer to this District Council shall pay the initiation fee of one dollar (\$1.00), except in cases where laws or regulations require a larger initiation fee in which case the provisions of the laws and regulation shall apply instead of and in the place of these requirements.
- 3.9. Each person signing an application for membership and paying the applicable initiation fee agrees thereby to comply with the aims, principles and policies (including, without limitation, these Bylaws) of the District Council.
- 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 of the DGC. Failure to pay such dues may result in suspension or termination of membership.

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- 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 who has been suspended by the DGC; or
 - (c) 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. A person shall cease to be a member of the District Council upon:
- (a) resigning from the District Council;
 - (b) having their DGC membership terminated; or
 - (c) loss of the legal entitlement to work in Canada.
- 3.14. A Member who wishes to resign from the District Council may do so by mailing, faxing, emailing or delivering his or her resignation to the District Council office.
- 3.15. The District Council shall provide to each Member, upon written request, a copy of these Bylaws and a copy of any applicable Guild Basic Agreement.

BYLAW 4. (Membership Meetings)

- 4.1. Governance of District Council meetings shall be by *Robert's Rules of Order, Newly Revised*.
- 4.2. The District Council shall hold an annual general meeting (the “**Annual General Meeting**”) in accordance with the Society 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 in each one-half calendar year.
- 4.4. Upon 10% of the Full Members in good standing submitting a written request to the District Council office, signed by all such requisitioning members and addressed to the District Council Chair, for a membership meeting to be called, then, provided such written request states the specific reason(s) for requesting the meeting, the Executive Board shall call such meeting within 7 days of receipt of the written request. This meeting may be scheduled on the same day as the Annual General Meeting, but must, in any event, be convened within 21 days after receipt of the written request for the meeting.

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- 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 facsimile or other electronic transmission 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, facsimile or electronic transmission 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 notice of a membership meeting, such notice shall be sent not less than 14 days before the membership meeting.
- 4.8. 10% of the Full Members attending in person, or fifteen percent (15%) of the Members attending in person 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.
- 4.9. Action at membership meetings shall be by majority vote, except if otherwise required by these Bylaws or the Society Act. A resolution approved at a membership meeting shall take effect immediately unless:
 - (a) the resolution is a Special Resolution 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.
- 4.10. 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.
- 4.11. All voters, whether in proxy or in person, must be registered with the appropriate office prior to participating in any meeting.
- 4.12. All membership meetings will be chaired by the Chair of the District Council, or in his/her absence, the First Vice-Chair, or in his/her absence, the Second Vice-Chair, or in his/her absence, the Secretary/Treasurer, however the Chair may appoint a member of the Executive Board to chair a membership meeting provided that at least one other Executive Officer is present. With the approval of the members by ordinary resolution,

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the person entitled to chair a membership meeting is entitled to appoint an independent person, who need not be a Member, to act as chair of the Meeting.

- 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 Member, is entitled to vote thereat however that vote shall not be in addition to the vote he/she may have as a Member.
- 4.15. Tied votes on a motion will constitute a defeated motion.

BYLAW 5. (Government)

- 5.1. The governing body and 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 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 Full Members. The officers of the Executive Board shall be the Chair, First Vice-Chair, Second Vice-Chair and the Secretary/Treasurer, subject to Bylaw 6.2 (together, the "**Executive Officers**"); the remaining five members of the Executive Board shall be the Caucus Representatives.
- 5.4. Subject to Bylaw 5.9, the Chair shall be the chair of the Executive Board meetings.
- 5.5. The Executive Officers shall be elected in accordance with Bylaws 6, 7 and 8.
- 5.6. In order to run be eligible to be nominated for or to run for election to the Executive Board, the candidate must be:
 - (a) a Full Member in good standing who has been in good standing for a period of twelve (12) months prior to the opening of nominations; and
 - (b) ordinarily resident in British Columbia; and
 - (c) intend to reside in British Columbia while serving on the Executive Board.
- 5.7. 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 of the DGC (but if there is any conflict between the DGC Constitution and these Bylaws, these Bylaws will always supersede).
- 5.8. The Executive Officers may delegate the day-to-day functions of the District Council to any staff employed by the District Council.

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- 5.9. The duties of the First Vice-Chair and Second Vice-Chair shall be to assist the Chair and each shall succeed, in proper order, to the office of Chair in the Chair's absence.
- 5.10. 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.
- 5.11. 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.
- 5.12. A debenture must not be issued without the authorization of a Special Resolution.
- 5.13. The Chair of the District Council, or any other Executive Officer so charged by the Executive Board, may sign a collective agreement as authorized by the Executive Board within its territorial responsibility, and thereby bind the District Council and the Members.
- 5.14. The Executive Board shall be responsible for all disbursements which will be made by cheque. The bank signing officers of the District Council shall be the Chair, First Vice-Chair, Secretary/Treasurer, and employees authorized by the Executive Board, providing that at all times at least one (1) of the signing officers shall be an officer of the District Council.
- 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. These regular meetings shall be in person but any other meetings of the Executive Board may be by conference call.

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- 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 a vacancy arises on the Executive Board due to removal, resignation or incapacity of an Executive Board Member:
- (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 the vacancy until the next Annual General Meeting, at which time the election results for the Executive Officer position created by the vacancy shall be declared.
 - (b) In the case of a vacancy in a Caucus Representative position, the Caucus Advisory Committee who appointed that Caucus Representative may appoint an elected member of such 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 may be removed (and a replacement appointed in accordance with Bylaw 5.18) from the Executive Board 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
 - (c) At least 75% of the ballots returned are cast in favour of removing the Executive Board member.
- 5.21. Subject to the Society 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.
- 5.22. A resolution in writing, signed by all members of the Executive Board 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. (Elections of Executive Board Officers)

- 6.1. The Executive Officers shall be elected by mail ballot, electronic ballot 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.

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- 6.2. There must at all times be at least one Executive Officer who belongs to the Directors Caucus.
- 6.3. All Executive Officers shall be elected to a two-year term. For continuity purposes, the offices of Chair and 2nd Vice Chair shall be elected in one year with the election of the Secretary/Treasurer and 1st Vice Chair to be held in the alternating year. The term of office shall commence on the day following the Annual General Meeting.
- 6.4. The Election period, from Call for Nominations until the ballot count, shall be at least forty-five (45) days.
- 6.5. 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:
 - (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 term for which the election is being held.
- 6.6. The Executive Board may convene one or more Nominations Meetings, to be held before the distribution of ballots, and/or one or more All Candidates Meetings. 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 All Candidates Meetings.

BYLAW 7. (Nominations Committee for Elections of Executive Officers)

- 7.1. 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

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- (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.
- 7.2. The Nominations Committee may delegate any of its powers and duties to staff of the District Council.
- 7.3. 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, or stand for election to the Executive Board. It is the Member’s responsibility to ensure that he/she is eligible to hold office pursuant to these Bylaws.
 - (b) Candidates must observe a reasonable standard of courtesy and decorum at all times and must refrain from personal invective.
 - (c) 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 deadline for the close of nominations.
 - (d) 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 termination of their DGC membership.
 - (e) The District Council staff are 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.
 - (f) 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 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 materials used to distribute the ballots in order to be counted.
 - (g) Any request for recount 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.

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7.4. The nomination procedure is as follows:

- (a) The call for nominations must be published by the District Council office and must specify:
 - (i) the offices up for election;
 - (ii) the closing date of nominations;
 - (iii) the address of the District Council office;
 - (iv) the fax number of the District Council office; and
 - (v) a copy of the nominations form to be returned when completed.
- (b) The completed nomination form must be mailed, faxed, emailed or delivered to the District Council office by 5:00 p.m. on the business day prior to the Nominations Meeting. Nominations from the floor, or those brought in by hand, at the Nominations Meeting will be accepted provided the nominated candidate is otherwise eligible to run for election and available to accept, either in person or by other means, the nomination at the time of being so nominated. The chair of the Nominations Committee shall be responsible for declaring the close of the nominations process at the Nominations Meeting.
- (c) The nomination form must contain the candidate's name, membership Category and signature. It must contain the name and signature of the candidate and the chair of the Nominations Committee, and the office sought by the candidate.

BYLAW 8. (Caucuses)

8.1. There shall be the following five (5) caucuses: The Directors Caucus; the Production Managers Caucus; the Assistant Directors Caucus; the Location Managers Caucus; and the Production Assistants Caucus (the "**Caucuses**"). The Caucuses shall be comprised respectively of the following categories, which may be amended from time to time by the District Council and for which membership in such categories shall be determined by the District Council (the "**Categories**"):

- (a) Directors: Directors, Second Unit Directors;
- (b) Production Managers: Production Managers, Unit Managers;
- (c) Assistant Directors: First Assistant Directors, Second Assistant Directors, Third Assistant Directors;
- (d) Location Managers: Location Managers, Assistant Location Managers, Location Scouts;
- (e) Production Assistants: Any Associate Member Production Assistant may be nominated by the Production Assistant Caucus and the position is to be given Full

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Member status for the purpose of voting at Executive Board Meetings only for the duration of their term on the Executive Board.

- 8.2. The members of each Caucus shall elect a caucus advisory committee (the “**Caucus Advisory Committee**”) consisting of no more than five (5) Members.
- 8.3. Each Caucus Advisory Committee shall elect a representative (the “**Caucus Representative**”) to serve on the Executive Board.
- 8.4. Caucus Representatives, with the exception of the Caucus Representative for the Caucus of Directors, must have worked within their Category in the last eighteen (18) months on a DGC signatory production. Any Director Member in good standing 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.
- 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 closing date of nomination for election;
 - (iii) the address, fax number and email address of of the District Council office; and
 - (iv) a copy of the nominations form which to be returned when completed.
 - (b) The completed nomination form may be mailed, faxed, emailed or to the District Council office by 5:00 p.m. on the business day one day prior to the Nominations Meeting. Nominations from the floor, or those brought it in by hand, at the Nominations Meeting 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. The chair of the Nominations Committee shall be responsible for declaring the close of the nominations process at the Nominations Meeting.
 - (c) The nomination form must contain the candidate’s name, membership Category, and signature. 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 transmission or any combination thereof, as determined by the Executive Board, to each member in good standing according to the Category represented by the

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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. 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 Full 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.
- 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 Society 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. All Committees shall be deemed to be dissolved at the Annual General Meeting.

BYLAW 10. (Collective Agreement)

- 10.1. The District Council in accordance with the National Constitution of the DGC 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 but not limited to an application for certification or an unfair labour practice complaint, upon resolution supported by two thirds (2/3) of votes cast by the Executive Board.

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BYLAW 11. (Grievance Procedure)

- 11.1. In matters of dispute arising from application of collective agreements, the District Council will use the grievance procedure prescribed by the applicable collective agreement, the Bylaws, and/or the DGC constitution.

BYLAW 12. (Finance)

- 12.1. With respect to any given production, the District Council shall collect and retain the Producers' Levy and the Member 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 DGC executive board will be the arbitrator.

- 12.2. All DGC members' annual dues, special assessments and initiation fees are to be billed and collected by the office of the DGC.
- 12.3. All contributions to any fringe benefits will be administered by the District Council on behalf of the membership as determined by the Executive Board.
- 12.4. 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.
- 12.5. The District Council will supply to the DGC treasurer a copy of the audited annual financial statements of the District Council.
- 12.6. Every Member has the right to obtain a copy of the District Council's latest financial statements, certified to be a true copy by the Secretary/Treasurer.
- 12.7. 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 13. (National Character)

- 13.1. 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.

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13.2. 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 14. (Working Conditions, Procedures and Discipline)

- 14.1. No provisions are made in the Bylaws relative to the wages, hours of employment, or working conditions of the members. However, the individual 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 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 and any violation of this bylaw may subject the offender to a fine by the District Council and/or suspension or termination of DGC membership, if judged guilty by the Hearings Committee.
- 14.2. 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 a fine of up to Five Thousand Dollars (\$5,000.00) by the District Council and/or suspension or termination of their DGC membership terminated if judged guilty by the Hearings Committee.
- 14.3. All personal contracts and/or deal memos for the service of:
- (a) Staff shall immediately be submitted for the approval of the Executive Board.
 - (b) A Member shall immediately be submitted for the approval of the Executive Board.
- 14.4. All Members who act as employers or engagers within the District Council jurisdiction must sign the Standard 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 the offender to a fine by the District Council and/or suspension or termination of their DGC membership, if judged guilty by the Hearings Committee.
- 14.5. The District Council office shall maintain an Availability List where Members who wish to be considered for work opportunities may register. Members will keep the District Council office fully informed about any changes in address or their telephone numbers.
- 14.6. 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.

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- 14.7. Each Member shall be required to notify the District Council office, either in person, in writing, or by phone, of any and all work calls which s/he 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.
- 14.8. Any Member working on any production when not in good standing or on withdrawal status as per the National Constitution of the DGC, may be subject to a fine of not less than Five Hundred Dollars (\$500.00) by the District Council for each offense and and/or suspension or termination of their DGC membership, if judged guilty by the Hearings Committee.
- 14.9. Any Member making false representations as to his/her membership status or working classification(s) in the DGC, may be subject to a fine of not less than Five Hundred Dollars (\$500.00) by the District Council for each offense and and/or suspension or termination of their DGC membership, if judged guilty by the Hearings Committee.
- 14.10. Any Member who leaves his/her position or terminates his/her call before the expiration of the agreed period of employment, except by sickness or emergency, or by mutual agreement with the employer, without first obtaining the sanction of the Executive Board may be subject to a fine of not less than Five Hundred Dollars (\$500.00) by the District Council for each offense and and/or suspension or termination of their DGC membership, if judged guilty by the Hearings Committee.
- 14.11. 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 the offender to a fine by the District Council and/or suspension or termination of DGC membership, if judged guilty by the Hearings Committee.
- 14.12. Where any employer or engager 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.
- 14.13. No Member shall be allowed to work in any studio, on any location, on any productions, or for any employer or engager, or for companies s/he controls, that are or have been declared unfair by the Executive Board. Violations of any part of this bylaw may subject the offender to fine by the District Council and/or suspension or termination of DGC membership, if judged guilty by the Hearings Committee.
- 14.14. No Member shall be allowed to work for any employer or engager who is not 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 the offender to a fine by the District Council and/or suspension or termination of DGC membership, if judged guilty by the Hearings Committee.

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- 14.15. 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 the offender to fine by the District Council and/or suspension or termination of DGC membership, if judged guilty by the Hearings Committee.
- 14.16. A Member who is a Production Manager, First Assistant Director, or Location Manager shall see that the collective 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 engager that the necessary changes be made to ensure same, i.e. First Aid Kit, pure drinking water, toilet facilities, etc.
- 14.17. Whenever any complaint, dispute, or disagreement arises between a Member and an employer or engager, 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, s/he is unable to settle the dispute, the Category Head shall refer the matter to a production executive and the District Council for action.
- 14.18. A Member who disregards an order of the Executive Board, or of his/her Category Head, as outlined in Bylaws 14.15, 14.16 or 14.17, may be fined not less than Five Hundred Dollars (\$500.00) by the District Council for each offense and may be subject to suspension and/or termination of DGC membership, if judged guilty by the Hearings Committee.
- 14.19. Every Member shall be expected to conscientiously function in and master his/her Category to the best of his/her ability.
- 14.20. Every Member shall be expected to refrain from conduct detrimental to either the advancement of the purposes of the DGC and the District Council, or to any of his/her fellow Members, or to reflect discredit upon any of them. With respect to a Member's interaction with other Members, District Council staff, or any other individuals or organizations, each Member must not:
- (a) engage in any harassment or abusive treatment;
 - (b) act in a manner that is prejudicial to the interest and welfare of the District Council and its Members; or
 - (c) engage in any conduct unbecoming a Member.
- 14.21. Any Member or the Executive Board may file a complaint against a Member alleging a violation of these Bylaws, the Constitution of the DGC, or any collective agreement. Before proceeding with a formal process, and before any official recognition of charges or allegations, there shall be a meeting of all parties together, or separate meetings if more are appropriate, within thirty (30) calendar days, to examine the relevance of the charges and to explore alternative avenues of resolution. Such meeting(s) are to be convened on behalf of the District Council by a neutral mediator appointed by the Executive Board.

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14.22. If the complaint is not resolved at the meeting outlined in Bylaw 14.21, then the matter shall be referred to the Hearings Committee.

BYLAW 15. (Hearings Committee)

15.1. The District Council Chair shall appoint a Hearings Committee Chair at the Annual General Meeting. The position of Hearings Committee Chair is from the date of appointment to the date of the next Annual General Meeting.

15.2. Upon receipt of a complaint pursuant to Bylaw 14.22, the Chair shall forthwith appoint Full Members in good standing to the Hearings Committee, subject to the following:

- (a) the Chair shall appoint at least two Members in addition to the Hearings Committee Chair;
- (b) if the complaint is against a Member, then at least one Hearings Committee member must be from the same Category as the respondent;
- (c) neither the Chair nor a Hearings Committee member may have any interest, whether direct or indirect in the subject matter of the complaint; and
- (d) should the Hearings Committee Chair have an interest, direct or indirect, in the subject matter of the complaint, the District Council Chair shall appoint an interim Chair to preside over the proceedings of the complaint.

15.3. Each complaint shall be brought within thirty (30) days of the meeting, as outlined in Bylaw 14.21 and must:

- (a) be in writing;
- (b) identify the complainant;
- (c) identify the person against whom the complaint is made;
- (d) provide sufficient particulars of the complaint so as to enable the respondent to appreciate the substance of the complaint and to respond;
- (e) allege a violation of a specific provision of the Bylaws or a specific resolution; and
- (f) identify the specific remedy sought.

15.4. Upon receipt of a complaint, the Hearings Committee shall forthwith provide the person against whom the complaint is made with a copy of the complaint, and that person shall have seven (7) days in which to provide the Hearings Committee with a reply to the complaint.

15.5. The Hearings Committee shall be convened either in person or by conference call within fifteen (15) days of the filing of the complaint to determine if the complaint justifies a

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hearing. The Committee may dismiss a complaint without a hearing where the complaint:

- (a) does not raise an issue as outlined in the District Council Bylaws;
- (b) does not comply with Bylaw 15.3;
- (c) is more properly addressed in another forum, including but not limited to the National Executive Board, Executive Board, the Courts or a Human Rights Commission or Tribunal; or
- (d) is frivolous or vexatious.

15.6. A complaint determined to be frivolous or vexatious may itself provide the basis for a complaint by the respondent(s) to the original complaint.

15.7. The Hearings Committee shall determine the time and place of the hearing, and shall provide reasonable notice to the parties to the complaint in this regard.

15.8. All members of the Hearings Committee must be in attendance to hear all of the evidence and the argument presented at the hearing.

15.9. Each party shall be entitled to:

- (a) attend at the hearing;
- (b) be represented by a third party who is a member of the DGC in good standing of an equal or higher Category;
- (c) present evidence and argument; and
- (d) ask questions of any witnesses tendered by the opposite party.

15.10. If a hearing is granted, the Hearings Committee shall render its decision based on the complaint, the reply, the evidence and the argument presented at the hearing.

15.11. The decision of the Hearings Committee shall:

- (a) be rendered by majority vote, without proxy;
- (b) be in writing; and
- (c) set out the reasons therefor.

15.12. The Hearings Committee may fashion any remedy appropriate to the circumstances, including but not limited to dismissal of the complaint, a reprimand, fine, apology, or make recommendation to the Executive Board to suspend or terminate the membership of the Member or any other disciplinary action on such terms and conditions as the Hearings Committee considers just in all the circumstances.

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- 15.13. A decision to recommend the termination of the Member's membership requires a unanimous vote.
- 15.14. Any dissenting Hearings Committee members may write one or more minority decisions containing their reasons and conclusions.
- 15.15. The Hearings Committee decision, together with any dissenting decision, 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.
- 15.16. Either party to the complaint may seek leave to appeal the decision of the Hearings Committee within fifteen (15) days following the date on which the decision is mailed, by filing with the Secretary/Treasurer written submissions setting out detailed reasons why the decision ought to be set aside.
- 15.17. Upon receipt of a request for leave to appeal, the Secretary/Treasurer shall forward a copy of the submissions filed in support thereof to the other party who shall then have fifteen (15) days within to respond to the request for leave to appeal. The Executive Board shall review the written appeal submission, and reply thereto, any decision of a Hearings Committee, and the original complaint and any reply thereto. The Executive Board shall determine whether to grant leave to appeal at the next Executive Board meeting following the filing of a reply.
- 15.18. If the Executive Board determines that the request for leave for appeal is without merit, it shall dismiss the application. Where the Executive Board considers the application to have potential merit, then each party shall be notified of the Executive Board's decision to grant leave to appeal.
- 15.19. Each party shall be notified of the time and place of the Executive Board meeting at which the appeal will be considered.
- 15.20. The Executive Board shall not, on appeal, re-hear the oral evidence presented at the hearing before the Hearings Committee. In determining the appeal, the Executive Board shall consider the written record and any arguments presented on appeal.
- 15.21. The Executive Board shall render its decision by majority vote, and it may:
- (a) dismiss the appeal in its entirety;
 - (b) quash the decision and dismiss the complaint in its entirety;
 - (c) confirm the decision on the merits and any remedy;
 - (d) confirm the decision on the merits and amend the remedy;
 - (e) return the complaint to the Hearings Committee with directions concerning the hearing; or

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(f) dispose of the appeal in any other manner it considers appropriate.

15.22. The decision of the Executive Board on appeal is final.

15.23. The Hearings Committee or Executive Board on appeal 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 Hearings Committee or Executive Board.

15.24. Any request for an adjournment shall be decided on such terms as are considered just in the circumstances.

15.25. If a party to a complaint fails to file any submissions or to attend at a hearing, then the Hearings Committee or the Executive Board may decide the complaint or appeal in any reasonable manner, without further notice to that party.

BYLAW 16. (Conflict of Interest)

16.1. 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.

16.2. 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.

16.3. 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.

16.4. 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.

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BYLAW 17. (Amendments)

- 17.1. A proposed amendment to the District Council Constitution or Bylaws, as amended from time to time, 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.
- 17.2. Full Members may from time to time propose amendments to the District Council 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 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 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 proxy at a meeting of the Members duly called for the purpose of considering same.

BYLAW 18. (Auditor)

- 18.1. At each Annual General Meeting, the District Council shall appoint an auditor for the ensuing year, who shall be a Chartered Accountant or firm of Chartered Accountants. The appointment of the auditor shall be in effect until the next Annual General Meeting.
- 18.2. An auditor may be removed by a resolution of the Members at a membership meeting, subject to the Society Act.
- 18.3. An auditor shall be informed forthwith in writing of appointment or removal.
- 18.4. No Executive Board member and no employee of the District Council may act as an auditor of the District Council
- 18.5. The auditor may attend general meetings of the membership.