



MANITOBA
PRINT
INDUSTRY
ASSOCIATION

2010-2011 ANNUAL REPORT



Presented at the MPIA Annual General Meeting | May 18, 2011



Membership Annual General Meeting Agenda May 18th, 2011- Manitoba Legislature

4:15-4:45	Registration
4:45	Call to Order
4:45	Welcoming remarks- Marie Eveline, <i>CPISC</i>
5:05	Presentation of the 2010/2011 Annual Report
5:10	Election of Board of Directors
5:20	Closing remarks- Rob Young, <i>Kesitah Partners</i>
5:35	Adjournment of AGM business
5:35	Greetings from the Government and Official Opposition
5:50	Closing remarks from MPIA
6:00	Networking

May 18th, 2011

Dear Members,

It has been an exciting year for the Manitoba Print Industry Association (MPIA) and one that has represented a true crossroad point for the Association.

Over the past three years, MPIA has been steadily growing through new members, increased training opportunities and a greater presence in the Manitoba print community. 2010-2011 saw a continuation of that growth as the Association made some changes and undertook several key initiatives.

Mid-way through the year, the Association said goodbye to its Executive Director, Andrew Kaus. There was a brief period during the year where the Association was without staff and the Board of Directors should be congratulated and thanked for the job they did ensuring that the day-to-day operations of the Association were still carried out.

Andrew was replaced in December by Jonathan Frate who came to the Association after spending two-and-half years with the Life Science Association of Manitoba. He had also spent some time as a professional fundraiser in the not-for-profit sector.

Since taking the position, Jonathan has worked with the Board and committees to learn about the Association and the industry, met with members and toured their facilities, fostered closer ties with the business community, provided advocacy opportunities for the industry, explored new training programs and worked to establish MPIA as a leader in the print industry.

One of the most valuable tools that the Association relies upon is the work of its four committees. In 2010-2011 these committees put forth an incredible effort and have laid a strong foundation for the upcoming year.

Training and Development Committee

In 2010-2011 this committee built upon its past successes and was able to provide some truly valuable programs to our membership and the larger print community. The programs offered this past year include:

- The Flexographic Ink Course
- Training the Trainer
- The Paper Knowledge Course
- And the Mission Possible Pre-Press Course

Additionally, MPIA continued to provide a training rebate program to its members to allow them to take advantage of additional training opportunities.

In total MPIA was able to provide training for over 100 members of the print community in Manitoba through a combination of our training seminars and the training rebate program.

Curriculum Development Committee

This year in cooperation with the Technical Vocational Initiative (TVI), this committee has been working to update the high school curriculum for printing and graphics arts. A new draft curriculum has been completed and is now in the editing process.

The committee will continue to work with TVI and educators to ensure that the final curriculum is reflective of the needs of employers in the print industry and that it provides students with the necessary skills to pursue a career in print.

Communications Committee

The communications committee continued to produce the *Impressions* newsletter which highlights upcoming events for the Association and provides news and updates regarding the industry.

As the 2010-2011 fiscal year drew to an end, the communications committee began designing a new MPIA website that will feature an improved membership directory, an online calendar, the ability to register and pay for training events on line and a new MPIA newsletter.

Membership Committee

The membership committee this year focused on providing value to our members. There were new members added to the Association and the committee examined other benefits that can be provided to enhance the value of an MPIA membership.

In addition to the work of the committees the Association continued to focus on promoting print education. In 2011, the Training and Development Committee created the Manitoba Print Industry Association Scholarship Fund that will recognize students who chose to pursue a career in print.

The Association also provided funding to the Skills Manitoba Competition to help send the winner of the Offset Printing Competition to the Nationals in Quebec. Both of these endeavors will be great tools for MPIA to encourage more young people to enter the industry.

The Association also held a strategic planning session in February in order to help set the future direction of MPIA. This strategic planning session focused on the next steps for growth and while the focus was on the future, it was a great opportunity to measure what had been done so far. The details of the strategic planning session are included in this year's Annual Report.

It has been a challenging year for the print industry and there are many changes coming that will revolutionize the print business. MPIA will continue to provide the tools to allow our members to take advantage of these changes and grow their business.

2011-2012 will be an exciting year for the Association and we encourage you to get involved through attending training programs, sitting on committees and participating in events. By working together we can ensure that the vitality of the industry in Manitoba and continue to be a key driver for the economy.



2010-2011 MPIA Board of Directors

Glenn Buffie (President)	Publishing	(Naylor)
Dave Morcom (Vice President)	Digital	(Unigraphics)
Jim Macklin (Past President)	Flexographic	(Winpak)
Gord Boulton	Rural	(Leech Printing)
Laurie Guderyan	Supplier	(Heidelberg)
Bob Harvie	Sheetfed Offset	(Prolific Group)
Brian McGinn	Finishing/Bindery	(Phil-Mar)
Herb Vielhaber	Sheetfed	(Cascades)



2010-2011 MPIA Members

Admiral Printing	LightVisions Ltd.
Advance Paper Box	Lombard Graphics
Awesome Advertising Co.	Manitoba Quality Network (QNET)
Baldur-Glenboro Gazette	Naylor (Canada)
Bond Printing	NRS Mail and Consulting
Botanical PaperWorks	Opasquia Times
Brandon Wheat City Journal	Phil-Mar Trade Bindery
Canadian Printing Equipment	Pinnacle Staffing Solutions
Cascades Boxboard Group	Pollard Banknote
Christian Press	Premier Printing
City Press Ltd.	Print Studio One
Clipper Publishing	Prolific Graphics
Coast Paper (Paperlinx/Spicers)	Red River College
Contemporary Printing Services	Roblin Review
Corporate Source	Russell Banner
Country Graphics & Printing	Sage Graphics
Crossroads This Week	Sonoco Packaging
Dauphin Herald	South Mountain Press
Dave's Quick Print	Spicers (Paperlinx)
Derksen Printers	Sterling Packaging
Duha Color Services	Sun Chemical
Ernest Green & Son	Supremex
Esdale Printing	Swan Valley Star & Times
Excel Press	The Standard Press
Flint Group	Tom Powell Design Studio
Gould Paper (Canada)	Transcontinental LGM - Coronet
Heidelberg Canada	Transcontinental Spot Graphics
Hostman-Steinberg	Unigraphics
IKON Office Solutions	Unisource Canada
Impress Printing	UPS Store (Store 357)
Kellett Copy Centres	W.B. Webber & Son
Kendrick Printing	Ward's Printing Services
Kromar Printing	Winnipeg Technical College
Kwik Kopy	Winpak
L. Rasmussen Co.	WRHA Printing Services
Lea Marc	Xerox Canada
Leech Printing	

MANITOBA PRINT INDUSTRY ASSOCIATION INC.

FINANCIAL STATEMENTS

MARCH 31, 2011

MANITOBA PRINT INDUSTRY ASSOCIATION INC.

STATEMENT OF FINANCIAL POSITION

MARCH 31, 2011

ASSETS

Current assets:	\$	
IWD Funding receivable		-
Equipment at cost		<u>2,500.00</u>
		<u>2,500.00</u>

LIABILITIES

Current liabilities:	\$	
Cheques issued in excess of funds on deposit		-
Accounts payable		-
Deferred contributions		-

NET ASSETS

Unrestricted net assets	\$	<u>2,500.00</u>
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MANITOBA PRINT INDUSTRY ASSOCIATION INC.
STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED MARCH 31, 2011

Revenues:		
Memberships	\$	9840.00
Training Revenues		4195.00
Provincial Grants		<u>98,600.00</u>
		112,635.00
Expenses		
Advertising and promotion		12,172.63
Professional fees		40,750.59
Consulting fees		28,411.22
Office		<u>17,045.65</u>
		<u>98,380.09</u>
Difference between revenues and expenses		14,254.91
Unrestricted net assets, beginning of year		-
Unrestricted net assets, end of year	\$	<u>14,254.91</u>

MANITOBA PRINT INDUSTRY ASSOCIATION INC.

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2011

Cash flow from operating activities:		
Receipts from grants and members	\$	112,635.00
Disbursements to suppliers and employees	\$	98,380.09
Change in cash		14,254.91
Cash beginning of year		-
Cash, end of year		14,254.91

**Manitoba Print
Industry Association**
*Strategic Planning Session-
Final Report*



Session held: February 22-23, 2011
Report presented: March 22, 2011

Manitoba Print Industry Association Strategic Planning Session Final Report

The Manitoba Print Industry Association (MPIA) held a two-night Strategic Planning Session on February 22 & 23, 2011. It was an opportunity for participants to evaluate the direction of the Association since the last session in 2008, and to set the direction for the next six-twelve months. In addition it was a chance for participants to address key industry issues and determine how the Association could best assist member companies and the industry to tackle those issues.

February 22nd Participants: Glenn Buffie (Naylor), Laurie Guderyan (Heidelberg), Gord Boulton (Harris Printing), Bob Harvie (Prolific), Jim Macklin (Winpak), Brian McGinn (Phil-Mar), Herb Vielhaber (Cascades), Roland Dupont (Lightvisions), Rob Young (Kesitah Partnering), and Jonathan Frate (MPIA Executive Director)

February 23rd Participants: Glenn Buffie (Naylor), Laurie Guderyan (Heidelberg), Gord Boulton (Harris Printing), Bob Harvie (Prolific), Jim Macklin (Winpak), Brian McGinn (Phil-Mar), Roland Dupont (Lightvisions), Rob Young (Kesitah Partnering), and Jonathan Frate (MPIA Executive Director)

Facilitator: Linda Clark (FutureWork)

Key Issues in the Print Industry Universe

Prior to the start of the Strategic Planning Session; our facilitator (Linda Clark) put up several interlocking circles and asked the participants to fill those boxes with their thoughts on the industry. Those boxes are located below along with some specific points that came out of the discussion that followed.

PERCEPTION	TECHNICAL CHANGES
<ul style="list-style-type: none">• Print is dying<ul style="list-style-type: none">○ Public and industry○ Publications, reports, books, advertising, coupons/packaging going overseas• Dirty job-not skilled labour• Not a highly sought after job by young people• It is/was my dad's job• Printers don't see a value in MPIA<ul style="list-style-type: none">○ Not enough owners involved	<ul style="list-style-type: none">• Working with change• Lean practices• Advent of digital• Cross channel• Internet competing with print media• Social media• The cost involved• Vendor/RD of customer drives technology

DRAW WORKERS FROM?

- Skilled workers
 - The skills in printing are transferable
 - Skill gaps
 - Computer skills (more so comfort) Dirty job-not skilled labour
- Not a highly sought after job by young people

VALUE OF MEMBERSHIP

- Marketing vs. Production
 - MPIA needs to understand the data
 - Show members how direct mail, etc. can offer solutions
- Ideas/Skills/ Technical
- How to benefit our customers and help them sell the industry
- **NEED TO SHOW VALUE TO MEMBERS AND OWNERS**

CUSTOMER REQUIREMENTS

- Print is dying
- Dirty job-not skilled labour
- Not a highly sought after job by young people

WEB...

- Be in it
- State of the industry- how does web affect it
- Present opportunities to the industry

Key Issues Discussion Points

Related to the above boxes there were numerous small discussions on the issues related to industry and how MPIA can best address them.

- Perception is that the print industry is dying
- It is a “dirty job”
 - Can’t find trades people
 - Not a traditional mainstream trade
 - Thought of as an old-time job
- Manufacturing is moving off-shore, the print industry is no stranger to that

Perception of MPIA

- Members don’t see the value added (owners are not really involved)
- Glenn Buffie suggested the need to collect more e-mails
- We need to be able to tell members and potential members “our story”

Skilled Workers

- Where do we get them from?
- Need to work on the perception of the industry
 - What happens/happened to the workers that we have lost through layoffs, down-sizing? Where did they go?
 - People in the industry already can make an easier transition to another position within the print industry

Printing in Manitoba is

- **We don't create printing. A customer needs to request a job.**
- The industry is a supplier of goods
- Need to show customers and the industry how technology can benefit them
- Winpak gave the example of reverse engineering a product
- You need to be able to understand the data on the industry
- Static Sheetfed -> nothing very original to it. It is the same way that it has been traditionally done.
 - **The shift should be to turn sales people as solution managers/problem solvers**
 - **Helping the customer maximize what they want to do while understanding what the processes and the cost of your suggestions will be**
 - Example of Kern Hill Furniture sending you an advertisement based on your past furniture purchases
- **There is currently no handle on the revenue streams feeding the industry**
 - **What is the buying power of the industry?**
 - **No data available**
 - **The potential of that data is limitless and would allow the industry to flex more muscle**
- There many changes to the print industry that have not trickled down to Manitoba
 - Rob suggested looking at the resistance to change as an **Analog Mind in a Digital World**
- MPIA needs to be able to provide business value to its members

Canadian Print Industry Sector Council (CPISC)

- Run by the industry for the industry
- They are a stakeholder
- There was a brief discussion about the role of unions
- Can provide information about the industry that MPIA wants and needs

Top Button Issues that MPIA & the Print Industry Are Facing

The print industry is distinct and unique meaning that it faces a variety of specific issues specific. Participants in the Strategic Planning Session felt those issues are:

- Shrinking market;
- Need for better profit margins;
- Losing our workforce;
- Disruption causes opportunities (finding opportunities)
- 8 ½ x 14, 11x 17 is the most competitive market;

- Pace of change;
- Aware of the evolution of the industry:
 - Pace
 - Manage- how?
 - Trends- what are they?
 - Understand where the industry is going and what path should be followed
- No Big Picture view of the industry
- Shared experiences
- Thrive not just survive- reposition the industry

Stake Holder Review

The participants were asked to consider the issues list above and then focus as to how those issues related to the print industry stakeholders; more specifically to focus on what the needs of the various stakeholders are in relation to those issues.

Stake Holder List	Needs 2011 & Beyond
<i>The Print Industry</i> <ul style="list-style-type: none"> • <i>MPLA Members;</i> • <i>Non-member companies.</i> 	Skilled labour
<i>Employees in Print Industry</i>	<ul style="list-style-type: none"> • Skills upgrade- technical changes; • Safety, knowledge and awareness; • Sales people need more training; • Valuable information for customers.
<i>Suppliers</i>	Suppliers need more knowledge to provide service: product knowledge. Get more businesses with their products.
<i>Customers</i>	Customer needs to be educated: <ul style="list-style-type: none"> • There is currently nowhere for customers to go and learn about our businesses so we can become a sales and marketing partner.
<i>Educational Institutions</i>	<ul style="list-style-type: none"> • More impact into schools- promote print in schools as a career option; • Bigger budgets (EQPT in schools)- MPIA's role; • Upgrade teachers.
Government	

SWOT Analysis

Following the identification of key issues, the participants moved onto a SWOT Analysis of MPIA to determine why we are the vehicle to best represent the print industry in Manitoba and help to steer companies in the right direction in the face of technological changes.

SWOT analysis is a strategic planning method used to evaluate the Strengths, Weaknesses, Opportunities, and Threats involved in a project or in a business venture. It involves specifying the objective of the business venture or project and identifying the internal and external factors that are favourable and unfavourable to achieve that objective.

A SWOT analysis must first start with defining a desired end state or objective. A SWOT analysis may be incorporated into the strategic planning model.

- **Strengths:** characteristics of the business or team that give it an advantage over others in the industry;
- **Weaknesses:** are characteristics that place the firm at a disadvantage relative to others;
- **Opportunities:** external chances to make greater sales or profits in the environment;
- **Threats:** external elements in the environment that could cause trouble for the business.

Identification of SWOTs is essential because subsequent steps in the process of planning for achievement of the selected objective may be derived from the SWOTs.

First, the decision makers have to determine whether the objective is attainable, given the SWOTs. If the objective is NOT attainable a different objective must be selected and the process repeated.

There was a general brainstorming session by the participants on each of levels. Below is the list of the most popular answers given.

MPIA's SWOT Analysis

S- Paid staff with skills (6)

S- Desire (5)

S- Past success in training (7)

O- Promote MPIA, NAPL, PIA, GATF, FTA, NAQP, etc. This will allow us to broaden our network (through web links)

O- Opportunity to reposition the industry (6)

O- Increase other people's knowledge of MPIA (5)

T- Dependency on government financial support (8)

T- Loss of membership (6)

T- Lack of interest in training by members (6)

W- Lack of industry data limits MPIA's ability to understand the pulse of the industry. Data mining from these organizations listed under opportunities (9)

W- Building membership value

W- Lack of technical knowledge

Sector Goals Today

The group then moved onto a discussion about the goals for the Association as it supports the industry. MPIA's 2011-2012 submission to IWD committed the Association to focus on four goals.

- 1) Become ready to handle the new technological demands on the industry.
- 2) Provide training to existing workforce to meet the changing demands of technology.
- 3) Develop skill standards for the industry
 - a. Develop a communications plan
- 4) Attract new workers for the industry.

Capacity for Change

- The print industry is a very interactive industry
- A participant mentioned the Canadian Tire example whereby you can produce a flyer and then have inserts catered to specific customers' buying patterns and interest
- **For the MPIA; how can we affect change?**
 - Dialogue: seminars that are more focused
 - Get real data: allows us to show members what is happening in the industry on a national and international scale
 - Determine what the technological demands on the industry are
- The training needs to focus on high demand programs that our members want and need
 - Should be courses that activate our owners to get involved
- Course ideas for dealing with technology:
 - **Adopt, Adapt or Not**
 - Could speak to our contacts at the NAPL (Print Leadership)
 - Look at doing a Survive & Thrive course

Issues facing Print Industry

- Technology is not the only thing that is changing in the industry
 - People don't necessarily understand what the new technology is
 - The question is what will technology do to my job?
- Change will be:
 - In equipment
 - Business
 - Change on a global scale as the world shrinks (Egypt example)
- What can the MPIA do to help with changes?
 - Can provide information on sector trends and new developments
 - Look at ways to encourage members to become involved (idea of a "do-not-print" list)
 - Using the newsletter to convey new ideas
 - The digital world is largely unknown
 - **Training, tools and benefits**
 - Bob noted that in his plant he put up a banner that read, "Change in Normal"
 - It happens so quickly
 - Need to be Big Picture People
 - **Cost of technology [PACE OF CHANGE]**
 - How is it affecting the cost of business
 - Companies need to develop on-going plans

- Marry communications plan with presenting strategic planning outcomes;
- Develop a **Do-Not-Print** List as a carrot to draw members and increase interest in MPIA (questions on the survey);
 - Get details on creating the list from the BC Print Association
- Take the invitation to sit on the CPISC board seat (training committee);
- Establish biannual networking events and targeted industry events intended to pass on information as well as allow the industry to gather;
- Run training events on a cost 'plus' basis to increase the revenue stream for the Association;
- Look for other ways to increase revenues;
- Increase staff to full time through expansion of programs and revenue funding;
- Collect industry data and transmit industry data to members packaged in a way that is meaningful to members;
- Create the urgency in the membership to learn about the evolution of the industry;
- Organize an event for our members with key issues to start the discussion;
- Explore other funding resources for the collection of industry data;
- Develop a list of key players in the industry (well respected);
 - Develop a plan to attract the industry leaders “the rest” to come to the table;
 - Build/expand the group of key players over time;

Next Steps for MPIA

Below are two charts that set targeted activities for the Association to pursue. It is hoped that the activities will be pursued over a 6-12 month period and will allow MPIA to achieve its goals for the 2011-2012 fiscal year. In addition it is believed that these activities will increase the value of an MPIA membership and allow the Association to position itself as the voice and leader of the print industry in Manitoba.

WHAT	WHO	WHEN	DETAILS
Transmit existing industry data to members in a way that is meaningful to members (22 votes)	Communications committee to set the process and Jonathan to take action	Frequency dependant on content	MPIA has an opportunity to connect to its members by communicating important industry data such as size, purchasing power, etc.
Develop a new survey; refine survey questions to tease out in one-on-one interviews conducted by Jonathan (17 votes)	The Board will develop and refine the survey and Jonathan to execute (Jonathan to set-up questions for the next Board Meeting)	Next Board Meeting- March 15, 2011	The survey needs to be crafted in such a way that the answers can be teased out during an interview with member companies. This has the potential to be a great tool for MPIA to connect with its members and to deliver the programs that they want.

Run training events on cost 'plus' basis to increase revenue stream (17 votes)	Laurie and the Training & Development Committee	TBA	Consult the Training & Development Committee. The committee will complete a cost analysis for each training event.
Explore other funding resources for collecting local industry data (14 votes)	Jonathan	June (report at June Board Meeting)	There are plenty of other pots of money both government and non-government that MPIA could go after to help fund the Association's activities.
Take the invitation from the CPISC for their board seat on the Training Committee (13)	Jonathan	Investigation and analysis before the next board meeting.	Need to know who, what, when, etc. What are the benefits to MPIA?

Communication Action Items

WHAT	WHO	WHEN	DETAILS
Create a print portal for businesses looking for services	Communications Committee & Jonathan	Communications Committee to establish timeline	Essentially a members' database on the website
Create a database of people in the industry with names, title, email address	Communications Committee & Jonathan	Communications Committee to establish timeline	Jonathan to ask membership contacts for additional names
Ensure MPIA website has cross linked with all members' sites	Communications Committee & Jonathan	Communications Committee to establish timeline	See above
Develop a Do-Not-Print List as a carrot to draw members and increase interest in MPIA	Communications Committee & Jonathan	Communications Committee to establish timeline	Ensure that legal advice is sought before this project is started

Conclusion

This most recent Strategic Planning Session was very successful for the participants. There was lively discussion on both nights and the range of views and experiences of the participants made for some very spirited debates.

Most of the discussion revolved around the issues facing the industry (both present and future), how MPIA can help its members handle and thrive within those issues, and how MPIA can improve its value proposition for existing and potential Association members. Moving forward the discussions will allow the Association to set the direction for activities and for training seminars.

One concluding thought that came out of the Strategic Planning Session was the need for an event that would allow the MPIA to voice the issues facing the industry and to educate members on the emerging technological trends in printing. The solution was to hold an event in April/May that would feature:

- The Association's AGM;
- An advocacy session with government officials that would allow the Association to bring forward the unique challenges that print faces as an industry;
- A networking reception that would be highlighted by a guest speaker to talk about emerging trends followed by an MPIA speaker to talk about the role that the Association can play in facing these trends through training and outreach.

Manitoba Print Industry Association By-Law No.1

Article One

1.0 Preamble.

This document is the bylaw of the Manitoba Print Industry Association Inc. also known as "MPIA", a corporation incorporated under the laws of the Province of Manitoba. This bylaw regulates the transaction of business and affairs of MPIA.

1.1 Definitions.

In these bylaws, the following words have these meanings:

- (a) "Act" means The Corporations Act, C.C.S.M. c.C225, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (c) "by-law" means any by-law of the Corporation from time to time in force and effect; and
- (d) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

1.2 Interpretation.

In this bylaw, words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender, and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.3 Mandate

MPIA is a non-profit, membership based, industry sector organization. MPIA was created to retain and attract individuals into the printing industry in Manitoba and to work with employers and educational partners to expand print-related training opportunities in Manitoba. The MPIA focuses upon human resource development for small, medium and large organizations and their current and future employees. Initiatives include, but are not limited to:

- Training of existing workers;
- Training of new hires;
- Career awareness;

- Educational infrastructure development;
- Integration of skilled immigrants;
- Building human resource capacity; and
- Research.

Article Two

2.0 Membership

2.01 **Eligibility**. Any industry or organization that is involved with printing in the Province of Manitoba, and that supports the mandate of MPIA, is eligible to be a member and may apply for membership.

2.02 **Admission**. Any industry or organization that is eligible for MPIA membership may, upon payment of the prescribed fee, apply to the MPIA Board to be admitted as a member. The Board of Directors shall have the discretion to accept or reject any application for membership, which decision shall be subject to review by the members at any general meeting of the MPIA.

2.03 Termination of Membership.

An industry or organization shall cease to be a member of MPIA:

- (a) By delivering a notice of resignation in writing to the Board of Directors;
- (b) Upon failure to renew its' membership, within the time prescribed by the Board of Directors;
- (c) On being expelled by the Board of Directors for any cause which is deemed to not be in the best interests of MPIA;
- (d) Upon dissolution of the MPIA.

2.04 **Membership Fees**. The Board of Directors shall prescribe the rate, frequency and structure of the annual membership fees due to initiate or renew MPIA membership.

2.05 Rights of Members.

Any MPIA Member in good standing is entitled to:

- (a) Receive notice of meetings of the membership of MPIA;
- (b) Attend any meeting of the membership of the MPIA;
- (c) Speak at any meeting of the membership of the MPIA;
- (d) Exercise other rights and privileges given to members in these bylaws.

2.06 Meetings of Members

MPIA shall hold an annual general meeting of membership and any special meetings as outlined in Article Three.

Article Three

3.0 Meetings of the Membership

3.01 Voting Representatives at Meetings

Each member of MPIA, that is an organization, shall designate one of its employees as a voting representative to attend meetings on its' behalf.

3.02 Annual General Meeting

At each annual meeting of MPIA, in addition to any other business that may be transacted, the following items of business shall be dealt with:

- (a) Consideration of the annual report of the Board of Directors;
- (b) Consideration of the financial statement, and the report of auditors;
- (c) Election of the Board of Directors;
- (d) Appointment of auditors for the ensuing year.

3.02 Special Meetings

Special Meetings of the Membership may be called by the Executive or upon the written request of three (3) Directors of the Board.

3.03 Notice of Meetings

Seven (7) clear days' prior written notice shall be given to each member of any annual or special general meeting of the membership. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting.

3.04 Quorum

A quorum at any meeting of members shall be a simple majority of voting members.

3.05 Voting

Each member present shall have one vote

There shall be no provision for a proxy vote.

Article Four

4.0 Head Office.

The head office of the Corporation shall be in Winnipeg, Province of Manitoba, and at such place therein as the Board may from time to time determine.

Article Five

5.0 Board of Directors

5.01 Powers and Composition of Board.

The property and business of the Corporation shall be managed by the Board, which shall consist of not less than five (5) directors and not more than eleven (11) directors. The Board of Directors shall consist of members from the print industry, including representation of such print mediums as Sheetfed, Web, Flexography, Gravure, etc. All officers and committees shall be responsible to, and subject to the direction and control of the Board.

5.02 Terms of Office.

- (a)** In each year, a person, who is not a member of the MPIA, may be appointed to the Board for such term as the Nominating Committee shall decide in its sole discretion. The power to appoint each such a director shall be at the discretion and exercised by the Nominating Committee.
- (b)** Any director who has served two consecutive terms of office shall not be eligible for reappointment to the Board until a period of at least one year has elapsed since the end of his/her second successive term in office.
- (c)** Each director shall hold office until the earlier of:

i) the date upon which his/her successor is appointed in accordance with paragraph 5.02(b);

- ii) his/her bankruptcy;
- iii) finding by a Canadian court of competent jurisdiction that he/she is of unsound mind;
- iv) his/her resignation;
- v) his/her death;
- vi) he/she ceases to be an employee of a member of MPIA; or
- vii) he/she misses three consecutive meetings without excuse.

5.03 **Board Meetings**

The Board of Directors will hold meetings as determined by the President. Notice of the time and place of each meeting of the Board of Directors shall be given to Directors not less than forty-eight (48) hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Directors may waive notice of or otherwise consent to a meeting of the Board of Directors.

5.04 **Quorum**

A majority of Directors present at any Board meeting constitutes a quorum.

5.05 **Voting**

Each Director including the President has one vote. When necessary, as in the case of a tie vote, the President's vote shall be the tie breaker vote.

Decisions of the Board of Directors shall be arrived at by a majority of votes taken by a show of hands unless a secret ballot is requested by any Director.

5.06 **No Remuneration of Directors or Committee Members.**

The directors and members of committees shall serve without remuneration and no director or committee member shall directly or indirectly receive any profit from his/her position on the Board as such. A director or committee member may be reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties, and any director or committee member who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

5.07 **Conflict of Interest.**

Where a Director, either on her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he/she shall:

- (a) disclose his/her interest fully at a meeting of the Board of Directors;
- (b) disclose her interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board of Directors;
- (c) not take part in any discussion of or vote on any question in respect of the matter; and
- (d) not in any way whether before, after or during the meeting influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

5.08 **Duties of the Board of Directors**

The Board of Directors and individual Directors shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of MPIA, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Directors represent the membership of MPIA and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds and to its staff for the sound administration of MPIA. In addition, the Directors have a general duty of trust to those served by MPIA and to the general public.

5.09 **Committees of the Board of Directors**

The Board of Directors may appoint committees as deemed necessary. The Board of Directors shall designate a Director or Current Committee Member to be the chairperson of each committee. Each committee chairperson shall report back to the Board as specified in its mandate.

5.10 **Removal of Directors.**

Any director may be removed at any duly convened meeting of the members by a vote of not less than two-thirds of the members present at such meeting.

5.11 **Replacement of Directors.**

The position of any director which becomes vacant may, at the option of the Board be filled by an appointment of the Board of Directors until such time as the term expires or until the position again becomes vacant.

Article Six

6.0 Indemnification of Directors and Officers

Every director or officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought,

commenced or prosecuted against him/her, or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and

- (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect, willful default or criminal act.

Article Seven

7.0 Officers.

The officers of the Corporation shall be a President, one or more Vice-Presidents, an Executive Director, a Secretary and a Treasurer, and such other officers as the Board may by by-law determine. Any two offices may be held by the same person excepting President and Vice-President.

7.01 Immediate Past-President

The Immediate Past-President shall hold office of the Board for a period of one year following the appointment of a new President.

The Immediate Past-President shall:

- (a) Be present at all meetings of the Board during his/her term;
- (b) Be a voting member of the board of Directors;
- (c) Speak to any issue concerning the previous policy or administration of the Board.

7.02 President

The President shall:

- (a) Be the chief executive officer of the Corporation;
- (b) If present, preside at all meeting of the Board; and
- (c) Subject to the control, supervision and direction of the Board have general control and supervision of the affairs of the Corporation.

7.03 **Vice President**

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

7.04 **Treasurer**

The Treasurer shall:

- (a) Have the custody of all corporate funds and securities;
- (b) Keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation;
- (c) Deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (d) Disburse the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements; and
- (e) Render to the Board accounts of all the transactions of the Corporation.

7.05 **Secretary**

The Secretary shall send out all meeting announcements and agendas, keep record of decisions made, distribute those to the Board of Directors and assure that corporate records are maintained.

7.06 **Appointment of an Executive Director or Manager.**

The Board of Directors may appoint an Executive Director to manage the affairs of MPIA under its general direction. The Executive Director shall hold office at the pleasure of the Board or until he resigns from the position. The Executive Director shall

- (a) attend all meetings of the Board as a nonvoting member and cause to be recorded all minutes of all proceedings in the books kept for that purpose;
- (b) give all notices required to be given to Directors;
- (c) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation;
- (d) serve as Secretary of the Corporation as may be required by any Federal or Provincial stature;

- (e) perform other duties as the Directors may determine from time to time;
- (f) The Executive Director shall ensure delivery of the programs and services offered by MPIA, adhering to its mandate and operating policies;
- (g) The Executive Director shall be accountable to the Board of Directors for the proper and legal conduct of the business of MPIA; and
- (h) The Executive Director shall be responsible for the organization of the work of MPIA and for the engagement, supervision, direction and discharge of all employed personnel.

The Executive Director does not have a vote at any meeting.

7.07 **Appointment and Removal.**

Officers shall be appointed by resolution of the Board annually at the first meeting of the Board following the annual appointment of directors provided for in paragraph 3.02 and may be removed from office at any time by the Board. The terms of employment of any officers, including remuneration, if any to be paid to any officers, shall be determined by the Board.

7.08 **Term.**

No individual shall be elected to the same position on the Board for more than two (2) consecutive terms. No two positions on the Board may be held by the same individual, except on an interim basis, where another Director ceases to be on the Board in the middle of a term.

7.09 **Other Officers.**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

7.10 **Duties May Be Delegated.**

In case of the absence or inability to act in any office of MPIA, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

7.11 **Powers and Duties.**

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board.

Article Eight

8.0 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers as designated from time to time by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board may from time to time by resolution appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing, and may grant a power of attorney on behalf of the Corporation to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Corporation.

Article Nine

9.0 Financial Year

Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be March 31.

Article Ten

10.0 Amendment of By-Laws.

The bylaw may be amended or repealed at any meeting of members by a two-thirds majority vote of the members present, where appropriate notice detailing the changes to the bylaws has been given in writing to the membership at least fourteen (14) days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes.

Article Eleven

11.0 Appointment of Auditor.

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, and to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

Article Twelve

12.0 Parliamentary Authority or Rules of Order.

The parliamentary authority for the organization shall be Bourinot's Rules of Order Newly Revised.

Article Thirteen

13.0 Rules and Regulations.

The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

Article Fourteen

14.0 Winding up or Dissolution

The Corporation may be dissolved by a vote of not less than two-thirds of the members present at a special meeting called for that purpose. Upon dissolution and after the payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the Income Tax Act.

PASSED the 24th day of March, 2009 in the Province of Manitoba.

AMMENDED Section 5.09 and 7.0 the 30th, day of March, 2010 in the Province of Manitoba.