

5.

h) THE MEMBERSHIP OF THE CORPRATION SHALL BE DIVIDED INTO THREE CATEGORIES, NAMELY REGULAR, SPECIAL AND HONORARY MEMBERS:

- i) REGULAR MEMBERS SHALL CONSIST OF THE APPLICANTS FOR INCORPORATION, THEIR SUCCESSORS (i.e. MEMBERS OF THE BOARD OF DIRECTORS), AND EACH MEMBER OF THE S.F.U.O., INC. REGULAR MEMBERS SHALL BE THE ONLY MEMBERS ENTITLED TO RECEIVE NOTICE OF MEETINGS OR THE RIGHT TO SPEAK OR VOTE AT SUCH MEETINGS. AT LEAST EIGHTTY PERCENT (80%) OF THE REGULAR MEMBERS OF THE CORPORATION SHALL BE CANADIAN CITIZENS.
- ii) SPECIAL MEMBERS SHALL CONSIST OF THE STATION MANAGER AND THE PROGRAM DIRECTOR(S) OF THE CORPORATION AND ANY OTHER INDIVIDUAL TO WHOM SPECIAL MEMBERSHIP MAY BE CONFERRED UPON BY THE BOARD OF DIRECTORS. SUCH SPECIAL MEMBERSHIP SHALL CARRY WITH IT, ALL THE RIGHTS HELD BY SPECIAL MEMBERS EXCEPT THE RIGHT TO VOTE AT GENERAL OR BOARD MEETINGS OF THE CORPORATION.
- iii) HONORARY MEMBERS SHALL CONSIST OF THE MEMBERS OF THE RADIO OTTAWA INC., VOLUNTEER ASSOCIATION AND ANY OTHER INDIVIDUAL THAT THE BOARD OF DIRECTORS MAY ADMIT FROM TIME TO TIME. ANY PERSON WHO HAS MADE OUTSTANDING CONTRIBUTIONS TO THE OBJECTIVES OF THE CORPORATION, BUT WHO HAS NOT BEEN A REGULAR MEMBER, MAY BE NAMED TO HONORARY MEMBERSHIP BY THE BOARD. HONORARY MEMBERS SHALL BE ENTITLED TO PUBLIC NOTICE OF, AND TO ATTEND MEETINGS OF THE CORPORATION, BUT SHALL NOT HAVE THE RIGHT TO SPEAK OR VOTE AT SUCH MEETINGS. PRIVILIGES AND FEES THAT MAY APPLY TO HONORARY MEMBERS SHALL BE DETERMINED BY THE DIRECTORS OF THE CORPORATION.

j) THE INTEREST OF A MEMBER OF THE CORPORATION IS NOT TRANSFERABLE AND SHALL LAPSE AND CEASE TO EXIST:

- i) UPON HIS OR HER DEATH;
- ii) WHEN HE OR/SHE CEASES TO BE A MEMBER:
 - a) BY RESIGNATION
 - b) OF THE S.F.U.O. INC;
 - c) OF THE SENIOR MANAGEMENT OR TEACHING STAFF OF THE UNIVERSITY OF OTTAWA;
 - d) OF A RECOGNIZED ORGANIZATION FROM THE COMMUNITY AT LARGE;
 - e) OF THE RADIO OTTAWA INC. VOLUNTEER ASSOCIATION; OR
 - f) OF THE SPECIAL MEMBERSHIP CATEGORY.
- iii) WHEN HIS OR HER MEMBERSHIP IS SUSPENDED OR TERMINATED BY THE CORPORATION.

d) ANY MEMBER MAY RESIGN FROM THE CORPORATION UPON NOTICE IN WRITING TO THE CORPORATION.

5.

- h) LES MEMBRES DE LA CORPORATION SERONT DIVISÉS EN TROIS CATÉGORIES, À SAVOIR LES MEMBRES TITULAIRES, LES MEMBRES EXTRAORDINAIRES ET LES MEMBRES HONORAIRES:
- i) LES MEMBRES TITULAIRES SERONT LES REQUÉRANTS DE LA CONSTITUTION EN COMPAGNIE, LEURS SUCESSEURS (C'EST À DIRE LES MEMBRES DU CONSEIL D'ADMINISTRATION), ET TOUS LES MEMBRES DE LA F.É.É.U.O., INC. LES MEMBRES TITULAIRES SERONT LES SEULS MEMBRES AUTORISÉS À RECEVOIR LES CONVOCATIONS AUX ASSEMBLÉES ET À BÉNÉFICIER DU DROIT DE PAROLE OU DU DROIT DE VOTE À CES ASSEMBLÉES OU RÉUNIONS. AU MOINS QUATRE-VINGT POUR CENT (80%) DES MEMBRES TITULAIRES DE LA CORPORATION DEVRONT ÊTRE DE NATIONALITÉ CANADIENNE.
 - ii) LES MEMBRES EXTRAORDINAIRES SERONT LE DIRECTEUR GÉNÉRAL ET LE/LES RESPONSABLE(S) DE LA PROGRAMMATION DE LA CORPORATION, ET TOUTE AUTRE PERSONNE À LAQUELLE LE CONSEIL D'ADMINISTRATION PEUT CONFÉRER LE TITRE DE MEMBRE EXTRAORDINAIRE. CETTE QUALITÉ DE MEMBRE EXTRAORDINAIRE DONNERA À CELUI QUI LE DÉTIENT, TOUS LES DROITS ACCORDÉS AUX MEMBRES TITULAIRES, À L'EXCEPTION DU DROIT DE VOTE LORS DES ASSEMBLÉES GÉNÉRALES OU DES RÉUNIONS DU CONSEIL D'ADMINISTRATION DE LA CORPORATION.
 - iii) LES MEMBRES HONORAIRES SERONT LES MEMBRES DE L'ASSOCIATION DES BÉNÉVOLES DE RADIO OTTAWA INC., ET TOUTE AUTRE PERSONNE QUE LE CONSEIL D'ADMINISTRATION POURRAIT ADMETTRE DE TEMPS À AUTRE. TOUTE PERSONNE AYANT CONTRIBUÉ DE FAÇON MARQUANTE À LA RÉALISATION DES OBJETS DE LA CORPORATION, MAIS QUI N'A PAS ÉTÉ MEMBRE TITULAIRE, PEUT SE VOIR CONFÉRER LE TITRE DE MEMBRE HONORAIRE PAR LE CONSEIL D'ADMINISTRATION. LES MEMBRES HONORAIRES POURRONT RECEVOIR LES CONVOCATIONS AUX ASSEMBLÉES, MAIS NE POURRONT PAS BÉNÉFICIER DU DROIT DE PAROLE NI DU DROIT DE VOTE LORS DE CES ASSEMBLÉES. LES PRIVILEGES ET RETRIBUTIONS DONT PEUVENT BÉNÉFICIER LES MEMBRES HONORAIRES SERONT DÉTERMINÉS PAR LE CONSEIL D'ADMINISTRATION.
- i) LES DROITS D'UN MEMBRE DE LA CORPORATION NE SONT PAS CESSIBLES ET NE SERONT PLUS EN VIGEUR:
- i) EN CAS DE DÉCÈS DU MEMBRE EN QUESTION;
 - ii) LORSQU'IL CESSE D'ÊTRE MEMBRE:
 - a) À LA SUITE DE SA DÉMISSION;
 - b) DE LA F.É.É.U.O., INC;
 - c) DE LA HAUTE DIRECTION OU DU PERSONNEL ENSEIGNANT DE L'UNIVERSITÉ D'OTTAWA;
 - d) D'UN ORGANISME RECONNU DE LA COLLECTIVITÉ;
 - e) DE L'ASSOCIATION DES BÉNÉVOLES DE RADIO OTTAWA INC; OU
 - iii) LORSQUE LA CORPORATION SUSPEND OU MET FIN À SA QUALITÉ DE MEMBRE.
- j) TOUT MEMBRE PEUT DÉMISSIONNER DE LA CORPORATION SUR SIMPLE AVIS ÉCRIT À LA CORPORATION.

To remove clauses 5(f), 5(g), 5(h), 5(i) and 5(j), attached as pages 1A, 1B, 1C and 1D, from the special provisions section of the Supplementary Letters Patent issued December 12, 1990.

This application is executed in duplicate
La présente requête est faite en double exemplaire.

RADIO OTTAWA INC

Current Name of Corporation
Dénomination sociale actuelle de la personne morale

By
Par :

Signature
Signature

Chair
Description of Office
Fonction

Signature
Signature

Secretary
Description of Office
Fonction

BY-LAW NO. 1

Being the General By-law of

RADIO OTTAWA INC

(hereinafter referred to as the "Corporation")

INTERPRETATIONS AND DEFINITIONS

1. In the interpretation of this Bylaw, unless the context otherwise requires, expressions defined in the *Corporations Act*, R.S.O. 1990, chap.38 (the "Act"), as amended from time to time, shall have the meanings given to such terms in the Act.
2. Definitions:
 - a) "Act" means the *Corporations Act*, R.S.O. 1990, chap. C.38 and, where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time;
 - b) "Board" means Board of Directors of Radio Ottawa Inc;
 - c) "Corporation" means Radio Ottawa Inc;
 - d) "AGM" means Annual General Meeting;
 - e) "SFUO" means Student Federation of the University of Ottawa;
 - f) "GSAED" means Graduate Students' Association Étudiants Diplômés;
 - g) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation;
 - h) "special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.
 - i) "University" means the University of Ottawa.

SEVERABILITY AND PRECEDENCE

3. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the letters patent, supplementary letters patent or the Act, the provisions contained in the letters patent, supplementary letters patent or the Act, as the case may be, shall prevail.

SEAL

4. The seal of the Corporation, if any, shall be in the form determined by the Board.

EXECUTION OF CONTRACTS

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

MEMBERSHIP

6. Membership in the Corporation shall be available to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board. The Board may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation.

7. Members must be registered to vote at an AGM at the head office of the Corporation, no less than twenty-one (21) days before a duly called meeting of members.
8. Membership in the Corporation must be renewed on an annual basis. Members shall be notified in writing of the annual membership fees payable by them and if any are not paid within twenty-one (21) calendar days of the AGM, the members in default shall thereupon cease to be members of the Corporation.
9. The interest of a member in the Corporation is not transferable and a membership may be revoked by the Board for failure to comply with the rules, regulations and policies of the Corporation. Members may resign by resignation in writing which shall be effective upon receipt.
10. Each member shall be entitled to one (1) vote on each question arising at any meeting of the members provided that their membership has been registered at least twenty-one (21) days prior to the meeting.
11. Membership can be confirmed at the head office of the Corporation.

BOARD OF DIRECTORS

12. The affairs of the Corporation shall be managed by the Board who may be known and referred to as directors. The Board shall consist of the number of directors set out in the letters patent or such other number of directors as may be determined from time to time by special resolution.

ELIGIBILITY

13. In order to be eligible to run for a position on the Board, a candidate must be a member of the Corporation for a minimum of one (1) month prior to the time of the elections;
14. A candidate must also meet the qualifications for directors outlined in the Act, namely, be eighteen (18) or more years of age and not an undischarged bankrupt.

COMPOSITION

15. The members of the Board shall be:
 - (i) The President of SFUO, *ex-officio*;
 - (ii) The President of GSAED, *ex-officio*;
 - (iii) The **[Insert Position]** of the University of Ottawa, *ex-officio*;
 - (iv) Six (6) individuals elected by the members at the AGM, two (2) of whom are volunteers of the Corporation and four (4) of whom are representatives of the community nominated by the Board;
 - (v) The Station Manager, *ex-officio*, and the Program Director, *ex-officio*, both of whom shall be non-voting.

TERM OF OFFICE

16. The elected members of the Board shall serve for a term of two (2) years.
17. Filling Vacancies: A vacancy occurring in the Board shall be filled as follows:
 - (a) if the vacancy occurs as a result of the removal of any director by the members in accordance the By-laws, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term.
 - (b) any other vacancy in the Board may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

- (c) Otherwise such vacancy shall be filled at the next AGM at which the directors for the ensuing term are elected.

OFFICERS

18. The officers of the Corporation shall be:
- (i) The President who shall be referred to as Chair;
 - (ii) The Vice-Chair;
 - (iii) The Secretary; and
 - (iv) The Treasurer.

ELECTION OF OFFICERS

19. The Chair, Vice-Chair, Secretary and Treasurer shall be elected by and from the members of the Board at its first meeting following the AGM.
20. If only one person is nominated for an office, the nominee must be ratified by a majority vote of the Board.
21. The term of office for the positions of Chair, Secretary, and Treasurer is one (1) year and may be renewed.
22. The Secretary and Treasurer cannot act as Chair.

DUTIES OF OFFICERS

23. The Chair shall:
- (1) Chair or delegate the chair at all meetings of members of the Corporation, and the meetings of the Board;
 - (2) Prepare the agenda for each Board meeting;
 - (3) Have such other duties and responsibilities as assigned by the Board
24. The Vice-Chair shall:
- (1) Assist the Chair in the Chair's duties.
 - (2) Supervise the implementation of the policies and programs as determined by the Board from time to time;
 - (3) have such other duties and responsibilities as assigned by the Board
25. The Secretary shall:
- (1) keep or cause to be kept the records required including the minutes, incorporation documents, By-Laws and other related documents;
 - (2) have such other duties and responsibilities as assigned by the Board
26. The Treasurer shall:
- (1) prepare or cause to be prepared the financial statements of the Corporation, including a report as of the end of the fiscal year each year for presentation to the AGM;
 - (2) approve all expenditures of funds allocated to the Board and its committees in the budget; Present the budget to the Board for its approval;
 - (3) The Treasurer shall, at the first general meeting of the Corporation after the Board has approved the Budget, publish the Budget and submit it to the Members for their information.
 - (4) Any proposed amendments to the Budget shall first be reviewed by the Treasurer, and shall be submitted to the Board for its approval.

BOARD MEETINGS

CALLING OF MEETINGS

27. Meetings of the Directors may be called by the Chair or any two directors at any time. Notice shall be served not less than two (2) days (exclusive of the day on which the notice is given) before the meeting is to take place, provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

CHAIR

28. The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present may choose one of their number to act as the Chair.

VOTING

29. Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Motion is deemed to have failed.

PARTICIPATION

30. If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by any means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.
31. The office of a director shall automatically be vacated:
- a. if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
 - b. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - c. if the director is found to be a mentally incompetent person or becomes of unsound mind;
 - d. if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - e. if the director is absent without notice for two (2) consecutive meetings of the Board;
 - f. if at a meeting of the members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the meeting removing the director before the expiration of the director's term of office, or
 - g. if the director dies.

QUORUM

32. The Board shall meet no less than six (6) times in a calendar year.
33. A quorum at Board meeting shall be four (4) voting members.

ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS**ANNUAL GENERAL MEETINGS**

34. The Corporation shall hold an AGM at the University of Ottawa each year, as determined by the Board.

35. The following business shall be conducted at the AGM:
- (a) receiving and approving the preceding fiscal year's Financial Statements duly approved and reported on by the Auditors;
 - (b) receiving the report of the Board with respect to the activities of the Corporation for the present fiscal year;
 - (c) approving the appointment of the auditors;
 - (d) election of directors if required;
 - (d) conducting such other business as the Corporation deems to be of concern to it, provided that such business is in accordance with the Act and the By-Laws
36. The Board shall nominate a bilingual person to preside at the AGM.

GENERAL MEETINGS

37. General meetings of the Members shall be called forthwith by the Chair upon:
- (a) an Ordinary Resolution of the Board; or
 - (b) a petition stating the purpose of the meeting signed by at least one-tenth (1/10) of the voting members of the Corporation.
 - (c) The Board shall nominate a bilingual person to preside at the meetings of members.

NOTICE

38. Notice of AGM or general meetings shall be given to the Members of the Corporation by posting a notice of meeting at least forty-five (45) days prior to the AGM and ten (10) days prior to the general meetings in conspicuous places on Campus, in the head office and other spaces deemed appropriate. Notice shall also be provided through normal station communication means that it uses to communicate with its membership and volunteers.
39. Notices of the AGM or general meetings shall state clearly the place, date, time and purpose of the meeting and shall be signed by the Chair.

VOTING

40. Each voting member shall be entitled to one (1) vote and every member entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

QUORUM FOR ANNUAL AND GENERAL MEETINGS

41. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, letters patent or By-laws) shall be persons present being not less than **twenty (20)** in number and being or representing by proxy not less than **twenty (20)**. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business.

FINANCIAL

BANKING

42. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

FINANCIAL YEAR

43. The financial year of the Corporation starts on May 1 and ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

ADOPTION AND AMENDMENT OF BY-LAWS

44. With the exception of amendments pursuant to sections 130 and 132 of the Act, which do not become effective unless and until they are confirmed by at least two-thirds (2/3) of the votes cast by the members, by-laws and amendments enacted by the Board under section 129 of the Act are effective immediately but require confirmation by a majority of the votes cast by the members at the AGM or a general meeting called to deal with the by-law.