

# By-law No. 1

A by-law relating generally to the conduct of the affairs of

## Campus Radio Saint John Inc

(the "Corporation")

### Section 1 - General

#### 1.01 Definitions

- a. "Act" means the Companies Act of New Brunswick, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- i. Station Manager means the highest ranking employee of the Corporation, responsible for making managerial decisions.
- j. Programming Director means the employee of the Corporation responsible for managing broadcast programming matters.

#### 1.02 Interpretation

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### 1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. The secretary or an employee of the Corporation authorized by a board resolution shall be the custodian of the corporate seal.

### 1.04 Executions of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. All executions of documents must meet authorization requirements according to the by-laws and policies of the Corporation.

### 1.05 Financial Year End

The financial year end of the Corporation shall be April 30th.

### 1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada (hereinafter any such entity or entities referred to as the Bank) as the board may designate from time to time by resolution. There shall be at least two individuals who are designated by the board as having signing authority for the Corporation. No individual who is not either a member of the board, an officer of the Corporation or is employed as Station Manager shall be permitted to have signing authority. Each transaction with the Bank shall be transacted by at least two persons having signing authority. No person or persons shall have the authority to enter the Corporation into a lending arrangement with the Bank without a special resolution of the board.

The board may authorize, by resolution, an employee of the Corporation to execute transactions necessary for day-to-day operations of the Corporation.

## 1.07 Annual Financial Statements

The Corporation may publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## Sections 2 - Membership

### 2.01 Membership Conditions

There shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the board, approval of the Station Manager, or who have applied for and been accepted for producing a radio program by resolution of the Programming Committee. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

### 2.02 Notice of Meeting of Members

The board Chair has the ability to call at any time a meeting of members. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by email and posting within the registered office of the Corporation, no less than two weeks before the time fixed for holding of that meeting.

A meeting of members is to be held no less than once (1) per calendar year.

### 2.03 Absentee Voting & Proxy

Absentee voting is not allowed by proxy, mailed-in ballot, or telephonic, electronic or other communication facility at meetings of members.

## Section 3 - Membership dues, terminations and discipline

### 3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

Membership dues may be waived for an individual member by a board resolution, or an employee of the Corporation that has been granted authority by the board, if the member expresses a worthy need for an exemption within two (2) calendar months of the membership renewal date.

The membership dues amount and renewal date shall be set by a board resolution.

### 3.02 Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies;
2. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
3. the member resigns by delivering a written resignation to the Chair of the board or an employee of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### 3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Corporation;

2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer or employee as may be designated by the board, shall provide notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written submissions to the Chair, or such other officer or employee as may be designated by the board, in response to the notice received within twenty (20) days. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

The Station Manager shall have the authority to suspend any member of the Corporation for up to 30 days.

The Programming Committee shall have authority to suspend or expel any member from the Corporation on grounds established in the policies adopted by the Programming Committee and ratified at a meeting of members.

In the event that the Programming Committee determines that a member should be expelled or suspended from membership in the Corporation, the Programming Chair, or employee as may be designated by the Programming Committee, shall provide notice of suspension or expulsion to the member and shall provide reasons for the suspension or expulsion. The member may make written submissions to the Programming Chair, or an employee as may be designated by the Programming Committee, in response to the notice received within twenty (20) days. If written submissions are received in accordance with this section, the Programming Committee will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## Section 4 - Meetings of Members

### 4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

### 4.02 Chair of the Meeting

The board Chair, or in his or her absence, an Officer appointed by the Chair, presides as Chairperson at a meeting of the members. But, if at a meeting, neither of them is present within fifteen minutes after the time appointed for holding the meeting, the Members may choose a person from among their number to be the Chairperson.

### 4.03 Quorum

Presence of at least twenty (20) percent of the members constitutes quorum for the transaction of business at a meeting of members.

### 4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot the motion shall be defeated.

### 4.05 Meetings of Members as Supreme Governing Body

The General Meeting is the supreme governing body of the Corporation. All actions of subordinate bodies must be consistent with the policies laid down by General Meetings.

## Section 5 - Directors

### 5.01 Election and Term

The members shall elect the directors at the first meeting of the members and each succeeding annual meeting. The directors shall be elected to hold office for a term of one (1) year. Serving directors are eligible for re-election.

### 5.02 Composition

The board of directors shall be composed of the following positions:

- i. One (1) director nominated by the Vice-President of the University of New Brunswick Saint John and ratified at a meeting of members;
- ii. Two (2) directors currently enrolled in an undergraduate or graduate program at the University of New Brunswick Saint John;
- iii. Seven (7) general directors;
- iv. One (1) Programming Committee member, *ex officio*.
- v. The Station Manager, *ex officio*.

### 5.03 Vacancy & Removal

If a position on the board shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

In the absence of a written agreement to the contrary, the board may remove any director by special resolution, whether for cause or without cause.

Directors shall be removed from office if they miss three (3) consecutive meetings of the Board without notifying the Chair. After the second missed meeting the Chair shall issue a written reminder of this clause to the Board member.

## Section 6 - Meetings of Directors

### 6.01 Calling of Meetings

Meetings of the board may be called by the Chair of the board, the Vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting

## 6.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 48 hours of notice by email or delivered personally in writing.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

## 6.03 Regular Meetings

The board shall meet no less than four (4) times a year.

## 6.04 Quorum

Presence of at least fifty (50) percent of the sitting directors plus one (1), not including *ex officio* directors, constitutes quorum for the transaction of business at a meeting of directors.

## 6.05 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in the case of equality of votes the motion shall be defeated. *Ex officio* directors do not hold the right to vote at a meeting of directors.

## 6.06 Absentee Voting & Proxy

Absentee voting is not allowed by proxy at meetings of directors.

Between meetings, a board resolution may be moved and voted by email. Any motion by email shall be sent by the Chair to all directors.

## 6.07 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **Programming Committee**

A Programming Committee shall be elected at a members meeting and operate under the following criteria:

1. Composition:
  - i. Up to eight (8) representatives that reflect the Greater Saint John community;
  - ii. Programming Director, *ex-officio*;
  - iii. Station Manager, *ex-officio*.
2. Election and Term:
  - i. Members of the committee, other than staff, shall be elected at a members meeting;
  - ii. Committee members are elected to hold office for a term of one (1) year. All members are eligible for re-election.
3. Vacancy:
  - i. If any committee position shall be or become vacant, the committee may, by resolution, appoint a person to fill such vacancy.
4. Duties:
 

The Programming Committee shall:

  - i. Develop and administer broadcast programming policies;
  - ii. Advise and administer CRTC regulations as they relate to broadcast programming;
  - iii. Meet no less than four (4) times per year;
  - iv. Review and approve radio program applications;
  - v. Report to the board and members meetings when requested;
  - vi. Conduct disciplinary actions as described by broadcast programming policy and these by-laws;
  - vii. Any changes to broadcast programming policy that are approved by the committee have force only until the next members meeting of the Corporation, and in default of confirmation thereat ceases from that time to have force.
5. Quorum:
  - i. Fifty percent (50%) of sitting committee members plus one, excluding *ex-officio* members, shall constitute quorum.
6. Voting:
  - i. Decision of the committee shall be made by a regular resolution.
  - ii. In the case of equality of votes, the motion shall be defeated
  - iii. *Ex-officio* positions do not hold the right to vote at meetings of the committee.
  - iv. Between meetings, a committee resolution may be moved and voted by email. Any motion by email shall be sent by the committee chairperson to all committee members.

## 6.08 Remuneration

Directors and Programming Committee members, other than staff, shall receive no remuneration for performing duties of board or the Programming Committee.

## Section 7 - Officers

### 7.01 Descriptions of Offices

Officers of the Corporation shall be elected from within the board of Directors.

- A. Chair of the board - The Chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall have such other duties and powers as the board may specify. The Chair shall give, as and when instructed, notices to members, directors, and staff.
- B. Vice-Chair of the board - If the chair of the board is absent or is unable or refuses to act, the Vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Vice-chair shall have such other duties and powers as the board may specify.
- C. Secretary – The secretary shall attend and be the secretary of all meetings of the board. The secretary shall record the minutes of each meeting of the board and have them distributed to each member of the board at least twenty-four (24) hours prior to the next meeting. In conjunction with authorized employees of the Corporation, the secretary shall be the custodian of all books, papers, records, and documents belonging to the Corporation. The secretary shall file annual corporate returns, or by resolution of the board, delegate this task to an authorized employee of the Corporation.
- D. Treasurer - The treasurer shall have such powers and duties as the board may specify.

The powers and 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. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove by resolution, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- A. the officer's successor being appointed,
- B. the officer's resignation,

- C. such officer ceasing to be a director (if a necessary qualification of appointment) or
- D. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## Section 8 - Staffing and Honoraria

### 8.01 Hiring Staff

The board shall have the power to appoint staff as it deems necessary or appropriate for such purposes and with such duties as the board shall see fit.

The board may authorize, by resolution, the Station Manager the power to hire employees.

### 8.02 Honoraria

Honoraria may be granted, by resolution of the board, to an individual in recognition of work done for the Corporation. Honoraria to a single recipient shall not exceed \$500 per calendar year.

## Section 9 - Notices

### 9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation; or
2. if mailed to such person at such person's recorded address; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched

or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary or authorized employee of the Corporation may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary or authorized employee that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## 9.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## 9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# Section 10 - Dissolution

## 10.01 Voluntary Dissolution

Voluntary dissolution of the Corporation shall require the following:

1. A meeting of the members;
2. Notice for the meeting shall not be less than fourteen (14) days and must include the proposed motion for dissolution;
3. At least sixty (60) percent of members are required for quorum;
4. At the meeting, the board of directors shall provide a statement with the current financial position of the corporation;
5. A motion to dissolve the Corporation shall require a special resolution.

## 10.02 Dissolution Process

The directors of the corporation shall take the necessary steps to dissolve the corporation according to the articles and the Act. Those steps shall also include, but are not limited to:

1. Resolve outstanding financial liabilities including banking, accounts payable and staffing matters;
2. As per the articles, remaining assets shall be donated to a registered Canadian charity in consultation with the Student Representative Council of University of New Brunswick Saint John;
3. All records of the corporation shall be held in trust by an officer for at least 7 years. If no officer is able to meet this commitment, the board may elect a member or the library of the University of New Brunswick Saint John as the custodian of such documents. If the Corporation is revived, the custodian shall return the records to the Corporation;
4. File the necessary forms with provincial and federal agencies to dissolve the corporation and surrender the corporate charter;
5. Notify members of the effective date of dissolution.

## Section 11 - Amendments

### 11.01 Amendments

A special resolution of the members is required to make any amendments to this by-law. At least thirty-three (33) percent of the members shall be present to constitute quorum.

## Section 12 - Effective date

### 12.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the

Corporation by resolution on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ and confirmed by the members of the Corporation by special resolution on the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Dated as of the \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

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[Indicate name of director/officer]

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[Indicate name of director/officer]