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**UNIVERSITY OF TORONTO COMMUNITY  
RADIO INC.**

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**GENERAL OPERATING BY-LAW NO. 1**

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

**UNIVERSITY OF TORONTO COMMUNITY RADIO INC.  
(the “Corporation”)**

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## **GENERAL OPERATING BY-LAW NO. 1**

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

**UNIVERSITY OF TORONTO COMMUNITY RADIO INC.**  
(the “Corporation”)

**BE IT ENACTED** as a General Operating By-law of the Corporation as follows:

### **SECTION I** **INTERPRETATION**

#### **1.01 Definitions**

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any 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.
- (d) “**By-laws**” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “**Director**” means a member of the Board.
- (f) “**Friends of 89.5 Membership Fee**” means an annual fee, determined from time to time by majority of the Board, paid by individuals to support the Corporation.
- (g) “**Member**” means a member of the Corporation regardless of membership class and “**Members**” or “**The Membership**” means the collective Membership of the Corporation.
- (h) “**Officer**” means an officer of the Corporation.
- (i) “**Operating Policies**” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (j) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution.

- (k) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (l) “**Radio Fee**” means the fee paid indirectly to the Corporation by each student registered as a full-time undergraduate at the University of Toronto.
- (m) “**UTSU**” means the University of Toronto Students’ Union.
- (n) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (o) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined, all terms contained and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II** **FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

The financial year-end of the Corporation shall be as designated by the Board by resolution from time to time.

### **2.02 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments (“**Legal Documents**”) in writing requiring execution by the Corporation may be signed by the Station Manager without Board approval up to a maximum dollar amount as determined by Board resolution from time to time. Any Legal Documents that exceed the maximum amount must be approved in advance by a majority of votes cast at a properly constituted meeting of the Board. The Board may also from time to time revise or 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 Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

### **2.04 Public Accountant and Level of Financial Review**

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review as required by Part 12 of the Act. The Board shall fix the remuneration of the public accountant.

### **2.05 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

### **2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

### **2.07 Corporate Records**

The Board shall see that all necessary books and records of the Corporation, as outlined in section 21 (Corporate Records) of the Act and any by-laws, are regularly and properly kept at the registered office of the Corporation.

## **2.08 Registered Office**

The registered office of the Corporation shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time determine.

## **2.09 Corporate Seal**

The seal of the Corporation shall be in such form as shall be prescribed by resolution of the Board and until changed, shall be in the form an impression of which is stamped at the end hereof.

# **SECTION III** **MEMBERS**

## **3.01 Membership Conditions**

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely, General Members and Student Members (as defined below). Membership in the Corporation shall be available only to individuals, corporations and other organizations and associations accepted into Membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:

### **(a) General Members**

- (i) General voting membership shall be available only to persons who have paid the Friends of 89.5 Membership Fee within the preceding twelve (12) months, as well as applied and been accepted as a General Member in the Corporation
- (ii) The term of membership of a General Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) As set out in the Articles, each General Member is entitled to receive notice of, attend and vote at all meetings of General Members and each General Member shall be entitled to one (1) vote at such meetings

### **(b) Student Member**

- (i) Non-voting Student membership shall be available only to a student who is registered for full-time undergraduate study at the University of Toronto in a program leading to a degree, diploma or certificate of the University of Toronto, and who has paid the Radio Fee for the current university session.
- (ii) The term of membership of a Student Member shall be annual, subject to renewal in accordance with the policies of the Corporation. Subject to the Act and the Articles, a Student Member shall not be entitled to receive notice of, attend or vote at meetings of Members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.02 Membership Dues**

General Membership dues shall be determined by the Board, from time to time. Members shall be notified in writing of the membership dues at any time payable by them and, those Members in default shall automatically cease to be Members of the Corporation.

Membership dues shall be payable on a differentiated cost basis. The Board may set the membership dues for the following types of membership, and any other types of membership that the Board may designate, from time to time:

- (a) General Member, open to individuals, corporations, and other organizations and associations.

### **3.03 Termination of Membership**

Membership in the Corporation is terminated when:

- (b) the individual Member dies;
- (c) the Corporate Member is dissolved or otherwise ceases to exist;
- (d) the Member ceases to maintain the qualifications for Membership set out in section 3.01;
- (e) the Member resigns by delivering a written resignation to the Secretary in which case such resignation shall be effective at the time the written resignation is sent to the President or at the time specified in the resignation, whichever is later.
- (f) the Member is in default on their membership dues in accordance with section 3.02;
- (g) the Member is removed as a Member of the Corporation in accordance with section 3.04;
- (h) the Member's term of membership expires; or
- (i) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

### **3.04 Discipline of Members**

The Board has the authority to suspend or remove any General Member or Student Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from Membership in the Corporation, the President shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is suspended or removed from Membership in the Corporation. 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.

### **3.05 Membership Transferability**

Memberships in the Corporation may not be transferred. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-Law.

## **SECTION IV MEETINGS OF MEMBERS**

### **4.01 Annual Meetings**

An annual meeting of Members shall be held in Toronto, Ontario at least once in each calendar year as the Board may from time to time determine, provided that the annual meeting is within the prescribed periods described in the Regulations. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

#### **4.02 Special Meetings**

The Board pursuant to subsection 160(3) (Calling Special Meetings) of the Act may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members and is specified in the notice calling the special meeting. On written requisition by Members in accordance with section 167 (Requisition of Meeting) of the Act carrying not less than the prescribed amount of voting rights,<sup>1</sup> the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within the prescribed period of receiving the requisition, any Member who signed the requisition may call the meeting pursuant to subsection 167(4) (Member Calling Meeting) of the Act.<sup>2</sup>

#### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Ontario as the Board may determine.

#### **4.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business which must be specified in any notice calling for such special business to be considered.

#### **4.05 Notice of Meetings**

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. Such communication facility may include pre-recorded messages on the Corporation's radio station (CIUT 89.5 FM), notices posted on the Corporation's website (<http://www.ciut.fm/>), published notice in University of Toronto newspapers and other communications utilizing the University of Toronto's campus social media platforms.

Where the Corporation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall

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<sup>1</sup> *Canada Not-for-profit Corporations Regulations* (SOR/2011-223), s. 72. (1) For the purpose of subsection 167(1) of the Act, the prescribed percentage is five per cent.

<sup>2</sup> *Canada Not-for-profit Corporations Regulations* (SOR/2011-223), s. 72. (2) For the purpose of subsection 167(4) of the Act, the prescribed period is 21 days.

give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.17.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

#### **4.06 Contents of Notice**

Subject to any requirements of the Act or Regulations, the notice of any meeting of Members shall include:

- (a) a full agenda of the meeting;
- (b) the full text of all resolutions proposed to be placed before the meeting by the Board;
- (c) the full text of all resolutions proposed to be placed before the meeting by the Members as provided in section 4.17;
- (d) in the case of a special general meeting required by a petition as described in section 4.02 the full text of all resolutions proposed to be placed before the meeting by the petitioners; and
- (e) in the case of a meeting at which an election of Directors will be held, the names and addresses of individuals properly nominated for election to the Board at the meeting, as of the date of the notice.

#### **4.07 Record Date**

Members entitled to receive notice of annual or special meetings of Members must have been Members of the Corporation for at least sixty (60) days immediately preceding the scheduled date of the meeting.

#### **4.08 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such

person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.09 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, the Officers 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 Ordinary Resolution of the Members.

#### **4.10 Chair of the Meeting**

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose an individual Member to chair the meeting.

#### **4.11 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be ten (10) Members entitled to vote at that meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member (as represented by its designated representative if a corporate Member) may be present in person, or by proxy, or by telephonic and/or by other electronic means.

#### **4.12 Adjournment**

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.13 Meetings Held by Electronic Means**

A Members' meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting

complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **4.14 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy, mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **4.15 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has

conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

- (d) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.16 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution by Members entitled to vote. A Member entitled to vote must be a Member who has been a Member of the Corporation for at least sixty (60) days immediately preceding the meeting. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

Pursuant to section 165 (Voting) of the Act, every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any Member. Upon a show of hands, every Member entitled to vote shall have one (1) vote and unless a ballot be demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or not carried or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour for or against such resolution.

The demand for a ballot may be withdrawn but if a ballot be demanded and not withdrawn, the question shall be decided by a majority of the votes cast by the Members entitled to vote, and such vote shall be taken in such manner as the chair of the meeting directs, and the result of such ballot shall be deemed to be the decision of the meeting upon the matter in question.

#### **4.17 Proposals at Annual Meetings**

A Member entitled to vote at an annual meeting may, in accordance with section 163 (Right to Submit and Discuss) of the Act, submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "**Member's Proposal**"). Subject to the Act, the Corporation shall include the Member's Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Member's Proposal and the name and address of the Member. The Member who submitted the Member's Proposal shall pay the cost of including the Member's Proposal and any statement in the notice of meeting at which the Member's Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

#### **4.18 Resolution in Lieu of Meeting**

Pursuant to section 166 (Resolution in Lieu of Meeting) of the Act, a resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members

is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

## **SECTION V** **DIRECTORS**

### **5.01 Powers and Responsibilities**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

### **5.02 Number of Directors**

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. Directors shall not be employees of the Corporation and at least two (2) of the Directors shall not be Officers of the Corporation or its affiliates.

### **5.03 Qualifications**

In accordance with section 126 (Qualifications of Directors) of the Act, each Director shall be an individual who is not less than eighteen (18) years of age; no Director shall have been declared incapable by a court in Canada or elsewhere nor have the status of a bankrupt. Further Board qualifications are as follows:

- (a) Holding a General Membership in the Corporation shall be a requirement of up to eight (8) Directors;
- (b) Holding a Student Membership shall be a requirement of up to three (3) Directors;
- (c) Being a staff or faculty member of the University of Toronto shall be the requirement of up to one (1) Director;
- (d) Any Director elected to the Staff or Faculty Seat who is also qualified to hold a General Member Seat or Student Member Seat will not reduce the total number of Directors eligible to be elected to the Board to fill the General Member Seats and/or Student Member Seats; and
- (e) A sitting Director that does not attend three (3) consecutive Board meetings will be deemed to no longer meet the qualifications for a Director, subject to that Director providing an explanation for his or her absence to the Board that the Board, acting at its own discretion, deems acceptable.

#### **5.04 Nomination of Directors**

Subject only to the Act and Articles, all candidates for a seat on the Board must have submitted to the Secretary a statement declaring their willingness to stand for election, together with a nomination form signed by at least five (5) General Members, by the opening of the AGM, or a special meeting of Members for which the election of Directors was one of its purposes.

#### **5.05 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution to hold office for a term expiring not later than the close of the second annual meeting of members following their election.
- (b) There shall be no limit to the number of consecutive terms a Director may serve.
- (c) Notwithstanding section 5.04(b), if Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.
- (e) The process of electing and terms for each category of Director is as follows:
  - (i) **General Member Seats.**
    - A. The Board seats held by General Members (“**General Member Seats**”) shall be served in staggered two (2) year terms with four (4) General Member Seats expiring in each even-numbered year and four (4) General Member Seats expiring in each odd-numbered year.
    - B. At all AGMs, and at any Special General Meetings at which vacancies among the General Member Seats are filled, elections shall be held in such a way as to ensure, as nearly as possible, that the terms of four (4) General Member Seats will expire in the next even-numbered year, and the terms of four (4) General Member Seats shall expire in the next odd-numbered year.
    - C. The term of any Director holding one of the General Member Seats shall expire at the end of the AGM at which his or her successor is elected.
  - (ii) **Student Member Seats.**

- A. The Board seats held by Student Members (“**Student Member Seats**”) shall be for one (1) year commencing from the date of their election.
- B. The President of the Corporation shall send a formal invitation to the UTSU President (“**UTSU Request**”) to provide the names of suitable candidates (“**UTSU Candidates**”) of his or her own choosing to represent students in the governance of the Corporation by holding Student Member Seats. In the event that the UTSU does not provide suitable candidates within six (6) weeks of the UTSU Request, the Board would proceed to find suitable candidates for the Student Member Seats through an application process determined and adopted by Board resolution. Howsoever candidates for the Student Member Seats are selected, the General Members shall vote to fill the Student Member Seats at the next AGM.
- C. The term of any Director holding one of the Student Member Seats shall expire when his or her successor is elected.

(iii) **Staff or Faculty Member Seat.**

- A. The Board membership held by a staff or faculty member (“**Staff or Faculty Seat**”) shall be for one (1) year commencing from the date of election.
- B. The President of the University of Toronto shall, in accordance with procedures established from time to time by the Governing Council of the University of Toronto, nominate a suitable staff or faculty member (“**Staff or Faculty Candidate**”) for the Staff or Faculty Seat. The General Members shall vote on the Staff or Faculty Seat, with the Staff or Faculty Candidate considered as a nominee.
- C. The term of the Director holding the Staff or Faculty Seat shall expire when his or her successor is elected.

**5.06 Ceasing to Hold Office**

A Director automatically ceases to hold office when the Director dies, resigns in accordance with section 5.09, is removed from office by the Members in accordance with section 5.08, no longer fulfils all of the qualifications to be a Director set out in section 5.03 or if the Director’s term of office has expired, as determined in the sole discretion of the Board.

### **5.07 Resignation**

A resignation of a Director becomes effective when the Director delivers a written resignation to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later.

### **5.08 Removal**

Pursuant to section 130 (Removal of Directors) of the Act, the Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed. Failing this, such vacancy may be filled by the Board.

### **5.09 Vacancies**

A vacancy on the Board arises if a Director ceases to hold office of any reason in section 5.08; if the number, or the minimum or maximum number, of Directors provided for in the Articles is increased; or if the Members entitled to vote do not elect, from among the candidates, the number of Directors or the minimum of Directors required by the Articles, because a candidate did not consent to act as a Director or did not meet the qualifications in section 5.04.

### **5.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **5.11 Delegation**

- (a) Subject to the Act, the Board may appoint from their number an executive committee and delegate to the committee any of the powers of the Board, except those decisions which may not be delegated by the Board pursuant to subsection 138(2) (Limits on Authority) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and secretary, and to otherwise regulate its procedure.

- (b) The Board may from time to time to appoint such agents or attorneys and engage such employees (and may delegate this function to an Officer or Officers of the Corporation) as it shall deem necessary and such person(s) shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.
- (c) Pursuant to section 143 (Remuneration) of the Act, the Board shall, subject to the other provisions of this By-law and the Articles fix the remuneration of Officers, agents, employees and committee members by resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation.

#### **5.12 Other Committees**

The Board may from time to time appoint any other 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 committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

#### **5.13 Conflict of Interest**

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 (Disclosure of Interest) of the Act.

### **SECTION VI MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the Vice-President or any two Directors at any time.

#### **6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

#### **6.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 9.01 of this By-law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. 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. Notice of a meeting shall not be necessary if the meeting of the Board is held immediately following the annual meeting of Members.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. At least four (4) Board meetings will be held each calendar year. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) (Limits on Authority) of the Act, is to be dealt with at the meetings.

#### **6.05 Participation at Meeting by Telephone or Electronic Means**

Pursuant to subsection 136(7) (Participation) of the Act, if all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting or Board committee meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The chair of any such meeting shall be responsible for established procedures designed to ensure that security issues and time-zone restrictions concerning the meeting are adequately addressed and shall ensure that the Secretary of the meeting establishes that a quorum is participating in accordance with this By-law and records the votes taken. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. Consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

#### **6.06 CEO/Station Manager Entitled to Notice**

The CEO/Station Manager will be entitled to receive notice of all meetings of the Board, and may be invited to attend, participate and contribute as a guest, at the Board's discretion. The CEO/Station Manager will not vote at any meetings of the Board.

#### **6.07 Quorum**

Five (5) voting Directors or fifty percent (50%) of sitting Directors, whichever is higher, shall constitute a quorum for the transaction of business at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means.

#### **6.08 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

All votes at any meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the member or proportion of votes recorded in favour of or against such resolution.

#### **6.09 Resolutions in Writing**

Pursuant to section 140 (Validity of Signed Resolution) of the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

### **SECTION VII COMMITTEES OF THE BOARD**

#### **7.01 Types of Committee**

There shall be two (2) classes of committees of the Board: the Executive Committee, and any Special Committees which the Board shall create from time to time. The Board may overrule or modify any decisions of any Committee.

#### **7.02 Composition**

The Board shall have full authority by resolution to determine the number, size, composition, rules of procedure, quorum, duties and responsibilities of any Special Committee. Any matter before a committee may be decided by majority vote.

#### **7.03 Quorum**

A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof.

#### **7.04 Reports**

Each committee shall submit to the Board such information and reports as the Board may from time to time request.

#### **7.05 Executive Committee**

The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer of the Corporation, and any other Officers of the Corporation who may be elected to the Executive Committee by the Board. The Executive Committee may invite the CEO/Station Manager to participate on the Executive Committee, but the CEO/Station Manager may not vote on any decisions. The Executive Committee shall have such powers as the Board deems necessary and appropriate for its purposes, subject to the Act.

#### **7.06 Notice of Meetings**

Executive Committee meetings shall be called by the President, or on request of two (2) or more Officers of the Corporation. Members of the Executive Committee must receive at least two (2) days' notice in advance of such meetings.

### **SECTION VIII OFFICERS**

#### **8.01 Appointment**

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The following restrictions apply to the appointment of Officers:

- (a) Except for the Secretary and Treasurer, no person shall hold more than one (1) office.
- (b) The President and Vice-President shall be elected from among the members of the Board.
- (c) Officers other than the President and Vice-President may be Board members. An Officer who is not a member of the Board may, at the discretion of the Board, attend Board meetings and speak on matters before the Board, but shall have no vote, and shall not be counted towards quorum.
- (d) The CEO/Station Manager of the Corporation shall not be eligible to hold any other office.

#### **8.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director and the chair of the Board. The President shall, when present, preside at all meetings of the Board and of the

Members. The President along with the Secretary, or other Officers or Directors appointed by the Board for the purpose, shall sign all by-laws.

- (b) **Chief Executive Officer/Station Manager** - The Board shall engage the services of a CEO/Station Manager and subject to terms and conditions as the Board may approve by resolution, the CEO/Station Manager shall:
  - (i) Be immediately responsible to the Board and carry out such responsibilities as the Board may from time to time require;
  - (ii) Be charged with the general management and supervision of the affairs and operations of the Corporation as the Chief Executive Officer;
  - (iii) Hire and supervise such personnel as necessary to assist in executing the duties and responsibilities of the position;
  - (iv) Report regularly to the Board on the current operating status of the Corporation and regularly advise and keep advised the Board of the affairs of the Corporation;
  - (v) Prepare budgets periodically for submission to the Board in consultation with the Treasurer; and
  - (vi) Be responsible generally for the standards and practices of the radio station and related operations owned and operated by the Corporation
- (c) **Vice-President** - The Vice-President, if one is to be appointed, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (d) **Secretary** - The Secretary may, but need not, be a Director. The Secretary is responsible for acting as such during all meetings of the Board, Members and committees. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) **Treasurer** - The Treasurer may, but need not, be a Director. The Treasurer is responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; the Treasurer shall be responsible for the collection of membership dues from Members and course/workshop fees from Members and Non-Members and shall maintain a current membership list; and, whenever required, the Treasurer shall render to the Board an account of all such persons' transactions as Treasurer and of the financial position of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President 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.

### **8.03 Term of Office**

Officers shall hold their position for a period of one (1) year or in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **8.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, 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's ceasing to be a Director (if a necessary qualification of this appointment);
- (d) such Officer's ceasing to be a Member (if a necessary qualification of this appointment); or
- (e) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

## **SECTION IX NOTICES**

### **9.01 Method of Giving Notices**

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) 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 in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

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 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 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 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

#### **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-law 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.

#### **9.04 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION X**  
**INDEMNIFICATION TO DIRECTORS AND OTHERS**

**10.01 Indemnification**

- (a) As permitted by the Act, the Corporation may indemnify a present or former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) **Advance of Costs.** The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (a). The individual shall repay the money if the individual does not fulfil the conditions of subsection (c).
- (c) **Good Faith Conduct Obligation.** The Corporation may not indemnify an individual under subsection (a) unless the individual:
  - (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (d) **Court Approval.** The Corporation may, with the approval of a court, indemnify an individual referred to in subsection (a), or advance money under subsection (b), in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in subsection (a), against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfils the conditions set out in subsection (c).
- (e) **Right to Indemnity.** Despite subsection (a), an individual referred to in that subsection is entitled to indemnity from the Corporation in respect of all cost, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described in that subsection, if the individual seeking indemnity (h) was not judged by the court or other competent authority to have

committed any fault or to have omitted to do anything that the individual ought to have done; and (i) fulfils the conditions set out in subsection (c).

## **SECTION XI INSURANCE**

### **11.01 Insurance.**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 10 in this By-law against any liability incurred by him or her in his or her capacity (i) as a Director or Officer of the Corporation; and (ii) as a Director or Officer of any other body corporate where he or she acts or has acted in that capacity at the request of the Corporation, except where the liability relates to his or her failure to act honestly and in good faith and with a view to the best interest of the Corporation or the other body corporate, as the case may be.

## **SECTION XII AMENDING ARTICLES AND BY-LAWS**

### **12.01 Amendment of Articles**

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

### **12.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by a Special Resolution of the Members. Any By-law, amendment or repeal of a By-law shall be effective as of the effective date of the confirmation by Special Resolution of the Members.

### **12.03 Invalidity**

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

### **12.04 Effective Date of this By-law**

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

**ENACTED** by the Directors of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 2018.

\_\_\_\_\_  
Secretary