

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

A by-law relating generally to the transaction of the affairs of:  
RADIO QUEEN'S UNIVERSITY

BE IT ENACTED as a by-law of RADIO QUEEN'S UNIVERSITY as follows:

### **DEFINITIONS**

In this by-law, unless the context otherwise requires:

"Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"AMS" means the Alma Mater Society of Queen's University

"AMS Assembly" means the highest legislative body in the AMS undergraduate student government at Queen's University;

"Board" means the board of directors of the Corporation;

"By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Chair" means the chair of the Board;

"CFRC" means the not-for-profit radio station servicing the Queen's University and greater Kingston community and is the common name for the RQU;

"Corporation" means CFRC, the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"CRTC" means the Canadian Radio-television Telecommunications Commission, the governing body in Canada that regulates and supervises broadcasting and telecommunications in Canada;

"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"Member" means a member of the corporation, either voting or non-voting;

"Members" means the collective membership of the Corporation;

"Officer" means an officer of the Corporation.

"Radio Club" means the self-organized body of volunteer, voting members of CFRC.

"RQU" means Radio Queen's University, the broadcast license holder which has effective control of the station, as defined by the CRTC and is known by its common name, CFRC;

“SGPS” means the Society of Graduate and Professional Students of Queen’s University;

### **HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario and at such place therein as the directors from time to time determine.

### **SEAL**

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of 14 directors, each of whom at the time of election shall be a member of the Corporation. Directors will serve terms of varying lengths, in accordance with the positions held. Each director shall be eligible for reelection at the end of their term. At-large positions shall be elected by the Board. The entire Board shall be ratified by a vote of the membership at the Annual General Meeting. Any change to the number or composition of the Board of Directors constitutes a by-law change and must be approved by the membership at a general meeting. Votes may be by a show of hands unless a ballot be demanded by any member.

### **BOARD BALANCE OF REPRESENTATION**

4. In accordance with CRTC Campus Radio Policy, the Corporation shall ensure the Board includes balanced representation from the Queen's University student body, University faculty and staff, and the community at large. In order to ensure balanced representation on the Board, the following Directors of the Corporation will sit on the Board:

1. AMS Assembly Member (student representative, selected by the AMS Assembly, 1 year term)
2. CFRC AMS member student volunteer (elected by Radio Club, student representative, 1 year term)
3. AMS student member at large (student representative, 1 year term)
4. SGPS student member at large (student representative, 1 year term)
5. University Staff representative (University representative appointed by Student Affairs, 2 year term)
6. University Faculty or Staff member at large (University representative, 3 year term)
7. Community member at large (Community representative, 2 year term)
8. Community member at large (Community representative, 3 year term)
9. CFRC community volunteer (elected by Radio Club, Community representative, 1 year term)
10. CFRC Radio Club president (elected by Radio Club, 1 year term)
11. CFRC alumnus/alumna (Community, University or student representative, 2 year term)
12. CFRC Operations Officer (ex-officio, non-voting staff representative, 4 year term)
13. CFRC paid staff member (ex-officio, non-voting staff representative, appointed by paid staff, 1 year term)
14. AMS Media Services Director (ex-officio, non-voting student representative, 1 year term)

### **CITIZENSHIP OF THE BOARD**

5. With respect to citizenship, no less than 80% of the Board must be Canadian citizens, including the President of RQU.

### **QUORUM AND MEETING, BOARD OF DIRECTORS**

6. A majority of the directors shall form a quorum for the transaction of the meeting. Once attained, quorum shall remain for the duration of the meeting if an attending director must abstain from a vote. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need to be sent. Special Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the former. The Secretary may also formally call such a meeting on the direction, in writing, of two directors. Notice of such meetings shall be delivered, telephoned or electronically mailed to each director not less than one day before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. No formal notice of any Directors' meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. The directors may consider or transact any business either special or general at any meeting of the board.

### **ERROR IN NOTICE, BOARD OF DIRECTORS**

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **VOTING, BOARD OF DIRECTORS**

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to the Chair's original vote, shall have a second or casting vote. All votes at any such 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 President 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 number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President, the President's duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

### **VACANCIES, BOARD OF DIRECTORS**

9. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors, from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are ratified. If there is not a quorum of directors, and/or if balanced representation of the necessary groups is no longer provided for by the remaining directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.

## **REMOVAL, BOARD OF DIRECTORS**

10. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office, and may, by a majority of the votes, cast at that meeting, elect any suitable member in the director's stead for the remainder of the director's term. In the case of the Radio Club Directors, that is, those directors who are elected and represent the Radio Club volunteer members of the Corporation, only those voting members who are Radio Club members present may participate in such an election. In the case of the AMS Assembly Member, that is, the director who is elected by and represents the AMS Assembly, the vacancy shall be filled by the AMS Assembly.

11. In the event that a Director is absent without cause for at least 3 consecutive meetings of the Board of Directors, that Director may be removed according to the process outlined in section 8.

## **POWERS**

12. The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Board of Directors is expressly empowered from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **REMUNERATION OF DIRECTORS**

13. The directors shall receive no remuneration for acting as such. Directors' participation on the Board shall constitute volunteer work under the terms of voting membership.

## **OFFICERS OF CORPORATION**

14. There shall be a President/CEO, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that, in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

### **DUTIES OF PRESIDENT/CEO AND VICE-PRESIDENT**

15. The President shall, when present, preside at all meetings of the members of the corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During absence or inability of the President, the President's duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other directors as the board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### **DUTIES OF TREASURER**

16. The Treasurer or person performing the usual duties of a Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. The Treasurer shall disburse the funds of the corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the board of directors.

### **DUTIES OF OTHER OFFICERS**

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

### **EXECUTION OF DOCUMENTS**

18. Deeds, transfers, licences, contracts and other engagements on behalf of the Corporation shall be signed by the Secretary or the President and any one of the Vice-President, Operations Officer or paid staff representative. The Secretary shall affix the seal of the Corporation to such instruments as require the same.. Notwithstanding any provisions to the contrary contained in the by-laws of the corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### **BOOKS AND RECORDS**

19. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **MEMBERSHIP**

20. The membership of the Corporation shall consist of all those who have paid an annual membership fee, whether in the form of membership dues or as an allocated Queen's University student fee, or as a combination thereof. Each member, if in good standing, shall be entitled to attend and speak at any special or general meeting of the members of RQU. Each member shall also be eligible for regular volunteer skills training programs or workshops offered by CFRC Radio. Trained members shall be eligible to perform on-air programming-related tasks for CFRC Radio. Members in good standing, who have participated in CFRC Radio as a volunteer for at least 3 hours within the previous 12 months, including participation in training programs, and including those in ex-officio positions on the Board, shall be entitled to one vote on each question arising at any special or general meeting of the members of RQU.

Membership shall be a pre-requisite for holding any non-ex-officio position on the Board. Membership status may be revoked, without refund of the annual membership fee, by a unanimous vote at a meeting of the Board of Directors, on the basis of gross or repeated violation of CFRC Radio policy.

## **DUES**

21. Membership dues shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Secretary shall notify members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice, the members in default shall be served with notice of termination through electronic or postal mail and thereupon cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors. Members will be terminated in good faith and in a fair and reasonable manner. Members shall be given fifteen (15) days notice of such termination, or, they shall be given termination with reasons. Members shall have the opportunity to appeal disciplinary action or termination of membership to the Board of Directors in writing, not less than five (5) days before the disciplinary action or termination of membership takes effect.

Trained volunteer members in financial need may pay their membership dues in the form of 4 hours of non-programming-related volunteer work for the organization. This work shall be completed outside of the requirement for non-programming-related work by volunteers as stipulated in CFRC Radio policy.

### **ANNUAL AND OTHER MEETINGS OF MEMBERS**

22. The annual or any other general meeting of the members shall be held at the head office of the corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and the board of directors ratified and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the corporation. All voting members shall have the power to call at any time a general meeting of the members of the corporation by presenting such a request in writing, signed by 10 percent of voting members in good standing, to the board of directors. Public notice of members' meetings, annual or special shall be given over the air and on-line by CFRC Radio, fourteen (14) days before the time fixed for the holding of such meeting.

### **ERROR OR OMISSION IN NOTICE**

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceeding taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceeding taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be that person's last address recorded on the books of the Corporation.

### **ADJOURNMENTS**

24. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **QUORUM OF MEMBERS**

25. A quorum for the transaction of business at any meeting of members shall consist of not less than thirty (30) members present in person or represented by proxy, including no less than twenty-five (25) voting members present in person or represented by proxy.

## **VOTING OF MEMBERS**

26. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each voting member of the Corporation shall at all meetings of members be entitled to one vote, subject to Article 20, and may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary, sufficient appointment in writing from the proxy's constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless the member has paid all dues or fees, if any, then payable by the member. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll or ballot be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

## **FINANCIAL YEAR**

27. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall coincide with the fiscal year of Queen's University at Kingston.

## **NOTICE**

28. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, electronically mailed, or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at that person's or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, director or officer shall be the member's last address as recorded on the books of the Corporation.

## **BORROWING**

29. The Board may from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, seal or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.



30. From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangement, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**INTERPRETATION**

31. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa and references to persons shall include firms and corporations.

Originally PASSED by the Board of Directors and sealed with the Corporate seal this 1<sup>st</sup> day of February, 1981. As amended by the Members at the Annual, General Meeting 1 November 2006; 1 February 2007; 18 November 2009; 15 November 2010; 25 November 2011; 25 April 2012; 29 November 2012; 17 April 2013; 25 November 2013; and November 24, 2014.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY