

RADIO CKUT (hereinafter referred to as CKUT)

Pursuant to the Canada Not-for-profit Corporations Act (S.C. 2009, c.23) and the continuance of CKUT from the Canada Corporations Act (R.S.C. 1970, c. C-32) to the Canada Not-for-profit Corporations Act, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of CKUT, replaces all by-laws of CKUT under the Canada Corporations Act.

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**SECTION 1 – INTERPRETATION**

**1.1 Definitions**

In this bylaw and all other bylaws of CKUT, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of CKUT;

"Board" means the Board of Directors of CKUT and "Director" means a member of the Board;

"bylaw" means this bylaw and any other by-laws of CKUT as amended and which are, from time to time, in force and effect;

"Meeting of Members" includes an Annual General Meeting or a Special Meeting of Members;

"Member" means an individual who meets membership criteria as defined in Section 3 of these bylaws;

"Member Motion" means a motion submitted by a member of CKUT that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Officer" means the Chair, the Vice-Chair, the Secretary, the Treasurer, and such other officers as may be determined by the Board in accordance with the provisions of Section 8 hereof;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

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

and "Steering" means the Steering Committee of CKUT, as outlined in Section 9 of this by-law.

## **1.2 Interpretation**

In these bylaws, unless context necessitates otherwise:

- words in the singular include the plural and vice-versa;
- words in one gender include all genders;
- "person" includes an individual, body corporate, partnership, trust and unincorporated organization; and,
- the bylaws of the Corporation will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles of the Corporation.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **SECTION 2 – FINANCIAL AND OTHER MATTERS**

### **2.1 Financial Year**

The financial year-end of CKUT shall be May 31<sup>st</sup> or as otherwise determined by the Board.

### **2.2 Execution of Documents and Financial Instruments**

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Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by CKUT may be signed by any two of its Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

**2.3 Banking Arrangements & Borrowing Powers**

The banking business of CKUT, including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

The Directors of CKUT may, without authorization of the members:

- a) borrow money on the credit of CKUT;
- b) limit or increase the amount to be borrowed;
- c) Issue debentures or other securities of CKUT;
- d) Pledge or sell such debentures or other securities for such sum and at such prices as may be deemed expedient; and
- e) Secure any such debentures, or other securities, or any other present or future borrowing or liability of CKUT, by mortgage, hypothecate, charge or pledge of all of currently owned or subsequently acquired real and personal, moveable and immovable property of CKUT, and the undertaking and rights of CKUT.
- f) Delegate to such Officer(s) or Director(s) of CKUT as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

The Directors may, by resolution, and subject to any limitations of the Act, delegate the foregoing powers to a Director, a committee of Directors or an Officer within a set limitation and time frame.

**2.4 Annual Financial Statements**

Members will be notified that copies of the audited Annual Financial Statements and any other documents referred to in subsection 172 (1) of the Act will be available to view at the registered office of CKUT, and available to view electronically.

**2.5 Auditors**

The Members of CKUT shall at each Annual Meeting appoint an auditor to CKUT to hold office until the next Annual Meeting, provided that the Directors may fill any vacancy in the office of the auditor occurring prior to an Annual Meeting.

The auditor of CKUT shall be entitled to attend and be heard at meetings of the Board on matters relating to their duties as auditor.

**SECTION 3 – MEMBERSHIP**

**3.1 Membership Classes & Rights**

Subject to the articles, there shall be two classes of membership at CKUT:

- 1) Regular Members
- 2) Active Members

All Members shall promote the goals and objects of CKUT and conform to any motion made by the Board that has been expressly declared to be binding on its members.

As per the Articles, all Members have the right to receive notice of, attend and vote at all Meetings of the Members of CKUT.

### **3.2 Regular Membership Eligibility & Fees**

All students registered at McGill University (other than continuing education students, summer students, MacDonald College students, medical interns, residents and non-resident graduate students) shall in accordance with the terms of their registration, be Regular Members, upon payment to CKUT of the membership fee prescribed from time to time by referendum.

Individuals who do not fit the above criteria membership who wish to become members of CKUT shall also be eligible for Regular Membership upon recommendation of the Steering Committee and payment of any applicable fees. The Board shall determine the annual fee amount for such members.

Regular Members have the right to vote at Meetings of the Members but are not eligible to run for committees or the Board.

### **3.3 Active Membership Eligibility & Fees**

Regular members may become Active Members at CKUT by fulfilling all of the following criteria:

- a. payment of any applicable membership fees, AND
- b. completion of the CKUT Volunteer Intake Process.

Only Active Members are eligible to:

- participate in station activities, including but not limited to on-air programming (excluding as guests), and
- sit on the various committees and the Board.

An employee shall automatically become an Active Member upon being hired and shall automatically cease to be a Member immediately when no longer an employee. The applicable fees shall be waived in this case.

A member of the community who is elected to the Board of Directors according to the procedures outlined in the Elections Policy shall automatically become an Active Member upon being elected, and shall automatically cease to be a Member immediately when no longer on the Board. The applicable fees shall be waived in this case.

### **3.4 Termination of Membership**

A membership in CKUT is terminated when one or more of the following occurs:

- a. the membership is terminated in accordance with the Articles or bylaws;
- b. the Member's term of membership expires after one year from date of issue and is not renewed;
- c. the Member withdraws from CKUT by delivering to CKUT a written resignation;
- d. a Member who is a student completes the University opt-out process and receives a fee refund;
- e. CKUT is liquidated and dissolved under the Act.

Notwithstanding the above, the group of Members who are students as defined in by-law 3.2 may only withdraw its group membership from CKUT when a student-initiated referendum is called for this purpose. A non-student Member may withdraw their membership at any time.

On any termination of membership the rights of the Member automatically cease to exist.

### **3.5 Suspension, Dismissal and Expulsion of Members**

The Board together with Steering shall have authority to warn any member and put on probation, suspend, dismiss or expel any member at CKUT for any one or more of the following grounds:

- a. Violation of any provisions of the Articles, bylaws, Blue Book, or Policies of CKUT;
- b. Carrying out any conduct which may be detrimental to CKUT as determined by the Board and Steering; and,
- c. For any other reason that the Board and Steering considers to be reasonable, having regard to the purpose of CKUT.

In the event that the Board and Steering determines that a member should be warned, put on probation, suspended, dismissed or expelled from CKUT, the Disciplinary Procedures in Appendix 1 of the Blue Book shall be followed.

Any member who has been expelled has twenty-eight (28) days to appeal a decision via the Grievance Procedures outlined in Appendix 2 of the Blue Book.

A member expelled according to the Disciplinary Procedures shall be removed from the list of Members and shall not be re-eligible to become a Member, except through approval of the Board and Steering.

### **3.6 Reinstatement of Lapsed Membership**

Individuals who were previously Active Members at CKUT but whose membership has been expired for more than six months may have their Active membership reinstated upon approval of the Steering Committee and payment of any applicable membership fees. These individuals may or may not have to re-complete the Volunteer Intake process, upon the discretion of the Steering Committee.

## **SECTION 4 – ANNUAL GENERAL MEETINGS OF MEMBERS**

### **4.1 Annual General Meetings**

CKUT shall hold an Annual General Meeting, location and date as determined by the Board, no later than six (6) months after the end of the preceding fiscal year.

The Annual General Meeting shall be held for the purpose of:

- a. receiving the annual report and audited financial statements of CKUT for the preceding fiscal year;
- b. appointing the auditor for the upcoming fiscal year;
- c. receiving the report of the Board and staff with respect to activities of the preceding year;
- d. electing the incoming Board, in accordance with CKUT's Elections Policy;
- e. electing the Grievance Committee, Programming Committee, and Steering Committee, in accordance with CKUT's Elections Policy;
- f. transacting such other business, in accordance with any stipulations outlined in the Blue Book, or as required under the Act.

### **4.2 Notice of Annual General Meetings**

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The Board of Directors and the Steering Committee shall notify the membership of CKUT of the time, place and date of a meeting of members by at least one of the following means:

- a. by telephone, e-mail or other electronic communication to all Members during a period of twenty-one (21) to sixty (60) days before the meeting, or
- b. by notice posted at the CKUT premises during a period of twenty-one (21) to sixty (60) days before the meeting; or
- c. by notice posted on McGill University campus in at least three (3) locations.

#### **4.3 Chair for Annual General Meetings**

The members present at any Annual General Meeting of Members shall elect a Chair to preside over the meeting at the beginning of the meeting.

#### **4.4 Attendance**

All Annual General Meetings shall be open to all Members of CKUT, and members of the public may be admitted at the discretion of the Chair. Only Members shall be granted speaking and voting rights, and only Active Members shall be entitled to run for committees (as per section 3.3).

#### **4.5 Quorum**

Forty (40) CKUT members shall constitute quorum at all meetings of Members. A minimum of twenty (20) of these Members shall be student Members (Active or Regular).

If the meeting loses quorum at any point, the meeting becomes a consultative body, without power to make resolutions, and may not transact any official business until quorum is regained.

#### **4.6 Member Motions**

A member entitled to vote at an Annual General Meeting of members must submit to the Board notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "member motion," at least ten (10) days before the Annual General Meeting. Motions and accompanying statements of support may not exceed five hundred words.

The Board and Steering shall circulate any member motions to members five (5) days before the Annual General Meeting via the notification methods as outlined in 4.2.

Motions regarding changes to the Articles and the bylaws are not "member motions" and the procedures outlined in Section 11 must be followed for such motions instead.

#### **4.7 Voting**

At any meeting of members every question shall, unless otherwise provided by the Articles or bylaws or by the Act, be determined by simple majority. In case of an equality of votes, the motion does not pass.

Subject to the Act, and the bylaws, any question at a meeting of members shall be decided by a show of hands unless a ballot has been demanded or required.

#### **4.8 Results of Voting**

A declaration by the Chair of the meeting as to whether or not the question or motion has been carried, and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact, even if the number or proportion of the votes recorded in favour of or against the motion has not been recorded.

#### **4.9 Errors or Omission in Notice**

If a Member fails to receive notice of the Annual General Meeting via the required channels as outlined in bylaw 4.2 above, the Annual General Meeting shall still be valid.

### **SECTION 5 – SPECIAL MEETINGS OF MEMBERS**

#### **5.1 Calling a Special Meeting**

The Board may at any time call a Special Meeting of Members to consider matters of particular concern and urgency which may properly be brought before the members. The Members must be notified of such a meeting at least twenty-one (21) days prior to the meeting.

On written requisition of not less than five hundred (500) Members, the Board shall call a special meeting of members. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the Members who signed the requisition may call the meeting. The Members must be notified of such a meeting at least twenty-one (21) days prior to the meeting.

#### **5.2 Bylaws Regarding Special Meetings**

Special General Meetings shall be governed by the same bylaws as Annual General Meetings of members described in sections 4.2 through 4.9 of the bylaws.

### **SECTION 6 – BOARD OF DIRECTORS**

#### **6.1 Duties of the Board**

The Board of Directors of CKUT:

- makes such rules and policy as necessary for the conduct of the affairs of CKUT, provided such rules and policy are consistent with these bylaws and with CKUT's mandate;
- hires and supervises, in conjunction with Steering, the permanent staff of CKUT;
- appoints standing committees, ad hoc committees and task forces, to carry out specific functions as determined by the Board;
- oversees the keeping of proper financial books and records;
- is responsible for the legal affairs of CKUT;
- performs such other duties as directed by the Members at a Meeting of Members, or via referendum, or as necessarily incidental to the activities of the foregoing.

#### **6.2 Composition of the Board**

The Board shall consist of at least nine (9) but no more than thirteen (13) Directors, who are elected at the Annual General Meeting in accordance with these bylaws and the CKUT Election Policy:

- One (1) permanent staff of CKUT



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- One (1) member of the Steering Committee of CKUT
- At least five (5) Active Members:
  - At least two (2) who are undergraduate students
  - At least one (1) who is a post-graduate student
  - At least two (2) who are non-students
- At least two (2) members of the community at large, including but not limited to residents of Montreal and surrounding areas, and faculty and staff of McGill University

CKUT shall actively promote to the Board the nomination of members of marginalized groups disproportionately excluded from full participation in society.

### 6.3 Qualifications of Directors

Directors must:

- be Active Members of CKUT, with the exception of members of the community at large who shall become Active Members upon their election to the Board of Directors;
- have a commitment to CKUT's mission and vision;
- be at least eighteen (18) years old and have the power at law to contract, and;
- meet all eligibility requirements of the Broadcast Act, R.S.C. 1980 c.376 as amended.

### 6.4 Term of Office

Directors shall serve two (2) year terms.

Directors shall be eligible for re-election for a maximum of three (3) consecutive terms.

The term of office for the Directors shall proceed from the time they are elected at the Annual General Meeting until the end of their two year term, unless replaced earlier according to by-law 6.7 or 6.8.

### 6.5 Additional Appointments

If there are vacant positions on the Board, the Directors may appoint one or more additional Directors, except in the case of a vacancy resulting from a failure to elect the number or minimum number of Directors provided for in the Articles. The total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous Annual General Meeting. Furthermore, Directors so appointed shall hold office for a term expiring on the date of the next Annual General Meeting, or Special General Meeting as the case determines.

### 6.6 Remuneration

The members of the Board shall generally not receive any remuneration for their services, with the exception of the Steering Representative and Staff Representative who may consider their involvement as paid working hours.

Expenses related to Board members' attendance at meetings or conferences may be paid by CKUT.

### 6.7 Ceasing to Hold Office

A Director ceases to hold office when the Director resigns, is removed in accordance with the following paragraph, dies, or becomes disqualified in accordance with Section 126 of the Act: the person is under 18 years of age, has

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been declared incapable by a court in Canada or another country, is not an individual, or has the status of a bankrupt.

**6.8 Removal of Directors**

The membership may call a Special Meeting of Members, in accordance with these bylaws, in order to vote on the removal of a Director. Removal of a Director may occur if said Director is deemed to have failed to fulfill their duties as stipulated in these bylaws, or acts in a manner contrary to the objectives of CKUT.

**6.9 Committees of the Board of Directors**

The Board shall have the authority to appoint such standing or special committees as it may deem necessary and may establish ad hoc sub-committees or advisory groups from time to time to oversee or consult on matters relating to CKUT.

**6.10 Finance Committee**

A Finance Committee shall prepare, on an annual basis, an operating budget to be submitted to the Board. This Committee shall complete tasks as may be delegated to it by the Board, including the ongoing approval of financial decisions taken by Steering.

The Finance committee shall be composed of the Treasurer of CKUT, one member of the Steering Committee and two Active Members.

**6.11 Board Nominating Committee**

The Board Nominating Committee shall make recommendations to the Board regarding the procedures for the nomination of Directors to be elected by the Members to the Board, with a view to making the process as open and democratic as possible while ensuring the needs of CKUT are met.

The Nominating Committee shall be composed as the Board may determine from time to time.

**SECTION 7 – MEETINGS OF THE BOARD**

**7.1 Meetings**

The Board shall hold monthly meetings. A Board meeting may be formally called by the Chair or by written resolution of at least one (1) other Director.

Meetings of the Board are open to all Regular and Active Members, provided that they contact the Chair or a Staff member one week prior to the meeting.

The Board may decide by majority resolution to hold a confidential meeting of the Board, with only Directors present. Minutes for a confidential session will be available to sitting Directors only. Meetings may be confidential when discussing the following matters:

- a) proposed, pending or current litigation;
- b) personnel matters, leading to the hiring, firing, promotion, demotion, suspension, salary level or evaluation of staff;

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c) personal matters concerning the conduct of any member.

In addition, where a matter of a personal nature may be considered at a meeting of the Board, the part of the meeting concerning this matter shall be confidential.

### **7.2 Notice of Meetings**

Notice of the time and place of a meeting of the Board shall be given by telephone, email, or other means of communication, to every Director not less than seven (7) days before the time when the meeting is to be held. The Chair shall draft and circulate an agenda, which shall serve as notice of a meeting.

No error or omission in giving notice for a meeting of Directors shall in itself invalidate or make void any proceedings taken or had at such meeting.

### **7.3 Location and Means of Meetings**

Meetings of the Board may be held at any place within Canada. Directors may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear and communicate with each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.

### **7.4 Quorum**

Quorum shall consist of a simple majority of the Directors holding office.

Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of CKUT.

### **7.5 Decision-making**

The Board shall strive to make decisions by consensus. In the event that a consensus cannot be met, questions will be decided by a majority of votes.

All Directors shall have one (1) vote at all meetings of the Board, except for the Director who is the acting Chair of the Board. In the event of a tie the Chair shall vote. Voting by proxy will not be allowed for any purposes at meetings of the Directors.

A declaration by the Chair that a resolution has been carried, and inclusion of this event in the minutes, shall be evidence of fact, without need for the number or proportion of the votes in favour to be recorded.

A majority vote of sitting Board members may also approve a resolution that is written and circulated electronically, and is valid as if it has been passed at a meeting of Directors.

### **7.6 Conflict of Interest**

A Director who has or is perceived to have a financial, personal, or official interest in that decision of such nature that it may prevent them from acting in an impartial manner must excuse themselves, or may be excused at the discretion of the other Directors, from the discussion and decision making procedures.

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Such instances are to be recorded in the meeting minutes. A Director shall be free to vote on any question affecting the constituency which such a Director was appointed to represent, including grants or other financial assistance to such constituency.

**7.7 Minutes**

Minutes shall be kept at all meetings of the Board. Minutes of each Board meeting shall be submitted to all Board members prior to the next Board meeting for their approval. Public versions of the approved minutes shall be posted at the CKUT premises.

**SECTION 8 - OFFICERS**

**8.1 Appointment of Officers**

The Officers of CKUT shall be appointed by resolution of the Board as needed. An Officer must be a Director, and a Director may hold more than one office. An officer holds no greater power or authority than any other Board member.

**8.2 Description of Officers**

The officers of CKUT shall be Chair, Vice-Chair, Secretary and Treasurer.

The Board may, subject to the Act, delegate to such officers the power to manage the affairs of CKUT. A Director may be appointed to any office of CKUT. A Director may be removed from the capacity of Officer by resolution of the Board.

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 requires of them. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

**SECTION 9 - STEERING COMMITTEE**

**9.1 Composition of the Steering Committee**

CKUT shall have a Steering Committee composed of permanent Staff members and Active Members elected at the Annual General Meeting. From time to time, the Board and Steering determine the composition, powers and duties of the Steering Committee.

In the event that there is a vacancy in the committee, a person may be nominated by the respective programming coordinators and approved by the sitting committee members to fill this position until elections are held at the next Annual Meeting.

CKUT shall actively promote to the Steering Committee the nomination of members of marginalized groups disproportionately excluded from full participation in society.

## **9.2 Duties of the Steering Committee**

The Steering Committee shall act in all matters of general management and supervision of the operation and finances of CKUT. The Steering Committee shall be immediately responsible to the Board.

The Steering Committee shall operate in accordance with the Steering Committee guidelines in the Blue Book. Without limiting the generality of the foregoing, the Steering Committee shall:

- i) Be charged with the general management and supervision of the affairs and operations of CKUT.
- ii) Hire and supervise such personnel as necessary to assist in the executing of its duties and responsibilities. Permanent staff shall be hired in conjunction with the Board.
- iii) Report regularly to the Board with updates of the current operating status of CKUT and regularly advise the Board of the affairs of CKUT.
- iv) Be generally responsible for the standards and practices of the radio station and related operations owned and operated by CKUT.

## **9.3 Meetings & Minutes of the Steering Committee**

The Steering Committee shall establish regular weekly meetings at a time and a place determined by the Committee. Quorum for meetings of the Steering Committee shall be a majority of its members. Meetings of the Steering Committee are open to Members of CKUT, provided that they contact a member of the Steering Committee one week prior to the meeting. If a matter of personal nature, or personnel matter is considered at a Steering meeting, the part of the meeting concerning this matter shall be confidential.

Minutes shall be kept at all meetings and shall be submitted to all Steering members prior to the next Steering meeting for their approval. Public versions of the approved minutes shall be posted at the CKUT premises.

## **SECTION 10 - THE PROGRAMMING COMMITTEE**

### **10.1 Composition of the Programming Committee**

CKUT shall have a Programming Committee composed of Active Members elected at the Annual General Meeting and Staff members. The Staff members of this committee shall not have voting rights on the committee.

From time to time, the Board and Steering, in consultation with the Programming Committee may determine the composition, powers and duties of the Programming Committee.

### **10.2 Duties of the Programming Committee**

The committee shall be responsible for formulating and implementing CKUT broadcasting policies.

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In the event that there is a vacancy in the committee, a person may be nominated by the respective programming coordinators and approved by the sitting committee members to fill this position until the next Annual General Meeting.

CKUT shall actively promote to the Programming committee the nomination of members of marginalized groups disproportionately excluded from full participation in society.

### **10.3 Meetings & Minutes of the Programming Committee**

The Programming Committee shall establish regular meetings at a time and a place determined by the Committee. Quorum for meetings of the Programming Committee shall be a majority of its members. Meetings of the Programming Committee are open to Members of CKUT, provided that they contact a member of staff one week prior to the meeting. . If a matter of personal nature, or personnel matter is considered at a Programming meeting, the part of the meeting concerning this matter shall be confidential.

Minutes shall be kept at all meetings and shall be submitted to all Programming committee members prior to the next meeting for their approval. Public versions of the approved minutes shall be posted at the CKUT premises.

## **SECTION 11 - AMENDMENT OF ARTICLES AND BYLAWS**

### **11.1 Amendment of Articles**

The Articles of CKUT may only be amended by a special resolution (passed by a majority of at least two-thirds) at a Meeting of Members.

Notice to the Members of the suggested amendments must be given at least twenty-one (21) days in advance of a Meeting of Members, following the notification process outlined in 4.2.

Any amendment to the Articles is effective on the date shown in the certificate of amendment.

### **11.2 Amendment of By-laws (excluding Special By-laws) and Effective Date of Amendment**

The bylaws of CKUT may only be amended by a special resolution (passed by a majority of at least two-thirds).

CKUT's bylaws may be created, amended or repealed in two ways:

1. by the Board of Directors, or
  2. by a proposal from the Members at any Meeting of Members.
1. The Board may create, amend or repeal any bylaw (excluding the bylaws referred to in 11.3) by a two-thirds majority vote of the Directors present at a meeting of the Board. Notice for a meeting of the Board called to consider such resolution shall be given to each Director at least thirty (30) days before the meeting, and shall include the full text of the proposed amendment.

An amendment or repeal of the bylaws made by the Board shall be effective from the date of the resolution until the next Meeting of Members where it may be confirmed, rejected or amended by the members by a simple majority.

The full text of the proposed change must be provided to all Members at least twenty-one (21) days before the Meeting of Members at which the motion will be made, according to the notification process outlined in

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4.2. An error in the text of the proposed amendment that does not affect the substance thereof shall not invalidate any action taken.

If the bylaw, amendment or repeal is confirmed, or confirmed as amended by the Members at the Meeting of Members, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if the Members at the meeting reject it.

2. Members may propose a bylaw change at any Meeting of Members. To be considered by the Membership at a General Meeting, the mover must deliver a motion to repeal or amend the by-law to the Board not less than sixty (60) days prior to the Meeting of Members at which the motion will be made. The full text of the proposed change must be provided to all Members at least twenty-one (21) days before the meeting according to the notification process outlined in 4.2. An error in the text of the proposed amendment that does not affect the substance thereof shall not invalidate any action taken. If the bylaw, amendment or repeal is confirmed, or confirmed as amended by the Members at the Meeting of Members, it comes into effect.

### 11.3 Amendment of Bylaws Pertaining to Membership

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution (passed by a majority of at least two-thirds) of the members is required to make any amendment to the by-laws of CKUT to change the following:

- conditions required for being a member
- the designation of any class or group of members or adding, changing or removing any rights and conditions of any such class or group
- dividing any class or group of members into two or more classes or groups and fixing the rights and conditions of each class or group
- transfer of memberships
- manner of giving notice to members entitled to vote at a meeting of members
- method of voting by members not in attendance at a meeting of members (i.e., proxy voting) and
- related definitions and interpretive provisions.

These bylaws may only be amended or repealed by two-thirds confirmation of the members. The Board does not have the authority to amend or repeal these bylaws, unlike all other bylaws as described in 11.2. Therefore they may only be amended or repealed by the second process outlined in 11.2.

### SECTION 12 - DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, committee members, or staff are as much as possible to be resolved in accordance with the CKUT Grievance Procedures found in Appendix 2 of the Blue Book.

### SECTION 13. INDEMNITY OF DIRECTORS, OFFICERS AND EMPLOYEES

Every Director, Officer and employee of CKUT and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by CKUT from and against:

- Any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit, or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties

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- All other costs, charge and expenses that they sustain or incur in respect of the affairs of CKUT; provided that no Director, officer or employee of CKUT shall be indemnified by CKUT in respect of any liability, cost, charges or expenses that they sustain or incur in or about any action, suit or other proceeding of which they are adjudged to be grossly negligent or criminally responsible.

**SECTION 14 INSURANCE**

Subject to the provisions of the Act, CKUT may purchase and maintain such insurance for the benefit of its Directors, Officers or employees as the Board may from time to time determine.

**SECTION 15 AGENTS AND ATTORNEYS**

The Board shall have power from time to time to appoint agents or attorneys for CKUT in or out of Quebec, as the Board may determine.


**SECTION 16 STANDARDS**

CKUT shall adhere to the broadcasting standards established by the Canadian Radio Television Telecommunications Commission, and the guidelines as enumerated in the Broadcast Act, whichever are applicable, and as amended from time to time. CKUT's Blue Book shall refer to these standards.

**SECTION 17 - EFFECTIVE DATE**

Certified to be the By-laws of Radio CKUT, as approved by the members of CKUT by a two-thirds majority vote on the 16<sup>th</sup> day of March 2015.

Dated as of the 19<sup>th</sup> day of March 2015.



Chair, CKUT Board of Directors

On behalf of Radio CKUT.