

IMPRINT PUBLICATIONS

By-Laws

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Article I. Interpretation

Section 1.01 Definitions

(a) For the purpose of these by-laws and all other by-laws of Imprint Publications, unless the context requires otherwise, the following shall mean:

1. Advisory Director: a voting member of the Board of Directors of the Corporation, whom was appointed by the Board of Directors to serve;
2. Annual Action Plan: a set of objectives and goals the Board of Directors will work towards for the Financial Year;
3. Board of Directors: the body whose purpose is to define high-level strategic direction, enact and monitor the Annual Action Plan, and supervise the management of the affairs of the Corporation;
4. Business Day: a day in which the Corporation's Head Office is open;
5. By-Laws: these by-laws and all other by-laws of Imprint Publications, unless the context requires otherwise;
6. Committees: those bodies struck by the Board of Directors to fulfill a specific mandate in a finite period of time;
7. Corporation: shall refer to Imprint Publications;
8. Director: a voting member of the Board of Directors of the Corporation;
9. Financial Year: the financial period set in Section 11.02 or such other date as may be determined by the Board of Directors;
10. General Meeting: a meeting of the members of the Corporation which may be the annual meeting of the Corporation for purposes of the Act, or any other meeting of the members;
11. Imprint Publications: the corporation of Imprint Publications, University of Waterloo, in the City of Waterloo, in the Province of Ontario;
12. Policies & Procedure: a document defining governing and operational rules of the Corporation, including special rules of order that outlines for both volunteers and full-time staff how to appropriately handle situations that may arise ;
13. Standing Committees: those bodies struck by the Board of Directors whose mandate is continuous until terminated by the Board of Directors;
14. Strategic Plan: a reference document enacted by the Board of Directors pursuant to Section 2.02 that reflects the current status of the Corporation and sets long-term direction for all facets of the Corporation;
15. Student Director: a voting member of the Board of Directors of the Corporation, who is a Student and who was a full member of the Corporation on the date of their selection to serve;
16. Student: a full- or part-time undergraduate student of the University of Waterloo and includes each:
 - (i) Undergraduate student currently registered at the University of Waterloo;
 - (ii) Undergraduate student registered at the University of Waterloo currently engaged in a co-operative work term; and

- (iii) Person who was an undergraduate student registered at the University of Waterloo in the previous term who has not withdrawn or graduated;
- 17. The Act: the statute of Ontario governing the incorporation of Imprint Publications: the Corporations Act; the Not-for-Profit Corporations Act, 2010; or a successor thereto, as applicable; and
- 18. University of Waterloo: the academic institution and the corporation of the University of Waterloo, and all campuses thereof, in the Province of Ontario.

Section 1.02 Headings

- (a) Headings used in the By-Laws are for convenience solely, and shall not affect the construction or interpretation thereof.

Section 1.03 Language

- (a) Words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Section 1.04 Computation of Notice

- (a) In computing the date when notice must be given under any provision of the By-Laws of the Corporation, when requiring a specified number of days' notice, the date of giving notice is included, unless otherwise provided.

Section 1.05 Parliamentary Authority

- (a) The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation, in all cases to which they are applicable, and in which they are consistent with the law, the By-Laws, and any special rules of order the Corporation may adopt.

Section 1.06 Order of Governance

- (a) The By-Laws apply to all transactions and affairs of the Corporation.
- (b) The transactions and affairs of the Corporation shall be governed in order of precedence by:
 1. The Act and any and all applicable laws;
 2. The Letters Patent;
 3. The By-Laws;
 4. The Policies & Procedures; and
 5. The Strategic Plan.
- (c) In the event of a conflict between these documents, the document with higher precedence shall be the authority.

Article II. The Corporation

Section 2.01 Corporate Mandate

- (a) The Corporate Mandate, as defined in the Letters Patent, includes:
1. Providing the facilities and services of a student newspaper and other publications for both on- and off- campus news of interest to students;
 2. Providing a forum for student opinion and debate;
 3. Offering students opportunities of professional growth in journalism and production of a publication; and
 4. Maintaining fair and accurate reporting and being equipped with facts to support published statements.

Section 2.02 Strategic Plan

- (a) The Board of Directors shall enact, maintain, and monitor a Strategic Plan to stand as a reference document for the Corporation.
- (b) The Board of Directors shall ensure that the Corporation maintains this plan and ensure it reflects the current status of the Corporation.
- (c) The Strategic Plan shall be reviewed, and updated when necessary, every three to five (3–5) years.

Section 2.03 Head Office

- (a) The Head Office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may determine.

Article III. Membership

Section 3.01 Full Membership

- (a) The full membership of the Corporation shall consist of Students who have paid their fees pursuant to Section 4.01.
- (b) Notwithstanding the above, an individual may be granted full membership by the Board of Directors upon receipt of the fee.
- (c) Full members may:
1. Vote in elections and General Meetings of the Corporation;
 2. Nominate a candidate for election to the position of Director of the Corporation;
 3. Stand as a candidate for, or hold the position of Director of the Corporation; and

4. Participate in the social activities of the Corporation.
- (d) Full members are entitled to receive notice of all General Meetings of the Corporation.

Section 3.02 On Dissolution

- (a) No part of any property or assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to or be available for the benefit of any member of the Corporation. It is specifically provided that in the event of the dissolution or winding up of the Corporation, and after payment of all of its debts and liabilities, the residual remaining property of the Corporation shall be distributed or disposed of to one or more registered charitable organizations in Canada determined by the Board of Directors.

Article IV. Fees

Section 4.01 Procedure

- (a) The Imprint fee shall be set by the Board of Directors at the first meeting in November of each year. If no fee is set, it shall remain as previously set.
- (b) The Imprint fee may increase by less than or equal to inflation through a simple resolution of the Board of Directors. Further fee increases, or any fee decrease, must be ratified by the membership at a General Meeting.
- (c) Once a fee change has been set, and ratified when necessary, the Board of Directors shall request the Board of Governors of the University of Waterloo to change the fee to the new amount.
- (d) The Corporation may enter into an agreement with the University of Waterloo to collect the Imprint fee from each student member, at the time of registration in each academic term, and that these fees may be transferred to the Corporation on a fee-per-student basis at the beginning of each academic term.
- (e) All changes to fees shall take effect for the academic term starting nearest to September 1, unless permission is sought from and granted by the University Of Waterloo Board Of Governors or the Vice-President, Operations & Finance, or equivalent of the University of Waterloo.

Article V. General Meetings

Section 5.01 Timing

- (a) The annual meeting of the members, or the Annual General Meeting, shall be held no later than February 28 of each year, at the head office of the Corporation, or elsewhere in Waterloo, as the Board of Directors may determine.

- (b) At the Annual General Meeting, business shall include:
 1. The financial statement and the report of the auditor;
 2. The budget for the upcoming Financial Year; and
 3. The elections of the Student Directors.

Section 5.02 Procedure

- (a) At any time a General Meeting may be called by any one of the following:
 1. Ten percent (10%) of the voting members of the Corporation, by requisition;
 2. The Board of Directors; or
 3. The Chair of the Board.
- (b) In the case of a meeting called by requisition, the requisition for the meeting shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioners. The Board of Directors shall call a General Meeting within twenty-one (21) days from the date of the deposit of the requisition at the head office of the Corporation. The Board of Directors may, if allowed by The Act in the circumstances, refuse to call a General Meeting.
- (c) A General Meeting must be held in a venue that does not restrict access to the voting members of the Corporation.

Section 5.03 Notice

- (a) Notice of a General Meeting must be given no more than forty-five (45) days, and no less than fourteen (14) days, before the meeting.
- (b) Business to be transacted may be required by the Act to be included in the notice of the meeting.

Section 5.04 Quorum of Members

- (a) A quorum for the transaction of business at any meeting of members shall consist of at least fifteen (15) voting members present in person.

Section 5.05 Voting of Members

- (a) Each voting member of the Corporation shall at all meetings be entitled to one (1) vote.
- (b) Voting members may vote by proxy in accordance with the Act. The proxy shall contain the signatures and student identification number, if applicable, of the member and of the proxy-holder and shall be open to examination by any member of the Corporation. No one may hold more than one (1) proxy. A proxy must be submitted to the Corporation for inspection no later than twenty-four (24) hours prior to the meeting.

- (c) Voting on the election, appointment, or termination of Directors, when necessary, shall be conducted by secret ballot.
- (d) All matters requiring a vote at a meeting may be passed by a simple majority of votes cast, unless a greater majority is required by The Act or the By-Laws. If there is a tie in the votes cast, the resolution is not passed.

Article VI. Board of Directors

Section 6.01 Purpose of the Board

- (a) The purpose of the Board of Directors is to:
 - 1. Enact, maintain, and monitor the Strategic Plan, the Annual Action Plan, and the Policies & Procedures; and
 - 2. Supervise the management of the affairs of the Corporation.

Section 6.02 Membership of the Board

- (a) The Board of Directors shall be comprised of eight (8) voting directors. The composition of these members shall be:
 - 1. Five (5) Student Directors; and
 - 2. Three (3) Advisory Directors.
- (b) No individual may hold multiple voting seats on the Board of Directors.
- (c) Directors must be at least eighteen (18) years of age and not bankrupt, as per The Act.
- (d) Directors' seats shall be elected or appointed, in accordance with Article X Elections and Appointments.
- (e) In the absence of the Chair of the Board or Secretary, the Board of Directors may temporarily appoint another Director in their stead.

Section 6.03 Term of Office of Directors

- (a) Each Student Director shall hold office for one (1) year or until their successor is duly elected.
- (b) Each Advisory Director shall hold office for two (2) years or until their successor is duly appointed.

Section 6.04 Removal of Directors

- (a) The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting, remove any director elected by the members or appointed by the Board of Directors. The members may then elect or appoint a director to fill the vacated position.

- (b) Notice specifying the intent to pass the resolution must be given as set out in Section 5.03 Notice.

Section 6.05 Remuneration of Directors

- (a) Directors shall not receive monetary remuneration for serving as such.
- (b) Directors shall be reimbursed for reasonable expenses incurred in the performance of their duties.

Section 6.06 Powers of the Board

- (a) The Board of Directors of the Corporation shall manage the affairs of the Corporation and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- (b) Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and condition as they may deem advisable.
- (c) The Board of Directors may:
1. Form committees, as required for the conduct of its business, of which it may appoint any members of the Corporation to sit on;
 2. Dispense funds of the Corporation to further the object of the Corporation, as set out in the Letters Patent;
 3. Develop and adjust the Strategic Plan, as necessary; and
 4. Delegate authority, except those powers that cannot be delegated under The Act, to any employee of the Corporation.
- (d) Directors shall, in addition to what is otherwise set out in the By-Laws, the policies, and the procedures of the Corporation, or in the Act:
1. Enact, maintain, and monitor the Strategic Plan;
 2. Enact, maintain, and monitor the Annual Action Plan;
 3. Set Policies & Procedures for the Corporation;
 4. Ensure that the By-Laws and the Policies & Procedures of the Corporation are adhered to;
 5. Provide resources for full-time staff to complete their duties and ensure that day-to-day functions of the Corporation are completed when one or more of the full-time staff positions are vacant;
 6. Review the finances of the Corporation, or appoint an auditor in their stead, and approve its annual budgets; and
 7. Determine the date for the Annual General Meetings of the Corporation.

- (e) The Chair of the Board, the Secretary, and the Treasurer must fulfill all duties as outlined in Article VIII Officers of the Corporation.
- (f) The Board of Directors may confer honorary status on anyone in recognition of outstanding service to the Corporation, which status shall be valid for the life of the Corporation or a lesser term, as the Board of Directors may decide. Such persons may participate in the social activities of the Corporation, but are not members of the Corporation for the purposes of the Act and are not entitled to the rights and privileges of full membership as set out in the By-laws.

Section 6.07 Policies and Procedures

- (a) The Board of Directors shall enact, maintain, and monitor the Policies & Procedures.
- (b) All members shall be bound by the contents of the Policies & Procedures, so long as they do not conflict with a higher governing document.
- (c) The Board of Directors may amend the Policies & Procedures at any time. Any change not ratified by the members at a General Meeting, however, shall cease to be in effect.

Article VII. Meetings of the Board

Section 7.01 Procedure

- (a) Quorum shall be a one-half (1/2) of the voting members of the Board of Directors.
- (b) Each director shall be entitled to one (1) vote. In the event of a tie, a resolution does not carry.
- (c) The Board of Directors may invite others to attend and speak at their meetings.
- (d) All full-time staff shall be entitled to attend and fully participate in all public meetings of the Board of Directors.
- (e) The meetings of the Board of Directors may be held in any place, as designated in the notice calling the meeting.
- (f) Notice of all meetings of the Board of Directors shall be made public.
- (g) Minutes of all public sessions of the Board of Directors shall be made public.

Section 7.02 Regular Meetings

- (a) There shall be, at minimum, twelve (12) regular meetings of the Board of Directors each Year, occurring monthly.
- (b) One (1) weeks' notice shall be required for regular meetings, but may be exempted if all directors are present or if every absent Director provides a written waiver of notice for the meeting.

- (c) Regular meetings of the Board of Directors may be called by the Chair of the Board or the Secretary.
- (d) Regular meetings of the Board of Directors shall normally be open to the public.

Section 7.03 Special Meetings

- (a) A special meeting of the Board of Directors may be called, with twenty-four (24) hours' notice, by:
 - 1. The Chair of the Board; or
 - 2. Any three (3) voting members of the Board of Directors.
- (b) Special meetings of the Board of Directors shall normally be open to the public.
- (c) The Board of Directors shall hold a special meeting within seven (7) days following the Annual General Meeting of the Corporation for the purpose of organization and the transaction of any other business.

Section 7.04 Confidential Sessions

- (a) As needed, the Board of Directors may adjourn any meeting and reconvene in camera with only the directors, and those invited by the directors, present.
- (b) The motion to enter confidential session shall be included in the non-confidential minutes.

Article VIII. Officers of the Corporation

Section 8.01 Officers

- (a) The officers of the Corporation shall be the:
 - 1. Chair of the Board;
 - 2. Treasurer; and
 - 3. Secretary.
- (b) Each officer shall perform the duties assigned to them by the By-Laws, by the Policies & Procedures and by the Board of Directors.
- (c) The Board of Directors shall appoint each officer from its members.
- (d) No Director may hold more than one (1) officer position at any time
- (e) The term of each appointment as an officer shall be for one (1) year, or until the end of the current Financial Year, whichever is the lesser. Any person may be appointed more than once to be an officer subject to the qualifications of such office as set out in the By-Laws.

Section 8.02 Chair of the Board

- (a) The Chair of the Board shall:
1. Chair all meetings of the Board of Directors;
 2. Chair all General Meetings of the Corporation, unless they designate a Director or Officer in their stead;
 3. Act as the primary liaison between the Corporation, the University of Waterloo, the membership, and the community-at-large.
 4. Ensure the Board of Directors is properly trained and prepared to complete its job effectively;
 5. Ensure relevant and timely communications about the Board of Directors and its decisions; and
 6. Handle all incoming requests of the Board of Directors, maintaining all confidences.
- (b) The Chair of the Board shall be the Chief Executive Officer.
- (c) The Chair of the Board may vote and participate in debate in meetings of the Board of Directors.

Section 8.03 Treasurer

- (a) The Treasurer shall:
1. Provide timely financial reports to the Board of Directors;
 2. Present annual financial reports for each Financial Year to the Board of Directors and the membership;
 3. Ensure compliance with all applicable financial laws, regulations, procedures, and policies; and
 4. Provide financial oversight of the Corporation.
- (b) The Treasurer shall be the Chief Financial Officer.

Section 8.04 Secretary

- (a) The Secretary shall:
1. Maintain all records and information of the Corporation;
 2. Release notice, as well as prepare and publish an agenda for General Meetings; and
 3. Confirm the validity of proxy votes for any vote of the members of the Corporation.

Article IX. Protection of Officers and Directors

Section 9.01 Procedure

- (a) Every Director of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, and their respective heirs, executors and administrators, estate trustees, and other legal personal representatives, shall be indemnified and saved harmless by the Corporation from and against:
1. 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 action or proceeding whether threatened or commenced according to law in which the individual is involved because of that association with the Corporation or other entity, so long as:
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful;
 2. All costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding whether threatened or commenced according to law to which the individual is subject because of the individual's association with the Corporation or other entity as described herein, if the individual,
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (b) Except as otherwise provided in the Act, no Director of the Corporation as well as any other Officers, or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, current or former, is liable for the act, neglects, defaults or receipts of any other Director, Officer or employee, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in which any Corporation funds are invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any of the assets of the Corporation are deposited, or for any loss caused by any error of judgment or misfortune which may occur in the execution of his/her duties or in relation to his/her

office, unless the same occurs through his/her failure to exercise the powers and to discharge the duties of his/her office honestly, in good faith with a view to the best interests of the Corporation.

- (c) The Corporation shall obtain and maintain in force policies of insurance to satisfy its obligations set out in this Article.

Article X. Elections and Appointments

Section 10.01 Nominations

- (a) A candidate for a position of Student Director should present a letter of intent to the Board of Directors at least twenty-four (24) hours prior to the Annual General Meeting. The letter should include evidence that the candidate meets the qualifications set out in Section 6.02.
- (b) Notwithstanding the above, any person that can demonstrate that they meet the qualifications set out in Section 6.02 may be nominated during the Annual General Meeting by any two members of the Corporation.
- (c) A candidate for a position of Advisory Director should present a letter of intent to the Board of Directors at least twenty-four (24) hours prior to the meeting at which a vacancy is to be filled.

Section 10.02 Election and Appointment of Board

- (a) A Student Director shall be elected at the Annual General Meeting, provided they are qualified under Section 6.02. A Student Director shall begin their term on May 1 of the Financial Year for which they were elected.
- (b) An Advisory Director shall be appointed by the Board of Directors. The terms of the Advisory Directors shall be staggered such at least one appointment takes place per Financial Year.
- (c) An Advisory Director may serve no more than two (2) consecutive terms.

Section 10.03 Vacant Positions

- (a) A vacancy on the Board of Directors may be filled by the Directors.
- (b) If no quorum of Directors exists, the remaining Directors shall immediately call a General Meeting to fill the vacancies on the Board of Directors.

Article XI. Financial Management

Section 11.01 Signing Officers

- (a) All cheques, drafts, or orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two (2) such agent or agents of the Corporation, appointed by the Board of Directors as signing officers for the Corporation.

Section 11.02 Financial Year

- (a) The Financial Year of the Corporation shall terminate on the 30th day of April in each year or on such other date as the Board of Directors may determine from time to time.

Section 11.03 Execution of Documents

- (a) Documents requiring execution by the Corporation may be signed by the Chair of the Board together with any one of the directors. All documents so signed are binding upon the Corporation without any further authorization or formality.
- (b) The Board of Directors may, from time to time, appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign document generally or to sign specific documents.

Section 11.04 Deposit of Securities

- (a) The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn only upon the written order of the Corporation by resolution of the Board of Directors, and such authority may be general or confined to specific instances. The institutions shall be fully protected in acting in accordance with the Board of Directors and shall not be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 11.05 Borrowing

- (a) Subject to the limitations set out in the By-Laws, the Letters Patent, or in the Act, the Board of Directors may:
 - 1. Borrow money on the credit of the Corporation;
 - 2. Issue, sell or pledge securities of the Corporation; or
 - 3. Charge, mortgage, hypothecate or pledge any of the real or personal property of the Corporation, to secure any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

- (b) The Board of Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or be borrowed and as to the terms and condition of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 11.06 Auditor

- (a) The members shall at the each Annual General Meeting select an auditor to review the accounts of the Corporation, for report to the members at the next Annual General Meeting. The auditor shall not be a director, officer, or employee of the Corporation.
- (b) The auditor shall hold office until the next Annual General Meeting. The Board of Directors may fill a vacancy in the office of the auditor.
- (c) The remuneration of the auditor shall be determined by the Board of Directors.

Article XII. By-Laws and Amendments

Section 12.01 Enactment

- (a) The By-Laws of the Corporation not embodied in the Letters Patent may be repealed or amended by a by-law enacted by a majority of the of the directors at a meeting of the Board of Directors and must be approved by at least two-thirds (2/3) of the member duly called for the purpose of considering the bylaw.