

**CONCORDIA STUDENT BROADCASTING CORPORATION
BY-LAW 2012-1**

1. MEMBERS

a) CONDITIONS OF MEMBERSHIP

i) STUDENT MEMBERS

Students of Concordia University in Montreal, Quebec, having an interest in the affairs of the Corporation and supporting its objects shall be admitted as Student Members of the Corporation by resolution of the board of directors further to an application being filed with the Secretary.

ii) ACTIVE RADIO MEMBERS

Staff members of the radio broadcasting operations of the Corporation, having benevolently contributed at least 12 hours of their time for the benefit or to the activities of the corporation in any given six (6) months shall be eligible to be members of the Corporation upon being admitted by the board of directors of the Corporation by resolution further to an application being filed with the Secretary.

iii) ACTIVE AMATEUR RADIO MEMBERS

Staff members of the amateur radio operations of the Corporation, having benevolently contributed at least 12 hours of their time for the benefit or to the activities of the corporation in any given six (6) months shall be eligible to be members of the Corporation upon being admitted by the board of directors of the Corporation by resolution further to an application being filed with the Secretary.

iv) REVOCAION OF MEMBERSHIP

Such membership shall remain in effect unless the board of directors finds, in its sole discretion reasonably exercised, that at any given time the conditions of membership are not met and thereupon revokes the membership.

The board of directors may review the membership of a member of its own volition, and shall do so at the request of a director, officer or member of the Corporation. It shall only consider same upon written notice having been given to the member of the date, time and place of the meeting of the board of directors at which the matter is to be considered, such notice having been

delivered at least 14-days before such meeting is to be held. The onus to prove that the conditions of membership continue to be met rests with the member and the member may make representations in writing or in person at the meeting in this regard. If no representations are made, the board of directors may presume that the conditions of membership are not met.

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

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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, 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, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled 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.

v) ONLY ONE CLASS

An individual may only belong to one class of members at any given time. An individual who could qualify as both a student or active member must apply as an active member. A student who qualify in both ii) and iii) will be considered in the class that he indicates in his application to the Secretary.

b) FEES

No memberships fees shall be payable by the members of the Corporation. For greater certainty, the fee levied upon students by Concordia University to finance in part the activities of the corporation is not a membership fee.

c) RESIGNATION AND RENEWAL

Any member may resign from the Corporation by delivering to the Secretary of the Corporation a written resignation. A member which, for any reason, ceases to be a member of the CSU or a staff member of the broadcasting operations of the Corporation shall cease to be a member of the Corporation upon the Secretary of the Corporation receiving a notice to that effect from the CSU or from the radio station, as the case may be, or by resolution of the board of directors of the Corporation.

For the purposes of a cessation of membership by resolution of the board of directors, the board may presume that a member has ceased being a member of the CSU or, as the case may be, a member of the staff of the broadcasting operations of the Corporation three years from his admission as a member.

d) MEETINGS

The annual meeting of members of the Corporation shall be held at the head office of the Corporation or elsewhere in Canada and on such date as may be determined by the board of directors. At such annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented, the directors elected and the auditors appointed for the ensuing year.

The board of directors shall call a special general meeting of members on written requisition of 5 % of the members.

e) NOTICE OF MEETINGS

At least fourteen (14) days notice of the date and place of any special or annual general meeting of members shall be given to the members by the Secretary of the Corporation by posting such notice at the offices of the broadcasting operations of the Corporation and by sending a copy of same by electronic mail at the last known electronic mail address known to the Corporation for each member and such notice when so given shall be sufficient and shall be deemed to be delivered the day of its posting at the offices of the broadcasting operations of the

Corporation. Notices may also be sent by regular mail at the last known address of a member and shall then be deemed to be delivered on the business day following the mailing of the notice. The notice of any meeting shall state generally the nature of the business to be transacted thereat and should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. No business shall be transacted at such meeting unless the same shall have been referred to in the said notice.

f) QUORUM

The quorum of any special or annual general meeting of members shall be twelve (12) members.

g) VOTING

Unless otherwise required by law or by these by-laws, all questions at meetings of members shall be decided by a majority in number of the votes cast by the members present in person and entitled to vote at such meeting. Each member of the corporation in good standing shall have one vote.

The Chairperson votes only if he is a member. In an open vote, he may only vote if his vote shall break a tie or create a tie. In the event of a tie, the motion shall be deemed not to have been carried. He votes in a secret ballot.

2. DIRECTORS

a) NUMBERS AND QUORUM

A board consisting of seven (7) directors as follows shall manage the affairs of the Corporation:

- i) Two (2) Student Members elected by the Student Members;
- ii) Three (3) active radio members elected by the active radio members, one of whom must also be a Concordia student;
- iii) One (1) representative of the community at large recommended by the board of directors and elected by the members of all classes;
- iv) One (1) member of the faculty, staff or administration of Concordia University elected by the Student Members;

The quorum for meetings of the board of directors shall be a majority of the directors.

b) ELECTION AND TERM OF OFFICE

The directors are elected by the members of each relevant class at the annual meeting or at a special meeting called for such purpose. Their term of office is two (2) years or for as long as their successors are not elected.

The terms of the directors elected by each class of members are staggered so that one year is the election of a student, active radio member, active television member and the community at large member. The second year is the election of a student, active radio member and the member of the faculty, staff or administration of Concordia University. Vacancies are filled by members of the relevant class for the remainder of a term only.

c) MEETINGS

Meetings of the board of directors may be held at such time and place as the directors may by resolution determine. They may be called by the President or by three (3) directors upon three (3) days notice to each director either by personally delivered letter, telegram or electronic mail (at the last known postal or electronic mail address known to the Corporation for each director). Notice by mail as the case may be shall be sent at least 14 days prior to the meeting. Meetings called by the President or three (3) directors shall be held at such time and place in Montreal as the President or three (3) directors may determine. Meetings of directors may be held at any time or place without notice if all the directors are present and consent to such meeting or if all the directors waive notice in writing of the time, place and purpose of such meeting.

d) Directors are allowed to participate by phone or using other technological means as long as the technology is available to all directors and that the directors can interact with one another.

e) VOTING

All questions at meetings of the board of directors shall be decided by a majority vote and each director shall have one (1) vote. All by-laws and regulations of the Corporation and resolutions of directors shall be enacted or passed at duly convened meetings. A declaration by the Chairperson to the effect that a resolution has been carried or lost, as to the number of votes cast, and/or as to the majority for or against, shall be conclusive evidence thereof.

In the event of a tie, the motion shall be deemed not to have been carried. The Chairperson shall not have a second or tie breaking vote.

f) QUALIFICATIONS

No one shall be elected as a director or appointed as a director to fill any vacancy unless he is a Canadian citizen.

g) VACANCIES

A director shall *ipso facto* cease to hold office, thereby creating a vacancy:

- i) if such director shall cease to be a Canadian citizen;
- ii) if he shall become bankrupt;
- iii) if he shall resign his office by notice in writing;
- iv) if he shall be declared legally incompetent;

In case of the death or resignation of a director or his being unable to act as such, or his becoming disqualified, the remaining directors may fill the vacancy thereby created for the un-expired portion of his term if they constitute a quorum. In doing so, the remaining directors comply with the applicable eligibility requirement.

Should the remaining directors not constitute a quorum, the members in a special meeting called for that purpose by any remaining director, any officer or any six (6) members fill the vacancies. The quorum for such a meeting shall be of six (6) members of the relevant class.

The person appointed as Station Manager ceases to hold office as a director *ipso facto* upon ceasing, for any reason, to be the Station Manager

h) REMOVAL AND DISQUALIFICATIONS

Any director may be removed from office by the class of members which elected him upon the vote of a majority of the members of that class present at a special meeting of the members of the Corporation duly called for such purpose and may be replaced by the same meeting which so removes him, but the director so replacing him shall hold office only for the remainder of the term of office of the director he replaces. The quorum for such a special meeting shall be of twelve (12) members in total of the relevant class.

i) REMUNERATION

The directors do not receive any remuneration for holding such office.

j) POWERS

In addition to the general powers of management and the powers and authorities by the by-laws of the Corporation expressly conferred upon them, the board of directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, letters patent, supplementary letters patent or by-laws of the Corporation directed or required to be exercised or done by the members of the Corporation in general meeting assembled.

k) DELEGATION OF POWERS

The directors may from time to time entrust to and confer upon any one or more of the directors or any standing or special committee or any officer or officers of the Corporation for the time being or any corporation or person or attorney or agent or trustee, either within or without Canada, such powers as may be properly conferred by the directors and for such purpose the directors may appoint any person or corporation, either within or without Canada, to be the attorney or agent or trustee of the Corporation and the directors may confer such powers for such terms and conditions and with such restrictions as they may think expedient.

3. OFFICERS

The Corporation shall have a President, a Secretary, a Treasurer, who shall be appointed by the board of directors. The board of directors may also appoint any other officers to assist in specific areas of the administration of the Corporation. No person shall hold more than one position, save for Secretary and Treasurer which may be combined. The remuneration of the officers shall be fixed by the board of directors by resolution.

a) PRESIDENT

The board of directors shall appoint from among themselves a President who shall be the President of the Corporation. He shall direct and oversee the affairs of the Corporation. He shall preside over any annual or special meeting of the members and all meetings of the board of directors. He shall coordinate the activities of the Officers. He shall oversee the administration of the finances of the Corporation. He shall have such other powers and duties as are usual to the office and in

addition shall perform such other duties as he may from time to time be directed to perform by resolution of the board of directors.

b) SECRETARY

The board of directors shall appoint from among themselves a Secretary who shall keep or cause to be kept the minute books and the corporate records of the Corporation, give or cause to be given all required notices, maintain the membership rolls of the Corporation, ensure that accurate files are maintained, and generally oversee the administrative apparatus of the Corporation, and have such other powers and duties as are usual to the office and in addition shall perform such other duties as he may from time to time be directed to perform by resolution of the board of directors or by the President.

c) TREASURER

The board of directors shall appoint from among themselves a Treasurer who shall keep or cause to be kept complete and accurate books of account and shall assist the President in supervising the expenditures of the Corporation, and have such other powers and duties as are usual to the office and in addition shall perform such other duties as he may from time to time be directed to perform by resolution of the board of directors or by the President.

d) OTHER OFFICERS

The board of directors may create such other offices and appoint such persons to hold same as in its discretion it may deem necessary.

e) REMOVAL

Any officer may be removed at any time, by resolution of the board of directors passed at a meeting thereof called for the purpose of considering same.

4. AUDITORS

At the annual general meeting of members of the Corporation, an auditor or auditors shall be appointed by the members to audit the books of the Corporation, and shall hold office until the next annual general meeting of members of the Corporation.

5. BOOKS

Unless otherwise permitted by law, the Corporation shall maintain at its head office a book or books containing the following:

- i) the letters patent, supplementary letters patent, if any, and all by-laws and regulations of the Corporation,
- ii) the names, alphabetically arranged, addresses and occupations of all the persons who are or have been members of the Corporation,
- iii) the names, alphabetically arranged, of all the persons who are or have been members of the Corporation and the dates upon which they became or ceased to be member.
- iv) minutes of all meetings of directors and members, certified by the chairperson and the secretary of the meeting at which the proceedings were held or by the chairperson and the secretary of the next succeeding meeting,
- v) a register of mortgages in which shall be recorded particulars of all mortgages and charges affecting property of the Corporation,
- vi) details as to the receipts and the disbursements of the Corporation and the matters to which each of them relates as well as details of its financial transactions and its credits and liabilities.

6. RIGHTS OF INSPECTION

All members shall have rights of inspection of the books and registers of the Corporation save for the limits imposed by the *Personal Information Protection and Electronic Documents Act (Canada)* or similar applicable statutes.

7. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of August and the financial statements of the affairs of the Corporation for presentation of the members at the annual meeting thereof shall be made up to that date.

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the

registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8. SEAL

The corporate seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year of its incorporation and the emblem of the Corporation and shall be in the custody of the Secretary of the Corporation.

9. HEAD OFFICE

The head office of the Corporation will be situated at the City of Montreal, in the Province of Quebec.

10. CONTRACTS, DOCUMENTS AND DECLARATIONS

All documents and returns required to be submitted to or filed with governmental authorities, customs and excise declarations and returns, affidavits, statutory declarations, and returns, affidavits, statutory declarations, proofs of claim or loss and general or partial releases relating to same, waivers or claims of liens or privileges and discharges of same and declarations in respect of garnishment proceedings involving the Corporation or interrogatories upon articulated facts may be signed and executed under seal or otherwise by any officer or director for or in the name of and on behalf of the Corporation and if signed and executed as aforesaid, shall be binding upon and enforceable against the Corporation.

Save for the documents referred to in the preceding paragraph of this by-law and all other documents in connection with the ordinary course of the business of the Corporation which also may be signed and executed under seal or otherwise by any officer or director for or in the name of and on behalf of the Corporation with the same effect, all contracts, agreements, deeds of sale, leases, mortgages or hypothecs, transfers of shares, bonds and other securities being the property of the Corporation or standing in the name of the Corporation on the books of any corporation or association or endorsements of certificates therefor and any and all other documents and writing to be signed and executed by the Corporation shall be signed and executed in the name of and on behalf of the Corporation by such person or persons, including officer(s), director(s) or employee(s) of the Corporation or attorney(s) as

may be determined from time to time by resolution of the board of directors and, if required, the corporate seal of the Corporation shall be attached thereto.

11. BY-LAWS

The board of directors may from time to time make, repeal, amend or re-enact by-laws of the Corporation, but every such by-law, excepting by-laws made respecting agents, officers and servants of the Corporation and every such repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special general meeting of members of the Corporation duly called for that purpose, shall only have force and effect until the next annual meeting of members of the Corporation and in default of confirmation thereat shall at and from such time cease to have force and effect.

A by-law affecting the rights and privileges of the members of the Corporation shall only come into force and effect upon approval of the majority of each class of members at a special meeting called for that purpose.

12. REGULATIONS

The board of directors may from time to time make, repeal, amend or re-enact regulations of the Corporation concerning the mission of the broadcasting operations operated by the Corporation, rules of order at meetings of the members or of the board of directors and such other matters which the board of directors shall deem appropriate.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with this by-law and any special rules of order the Corporation may adopt.

13. BANKING AND NEGOTIABLE INSTRUMENTS

The directors may from time to time by resolution authorize the opening and maintaining of a bank account or accounts at such banks as they may select and authorize any director or directors, officer or officers, clerk, employee or agent to transact banking business of the Corporation with such bank or banks and to sign, make, draw, accept, endorse or execute in the name of or on behalf of the Company all cheques, promissory notes, bills of exchange or other negotiable instruments. Any and all such documents so signed or executed shall be binding upon the Corporation.

14. INDEMNITY OF DIRECTORS, OFFICERS AND EMPLOYEES

Every Director, Officer and employee of the corporation and his or her heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the corporation from and against:

- a) Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit, or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of his duties;
- b) All other cost, charges and expenses that he or she sustains or incurs in respect of the affairs of the corporation ; provided that no Director, Officer or employee of the corporation shall be indemnified by the corporation in respect of any liability, cost, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding of which he or she is adjudged to be grossly negligent or criminally responsible.

APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 4th 2012

RATIFIED BY THE MEMBERS ON JANUARY 18th 2013

(s) Patrice Blais
Patrice Blais
Secretary