

Radio Communautaire Missisquoi (RCM)

(The "Corporation")

By-Law No.1

Being the General By-Laws of The Corporation

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RADIO COMMUNAUTAIRE MISSISQUOI INC.

Be it enacted as a By-Law of the Corporation as follows:

By-Law No. 1

Being the General bylaws of The Corporation

SECTION 1 – MISSION AND OBJECTIVES

Mission:

RCM is a non-profit, community-based radio broadcasting organization that reflects the social and cultural interests and concerns of people living in the areas governed by the MRC of Brome Missisquoi, the MRC of Memphremagog, and the MRC of Haute-Yamaska.

Objectives

The objectives of the Corporation are:

- Social and cultural, without monetary recompense for the members
- To produce community-based programs for immediate or later radio broadcasting in the administrative regions of the MRC Brome Missisquoi, MRC Memphremagog and MRC Haute-Yamaska
- To broadcast those programs, simultaneously over the Internet, allowing for delays imposed by technology
- To make available, over the Internet, those community-based broadcasts, previously recorded and made available over the radio
- To provide a forum for discussion, of those radio broadcasts, over the Internet
- To follow the rules and regulations of the CRTC for radio and Internet broadcasting
- To collect fees and membership dues
- To advertise, for a fee, products and services on the radio, through the Internet and by other methods as the Corporation deems appropriate

SECTION 2 – DEFINITIONS

Name

The corporation is known as the Radio Communautaire Missisquoi Incorporated, called the Corporation in these By-laws, as authorized in the Province of Quebec by the Letters Patent, *Companies Act*, Part III (C.Q.L.R. chapter C-38, section 218), registered 16th December, 1998, reference number 11482100066.

Definitions

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and an unincorporated organization. Otherwise, words and expressions defined in the Act have the same meanings when used in these By-Laws.

Unless there exists an express contrary provision or unless the context clearly indicates otherwise, in the by-laws of the Corporation, in the minutes of the proceedings of the Board of Directors, of the Executive Committee and of the other committees of the Board of Directors and in the resolutions of the directors, of the Executive Committee and of the other committees of the Board of Directors as well as in the minutes of the meetings of the members the following terms or expressions shall mean:

"Act" or **"Companies Act"** shall mean the *Companies Act*, C.Q.L.R., c. C-38, and any amendment thereto, either past or future, and shall include, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of the Act shall be interpreted as being a reference to the provision which replaced it;

"An Act respecting the legal publicity of sole proprietorships" shall mean *An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons*, S.Q. 1993, c. 48, and any future amendment thereto and shall include, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of *An Act respecting the legal publicity of sole proprietorships* shall be interpreted as being a reference to the provision which replaced it;

"auditor" shall mean the auditor or accountant ("accountant") of the Corporation and shall include, in particular, a partnership within the meaning of the *Civil Code of Quebec*;

"body corporate" shall include, in particular, a legal person within the meaning of the *Civil Code of Quebec*, a company, a non-profit corporation, a corporation or an association having a juridical personality separate and distinct from its members, wherever or however incorporated;

"by-laws" shall mean the present by-laws, any other by-laws of the Corporation which are in force at the time as well as any amendments thereto;

"contracts, documents or instruments in writing" shall include, among other things, deeds, hypothecs or mortgages, liens, encumbrances, transfers and assignments of property of any kind, conveyances, titles to property, agreements, contracts, receipts and discharges, obligations, debentures and other shares, cheques or other bills of exchange of the Corporation;

"declaration deposited in the Register" shall mean, as the case may be, the initial declaration, the declaration of registration, the amending declaration, the annual declaration or any other declaration which has been filed or which may, in the future, be required to be filed pursuant to *An Act respecting the legal publicity of sole proprietorships* and which has been entered on the Register;

"deed of incorporation" shall mean the memorandum of agreement, the letters patent, the supplementary letters patent and the by-laws passed pursuant to sections 21 and 87 of the Act;

“**director**” shall mean the person whose name appears at the relevant time in the declaration deposited in the Register or in the by-law deposited with the Inspector General pursuant to section 87 of the Act a notice of which has been deposited in the Register as well as any other person holding the office of director whatever title may be ascribed to such person and shall include, in particular, any *de facto* director as well as any other person who, at the request of the Corporation, acts or acted as director of another body corporate of which the Corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity; and “**Board of Directors**” shall mean the body of the Corporation made up of all the directors;

“**Inspector General**” shall mean the Inspector General of Financial Institutions who is responsible for carrying out the administration of the Act and of *An Act respecting the legal publicity of sole proprietorships*;

“**judicial day**” shall mean any Monday, Tuesday, Wednesday, Thursday or Friday, to the extent that it does not fall on a non-judicial day;

“**meeting of members**” includes an annual meeting of members or a special meeting of members;

“**member**” shall mean any person satisfying the requisite conditions for any of the classes conferring membership in the Corporation;

“**non-judicial day**” shall mean any of the following days, namely: any Saturday or Sunday; New Year’s Day (January 1st); Good Friday; Easter Monday; the birthday or the day fixed by proclamation for the celebration of the birthday of the reigning Sovereign; Victoria Day; Dominion Day or Dollard-des-Ormeaux Day; Saint-Jean Baptiste Day (June 24th); Canada Day or Confederation Day (July 1st) or July 2nd if July 1 falls on a Sunday; the first Monday in September designated Labour Day; the second Monday in October designated Thanksgiving Day; Remembrance Day (November 11); Christmas Day (December 25th); any day appointed by proclamation of the Governor General of Canada to be observed as a day of general prayer or mourning or day of public rejoicing or thanksgiving; in the Province of Quebec, any of the following additional days, namely any day appointed by proclamation of the Lieutenant-Governor to be observed as a public holiday or as a day of general prayer or mourning or day of public rejoicing or thanksgiving within the province, and any day which shall be a non-judicial day by virtue of an act of the legislature of the province as well as any day which shall be appointed to be observed as a civic holiday by resolution of the council or of any other authority charged with the administration of the civic or municipal affairs of a city, town, municipality or other organized district. Moreover, the 26th day of December shall be considered a non-judicial day, as shall the 2nd day of January;

“**officer**” shall include the President of the Corporation the Vice-President, the Secretary, and the Treasurer;

“**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

“**person**” shall include, in particular, an individual or a natural person, a partnership within the meaning of the *Civil Code of Quebec*, an association, a body corporate, a trustee, the liquidator of a succession, a tutor, a curator, an adviser to a person of full age, a mandatary, the administrator of a succession or any representative of a deceased person or any other person responsible for the administration of the property of another;

“**register**” shall mean the register of sole proprietorships, partnerships and legal persons created pursuant to *An Act respecting the publicity of sole proprietorships*, which is also known as the **Centre Informatisé Du Registre des Entreprises du Québec (CIDREQ)** and which is administered by the Inspector General;

“**registration procedure**” shall mean any registration procedure required by law by virtue of which a Corporation shall register or obtain a license or permit in order to carry on business in another province, in another territory, in another state or in another country or political subdivision thereof;

“**Regulations**” shall mean the Regulations made under the Act and as amended from time to time, and any Regulations which may be substituted therefor. In the event of such substitution, any reference in the by-laws of the Corporation to a provision of the Regulations shall be read as a reference to the provision substituted therefor in the new Regulations;

“**representative**” shall mean any officer or mandatory of the Corporation or any other person who, at the request of the Corporation, acts or acted as officer or as mandatory of a body corporate of which the Corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity and shall include any promoter or any incorporator of the Corporation; and

“**simple majority**” shall mean fifty percent (50%) plus one (1) of the votes cast at a meeting of the Board of Directors or at a meeting of the members.

“**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Definition in the Act or in the Regulations. Subject to the above definitions, the definitions provided for in the Act or in its Regulations shall apply to the terms and to the expressions used in the by-laws of the Corporation.

Discretion. Unless otherwise provided, where the by-laws confer a discretionary power upon the directors, the latter shall exercise such powers as they see fit, and shall act prudently, diligently, honestly and faithfully in the best interests of the Corporation and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the Corporation. The directors may also decide not to exercise such power. No provision contained in these by-laws shall be interpreted so as to increase the duties incumbent on the directors beyond those which are provided in the Act.

Precedence. In the event of a contradiction between the Act, the deed of incorporation or the by-laws of the Corporation, the Act shall prevail over the deed of incorporation and over the by-laws and the deed of incorporation shall prevail over the by-laws.

Headings. The headings used in these by-laws shall serve merely as references and they shall not be considered in the interpretation of the terms, of the expressions or of the provisions contained in these by-laws.

Time limits. If the date set for doing anything, in particular the sending of a notice, falls on a non-judicial day, such thing may be validly done on the next judicial day. In computing any time limit set by these by-laws, the day which marks the starting point is not counted, but the day of the deadline is. Non-judicial days are counted but, when the last day is a non-judicial day, the time limit is extended to the next judicial day.

Applicable legislation. Where the Corporation has an establishment or where it carries on business outside the Province of Quebec, it shall comply with the legislation applicable to it in that other province, in that other territory, in that other state or in that other country or political subdivision thereof and, in particular, it shall comply with the registration procedure. The President of the Corporation or any other person designated by him is authorized to sign any document and take all appropriate action with respect to such registration procedure.

SECTION 3 – GENERAL ADMINISTRATION

3.01 Head Office

The head office of the Corporation shall be located in the Province of Quebec in the place indicated in its deed of incorporation or at the address indicated at the relevant time in the declaration deposited in the Register or in the by-law deposited with the Inspector General pursuant to section 87 of the Act a notice of which has been deposited in the Register.

3.02 Corporate Seal and Logo

The Corporation will have its own seal and logo approved by the board. The Secretary of the Corporation shall be the depositary of the seal approved by the board. A policy adopted by the board will govern the use of the corporation's logo.

3.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors or any officer and any director acting together. In addition, the board may from time to time direct the manner in which and by whom a particular document or type of document shall be executed. Any person authorized to sign a document may affix the seal of the Corporation on the document and may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

3.04 Books and Records

The Corporation shall prepare and maintain, at its registered office or at any other place in Quebec designated by the board, records containing:

- (a) the originals or a copy of its articles;
- (b) the By-Laws of the Corporation and all amendments to them;
- (c) a copy of all notices, declarations or other documents filed with Canada Revenue Agency, the Registraire des entreprises du Québec and any other governmental authority;
- (d) the resolutions of the board, the executive committee, if any, and all other committees of the board and the minutes of their meetings, certified by the President, the chair of the meeting or the Secretary of the Corporation;
- (e) the resolutions adopted by the members and any committee of members and the minutes of meetings of the members and any committee of members, certified by the President, the chair of the meeting or the Secretary of the Corporation;
- (f) if any debt obligation is issued by the Corporation, a debt obligation register that complies with;
- (g) a register of directors, indicating the name, current residential address and e-mail address if he has consented to receiving information or documents by electronic means, of any person which is or has been a director and the date at which his mandate began and, where applicable, ended;
- (h) a register of officers, indicating the name and current residential address and e-mail address if he has consented to receiving information or documents by electronic means, of any person which is or has been an officer of the Corporation and the date at which his mandate began and, where applicable, ended;

- (i) a register of members, indicating the name, current residential address and e-mail address if he has consented to receiving information or documents by electronic means, of any person which is or has been a member of the Corporation and the date at which he became a member and, where applicable, ceased to be one, and the class of membership of such member;
- (j) the financial and accounting records and financial statements of the Corporation; and
- (k) all other books and reports required to be kept by the Corporation's By-Laws or applicable law.

3.05 Financial Year

The financial year end of the Corporation shall be August 31st.

3.06 Banking Arrangements

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

3.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in the members, publish a notice to its members, in the manner prescribed by the Regulations under the Act, stating that the annual financial statements and documents referred to in are available at the registered office of the Corporation and any member may, on request, read them.

SECTION 4 – MEMBERSHIP

4.01 Membership

Membership in the Corporation shall be limited to individuals and corporations interested in furthering the Corporation's interests and purposes.

There shall be two classes of membership in the Corporation: regular and honorary.

Regular members are accepted into membership through payment of an annual fee, the amount of which is determined by the Board. Regular Membership is valid for one year, subject to renewal in accordance with the policies of the Corporation.

Honorary members are recognized as such at the AGM. They are elected by a simple majority vote by the members at the AGM, do not pay any annual fees, and continue to hold such membership until terminated as per Section 5.02, or such position is withdrawn by a simple majority vote of the members at an AGM

Regular and honorary members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Voting members have to be members in good standing as of the date of notice of the AGM or as of the date of notice of a special meeting of members.

Transfer of Membership

Membership in the Corporation is not transferable.

SECTION 5 – MEMBERSHIP DUES; TERMINATION; DISCIPLINE

5.01 Membership Dues

The board of directors shall determine membership dues. Members shall be notified of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

5.02 Termination of Membership

Regular and honorary membership in the Corporation is terminated when:

- (a) the member dies or in the case of a member that is a corporation, the corporation is dissolved;
- (b) the member resigns by written notice to the President or the Secretary specifying the date the resignation is to be effective;
- (c) a member fails to maintain any qualifications for membership described in section 4.01 of these By-Laws;
- (d) the member is expelled in accordance with section 5.03 of these By-Laws or their membership ceases or is otherwise terminated in accordance with the articles or the By-Laws;
- (e) the member's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under 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.

5.03 Discipline of Members

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

- (a) violating any provision of the articles, By-Laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- (c) for any other reason that the board, in its sole and absolute discretion, considers to be reasonable, in regard to the statement of 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 prior written notice of suspension or expulsion to the member, stating the 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 so received, the President, or such other officer as may be designated by the board, may notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received by the President or such other designated officer 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 right of appeal.

SECTION 6 – MEETINGS OF MEMBERS

6.01 Notice of Members Meeting

Notice of the date, time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to such member entitled to vote at the meeting, no less than ten days before the day on which the meeting is to be held; or
- (b) by telephone, e-mail or other electronic means to each member entitled to vote at the meeting, no less than ten days before the day on which the meeting is to be held.

A special resolution of the members is required to make:

- a) any amendments to the By-Laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
- b) any change to the letters patent.

6.02 Annual General Meeting

The Annual General Meeting of the members shall be held not later than fifteen (15) months after the last annual members' meeting but no later than four (4) months after the end of the Corporation's preceding fiscal year, in the municipality where the registered office of the Corporation is situated or at any place in the Eastern Townships as the board of directors may determine and on such day as the board shall appoint.

At every annual general meeting, in addition to any other business that may be transacted:

- (a) the directors will be elected in accordance with section 7
- (b) the accountant shall be appointed
- (c) the annual report of the directors must be presented
- (d) the financial statements for the Corporation's preceding fiscal year must be approved by the board
- (e) the report of the accountant on such statements must be given.
- (f) Any resolutions shall be presented requesting members to ratify and confirm all amendments to or repeal of the By-Laws made by the board of directors since the last annual members' meeting

6.03 Special Members' Meeting

The board of directors shall call a special meeting of members: on written requisition of members holding not less than 10% of the voting rights. The requisition shall state the general nature of the business to be transacted at the meeting, be signed by the requisitioners and sent to each director then in office and to the Corporation at the registered office of the Corporation. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. Any meeting called under this section 6.03 shall be called as nearly as possible in the manner in which members meetings are to be called under these By-Laws and.

6.04 Record Date for Members' Meetings

In accordance with the Regulation, the directors may fix, as a record date for determining members entitled to:

- (a) receive notice of a meeting of members;
- (b) vote at a meeting of members;
- (c) participate in a liquidation distribution; or
- (d) for any other purpose.

6.05 Place of Members' Meeting

Meetings of the members may be held at any place within the Eastern Townships as determined by the board.

6.06 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

6.07 Chair of Members' Meetings

The President, or in his absence, the Vice-President, shall chair any meeting of the members. In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

6.08 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be no less than 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.09 Presence by Electronic Means

Any person entitled to attend a meeting of members may participate under the conditions set forth in the Regulations by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes such facility available. A person, including an individual authorized to represent a corporation member, so participating is deemed to be present at the meeting.

6.10 Votes to Govern at Members' Meetings

Each member entitled to vote at a meeting of members shall have one vote. At any meeting of members every question shall, unless otherwise provided by the By-Laws or, be determined by a majority of the votes cast on a show of hands or on a ballot if one is demanded by a member entitled to vote at the meeting.

Any member deemed to be present by electronic means under section 6.09 may vote by means of a telephonic, electronic or other communication facility made available by the Corporation if the Corporation has a system that: **(a)** enables the votes to be gathered in a manner that permits their subsequent verification, and **(b)** permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Voting by mail or by proxy is not permitted. Any individual authorized in writing by a member corporation to represent such member corporation at meetings shall have the right to vote on behalf of such corporation member. In case of an equality of votes, either on a show of hands or on a ballot or the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

SECTION 7 – DIRECTORS

7.01 Number of Directors

The corporation shall be managed by a board of directors made up of the number of directors indicated in the deed of incorporation of the corporation (Currently specified as seven (7)); this number may be changed in accordance with section 87 of the Act.

Qualifications of Directors

Directors must be individuals who are members, of at least 18 years of age, with power to contract and not declared incapable by a court, and not having the status of a bankrupt.

7.02 Election of Directors, Term of Mandate

Commencing with the first meeting of the members following the continuance of the Corporation, one-half of the number of directors fixed by the Board under section 7.01, shall be elected by ordinary resolution of the members for a term of one (1) year and one-half for a term of two (2) years. At each annual general meeting of members thereafter, the members shall by ordinary resolution elect one-half of the number of directors so fixed by the Board, for a term of two (2) years. Where the total number of such directors is not exactly divisible by two (2), then the excess number of directors after dividing by two (2), shall be elected for a term of one (1) year.

7.03 Vacancies of Directors

Any vacancy on the board of directors may be filled by a vote of the directors if there is a quorum. Any director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

SECTION 8 – MEETINGS OF DIRECTORS

8.01 Calling of Meetings of Board of Directors

Meetings of the board may be called by the President, the Vice-President of the board or any two (2) directors at any time.

8.02 Notice of Meetings of Board of Directors

Notice of the date, time and place for the holding of a meeting of the board shall be given in the manner provided in section 11.01 of these By-Laws to every director of the Corporation not less than seven days before the time when the meeting is to be held. If convocation of a meeting is urgent, notice can be given at least twelve (12) hours before holding a meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of directors shall specify any matter referred to in that is to be dealt with at the meeting.

8.03 Quorum at Meetings of the Board of Directors.

A quorum shall consist of a minimum of four directors or, where there are only four directors or fewer, than a quorum shall consist of all the directors less one. A maximum period of 40 juridical days is permitted during which there can be fewer than four directors without holding a special meeting of the members.

Votes to Govern at Meetings of the Board of Directors.

Unless the articles of the Corporation provide otherwise, at all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

8.04 Committees of the Board of Directors.

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, , with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 9 – OFFICERS

9.01 Appointment of Officers.

The board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer must be a director. Two or more offices may be held by the same person.

9.02 Description of Offices.

Unless otherwise specified by the board, the officers of the Corporation, if so designated and appointed by the board, shall have the following duties and powers associated with their positions:

- (a) **President** – The President appointed by the board from among the directors shall be the chief executive officer of the Corporation, shall chair all meetings of the board and all meetings of members and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (b) **Vice-President** – The Vice-President appointed by the board from among the directors shall, in the absence or incapacity of the President, preside at all meetings of the board and members and exercise the functions and powers of the President.
- (c) **Secretary** – The Secretary appointed by the board from among the directors shall attend and be the secretary of all meetings of the board, members and committees of the board or of the members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall prepare, maintain and be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** – The Treasurer appointed by the board from among the directors shall have such powers and duties as the board may specify. The treasurer of the corporation shall be responsible for overseeing financial management practices, ensuring that the directors understand the financial situation of the corporation and carry out other such duties as the board may assign.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or President requires of them. The board may from time to time and vary, add to or limit the powers and duties of any officer.

9.03 Vacancy in Office.

In the absence of a written agreement to the contrary, the board may remove, 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 ceasing to be a director (a 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.

9.04 The board must ensure the good governance of the corporation and the responsible use of resources, finances, employees, and volunteers. The board will ensure that:

a) it is responsible for policy making;

b) it conducts itself in an ethical manner as a not-for-profit corporation

c) the corporation meets its objectives as specified in its "letters patent"

d) Conflict of Interest. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, to the Board, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

e) Remuneration. Directors are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses may be specified in advance by a policy of the Board of Directors.

f) the accountant is independent from the board;

g) the Station Manager is hired by, and reports to, the Board. The Station Manager can attend Board Meetings, but is not a member of the Board and has no vote.

h) the Station Manager, with Board input as appropriate, shall hire staff to carry out functions under the authority of the board. The Board will establish in writing the powers and responsibilities of staff.

SECTION 10 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01 Subject to and without restricting the provisions of section 151 of the Act:

- (a) **Indemnification** The Corporation will indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's written request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) **Advance of costs** The Corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 10.01(a). The individual shall repay the money if the individual does not fulfil the conditions of subsection 10.01(c).
- (c) **Limitation** The Corporation may not indemnify an individual under subsection 10.01(a) unless the individual
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's written request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (d) **Insurance** The board may by resolution authorize the Corporation to purchase and maintain insurance for the benefit of an individual referred to in subsection 10.01(a) against any liability incurred by the individual
 - (i) in the individual's capacity as a director or an officer of the Corporation; or
 - (ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's written request.

SECTION 11 – NOTICES; INVALIDITY; AMENDMENTS

11.01 Method of Giving Any Notice.

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served), pursuant to the By-Laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be considered given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation, or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation ;
- (b) if mailed to such person, at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephone, email or other electronic communication, at such person's recorded address for that purpose; or
- (d) if provided in the form of an e-mail document.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronically transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

11.02 Invalidity of any Provisions of this By-Law.

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.

11.03 Omissions and Errors.

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-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.

11.04 Amendments to the By-Laws.

The board of directors 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 or rejected by the members by ordinary resolution or by special resolution.. If the By-Law, amendment or repeal is confirmed 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. .

The Corporation shall send to the registraire des entreprises and to the CRTC, a copy of any By-Law, amendment or repealed By-Law within six (6) months after the day on which the members confirm or amend the By-Law amendment or repeal.

SECTION 12 – DISPUTE RESOLUTION

12.01 Arbitration.

Disputes among the Corporation and any of its members, directors and officers are to be resolved in accordance with final and binding arbitration as provided in Section 12.02 of these By-Laws.

12.02 Dispute Resolution Mechanism.

In the event that a dispute among the Corporation and any of its members, directors or officers arising out of or related to the articles or By-Laws, or out of any aspect of the operations of the Corporation, is not resolved in private meetings between the interested parties, then without prejudice to or in any other way derogating from the rights of the members, directors or officers of the Corporation as set out in the articles, By-Laws or, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of final and binding dispute resolution as follows:

- (a) If the parties are not successful in resolving the dispute, then the parties agree that the dispute shall be settled by final and binding arbitration before a single arbitrator in accordance with the provincial legislation governing domestic arbitrations in force in the province where the registered office of the Corporation is situated. 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.
- (b) All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

SECTION 13 – EFFECTIVE DATE

13.01 Effective Date.

Subject to matters requiring a special resolution of the members, these By-Laws shall be effective when made by the Board.

SECTION 14 – DISSOLUTION

In the event of dissolution of the corporation, all its remaining assets after payment of its liabilities shall be redistributed to another not for profit organization as decided by the board.

(Signature page follows)

Certified to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the ____ day of _____, 2015 and confirmed by the members of the Corporation by special resolution on the ____ day of _____, 2015.

President

Secretary