

THE FULCRUM PUBLISHING SOCIETY

BY-LAW NO. 1

In effect on

October 26, 2024

Record of Amendments

EVENT	DATE	SIGNATURES
Enacted by members	October 26, 2024, at the time of adjournment of the Meeting of Members held on that date	 Keelan Buck, President
		Devin Beauregard, Secretary

BY-LAW NO. 1

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

THE FULCRUM PUBLISHING SOCIETY

(hereinafter referred to as the "Corporation")

PREAMBLE

As set out in its Articles, the Fulcrum Publishing Society above all will strive to achieve the following objectives, which can only be changed through an amendment to the Articles:

1. To promote the interests and welfare of the students of the University of Ottawa by reporting accurately, fairly, and honestly on timely issues and events which concern students, with particular emphasis on issues and events from the University of Ottawa campus;
2. To cover issues and angles not always present in the mainstream media from its perspective as a member of the alternative press;
3. To serve as an education platform and as a forum for diverse points of view and world scopes; and
4. To do all such things for the attainment of the above-noted objects in such a manner that is in the interests of University of Ottawa students.

The Fulcrum Publishing Society recognizes that it is not solely a corporation, but rather a society that will always act in a manner that puts the welfare of University of Ottawa students first.

DEFINITIONS AND INTERPRETATION

1. **Definitions.** In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:
 - a. "**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 (the "**Regulations**");
 - b. "**Articles**" means the Letters Patent and Supplementary Letters Patent of the Corporation. In the event the Corporation files Restated Articles of incorporation or articles of

amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation same shall be the “Articles” hereunder;

- c. **"Board"** means the board of directors of the Corporation;
- d. **"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 and effect;
- e. **"Director"** means an individual occupying the position of director of the Corporation by whatever name they are called;
- f. **"Editor(s) in Chief"** means the individual(s) appointed to such role in accordance with the Editorial Constitution and the By-Laws;
- g. **"Editorial Constitution"** has the meaning set out in Section 8 of this By-Law;
- h. **"Editorial Content"** means all articles, editorials, writing, letters, layout, photos, graphics, visuals, aesthetics of the publication of the Fulcrum, editorial policies, section page allocation;
- i. **"Fulcrum"** means the University of Ottawa’s English-language news outlet, which is published and owned by the Corporation;
- j. **"GSAED"** means the Graduate Students Association of the University of Ottawa;
- k. **"Meeting of Members"** includes an annual meeting of members (an **"Annual Meeting"**) or a Special Meeting; **"Special Meeting"** is a special meeting of all members entitled to vote at an Annual Meeting;
- l. **"Member"** means an individual who meets the requirements for membership in the Corporation set out in these By-Laws and who has been admitted as same by resolution of the Board or in such manner as may be determined by the Board, collectively the **"Members"**;
- m. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- n. **"Proposal"** has the meaning set out in Section 54 of this By-Law;
- o. **"Special Resolution"** means a resolution passed by two-thirds of the votes cast on that resolution;
- p. **"Staff Member"** means any person who has contributed three items, other than a Letter to the Editor, to the Fulcrum which have been published and has been appointed a member of the staff by the Editor-in-Chief; and
- q. **"UOSU"** means the University of Ottawa Students’ Union.

2. **Interpretation.** Other than as specified in Section 1 and as defined in the body of this By-Law, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

BUSINESS OF THE CORPORATION

3. **Seal.** The seal of the Corporation, if any, shall be in the form determined by the Board.
4. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President and any one (1) other Officer. In addition, the Board may from time to time direct the manner in which and the person 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.
5. **Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
6. **Financial Year.** The financial year of the Corporation shall end on April 30th in each year or on such other date as the Board may from time to time determine.
7. **Borrowing.** The Directors may, by Special Resolution, without authorization of the members:
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell or pledge debt obligations of the Corporation;
 - c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - d. mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
8. **Editorial Constitution.** There shall exist an editorial constitution of the Corporation that shall govern only editorial matters not provided for in the By-Laws of the Corporation (the “**Editorial Constitution**”). The Editorial Constitution shall only be amended as set out therein.
9. **Policies and Policy Manual.** The Board may by Ordinary Resolution establish policies of the Corporation to govern matters not provided for in the Articles or By-Laws and may amend and repeal same at its discretion. All such policies shall be set out in a Policy Manual. In addition, the Board may establish policies, rules and regulations governing its own meetings and procedures for the transaction of business properly before such meetings.
10. **Mastheads.** In every issue of the Fulcrum a masthead will be published that includes the names of all Directors, their positions, that the Corporation is the publisher of the Fulcrum, and all applicable contact information. A masthead will also exist stating all relevant information pertaining to editorial Board members and staff members. Any information required to be placed by the Board in relation to advertising with the Fulcrum will also appear on the masthead pages. The masthead’s content is subject to Board ratification. It is the responsibility

of the Board to provide the Editorial Board with the information required in the masthead prior to the first publication of the Fulcrum in each year.

BOARD OF DIRECTORS

11. **Number and Term.** As set out in the Articles, the Board shall consist of between three (3) and twelve (12) Directors, with the specific number of Directors within that range to be fixed by the Members by Ordinary Resolution, or if the Members delegate such authority by Ordinary Resolution, by the Board. The Directors shall be elected by the Members at each Annual Meeting at which such election is required. The Directors shall be elected to hold office for a one (1) year term expiring when their successors are elected or appointed.
12. **Election and Board Composition.** The Directors shall be elected by the Members at the Annual Meeting of the Corporation. The Board shall be composed as follows:
 - e. **Continuity Director.** A maximum of one (1) seat will be filled by an individual who previously held any elected seat on the Board as a Director.
 - f. **Community Director(s).** No less than one (1) and no more than three (3) seats will be filled by members of the Ottawa community at large who possess requisite professional experience, including but not limited to, business, marketing, law, public relations, or publishing.
 - g. **Fulcrum Alumnus Director.** A maximum of one (1) seat will be filled by an individual who was a previous employee of the Corporation and possesses requisite professional experience.
 - h. **Contributor Director(s).** No less than one (1) and no more than two (2) seats will be filled by individuals who were contributors with staff status in the previous five (5) years.
 - i. **Student Director(s).** No less than three (3) and no more than four (4) seats will be filled by current students of the University of Ottawa who have active valid student numbers and are registered at the University of Ottawa for at least half their term. These students must not have ever been an employee of the Corporation.
 - j. **University Director.** A maximum of one (1) seat will be filled by an individual who is employed by the University of Ottawa, preferably as a faculty member, for at least half of their term, and possesses requisite professional experience, including but not limited to, business, marketing, law, public relations, or publishing.

A Director must abstain from contributing to the Fulcrum for the duration of their term in any capacity recompensed or otherwise.

13. **Eligibility and Qualifications of Directors.** The following persons are disqualified from being an elected Director of the Corporation:
 - a. a person who is not an individual;

- b. a person who is under eighteen (18) years old;
- c. a person who has been found under the Substitute Decisions Act, 1992 or the Mental Health Act to be incapable of managing property;
- d. a person who has been found to be incapable by any court in Canada or elsewhere;
- e. a person who has the status of bankrupt;
- f. a person who is a member of an executive or full-time employee of the UOSO or GSAED, or a member of the UOSU Board of Administration or GSAED Council;
- g. a person who is an employee of the Corporation or owns or invests in a company contracted by the Corporation; and
- h. a person who does not provide their consent to electronic meetings of the Board in accordance with this By-Law.

14. **Vacancies.** The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later. If a Director, other than a Student Director, resigns they shall be deemed to have resigned as a Member of the Corporation;
- b. if the Director dies;
- c. if, at a Meeting of Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office;
- d. if a Director no longer meets the eligibility criteria for Directors set-out in this By-Law, including without limitation if they withdraw their consent to electronic meetings of the Board; and
- e. if a Director is absent from two (2) Board meetings, provided that the two meetings did not occur in the span of three weeks.

15. **Filling Vacancies.** A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
- b. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without

delay, call a Special Meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

c. a quorum of Directors may fill a vacancy among the Directors.

16. **Remuneration of Directors.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; however, nothing herein precludes the Corporation from reimbursing a Director for reasonable expenses they incur in performance of their duties, provided such expenses are pre-approved by the Board.

17. **Committees.** Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may remove any committee member or dissolve any committee by Ordinary Resolution at any time.
- c. The committee of Directors may not have authority over any matter not properly within the jurisdiction of the Board; and
- d. A committee shall exercise only the authority delegated to it by the Board.

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

18. **Responsibilities of the Board.** The Board shall be the sole body responsible for the following:

- a. the Board shall possess general jurisdiction and final authority over the financial, legal, and administrative affairs of the Corporation except where specified otherwise in the By-law of the Corporation or the Act.
- b. the Board shall possess general jurisdiction and final authority over all legal agreements made on behalf of the Corporation except where specified otherwise in the By-law of the Corporation.
- c. The Board shall monitor the financial status of the Corporation throughout the year.
- d. The Board shall ensure the efficient and responsible management of the Corporation especially in financial and legal matters.
- e. The Board shall have control over the hiring, firing, and reviewing of all

individuals according to the By-Law.

- f. The Board shall be the body which, by Special Resolution, shall determine what other publications or responsibilities shall be established by the Corporation.
- g. The Board shall receive and consider complaints concerning any publication of the Corporation, and to take or recommend appropriate action to the employee concerned.
- h. The Board shall appoint, at its earliest convenience after the Annual Meeting in each year, the Officers in accordance with this By-Law.
- i. The Board shall fix on or before July 30 for each fiscal year of the Corporation, the budget of the Corporation for the upcoming year.
- j. The Board shall purchase and maintain such insurance for the benefit of its Directors, Officers, and employees as the Board may from time to time determine.
- k. The Board shall, at the beginning of each year, agree on legal counsel to be consulted that year.
- l. The Board shall appoint, at its earliest convenience following the Annual Meeting, all individuals to sit on any committees that are required and may amend this membership from time to time.
- m. The Board shall consider all Proposals put forward by Members in accordance with the Act.
- n. The Board shall give full consideration in all its decisions to the goals of maintaining integrity and independence and freedom of the press and to that end shall consider the objects of the Corporation as set out in the Articles.

19. **Limitation of Board Power.** The Board cannot dictate Editorial Content of the Fulcrum under any circumstances, except as provided in Section 20.

20. **Exceptions of Board Power.** The following shall be matters that are financial, but shall be allowed to affect editorial content:

- a. Advertisements: The Board has authority to place advertisements and notices pursuant to the Advertising Policy.
- b. Confidential matters related to the employment and human resources management of the Fulcrum and its staff;
- c. When any Editorial Content relates to any anticipated, ongoing, or past legal proceedings in which the Corporation is or was involved, the Editor(s)-in-Chief must request that the Board send the content in question to the lawyer retained by the Corporation for that purpose; the lawyer's decision of what can and cannot be published shall be final. The Board must notify the Editor(s)-in-Chief that the lawyer has been contacted;

- d. If the Board is alerted to possible libelous Editorial Content in any form that has not yet been published, the Board has the right to demand that publication of said content be withheld until it has been submitted to the Corporation's lawyer for review and advice. The Board will make its decision as to whether to allow publication based on this advice and the decision of the Board is final in respect of same;
 - e. The Board may require the Editor(s)-in-Chief or section editor(s) of any publication of the Corporation to write a retraction or apology to be published with respect to any matter which in the opinion of the Corporation's legal counsel is legally actionable. Such retraction or apology shall be posted on the website of the Corporation following a decision of the Board. Such a decision by the Board requires a Special Resolution. If any editor refuses to comply, the Board may dismiss said editor by Special Resolution.
21. **Ratification of Editor(s)-in-Chief.** Once the Editor(s)-in-Chief is duly elected according to the Editorial Constitution, the Board must ratify or reject the Editor(s)-in-Chief by Ordinary Resolution at the next Board meeting of the Publishing Year.

MEETINGS OF THE BOARD

22. **Calling of Meetings.** Meetings of the Directors may be called by the Chair or any two (2) Directors at any time and any place on notice as required by this By-Law.
23. **Regular Meetings.** The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
24. **Notice of Board Meetings.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
25. **Chair of Board Meetings.** The Chair shall preside at Board meetings and in the absence of the Chair the Directors present shall choose one of their number to serve as chair of the meeting.
26. **Quorum.** A quorum for the transaction of business at a Board meeting is a majority of the Directors then in office. A quorum must be present throughout the meeting in order for the Directors to proceed with the business of the meeting.
27. **Voting.** Each Director shall have one (1) vote at all meetings of the Board. Questions arising at any Board meeting shall be decided by Ordinary Resolution. In case of an equality of votes, the

Chair shall have a second or casting vote. No person may act for an absent Director at meetings of the Board. A resolution in writing consented to by all Directors entitled to vote thereon is a valid as a resolution passed at a meeting of the Board.

28. **Participation by Telephonic or Electronic Means.** A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
29. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall 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.
30. **Attendance at Board Meetings.** The Editor(s)-in-Chief and the Executive Director shall be entitled to attend and be heard, but not vote, at all meetings of the Board other than meetings or portions thereof that are held in camera.

OFFICERS

31. **Appointment of Officers.** 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, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
- a. Chair of the Board (the “**Chair**”). The Chair shall be a Director. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as are set out on Schedule “A” attached hereto and as the Board may specify.
 - b. President of the Board (the “**President**”). The President shall be a Director. The President shall have such duties and powers as are set out on Schedule “A” attached hereto and as the Board may specify. The President may not be appointed as the Chair.
 - c. Vice-President of the Board (the “**Vice-President**”). The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall fulfill the duties of the President. The Vice-President shall have such duties and powers as are set out on Schedule “A” attached hereto and as the Board may specify.
 - d. Secretary of the Board (the “**Secretary**”). The Secretary shall be a Director. The Secretary shall have such duties and powers as are set out on Schedule “A” attached hereto and as the Board may specify.
 - e. Treasurer of the Board (the “**Treasurer**”). The Treasurer shall be a Director. The Treasurer shall have such duties and powers as are set out on Schedule “A” attached hereto and as the Board may specify.

32. **Selection and Term of Officers.** The Officers shall be appointed by resolution of the Board at the first meeting of the Board following the Annual Meeting. The Officers of the Corporation shall hold office for a period of one (1) year or until their successors are appointed. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

33. **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 ceases 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.

PROTECTION OF DIRECTORS AND OTHERS

34. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith and had reasonable grounds for believing their conduct was lawful, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
- b. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in Section 36 of this By-Law, the Board may approve such advance.

35. **Protection of Directors and Officers:** No Director or Officer of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution

of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act, the Articles and By-Laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

36. **Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 36 of this By-Law against any liability incurred by them in their capacity as a director or officer of the Corporation or of another body corporate where they act or acted in that capacity at the Corporation's request.

FINANCIAL REVIEW

37. **Requirement to Review.** In each year, the Corporation shall review the finances of the Corporation in accordance with the Act, whether by audit, review engagement or otherwise.

38. **Appointment of Auditor/Accountant.** At the Annual Meeting in each year, the Members shall by Ordinary Resolution appoint an auditor or other individual who meets the requirement of the Act to conduct an audit or review engagement, as required by the Act.

39. **Removal of Auditor.** The Members may, Ordinary Resolution at a Special Meeting duly called for the purpose, remove any auditor or other individual appointed to conduct a review engagement prior to the expiration of their term of office and shall, by Ordinary Resolution, appoint another auditor or other individual appointed to conduct a review engagement in their stead for the remainder of their term.

40. **Remuneration of Auditor.** The remuneration of the auditor shall be fixed by the Board.

41. **Communication of Audit.** The Corporation shall cause a copy of the entire audit to be published in the Fulcrum or published on the website of the Corporation along with a prominently published message in the Fulcrum indicating the web address to locate such audit. For further certainty, nothing herein derogates from the Corporation's responsibility to deliver financial statements to the Members in accordance with the Act.

CONFLICT OF INTEREST

42. **Conflict of Interest.** In addition to the requirements of the Corporation's conflict of interest policy, a Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director or Officer shall attend any part of a meeting of the Board

during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction

43. Disclosure. The disclosure of a conflict of interest as required by the Act must be made as follows:

- a. at the meeting at which a proposed contract or transaction is first considered;
- b. if the Director was not then interested in a proposed contract or transaction, at the first meeting they become so interested;
- c. if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
- d. if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after they become a Director.

THE MEMBERS

44. Members. There shall be one (1) class of Members in the Corporation. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation. The following persons are eligible to be Members:

- a. any individual who is a student at the University of Ottawa, with the exception of a student who is a member of the UOSU or GSAED executive, is eligible for membership for a period of twelve (12) months after their last payment of student and ancillary fees to the University of Ottawa;
- b. any person who has been elected or appointed to the Board of the Corporation for the duration of their term on the Board;
- c. any person who is an employee of the Corporation for the duration of their employment with the Corporation;
- d. any Staff Member is eligible for membership for a period of twelve (12) months after their appointment.

45. Admission of Members. A person who is eligible to be a member of the Corporation pursuant to the above may apply to the Board to become a Member in the form and at the time provided for by the Board. Members shall be admitted by the Board or in such other manner as may be determined by the Board. A person who is admitted as a Member retains their membership as long as they remain eligible to be a Member, unless their membership is revoked in accordance with this By-Law

46. Membership. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act. Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

47. Funding by Student Levy. Student levies are determined and collected by the University of Ottawa and remitted to the Corporation by UOSO and GSAED, in accordance with a memorandum of understanding between such parties.

48. Termination of Membership. A membership in the Corporation is terminated when:

- a. the Member dies;
- b. the Member's term of membership expires;
- c. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws;
- d. the Member resigns by delivering a written resignation to the Corporation of the Board in which case such resignation shall be effective on the date specified in the resignation;
- e. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-Laws;
- f. the Corporation is liquidated or dissolved under the Act.

49. Disciplinary Act or Termination of Membership for Cause. The Board shall have authority to discipline, suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the Articles, By-Laws, or policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board; or
- c. for any other reason that the Board in its discretion considers to be reasonable, having regard to the purpose of the Corporation.

50. Process for Member Discipline or Termination. In the event that the Board determines by resolution that a Member should be disciplined, expelled or suspended from membership in the Corporation, an Officer designated by the Board, shall provide fifteen (15) days' written notice to such Member of same. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15 (fifteen) day period referenced above. In the event that no written submissions are received by the Board, such Officer as may be designated by the Board, may proceed to notify the Member that decision of the Board is final. 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 ten (10) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any right of appeal.

51. Rights and Powers of Members. In addition to the rights of Members set out in the Act and these By-Laws, all Members of the Corporation shall have the rights and powers to:

- a. Attend Board meetings and regular Editorial Board meetings, other than in camera portions of any such meetings;
- b. Bring any concerns or questions to the Board or Editorial Board;
- c. Any other rights or powers as prescribed by the By-law.

52. Member Proposals. A Member may submit a proposal to the Corporation in respect of inclusion of a matter in the notice of the Annual Meeting in accordance with the Act (a “**Proposal**”). Proposals must meet the requirements of the Act. The Corporation is not required to include the Proposal if:

- a. the Proposal is not submitted to the Corporation at least sixty (60) days before the date of the meeting;
- b. it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation, or its Directors, Officers, Members, or debt obligation holders;
- c. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d. not more than two (2) years before the receipt of the Proposal, the Member failed to present in person or by proxy at a Meeting of Members, a Proposal that had been included in a notice of meeting at the Member’s request;
- e. substantially the same Proposal was submitted to Members in a notice of a Meeting of Members held not more than two (2) years before the receipt of the Proposal and the Proposal was defeated; or
- f. the rights conferred by this section are being abused to secure publicity.

If the Corporation refuses to include a proposal in a notice of the Annual Meeting, it shall, within ten (10) days after the day on which it receives the Proposal, notify the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

MEETINGS OF MEMBERS

53. The Annual Meeting. The Annual Meeting shall be held on a day and at a place within the City of Ottawa, Ontario fixed by the Board. The Annual Meeting shall, if possible, be held on the University of Ottawa campus. The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c. consideration of the financial statements;

- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business may be considered at the Annual Meeting unless a Member has submitted a valid Proposal in accordance with the Act or notice of such business is provided in the notice of meeting.

54. Financial Statements. Any Member who has informed the Corporation that they wish to receive a copy of the financial statements, shall be provided by the Corporation, not less than twenty-one (21) days prior to the Annual Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or Articles.

55. Special Meetings. The Directors, the Chair or the President may call a Special Meeting. The Board shall call a Special Meeting on written requisition of thirty-five (35) Members or the Members who hold at least ten percent (10 %) of votes that may be cast at the meeting, whichever is lower. The Board shall call a Special Meeting within twenty-one (21) days after receiving the requisition, unless the Act provides otherwise.

56. Notice. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any Annual or Special Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any Special Meeting or Annual Meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting. If a person may attend a Meeting of Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

57. Quorum. A quorum for the transaction of business at a Meeting of Members is twenty-five (25) of the Members, present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

58. Chair of the Meeting. Prior to each Meeting of Members, the Board shall select an individual to recommend to the Members to serve as chair of the meeting. The chair of a Meeting of Members shall be selected by the Members at such meeting by Ordinary Resolution. The chair of the meeting shall be responsible for conducting the election of Directors, in addition to the other responsibilities of a meeting chair.

59. Voting of Members. Business arising at any Meeting of Members shall be decided Ordinary Resolution unless otherwise required by the Act or the By-Law provided that:

- a. each Member shall be entitled to one (1) vote at any Meeting of the Members;

- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

A resolution in writing consented to by all Members entitled to vote thereon is a valid as a resolution passed at a Meeting of Members.

60. **Absentee Voting at Meetings of Members.** Pursuant to the Act, a Member may, by means of a written proxy, appoint a proxy holder to attend and act at a Meeting of Members in the manner and to the extent authorized by the proxy. A proxy holder must be a Member and no Member may hold more than two (2) proxies. All proxies must meet the requirements of the Act and Regulations. Unless otherwise set out in the notice of meeting, all proxies (including the full names and email addresses of the Member and the proxyholder) must be deposited with the Corporation at least one (1) hour before the meeting at which a proxy will be used.
61. **Participation by Electronic Means at Meetings of Members.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
62. **Meetings of Members Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall 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.

63. **Adjournments.** The chair of a Meeting of Members may, with the majority consent of the Members at any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.
64. **Persons Entitled to be Present.** The only persons entitled to attend Meetings of Members are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act, Articles or the By-Laws to be present at the meeting. Any individual who is a student at the University of Ottawa at the time of a Meeting of Members is entitled to attend such meeting; however, only Members are entitled to vote thereat. Any other person may be admitted only if invited by the chair of the meeting by Ordinary Resolution of the Members present at the meeting.

DISPUTE RESOLUTION

65. **Mediation and Arbitration.** Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with Section 69 of this By-Law.
66. **Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-law, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members or volunteers of the Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- a. The dispute or controversy shall first be submitted to mediation, where the parties to the dispute shall work together to mutually agree upon an impartial third party mediator. If no mediator can be agreed upon then any party to the applicable dispute may apply to a court of valid jurisdiction to have a mediator named. The mediation shall be held as soon as reasonably possible at a time and date and in a place that is reasonably accessible to all of the parties to the dispute. The mediation shall be no less than four (4) hours long.
 - b. If the parties are not successful in resolving the dispute through mediation pursuant to the prior section, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be the mediator referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
 - c. All costs of the mediator appointed in accordance with this section shall be borne

equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

GENERAL

67. **Visibility of Governing Documents.** In addition to the requirements of the Act as to access to documents of the Corporation, a copy of the Articles, By-Laws, Editorial Constitution, and Policy Manual shall be made available on the official website of the Corporation. If any Member cannot access the official website of the Corporation or cannot effectively review the documents in the format presented thereon due to illness or disability, such Member may request a copy of such documents in the appropriate format determined by the expressed and reasonable needs of the person requesting a copy.
68. **Decisions.** All decisions made by the Board, except during in camera sessions, must be on the public record and documented in the minutes regardless of the outcome. Decisions made in camera must be kept only on the Board record. Minutes of all meetings of the Board, other than in camera meetings, will be published on the Corporation's website.
69. **Service.** Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
70. **Error or Omission in Giving Notice.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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.
71. **Severability and Precedence.** 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. 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 shall prevail.

AMENDMENT OF BY-LAWS/REPEAL

72. **Amendment of By-Laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next

Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a By-Law amendment that requires a Special Resolution of the Members pursuant to the Act because such By-Law amendments or repeals are only effective when confirmed by Members.

73. **Repeal of Prior By-laws.** All previous By-Laws of the Corporation are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the previous by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

Schedule “A”

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, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

President

The President guides the Board in the fulfillment of its mandate. The President shall, subject to the authority of the Board, have general supervision of the affairs and operations of the Corporation.

General

- a. Guides the Board in the fulfillment of its mandate. Ensures the focus of the Board’s attention is on strategically important issues and there is cohesion of direction and purpose at a policy and strategic level;
- b. Ensures the Board has the resources required to fulfill its responsibilities, including the provision of timely and relevant background information for Board and committee meetings and educational opportunities for Board members;
- c. Oversees the integration of committee activities with the work of the Board and ensures that, where Board functions have been delegated to committees, the functions are carried out and results are reported to the Board;
- d. Liaises with and provides direction to the Officers and committee chairs on matters affecting the work of the Board;
- e. Attend all meetings of the Corporation, the Board, and Board committees; and
- f. Acts as a signing officer.

Board Meetings

- a. Approves the agendas for meetings
- b. Ensures minutes of the meetings are drafted and subsequently reviewed and approved.

Direction

- a. Serves as the Board’s central point of communication with the Executive Director and Editor(s)-in-Chief;
- b. Acts as a sounding board for the Executive Director or Editor(s)-in-Chief regarding emerging issues or potential problems, exchanging information on governance and performance issues, identifying problems within, and reviewing strategies for, the Corporation, and maintaining accountabilities within the Corporation.
- c. Provides guidance to the Executive Director and Editor(s)-in-Chief regarding the Board’s expectations and concerns. In collaboration with the Executive Director and Editor(s)-in-Chief, develops standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Representation

- a. Represents the Board and appears on its behalf at official events having due regard to the Board's mandate;
- b. Acts as spokesperson for the Corporation along with the Executive Director.

Reporting

- a. Report regularly to the Board on issues relevant to its governance responsibilities.
- b. Writes a transition report for the incoming President delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Vice-President

The Vice-President works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

General

- a. Supports the President in maintaining a high standard for Board conduct and upholding policies and the By-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b. Assists the President in overseeing the integration of committee activities with the work of the Board and ensuring that, where Board functions have been delegated to committees, the functions are carried out and results are reported to the Board;
- c. Assists the President in liaising with and provides direction to other officers and committee chairs on matters affecting the work of the Board;
- d. Attends all meetings of the Corporation, the Board, and Board committees
- e. Assumes the duties of the President or the Executive Director in the event that they are unwilling or unable to fulfill their duties;

Reporting

- a. Writes a transition report for the incoming Vice-President delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Chair

The Chair presides over Board meetings and facilitates email voting between meetings.

Board Meetings

- a. Presides over Board meetings.
- b. Reviews the agendas for meetings.

Reporting

- a. Writes a transition report for the incoming Chair delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Secretary

The Secretary works collaboratively with the President to support the Board administratively.

Board Meetings

- a. Ensures that a schedule of Board meetings is prepared annually.
- b. Maintain a record of Directors' attendance at Board meetings.
- c. Ensure the proper recording and maintenance of minutes of all meetings of the Board and Corporation.
- d. Attends correspondence on behalf of the Board.
- e. Has custody of all minute books, documents, registers and the seal of the Corporation and ensures that they are maintained as required by law.
- f. Ensures that all reports are prepared and filed as required by law or requested by the Board.
- g. Gives such notice as required by the By-law of all meetings of the Corporation and the Board.

Reporting

- a. Writes a transition report for the incoming Secretary delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.

Treasurer

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

General

- a. Has custody of the funds and securities of the Corporation
- b. Ensures the Executive Director keeps a full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and deposits all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- c. Acts as a signing officer.

Reporting

- a. Presents an accounting of all transactions and a statement of the financial position of the Corporation at Board meetings, or whenever requested by the Board.
- b. Writes a transition report for the incoming Treasurer delineating challenges, accomplishments, suggestions, and any other information that may be useful to the successor.