

QUEBEC ENGLISH-LANGUAGE PRODUCTION COUNCIL

By-Laws

Amended and restated on January 22, 2019

I. Name

The name of the organization shall be the Quebec English-Language Production Council (QEPC) / Conseil québécois de la production de langue anglaise (CQPLA)

II. Purpose

1. To represent the English-language audio-visual production industry in Quebec [television programs, feature films, documentaries, IMAX, digital, video games and other media, hereafter referred to as the “Industry”.]
2. To bring together representatives of the Industry in order to collaborate and coordinate priorities and strategies with the goals of promoting industry stability, enhancing vitality and growth, and reflecting regional priorities and market presence.

III. Membership

1. Membership shall be composed of for-profit and non-profit companies and unions which participate in the production and servicing of the Industry.
2. Member companies and unions shall pay annual fees to the QEPC in the schedule of fees attached to these by-laws as Appendix ‘A’.
3. The schedule of fees may be amended from time to time by a majority vote of the Board of Directors.
4. There shall be two classes of Members:
 - a. Class ‘A’ Members that represent production and service companies.
 - b. Class ‘B’ Members that represent Industry unions.
5. Each member has one vote at the AGM, special meetings, or board meetings.

IV. Co-Chairs

1. There shall be two [2] Co-Chairs who have the authority to carry on the work of the QEPC and the decisions of the Board or General Membership when the latter are not meeting.
2. Co-Chairs may serve a maximum of three [3] consecutive two [2] year terms. One [1] Co-Chair shall be elected by and from Class ‘A’ Members and one [1] Co-Chair shall be elected by and from Class ‘B’ Members.
3. The Co-Chairs shall preside at all Board meetings, special meetings, the AGM, appoint committee members, and perform other duties as associated with the office.

4. A Co-Chair may be removed from office by a vote of a majority [4] of members of the Board of Directors or a two-thirds [2/3] vote of the Members at a General Membership Meeting.

V. Board of Directors

1. The affairs of the Corporation shall be managed by the Board which may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not expressly directed or required to be done in some other manner by the By-Laws or by statute. The Board of Directors has the authority to authorize expenditures, engage agents, hire employees, set up a bank account, change the membership fees in Appendix A, and borrow money.
2. The Board of Directors shall consist of the two [2] Co-Chairs and a minimum of four [4] or maximum of six [6] other members-at-large.
3. At least one [1] member-at-large shall be a representative of a large company as defined in Appendix A, at least one [1] member-at-large shall represent a small company as defined in Appendix A, and, if possible, and at least one [1] member-at-large shall represent a union.
4. Elections to the Board of Directors will take place every year at the Annual General Membership Meeting to fill any vacancies and/or to confirm any director appointed by the Board during the previous year.
5. Subject to removal from the Board by the Board or by the members in accordance with section V.8 below, or unless by a voluntary resignation from the Board, there is no maximum term for serving on the Board.
6. The Board of Directors shall meet in person or by teleconference (including skype conference) at least four [4] times each calendar year.
7. Vacancies, either by written resignation or by removal from office, shall be filled by the Board, upon the recommendation of the Co-Chairs, until they are confirmed by the Membership at the next AGM.
8. A member-at-large may be removed from office by a vote of four [4] members of the Board of Directors or a two-thirds [2/3] vote of the Members at a General Membership Meeting.
9. Three [3] members, composed of at least one [1] member of each class, shall constitute a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
10. The Board of Directors may choose to appoint an honorary or emeritus Member who will not have a vote. The Board of Directors may choose to award any other honour or award based on merit and service to the Industry.

VI. Committees

1. The Board may appoint standing and ad hoc committees as needed.

VII. Meetings

1. An Annual General Meeting [AGM] shall be held each year with at least one month advance notice to Members.
2. Special meetings may be held at any time when called by the Co-Chairs, or a majority of members of the Board of Directors, or a majority of Members.
3. A quorum at any General Membership Meeting shall be six [6] of Members in good standing, representing both Class 'A' Members and Class 'B' Members. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
4. The Board will provide the members with a financial statement at the AGM.
5. The Auditor will be appointed at each AGM.

VIII. Fiscal Policies

1. The fiscal year of the board shall be November 1 to October 31, or any other dates established by a decision of the Board.
2. The QEPC shall provide liability insurance for Members of the Board of Directors.
3. The QEPC shall operate a bank account in a manner consistent with good financial practices.

IX. Amendments

These by-laws may be amended by a two-thirds vote at the AGM or at another Special or General Members Meeting, provided a quorum of Members is present, and provided a copy of the proposed amendment(s) are distributed to each Member in good standing at least two [2] days prior to said meeting.

Appendix A

Membership Fees

QEPC Annual Membership Fees are based on each company's revenue or total production budgets.

Annual Revenue	QEPC Annual Fee	Size (See By-law V-3)
\$20 m+	\$5000	Large
\$5 m+	\$2000	Large
\$2 m+	\$1000	Small
< \$2 m	\$500	Small
One person	\$250	Small
Unions	\$5000*	