

IN THE MATTER OF: The Societies Act, Revised Statutes of Nova Scotia, 1989.

-and-

IN THE MATTER OF: The Incorporation of the CKDU-FM Society

BY-LAWS
of the
CKDU-FM SOCIETY
adopted March 2005

1. In these By-Laws, unless there is something in the subject or context inconsistent therewith,
 - (A) "Society" means CKDU-FM Society.
 - (B) "Board," "Directors" or "Board of Directors" means Board of Directors of the Society
 - (C) "Registrar" means the Registrar of Joint Stock Companies appointed by the Nova Scotia Companies Act.
 - (D) "DSU" means the Dalhousie Student Union.
 - (E) "AGM" means Annual General Meeting.
 - (F) "Special Resolution" means a resolution passed by not less than 75 per cent of such Members who are present and are entitled to vote at a duly called General Meeting. Proposed Special Resolutions must be prominently posted at CKDU-FM or otherwise given to active members at least two weeks before being voted on at a General Meeting.
 - (G) "By-Laws" or "By-Law" mean the By-Laws of the CKDU-FM Society.
 - (H) "Active" membership applies to those Members who have participated at the station for at least 10 hours during the current calendar year.
 - (I) "Duly" and "due" mean in the manner set out in these By-Laws.
 - (J) "Shall" and "must" mean an absolute obligation.
 - (K) "May" confers a discretionary power. This power is not to be used in an arbitrary fashion.
 - (L) For the purposes of these By-Laws the word "they" shall be used as either a singular or plural pronoun, depending on the context.

MEMBERSHIP

2. All members of the DSU are Members.
3.
 - (A) A person who is not a member of the DSU may be made a Member of the Society upon payment of a non-refundable membership fee of fifteen dollars (\$15.00) during each year they are a member.
 - (B) Staff employed by the Society are Members of the Society for the duration of their employment, without paying a membership fee.
4. The membership fee may be waived upon approval of the Board.

5. (A) Membership in the Society shall cease upon a Member's notice in writing to the Society that they resign membership, or if they cease to be a member of the Dalhousie Student Union.
(B) Any member who violates either the Objects or By-Laws of the Society may be deprived of their membership upon written notification by the Board.
6. Membership in the Society is nontransferable.
7. A database of Active members must be maintained.

MEETINGS

8. **Attendance**
 - (A) All members are entitled to attend any General Meeting of the Society.
 - (B) Any member may be expelled from a meeting for disruptive behavior. This decision may be made by the Chair or a majority of members present at that meeting.
9. **Quorum**
 - (A) Quorum for General Meetings is 20 members. No business shall be transacted at any General Meeting of the Society unless a quorum of Members is present.
 - (B) If within one-half hour from the time appointed for a General Meeting, a quorum of Members is not present, the meeting shall be adjourned until such time and place as a majority of the members then present shall direct.
 - (C) If the meeting was convened by Members, using By-Law 11(A), then it shall be dissolved rather than adjourned.
10. **Annual General Meeting**
 - (A) The Annual General Meeting of the Society shall be held in October of each year on such a date as may be determined by the Board.
 - (B) The Secretary shall give notice of the AGM to Members of the Society as per By-Law 13.
 - (C) The agenda of the AGM shall include reports from the Board of Directors, all Committees of the Society, and Staff; a true account of the Society's finances; and a presentation of the Society's current Budget.
11. **Other General Meetings**
 - (A) Other General Meetings of the Society may be called at any time by the Board, or upon a written request to the Board signed by at least 20 Members. Such meetings must be held within thirty days of such a request at a time agreeable to both the Board and the petitioners.
 - (B) Notice of General Meetings must be given as per By-Law 13.
12. **Programmer's Meetings**
 - (A) There may be monthly meetings for active members and staff to discuss issues at the station. Quorum is not needed for the meeting to proceed but no binding motions can be passed without it.
 - (B) The Board may declare a Programmer's Meeting, in whole or in part, a General Meeting if the meeting has also been duly noticed as a General Meeting as per By-Law 13.
13. **Notice of Meetings**

- Notice of General Meetings shall be duly given for Members if it is given at least two weeks prior to the meeting, broadcast by CKDU-FM, and posted prominently on the Dalhousie Campus. Such Notice must include the time and place of the meetings. Other methods of notice may also be used.
- 14. Conduct of Meetings**
- (A) The Chair of the Society will usually preside as Chair at General Meetings of the Society.
- (B) either the Chair or a majority of the members present at a meeting may choose someone else to chair that meeting.
- (C) The Chair of the meeting, with the agreement of the members present, may establish the Rules of Order for that meeting, provided that they do not violate any provisions of the By-Laws or Memorandum of Association.
- (D) The Chair may, with the consent of the meeting, adjourn any meeting, but no business shall be transacted at any reconvened meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 15. Votes of Meetings**
- (A) All Members present are entitled to vote once on each motion, election, resolution or question put to a meeting.
- (B) There shall be no proxy voting.
- 16.** (A) At any meeting, unless a count is demanded by at least one Member present, a declaration by the Chair of that meeting that a resolution has majority approval shall be sufficient evidence of the fact.
- (B) If a count is demanded, it shall be taken in a manner (voice, show of hands, secret ballot etc.) as the members present agree.
- 17.** (A) Motions shall pass by a vote of at least 50% plus 1, of votes cast for or against the motion.
- (B) Notwithstanding By-Law 17(B), addition to, alteration of, or rescinding of any of these By-Laws must be passed by Special Resolution as per By-Law 1(F).

DIRECTORS

- 18.** There shall be a Board of Directors, which shall include the Executive Officers of the Society.
- 19.** (A) All Members are eligible for the Board except for paid staff, who are ineligible for the positions outlined in By-Laws 30(A) through 30(E).
- (B) At least eighty per cent of the number of members of the Board of Directors must be Canadian citizens as per CRTC regulations.
- 20. Appointment of the Board**
- At the Annual General Meeting, the Board of Directors shall be elected or otherwise confirmed, and will be comprised as follows:
- (A) **Two Members**, who shall be members of the DSU Council and appointed by the Council.
- (B) **Two Members** who shall be Members of the Dalhousie Student Union and Active Members.

(C) **Three members** who shall be Active Members, who are not necessarily but may be members of the Dalhousie Student Union;

(D) **Two members** shall have an affiliation with Dalhousie University as alumni, faculty, staff or as a current student and be active members .

(E) **Two Members** shall be members of the community at large and appointed for terms of two years by the Board of Directors, and confirmed by the membership at the AGM or other General Meeting. As of the time of appointment, one of the two shall be a member of the Dalhousie Student Union and not previously associated with CKDU.

(F) **One Member** shall be a member of the Society's Staff (preferably the Station Coordinator), and will be a non-voting member.

21. Removal of Directors

(A) if in the opinion of the Board, a Director has failed to fulfill satisfactorily their obligations as a director, or if the Director has violated the By-Laws or Objects of the Society, such director may be removed as a director by a 3/4ths majority of the Directors at a duly convened Board meeting.

(B) Should the membership be dissatisfied with the performance of any Director, it may, at any duly convened meeting, take a vote of non-confidence in the Director, which if passed, immediately relieves that Director of their position.

22. In the event that a Director resigns or is relieved of office pursuant to By-Laws 21(A) or 21(B) or ceases to be a Member of the Society, the vacancy thereby created shall be filled according to the following:

(A) Should the Director's position become vacant 3 or more months prior to the normal date for the AGM, there shall be a by-election held at the next General Meeting.

(B) Should the Director's position become vacant less than 3 months prior to the AGM, the Board of Director's may appoint a member of the Society to fulfill the remainder of the term of the vacant Director. If there is more than 1 vacancy, the Board may appoint only 1 Director in this fashion.

(C) In the event a community rep resigns or is relieved of office pursuant to By-Laws 21(A) or 21(B), the vacancy thereby created shall be filled in the fashion outlined in By-Law 20(E).

23. Board Meetings

Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Chair. A meeting of the Board may be held at the close of every General Meeting of the Society without notice.

Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place. However, non-receipt of such notice by any Director shall not invalidate the proceedings of any meeting of the Board of Directors.

24. Quorum

No business shall be transacted at any meeting of the Board unless at least more than one-half of the number of Directors are present.

25. The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.

26. Each Director shall have one vote upon any notice or matter before the Board of Directors except the Chair, who shall only vote in order to settle a tie.
27. The Board of Directors and the Officers of the Society shall serve on the Board without remuneration.
28. Notwithstanding the provisions of By-Law 27, Members and Directors shall not be deemed ineligible due to their status as Members or Directors to avail themselves of any program that may be offered or undertaken by the Society for the benefit of the general public, or a segment thereof, unless expressly excluded by a vote at a General Meeting.

POWERS & RESPONSIBILITIES OF DIRECTORS

29. (A) The management of the activities of the Society shall be vested in the Directors. In addition to the powers, authorities and responsibilities expressly given to them by these By-Laws or through other means, the Directors shall exercise any reasonable power and do any reasonable act or thing as may be exercised, done or required in order to properly manage the activities of the Society, even if they have not been expressly directed or required to do so by the Society in General Meeting. The Board is vested with all its powers and can do anything they so please except for those things that Federal, Provincial, or Municipal law; DSU By-Laws; or CKDU By-Laws require to be done only by vote at a General Meeting of the Society.
(b) The Board in the exercise of these powers shall conform to any regulation or direction that may be imposed upon it by the Membership at any General meeting.
30. Any contracts, deeds, bill of exchange other instruments and documents made on behalf of the Society shall be authorized by the Directors and executed on behalf of the Society by such Officers or Board Members as the Directors may designate.
31. The Board is empowered to employ staff and determine their duties, responsibilities and remuneration.
32. Neither the directors nor any person acting on their behalf shall sell, exchange or otherwise alienate the real property of the Society without the approval of the Active Membership of the Society by way of special resolution duly passed at a Meeting of the Society called for that purpose, notice of which Meeting has been given in writing to all active members in good standing at least twenty days prior to the Meeting.
33. The Board may establish Committees to which they may delegate any of their powers. Committees may consist of such Directors, Society Members, Members of the Staff Collective or other such persons as the Directors think fit. Any committee so formed shall conform to any regulations or directions imposed on it by the Directors, or by the Membership at a General Meeting.
34. (A) The Board may establish Regulations or Directives for the better management of the Society, provided they are not inconsistent with these By-Laws.
(B) Proposed additions and/or changes to the Regulations must be prominently posted at CKDU-FM or otherwise given to active members at least two weeks before adoption by the Board.

35. The Board shall designate a Director to report a summary of the Board's activities at every Programmer's Meeting.

OFFICERS OF THE SOCIETY

36. The officers of the society shall be the Chair, Vice-Chair, Secretary and Treasurer. The Board shall elect the officers of the Society from their own number. As per CRTC regulations, all officers of the Society must be Canadian citizens.
37. The Chair shall, subject to the control and direction of the Board, have general direction of the affairs of the Society, shall preside at meetings of the Board, and at meetings of the Society.
38. The Vice-Chair shall, in the absence of the Chair, exercise the authority of the Chair, fulfil the Chair's duties and shall perform such other duties as are assigned by the Chair.
39. (A) The Secretary shall Prepare minutes for General Meetings of the Society, and keep custody of the books, records and minutes of all meetings of the Society and Board.
(B) The Secretary shall, with the assistance of the Directors and Staff, prepare the year end report for the AGM.
40. The Treasurer shall have custody of all accounts of the Society. The Treasurer shall maintain complete and accurate books of account, and shall:
(a) report, when directed by the Board or members, the financial position of the Society
(b) sign documents and instruments that require the Treasurer's signature; and
(c) at each Annual General Meeting of the Society, present to the Meeting a true account of the Society's finances.

ANNUAL REPORT

41. At each AGM the Chair of the Board shall provide Membership with an Annual Report describing the progress of the organization.

AUDIT OF ACCOUNTS

42. The auditor of the Society shall be appointed annually by the Board.
43. The fiscal year of the Society shall be the period ending April 30.
44. **Annual Financial Report**
(A) Each year, the Treasurer shall make a written report to Membership of the financial position of the Society, including a balance sheet and operating account. This report shall be presented at the AGM.
(B) Each year, the Auditors of the Society shall make a written report to Membership as to whether, in their opinion, the balance sheet and operating account are a properly drawn up, full and fair report of the Society's Finances containing the particulars required by the Society. This report shall be read at the AGM.

(C) A copy of the Treasurer's Annual Financial Report, audited by the Auditors of the Society, shall be filed with the Registrar within fourteen days following each year's AGM, as required by law.

MISCELLANEOUS

45. Each year, the Society shall file a list of its Directors with the Registrar alongside the Society's Annual Financial Report. If there are changes to the list of Directors during the year, those changes must be filed with the Registrar.
46. The Society shall file a copy of every Special Resolution passed at a General Meeting within fourteen (14) days of it being passed.
47. The Society shall provide a copy of its Memorandum of Association, By-Laws, Regulations, Annual Financial Report, and Annual Reports to any Member who requests them.
48. The seal of the Society shall be the custody of the Secretary, and may be affixed to any document upon resolution of the Board of Directors.
49. The books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the AGM at the registered office of the Society.
50. In the event of the dissolution of the Society, all accumulated funds and property of the Society shall be devoted to, paid over, conveyed, and transferred to the Dalhousie Student Union.

AMENDMENTS OF THE BY-LAWS

51. (A) These by-Laws may be added to, altered or rescinded by a Special Resolution.
(B) Proposed additions and/or changes to these By-Laws must be prominently posted at CKDU-FM or otherwise given to active members at least two weeks before being voted on at a General Meeting of the Society.