



CONSTITUTION

BC Society · Societies Act

CERTIFIED COPY

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Province of British Columbia
Registrar of Companies

CAROL PREST

NAME OF SOCIETY: **RADIO MALASPINA SOCIETY**

Incorporation Number: S0037680

Business Number: 87039 6793 BC0001

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The name of the Society is RADIO MALASPINA SOCIETY

The purposes of the Society are:

2.1. The Society is to provide the educational community of Vancouver Island University with an FM radio Station capable of performing the below-stated purposes:

2.1.1. To provide, local and Canadian, Actors and musicians a broadcast platform on an alternative community radio station;

2.1.2. To offer the general public an intelligent, innovative, entertaining alternative to the programming fare currently offered;

2.1.3. To communicate with the highest standards of journalism the concerns, interests, and attitudes of the campus, broadcast community, as well as the academic environment to the general public;

2.1.4. To give groups from the campus/community (other than partisan political or religious groups) an opportunity to communicate with their members and with the general public;

2.1.5. To give individuals an opportunity to develop and use their creative talents on the radio.




CAROL PREST

Bylaws

1. Interpretation

- 1.1. All references to the plural shall include the singular, and vice-versa
- 1.2. In these bylaws, unless the context otherwise requires:
 - 1.2.1. Member means those persons who satisfy the requirements of Bylaw 2;
 - 1.2.2. Board means the directors of the Society for the time being
 - 1.2.3. Societies Act means the Societies Act (SBC 2015, c 18) of the Province of British Columbia from time to time in force and all amendments to it.

2. Membership

- 2.1. The members of the Society shall be:
 - 2.1.1. Any members of the community at large who have completed the membership application and paid the prescribed membership fees to the Society (“Community Members”).
 - 2.1.2. All students who are registered in at least one credit course at Vancouver Island University (Nanaimo Campus), for the current or previous semester (“Student Members”).
- 2.2. Removal from Membership
 - 2.2.1. A member may be expelled by a special resolution of the members passed at a general meeting.
 - 2.2.2. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 2.2.3. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 - 2.2.4. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

2.3. Cessation of Membership

- 2.3.1. Individuals shall cease to be members when they cease to meet the requirements of bylaw 2.1.1 or 2.1.2, or they have been removed as a member.
- 2.3.2. Student members who have been expelled, may apply for membership after five (5) years from the date of their expulsion.

2.4. Voting Members

- 2.4.1. Community Members shall only be Voting Members if they are members for at least 30 days immediately prior to a General Meeting, or if they are members at the time of a General Meeting and for at least 6 out of the previous 12 months.
- 2.4.2. All Student Members shall be Voting Members.
- 2.4.3. Notwithstanding any other provision in these Bylaws, only Voting Members shall be entitled to vote at General Meetings.

3. Membership Fees

3.1. The membership fee shall consist of:

- 3.1.1. A fee of not less than \$ 0.95 (set by referendum of students) per month per member applicable to the months in which they are students at Nanaimo Campus of Vancouver Island University. Fees are collected by the Student Union from the Vancouver Island University, and remitted to the Radio Malaspina Society.
- 3.1.2. The annual membership fee for the following year for members of the greater community shall be set by the Board of Directors at its first meeting after the AGM. The amount of that membership fee shall not be less than \$20.00.

4. General Meetings

4.1. Types of General Meetings

- 4.1.1. There shall be two types of general meeting: Annual General Meeting and Special General Meeting.

4.2. Annual General Meeting

- 4.2.1. The Annual General Meeting of the society shall be held once per year in October, or as required by the Society Act of BC.

4.3. Special General Meetings

- 4.3.1. Special General Meetings may be called at any time by a majority vote of the Board, or as otherwise required by the Societies Act.

4.4. Agenda

4.4.1. The agenda for an Annual General Meeting shall include:

- 4.4.1.1. Recognition of Indigenous Territory
- 4.4.1.2. Approval of agenda
- 4.4.1.3. Approval of minutes of the previous Annual General Meeting, and any Special General Meetings in the year.
- 4.4.1.4. President's report
- 4.4.1.5. Finance report to year end
- 4.4.1.6. Appointment of auditor
- 4.4.1.7. Election of directors
- 4.4.1.8. Special Resolutions
- 4.4.1.9. General Resolutions
- 4.4.1.10. Any other business
- 4.4.1.11. Adjournment

4.4.2. The agenda for a Special General Meeting Shall include:

- 4.4.2.1. Special Resolution.
- 4.4.2.2. Adjournment.

4.5. A General Resolution may be passed by a simple majority of the Voting Members in a General Meeting.

4.6. Special Resolutions

- 4.6.1. The Board of Directors shall include on the agenda of a General Meeting any Special Resolution that is referred by the Board of Directors.
- 4.6.2. Special Resolutions may be presented to the Board of Directors a minimum 45 days prior to the General Meeting by any member.
- 4.6.3. Special Resolutions require a supermajority (75%) vote to pass.

4.7. Notice for General Meeting

- 4.7.1. The Board of Directors shall give no less than fourteen (14) calendar days' notice of a general meeting.

- 4.7.2. Notice shall be given via the student email list of the VIU Registrar and the community membership email list.
 - 4.7.3. Notice of any General Meeting shall be posted on the web site.
 - 4.7.4. Broadcast on CHLY at noon each day.
 - 4.7.5. The time, date and location of the general meeting.
 - 4.7.6. The extent to which indirect attendance will be allowed for the general meeting.
 - 4.7.7. Instructions for attending at or participating in the general meeting indirectly, including instructions for how to vote indirectly at the general meeting.
 - 4.7.8. The contact information for one or more of the Directors.
- 4.8. Notice for Annual General Meeting shall include:
- 4.8.1. Call for Election of Directors.
 - 4.8.2. Any Special Resolutions to be considered at the meeting. If the full text of the Special Resolution cannot fit within the notice due to length or detail of the resolution, an outline of intent is sufficient, so long as a hyperlink to the full text of the Special Resolution is provided.
- 4.9. Quorum for General Meetings
- 4.9.1. The quorum required for a General Meeting of the Society shall be 16 Voting Members.
- 4.10. Proxy voting is not permitted
- 4.11. The Board shall determine:
- 4.11.1. If a general meeting will be held at a physical location in British Columbia or held virtually; and
 - 4.11.2. To what extent indirect attendance will be allowed at a general meeting, provided that it does not contradict section 4.13.2.
- 4.12. If a general meeting is held virtually, as contemplated by section 4.11.1.:
- 4.12.1. The meeting is not required to have a physical location;
 - 4.12.2. Any notice of the meeting is not required to specify a location for the meeting; and
 - 4.12.3. The meeting is deemed to be held in British Columbia.

4.13. Indirect Attendance

4.13.1. Definition

- 4.13.1.1. Indirect attendance means the live participation in, including voting at, a general meeting by telephone, voice call, video call, or other similar communication mediums.
- 4.13.1.2. Indirect attendance does not include the use of mail, email, text, fax, or other communication mediums that do not allow for live participation, except as they may be used to supplement communication mediums as contemplated by section 4.13.1.1.
- 4.13.1.3. Live participation means participating in a meeting while it is ongoing.

4.13.2. Ability to attend indirectly

- 4.13.2.1. If a general meeting is held virtually, all members are automatically entitled to attend the meeting indirectly.
- 4.13.2.2. If a general meeting is not held virtually, a member may only attend the meeting indirectly if one or more of the following are met:
 - 4.13.2.2.1. The member is allowed to attend indirectly, as contemplated section 4.11.2.; or
 - 4.13.2.2.2. One or more of the Directors determine that the member has a reasonable justification for being unable to attend the meeting in-person.
- 4.13.2.3. A reasonable justification, as contemplated by section 4.13.2.2., may include, but is not limited to, medical or geographic circumstances.
- 4.13.2.4. If a member requests to attend a general meeting indirectly, one or more of the Directors must respond to that request.
- 4.13.2.5. A member is not required to disclose any personal, medical, or confidential information when making a request to attend indirectly.

4.13.3. A member who indirectly attends a general meeting in a manner contemplated by section 4.13.2. is deemed to be present in-person at the meeting.

4.13.4. The Board must make reasonable efforts to ensure that members who attend a general meeting indirectly are able to communicate with all other members

present at the meeting, make their intentions known, and, if applicable, vote at the meeting.

4.13.5. Nothing in section 4.13. authorizes a person who is not a Voting Member to vote at a general meeting.

5. Board of Directors of the Society

5.1. Composition of the Board of Directors

5.1.1. The board of Directors shall be comprised of ten directors:

5.1.1.1. President

5.1.1.2. Vice President

5.1.1.3. Secretary

5.1.1.4. Treasurer

5.1.1.5. Up to 6 other Directors at Large

5.2. Four seats of the Board of Directors will be reserved for student members, four seats for community members as defined in Bylaw 2, and two seats will be reserved for faculty and administrative representation from Vancouver Island University: one faculty member and one administrative member.

5.3. If seats reserved for student members are left unfilled, community members who are VIU Graduates may be nominated to fill them

5.3.1. VIU Graduates include all graduates of the University, including any student with a certificate, diploma, degree or Master's degree from

5.3.1.1. Malaspina University-College (from December 3rd 1997 onward)

5.3.1.2. Vancouver Island University

5.4. Terms of Office of Members of the Board of Directors

5.4.1. The term of the office for the Board of Directors is for two years (October to October)

5.4.2. A person elected as a student member of the board of Directors shall, provided the person remains a member of the Society, continue to hold office as a Student Member for the duration of the term even if that person ceases to be a student.

5.5. Staggered Directorships

- 5.5.1. Two (2) of four (4) Community Directors shall be elected in the even year and Two (2) of four (4) shall be elected in the odd year.
 - 5.5.2. Two (2) of four (4) Student Directors shall be elected in the even year and Two (2) of four (4) student directors shall be elected in the odd year.
 - 5.5.3. The two (2) seats reserved for Faculty and Administrative representation from VIU will not be staggered and shall be elected if they are empty.
- 5.6. Eligibility to stand for election
- 5.6.1. In order to be eligible to run for a position on the Board of Directors a candidate must be a member of the Radio Malaspina Society for a minimum of one (1) month prior to the time of the elections
 - 5.6.2. The members of the Board of Directors must be members of the Society during their term of office.
- 5.7. Voting
- 5.7.1. Voting Members may vote only once for each position in a Board election. Directors shall elect from their number the officers of the Society.
 - 5.7.2. An affirmative vote, i.e. more than 50% of the eligible ballots in favour, is required to elect each director. The directors elected shall be those who receive the greatest amount of affirmative votes, subject to them receiving more than 50% of the valid ballots cast.
 - 5.7.3. Elections will be run according to policy written by the Board of Directors, published to the website in advance of General Meeting.
- 5.8. Vacancies
- 5.8.1. In the case of a vacant student member seat, the Board of Directors may appoint a student to the vacant seat. If no student is available, a VIU Graduate may be appointed to the vacant student member seat. In the case of an unfilled community seat, the Board of Directors may appoint a community member to the unfilled seat.
 - 5.8.2. Any such appointment remains valid only until the next annual general meeting
- 5.9. Meetings of the Board of Directors
- 5.9.1. The Board of Directors shall meet no less than twice per year, once previous to the Annual General Meeting and once immediately following the Annual General Meeting

- 5.9.2. The quorum required for the transaction of business at a Board meeting shall be a majority of current directors.
 - 5.9.3. Meetings of the Board of Directors shall be open to all members of the society.
 - 5.9.4. The Board of Directors may move in-camera to discuss financial or personnel issues.
 - 5.9.5. Directors shall record in the minutes any non-confidential decisions made in camera at the soonest opportunity in regular board meeting.
 - 5.9.6. The approved minutes of board of directors meetings shall be posted on the CHLY web site.
- 5.10. Remuneration of Directors
- 5.10.1. Any remuneration to be paid to the members of the Board of Directors shall be determined by resolution at a general meeting.

6. Duties and Responsibilities of the Board of Directors

- 6.1. Compliance with the Societies Act
 - 6.1.1. The Board shall be familiar and comply with the provisions of the Societies Act.
- 6.2. Conflict of Interest
 - 6.2.1. Members of the Board of Directors must disclose personal conflicts of interest and shall not vote on matters where a personal conflict of interest exists.
- 6.3. Society policies
 - 6.3.1. The Board may, by directors' resolution, create policies that govern the conduct of the Society's members and the day-to-day operation of the Society.
 - 6.3.2. These policies may include, but are not limited to, a code of conduct, a privacy policy, a conflict resolution policy, and a disciplinary policy.

7. Duties and Responsibilities of Officers

- 7.1. President
 - 7.1.1. The President shall have the following duties:
 - 7.1.1.1. Preside at all meetings of the society unless an independent chairperson has been appointed by the Board of Directors

7.2. Vice President

7.2.1. The Vice President shall:

7.2.1.1. Assist the President in carrying out the President's duties

7.2.1.2. Carry on the President's duties during the President's absence

7.3. Treasurer

7.3.1. The Treasurer shall:

7.3.1.1. Ensure maintenance of accurate financial records,

7.3.1.2. Report accurate financial statements.

7.3.1.3. Present end of year financial statements at the Annual General Meeting;

7.4. Secretary

7.4.1. The Secretary shall

7.4.1.1. Conduct the correspondence of the society

7.4.1.2. Issue notices of meetings to the society and directors

7.4.1.3. Keep minutes of all meetings of the society and directors

7.4.1.4. Have custody of all records and documents of the society except those required by the treasurer; these documents shall be kept in the society office

7.4.1.5. Maintain the register of members

8. Removal from Office

8.1. Cessation of Society membership

8.1.1. Members of the Board of Directors who cease to be members of the society shall be considered to have delivered their resignations.

8.1.2. Abandonment of Office

8.1.2.1. Directors absent from three (3) or more consecutive meetings of the Board of Directors without valid reason, as determined by a 3/5 majority vote of the Board of Directors, shall be deemed to have delivered their resignation.

8.1.3. Impeachment Proceedings

- 8.1.3.1. A director may be removed from office by resolution of a general meeting or referendum.
- 8.1.3.2. Impeachment proceedings may be initiated by:
 - 8.1.3.2.1. A 3/5 majority vote of the Board of Directors, or
 - 8.1.3.2.2. A petition signed by not less than one percent (1%) of the members of the society presented to the Board of Directors
 - 8.1.3.2.3. Notice of impeachment proceedings shall be that required for special resolution.

9. Society Finances

9.1. Signing officers

- 9.1.1. The signing officers of the society shall be the president, the treasurer, the vice president, and two paid staff members.
- 9.1.2. The signatures of at least two (2) signing officers, one of whom is a board member, shall be required for the execution of any legal documents or the disbursement of funds on behalf of the society.
- 9.1.3. A signing officer may not act as a signing officer where the instrument being signed provides a benefit to that signing officer.

9.2. Annual Financial Review

- 9.2.1. The Voting Members shall appoint a professional accountant at each Annual General Meeting to complete an audit.
- 9.2.2. The accountants of the society shall have the right to examine all books, records and accounts of the Society and shall be entitled to request from any and all members of the society, including the Board of Directors and Staff, such information and explanation as may be required by the accountants for the performance of their duties.

9.3. Borrowing

- 9.3.1. In order to carry out the purposes of the society, the Board of Directors may, on behalf of and in the name of the society, raise and secure payment or repayment on money in a manner they decide and, in particular but without limiting the foregoing, by the issue of debentures
- 9.3.2. The society shall not borrow funds in excess of \$10,000 in a fiscal year, without the sanction of a special resolution.

9.4. Fiscal Year

9.4.1. The fiscal year of the society shall be May 1 to April 30.

10. Society Records

10.1. Location of Records

10.1.1. All records of the Society shall be accessible to all members and shall be kept in the Society office

10.2. Inspection by members

10.2.1. The records of the society may be inspected by society members in the society office on any working day during normal office hours provided a week's written notice is given.

11. Amendment to the Constitution and Bylaws

11.1. The Constitution and Bylaws of the society may only be amended by a special resolution passed in a general meeting of the society.

12. Dissolution of the Society

12.1. Upon the winding up or dissolution of the Society, any assets remaining after the satisfaction of the Society's debts and liabilities shall be held in a trust until such time as said assets may be transferred to a responsibly managed organization having purposes similar to those of the present Radio Malaspina Society.