

SCARBOROUGH CAMPUS COMMUNITY RADIO INC.

OPERATING BY-LAW #1

AS AMENDED MARCH 2009

PENDING RATIFICATION BY THE MEMBERS

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## Article I. Interpretation

### **1.01 Definitions**

- (a) “the Act” shall mean the Ontario Corporations Act, R.S.O. 1990, c. C.38, or any statute that may be substituted therefore, as amended from time to time.
- (b) “the Board” and “the Board of Directors” and “the Directors” shall mean the Board of Directors of the Corporation.
- (c) “the Corporation” and “the organization” shall mean Scarborough Campus Community Radio Inc.
- (d) “director” shall mean a member of the Board of Directors of the Corporation.
- (e) “DJ” and “radio announcer” shall mean an individual named as the primary or secondary signatory to an active DJ contract as otherwise established by the Corporation.
- (f) “Governing Council” shall mean the Governing Council of the University of Toronto, or such other body as may succeed the Governing Council and assume its responsibilities therefore.
- (g) “instrument” shall include contracts, deeds, mortgages, transfers and assignments of any property of the Corporation, proxies, obligation, certificates and any other documents.
- (h) “officer” shall mean an individual holding a position with specific duties described in Article XIII.
- (i) “ongoing campus publication” shall mean a print publication including The Varsity (published by Varsity Publications Inc.) and The Underground (published by Scarborough Campus Students’ Press Inc.) or any other periodic publication with wide distribution to students of the University of Toronto as chosen by the Board by resolution.
- (j) “semester” shall mean an academic semester as defined by the University of Toronto Scarborough.
- (k) “the University” shall mean the University of Toronto.

### **1.02 Meaning**

- (a) Words importing the singular number shall include, where the context permits or requires, the plural and vice versa; similarly, all words importing only a single gender include, where context permits or requires, the female, male and other gender.

## Article II. Head Office and Seal

### **2.01 Head Office**

- (a) The head office of the Corporation shall be in the City of Toronto, Ontario, at 1265 Military Trail or at such other location as the Board may from time to time determine by resolution.

### **2.02 Seal**

- (a) The seal of the Corporation shall be in such form as the Board may from time to time determine by resolution and the name of the Corporation shall be endorsed thereon.

## Article III. Membership and Fees

### **3.01 Full-Time Undergraduate Students**

- (a) Any student registered for full-time undergraduate study at the University of Toronto Scarborough in a program leading to a degree, diploma or certificate of the University is a member of the Corporation, upon payment of the annual membership fee pursuant to section 3.02 hereof.

### **3.02 Annual Membership Fee**

- (a) The Annual membership fee shall be: \$3.50 for the fall semester, \$3.50 for the winter semester, no fees shall be collected in the summer and the annual membership fee shall be adjusted annually according to the cost of living or until changed by-law.
- (b) The Corporation may enter into an agreement or arrangement with the University, whereby the University shall collect the annual membership fee from members together with student tuition payment and remit the annual membership fee to the Corporation in a manner satisfactory to the directors, in satisfaction of the membership obligations to the members.
- (c) Payment of the total annual membership provides membership for a full fiscal year while payment of a single semester fee only provides membership for that specific semester.

### **3.03 Other Students**

- (a) Any other student of the University of Toronto as defined by the University of Toronto Act, 1971, as amended or re-enacted from time to time, may become a member of the Corporation on Payment to the Corporation of that annual membership fee.

### **3.04 Termination and Transfer**

- (a) The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when the member ceases to be a member of the Corporation in accordance with the terms of this section. A member ceases to be member of the Corporation

upon such member's withdrawal, suspension or expulsion from the University or upon otherwise ceasing to be qualified for membership pursuant to Section 3.01.

### **3.05 Non-Student Membership**

- (a) Any member of the community may become a member of the Corporation if they pay the prescribed membership fee and is approved by the Board of Directors.
- (b) Any member of the community who wishes to be a Fusion Radio DJ must be approved by the Program Manager and pay membership fees.
- (c) Any member of the community seeking appointment to a position on the board of the Corporation must pay the membership fee upon ratification.

## **Article IV. Meetings of Members**

### **4.01 Annual General Meeting**

- (a) The annual meeting of members shall be held on such day in each year and at such time at such place on or in the vicinity of the UNIVERSITY OF TORONTO SCARBOROUGH campus as the Board or the Executive Committee may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon. Appointing auditors for the annual meeting, the Corporation shall cause a copy of the balance sheet SCCR Inc. and statement of income and expenses, extracted from the Corporation's financial statements and the auditor's report thereon, to be published in an ongoing campus publication as the Board or the Executive Committee may by resolution designate. Copies of the complete financial statements shall be made available for inspection at head office.
- (b) One (1) Annual Meeting must be held prior to March 28 of the current academic year, wherein the most recent financial statements of the Corporation must be available to members for inspection.

### **4.02 Power to Call General Meeting**

- (a) The Board of Directors may at any time call a general meeting of the members to be held at the date, time, and location as may be determined by the Board.

### **4.03 Members' Requisition of a General Meeting**

- (a) Not less than 500 members may requisition the Directors to hold a general meeting of members for the purposes stated in the requisition.
- (b) The requisition shall contain the signatures of the requisitioners and a description of the purpose of the meeting and shall be deposited at the head office of the Corporation.

- (c) The directors shall call a general meeting of the members to be held no later than thirty (30) days after the deposit of the requisition and proper notice of the meeting pursuant to section 4.04 shall be given to all members.
- (d) If the directors do not, within thirty (30) days, hold a meeting, any of the requisitioners may call the meeting.
- (e) A meeting called pursuant to this section shall be held as much as possible in the same manner as meetings of the members held under other sections of this by-law.

#### **4.04 Notice of General Meeting**

- (a) Notice of the date, time, and place of every general meeting of members shall be given to members at least three (3) weeks in advance of the meeting.
- (b) Notice of the date, time, and place of every general meeting of members shall be given to the auditors in writing at least fourteen (14) days in advance of the meeting.
- (c) Notice of a meeting of members shall state the general nature of the business to be transacted thereat.

#### **4.05 Chairperson and Minute-taking**

- (a) The President of the Board of Directors shall act as chairperson of any general meeting of members.
- (b) In the President's absence at a general meeting of members, the Vice President of the Board of Directors shall act as chairperson.
- (c) If the President and the Vice President are absent at a general meeting of members, the members present in-person shall elect from amongst themselves a chairperson.
- (d) The chairperson of the meeting shall ensure that minutes for the meeting are recorded and shall appoint an individual present in-person and other than themselves to carry out this task.

#### **4.06 Quorum**

- (a) A quorum for the transaction of business at any general meeting of members shall be fifty (50) members, of whom at least twenty-five (25) shall be present in person.

#### **4.07 Right to Vote**

- (a) Those entitled to vote at a general meeting of members are the directors of the Corporation, the auditor of the Corporation, and the members of the Corporation.
- (b) Each individual entitled to vote at a general meeting of members shall be entitled to one vote, except pursuant to paragraph 4.07 (c).

(c) Every member entitled to vote at a general meeting of members may by means of a proxy appoint a person, who is a member, as his or her nominee to attend and act in the meeting in such a manner to the extent and with the power conferred by the proxy, under the following conditions:

- No one person shall be able to hold more than twenty-five (25) proxies in a particular general meeting of the members,
- The proxy shall be in writing executed by the member and conforming to the requirements of the Act,
- The proxy shall be valid only for the meeting specified therein, as such meeting may be adjourned from time to time; but in any case shall cease to be valid after the expiration of fourteen (14) days from the date thereof,
- The proxy shall be deposited with the chairperson of the meeting before any vote is cast under its authority.

#### **4.08 Scrutineers**

(a) At any general meeting of members, scrutineers, who need not be members of the Corporation, may be appointed by resolution of the meeting or the chairperson of the meeting.

#### **4.09 General Meeting Procedure**

- (a) All questions proposed at a general meeting of members shall be determined by a simple majority vote, unless a greater number of votes is required by statute or these by-laws.
- (b) Subject to the provisions of the Act, any question at a general meeting of members shall be decided by a show of hands, unless a poll is demanded.
- (c) The chairperson of a general meeting of the members or any one present and entitled to vote may demand a poll be taken on any question asked and this request may also be withdrawn at any time prior to the taking of the poll.
- (d) The results of each question asked shall be recorded in the meeting minutes.

#### **4.10 Tied Votes**

(a) In the case of an equality of votes on a question at a general meeting of members, the particular resolution shall be deemed to be defeated.

#### **4.11 Adjournment**

(a) The chairperson presiding at a meeting of members may, with the consent of the meeting and subject to such condition as the meeting may decide, adjourn the meeting from time to time and from place to place.

## Article V. Election

### **5.01 Spring Elections**

- (a) An election shall be held in the Spring term for the election of Directors, pursuant to section 6.02. The date of the election shall be determined by the Board provided that it shall be no earlier than February 28 and no later than March 28. Notice of the date of the election shall be given at least one month prior and the notice shall include information respecting nomination procedures. Notice shall be given in the same manner as notice of a meeting of members.

### **5.02 By-Elections**

- (a) A by-election shall be called by the Board to fill any vacancy which may occur in the Board within forty five (45) days of the position becoming vacant.
- (b) Notwithstanding the provisions of Section 5.05 hereof, upon resolution of the Executive committee, if no member is nominated to fill a vacancy as aforesaid from among the members in the Constituency to which the vacancy applies, nomination for a member to fill such vacancy shall be re-opened and a member who is not a member of such Constituency may be nominated and elected to fill such vacancy, provided that no member may be a candidate in more than one Constituency during this second round of by-elections.

### **5.03 Term of Office**

- (a) The directors and officers elected in the Spring Elections or in any By-Election, pursuant to Section 5.02, shall take office in accordance with the provisions of Section 5.05 hereof, and shall hold office until the Joint Meeting held following the next Spring Election, unless otherwise noted.

### **5.04 Election of Directors**

- (a) The number of directors provided for each constituency pursuant to Section 6.02 hereof, shall be nominated and elected by and from among the members in the respective constituencies by the votes cast in a secret ballot. Each member shall be eligible to vote for the directors in such constituency, and shall be entitled to one vote for each of such directors.

### **5.05 Election Procedures**

- (a) The Executive Committee shall make all preparations for the elections contemplated by this Article V. The procedures related to holding elections for membership.
- (b) The Corporation's Board of Directors shall be detailed in policy.

## Article VI. Board of Directors

### **6.01 Members of the Board**

(a) The Board of Directors shall consist of ten (10) members:

- President,
- Vice President,
- Treasurer,
- DJ Representative,
- Student Director (x2),
- Community Representative,
- Faculty/Administration Representative (x2),
- Station Manager.

### **6.02 Constituencies and Appointments**

(a) The President, Vice President, and Treasurer shall be elected by the entire membership of the Corporation.

(b) The DJ Representative shall be elected by those members serving as DJs or radio announcers of the Corporation at the time of the election.

(c) The Student Directors shall be elected by those individuals with membership under section 3.01 or 3.03 of these by-laws.

(d) The Community Representative shall be elected by those members who are not members under section 3.01 or 3.03 of these by-laws and the Community Representative shall only be elected if this group of members is not less than one hundred (100) individuals.

(e) The Faculty/Administration Representatives and the Station Manager shall be appointed to the Board by the existing members of the Board of Directors.

### **6.03 General Duties of the Board of Directors**

(a) Establish the organization's mission and purpose and ensure effective organizational planning;

(b) Establish the chief executive's job description, select the chief executive to be hired, support the chief executive, and review the chief executive's performance;

(c) Ensure adequate resources for the organization to fulfill its mission and ensure these resources are managed effectively, including by developing budgets consistent with Article XIII and by ensuring that proper policies and control systems are in place;

(d) Determine the organization's products, services, and business lines, in order to be consistent with the organization's mission, and monitor their effectiveness;

- (e) Serve as a court of appeal and ensure that personnel policies and grievance procedures are established and are properly adhered to.

#### **6.04 Specific Duties**

- (a) The President, Vice President, Treasurer, and Station Manager are considered the officers of the Corporation with the specific duties described in Article VIII.
- (b) The DJ Representative shall have the specific duties to:
- Represent the interests of the Corporation's DJs and radio announcers,
  - Be available to communicate with DJs and radio announcers each week,
  - Collect information regarding DJ and radio announcer wants, needs, and levels of satisfaction on a regular basis.

#### **6.05 Powers of the Board of Directors**

- (a) Authorize the reimbursement of the reasonable expenses incurred by directors of the Corporation in carrying out their duties;
- (b) Establish policies and procedures not inconsistent with these by-laws, the Act, or other laws;
- (c) Determine the structure of the organization, including jobs and job descriptions, reporting relationships, and responsibilities of the organization's staff;
- (d) Employ such staff as it deems necessary and determine and review their terms of employment, including their remuneration;
- (e) Borrow in accordance with section 13.05;
- (f) Execute instruments in accordance with section 13.07;
- (g) Delegate any of its powers to any agent, officer, employee or committee of the Corporation; and
- (h) Execute all other powers of the Corporation to do all acts and things as are not, by law, the Articles of Incorporation or these by-laws, directed or required to be done or exercised by the members of the Corporation.

#### **6.06 Eligibility**

- (a) Each director shall, at the time of their election or appointment to the Board of Directors, and throughout their term of office, be a member of the Corporation.
- (b) A director shall cease to remain in office if that individual:
- Ceases to be a member of the Corporation, or
  - Is found by a court of competent jurisdiction to be mentally incompetent, or
  - Becomes bankrupt, or

- Submits a written resignation of their office.

#### **6.07 Removal**

- (a) Any director or the entire Board of Directors may be removed, with or without cause, by two-thirds of the votes at a meeting of the members duly called for that purpose.

#### **6.08 Action by the Board**

- (a) The Board shall make all determinations and take all such action in exercise of its powers by, or pursuant to, a by-law or resolution passed at a meeting of Directors at which a quorum is present.
- (b) The Board may, in lieu of a meeting of the Board, enact a resolution to pass any motion or take any action in exercise of its powers by the unanimous written consent of all directors upon the resolution, provided it is consistent with the requirements of the Act.
- (c) The Board may, by resolution, decide to present any question to the general membership for determination by referendum.
- (d) Not less than five hundred (500) members of the Corporation may requisition the Board to hold a referendum with respect to passing any resolution that could be properly passed at a meeting of the Board.

#### **6.09 Remuneration and Expenses**

- (a) The directors of the Corporation shall not be paid remuneration for their services as directors.
- (b) A director may, where a legitimate claim exists consistent with policy and with all necessary approval, be reimbursed for traveling and other expenses properly incurred by them in the course of their service as directors.
- (c) Nothing in this section 6.09 shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefore.

#### **6.10 Interest of Directors in Contracts**

- (a) Subject to the provisions of the Act, it shall be the duty of every director of the Corporation who has, directly or indirectly, any material interest in any material contract or transaction to the Corporation or a subsidiary thereof is, or is to be, a party, other than a contract of remuneration as a director, officer or employee, to disclose such interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Board of Directors, and any director so disclosing such an interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which the director has disclosed such an interest.

## Article VII. Meetings of the Board of Directors

### **7.01 Types of Meetings and Requirement to Hold Meetings**

- (a) REGULAR- The Board shall hold a regular meeting of the Board in the City of Toronto at least once each month to review the Corporation's financial situation, to receive updates on the status of the station and the progress towards goals, to receive updates and recommendations from committees, to make such decisions and consider such issues as are pertinent at the time, to approve the minutes from previous meetings, and to carry out whatever other business is necessary at the time.
- (b) SPECIAL- The President of the Board individually, or no less than a quorum of other directors as a group, may call a special meeting of the Board in the City of Toronto to make such decisions, consider such issues, and carry out whatever business is necessary at the time.
- (c) EMERGENCY- When the urgency of an issue would make notice under section 7.02 (a) infeasible, the President of the Board or, if the position of President is vacant, any other officer, may call an emergency meeting of the Board provided the only business transacted at the meeting shall be the urgent business.

### **7.02 Notice of Meetings**

- (a) Notice of the date, time, and place of every meeting of the Board called under paragraphs 7.01 (a) or 7.01 (b) shall be given to all directors at least seven (7) days in advance of the meeting, in manners consistent with Article XIII.
- (b) Notice of the date, time, and place of every meeting of the Board called under paragraph 7.01 (c) shall be given to all directors at least forty-eight (48) hours in advance of the meeting, in manners consistent with Article XIII.
- (c) Notice of a meeting of the Board shall state the general nature of the business to be transacted thereat.

### **7.03 Chairperson and Minute-taking**

- (a) The President of the Board of Directors shall act as chairperson of any meeting of the Board.
- (b) In the President's absence at a meeting of the Board, the Vice President of the Board of Directors shall act as chairperson.
- (c) If the President and the Vice President are absent at a meeting of the Board, the Board members present in-person shall elect from amongst themselves a chairperson.
- (d) The chairperson of the meeting shall ensure that minutes for the meeting are recorded and shall appoint an individual present in-person and other than themselves to carry out this task.

- (e) The minutes of each meeting of the Board shall be distributed to all directors at least forty-eight (48) hours in advance of the next meeting of the Board called under section 7.01 (a) and these minutes shall require the approval of those directors at this subsequent meeting before they are entered into the Corporation's official records.

#### **7.04 Quorum**

- (a) A quorum for the transaction of business at any meeting of the Board of Directors shall be fifty (50) percent plus one (1) of the members of the Board of Directors eligible to vote.

#### **7.05 Board Meetings by Telephone**

- (a) Directors may attend meetings of the Board by telephone or any other form of remote audio or audiovisual communication and shall be counted as present for the purposes of counting quorum provided that they are able to clearly communicate and fully participate in the meeting.

#### **7.06 Voting in Meetings**

- (a) Those entitled to vote at a meeting of the Board are those members of the Board listed in section 6.01.
- (b) Each director entitled to vote at a meeting of the Board shall be entitled to one vote, except pursuant to paragraph 7.05 (c).
- (c) Every director entitled to vote at a meeting of the Board may by means of a proxy appoint a person, who is a director, as his or her nominee to attend and act in the meeting in such a manner to the extent and with the power conferred by the proxy, under the following conditions:
- The proxy shall be in writing executed by the member and conforming to the requirements of the Act,
  - The proxy shall be valid only for the meeting specified therein, as such meeting may be adjourned from time to time; but in any case shall cease to be valid after the expiration of fourteen (14) days from the date thereof,
  - The proxy shall be deposited with the chairperson of the meeting before any vote is cast under its authority.

#### **7.07 Procedure of Meetings**

- (a) Subject to the letters patent of the Corporation, these by-laws, and the Act, *Robert's Rules of Order Newly Revised* shall form the rules of procedure at all meetings of the Board.

#### **7.08 Attendance at Meetings**

- (a) All meetings of the Board shall be open to the public unless otherwise decided by a majority of the voting directors present.

(b) If a meeting of the Board, or any part thereof, is closed to the public, the reason therefore shall be announced at the next meeting of the Board.

(c) The auditor of the Corporation shall be entitled to attend and be heard at meetings of the Board on matters relating to the Corporation's financials.

## Article VIII. Officers

### **8.01 Specific Duties of the President**

(a) Serve as the official representative of the Corporation;

(b) Supervise, direct, and evaluate the chief executive of the organization;

(c) Provide for board development and ensure new board members are given an orientation about their rights, responsibilities, and duties, and about what is expected of them;

(d) Act as chairperson at meetings of the Board and meetings of the members of the Corporation and preside thereat and arrange for proper notice of meetings and arrange that minutes of each meeting are recorded and entered into the records of the Corporation;

(e) Serve as chairperson of the Budget & Planning Committee of the Corporation.

### **8.02 Specific Duties of the Vice President**

(a) Perform the duties of the President in his or her absence and otherwise assist him or her with their duties as necessary;

(b) Serve as chairperson of the Hiring & Compensation Committee of the Corporation;

(c) Have custody of the Corporation's policies and by-laws;

(d) Ensure that all committees meet regularly and report to the Board.

### **8.03 Specific Duties of the Treasurer**

(a) Ensure development of, board review of, and adherence to financial policies, controls, and procedures;

(b) Serve as chairperson of the Audit Committee of the Corporation;

(c) Serve on the Budget & Planning Committee of the Corporation;

(d) The Treasurer cannot serve the Corporation as an employee at any time while serving as Treasurer.

#### **8.04 Specific Duties of the Station Manager**

- (a) Serve as chief executive of the Corporation;
- (b) Report to Board on the status and operations of the Corporation and its progress towards goals;
- (c) Implement the decisions of the Board;
- (d) Any other duties as assigned by the President or the Board from time to time.

### **Article IX. Protection of Directors, Officers, and Others**

#### **9.01 Indemnity of Directors, Officers and Employees**

- (a) Every director, officer and employee of the Corporation and their heirs, executors, administrators and other legal personal representative shall from time to time be indemnified and saved harmless by the Corporation from and against:
  - Any liability and all costs 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,
  - All costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation,
  - Provided that no director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute unless, in an action brought against them in their capacity as director, officer or employee, they have achieved complete or substantial success as a defendant.

#### **9.02 Insurance**

- (a) Subject to the provisions of the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors, officers or employees as the Board may from time to time determine.
- (b) Upon expiration of any insurance outlined in paragraph (a), or upon any other event leading to a reduction or elimination of insurance for the benefit of the directors, officers, or employees, the administrator shall give actual notice of such expiration, reduction or elimination to all directors, officers, and employees.

## Article X. Committees

### **10.01 Mandatory Committees**

- (a) The Board shall form an Audit Committee, a Hiring & Compensation Committee, and a Budget & Planning Committee.

### **10.02 Establishing Committees**

- (a) The Board shall have the power to establish any committee and to determine its purpose, mandate and term and to amend those at any time.
- (b) The Board shall have the power to appoint members, who need not be directors, to serve on committees established under paragraph (a) and shall have the power to determine at any time the term of service of each committee member and may remove any committee member from their committee at any time.

### **10.03 Powers and Responsibilities of Committees**

- (a) Committees shall have those powers and responsibilities duly conferred upon them by the Board of Directors.
- (b) Committees shall have the power to recommend a question to a meeting of the Board where it shall be considered by the Board and a decision shall be rendered.
- (c) Committees shall keep proper minutes and records of their proceedings and shall make these readily available to the Board.

### **10.04 Meetings of Committees**

- (a) A majority of the members of any committee shall have the power to determine the committee's actions and decisions and to fix the time and place in the City of Toronto of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise by resolution provide.
- (b) A majority of the members of a committee, or four (4) of its members thereof, whichever is less, shall constitute a quorum for the transaction of business.

## Article XI. By-laws

### **11.01 Amendment of By-laws**

- (a) The directors may, by resolution passed by two-thirds of the directors present and voting at a meeting of the Board of Directors, make, amend, or repeal any by-laws that regulate the affairs of the Corporation provided that such action or by-law is not contrary to law, the Act, or the letters patent of the Corporation.

(b) Notice of a meeting of the Board called to consider a resolution described in paragraph (a) shall, in addition to the other requirements imposed by these by-laws, be given as follows:

- Notice of the full text of the proposed by-law or amendment shall be given to each director at least fourteen (14) days prior to the date of the meeting called to consider same,
- A summary of the proposed by-law or amendment shall be included in notice of the meeting that shall be given to the members of the Corporation at least fourteen (14) days prior to the date of the meeting,
- The full text of the by-law enactment, amendment, or repeal shall be available without cost to all members of the Corporation at the head office of the Corporation at least fourteen (14) days prior to the date of the meeting,
- A summary of the proposed by-law or amendment shall be published clearly on the official website of the Corporation.

#### **11.02 Member Approval of By-laws**

(a) A resolution passed by the Board to make, amend, or repeal any by-law shall be forwarded to the members of the Corporation for ratification before taking force, who shall consider said ratification in a meeting of members duly called for that purpose.

(b) The directors may, by resolution, determine to submit a by-law or amendment or repeal requiring approval of the members to the members for approval by referendum and such referendum shall be held pursuant to section 11.03.

#### **11.03 Referendum Procedure**

(a) In a referendum held for the purposes of section 11.02, the members may, subject to the requirements of the Act, by a majority of the votes cast in the referendum, confirm or reject the by-law, amendment or repeal.

(b) The Board of Directors shall establish a Referendum and Plebiscite Policy that shall govern the procedure of referenda held for the purposes of section 11.02.

(c) Notice of the referendum shall include the text of the question or questions to be voted upon in the referendum.

(d) The referendum shall be conducted by secret ballot and each member of the Corporation shall be entitled to cast one vote.

(e) The majority of the votes cast in the referendum, excluding invalidated ballots, shall determine the question, subject to the requirements of the Act.

#### **11.04 Approval by Governing Council**

- (a) Any amendment, repeal or re-enactment of Article III, V, IX, or sections 4.01, 4.03, 13.02, 13.05, or 13.09 of this by-law shall be effective only upon approval thereof by the Governing Council.
- (b) The requirement of paragraph (a) shall not affect any other by-laws, articles, sections or paragraphs so amended, repealed, or enacted if those portions do not concern the articles and sections so described in paragraph (a).

#### **11.05 Effective Date**

- (a) A by-law, amendment, or repeal, or any part thereof, shall be effective upon its ratification by the members of the Corporation or, if section 11.04 (a) applies, upon the approval of the Governing Council.

#### **11.06 Access to By-laws**

- (a) A certified copy of all by-laws of the Corporation shall be submitted to the Office of Student Affairs of the University of Toronto Scarborough and the Office of the Vice President, Student Affairs of the University of Toronto.
- (b) All by-laws shall be made available to all members of the Corporation at the head office of the Corporation.
- (c) All by-laws shall be made available to members of the Corporation on the official website of the Corporation.

### **Article XII. Notices**

#### **12.01 Method of Giving Notices**

- (a) MEMBERS- Any notice, communication or other document to be given or sent by the Corporation to a member of the Corporation shall be sufficiently given if it is:
  - Delivered personally to the person to whom it is to be given; or
  - Delivered personally or by pre-paid ordinary mail to the person's latest address as shown on the records of the Corporation; or
  - Sent to the person's latest e-mail address on file with the Corporation; or
  - Published in an ongoing campus publication or sent to an all-students e-mail list maintained by the University, in the case only of individuals with membership under section 3.01 or 3.03 of these by-laws.
- (b) DIRECTORS and AUDITORS- Any notice, communication or other document to be given or sent by the Corporation to a director of the Corporation or to the auditors of the Corporation shall be sufficiently given if it is:

- Delivered personally to the person to whom it is to be given; or
  - Delivered personally or by pre-paid ordinary mail to the person's latest address as shown on the records of the Corporation; or
  - Sent to the person's latest e-mail address on file with the Corporation.
- (c) Where on three consecutive occasions, notices, communications or other documents have been mailed to a member at the member's latest address as shown on the records of the Corporation and where on three consecutive occasions, notices, communications or other documents have been returned undeliverable, the Corporation shall not be required to mail to the member any further notices, communications or other documents until such time as the Corporation receives written notice from the member requesting that notices, communications or other documents be sent to the member at a specified address.

#### **12.02 Calculating Time Requirements for Notices**

- (a) In computing the date when notice must be given pursuant to any requirement for specified number of days' notice of any meeting or other event, the date on which the notice is given shall be included and the date of the meeting or other event shall be excluded.
- (b) A notice, communication or document shall be deemed to have been given at such time as it is delivered personally or, if mailed, at such time as it is deposited in a post office or public letter box or, if sent by e-mail, at such time as the notice is sent by e-mail or, if published in an ongoing campus publication, at such time as the notice is published and distributed to the public.

#### **12.03 Waiver of Right to Notice**

- (a) In any one particular situation where a member, director, or auditor has the right to receive a notice under these by-laws or the Act, they may voluntarily waive their right to notice by informing the chairperson of the meeting or an officer of the Corporation in writing but this waiver shall be valid only for the one particular meeting or event specified therein.
- (b) If a member, director, or auditor does not receive sufficient notice of a meeting but nevertheless attends the meeting and does not object to the insufficient notice and does not cause said objection to be entered into the minutes of the meeting then that member, director, or auditor shall be considered to have waived their right to notice for that particular meeting.

#### **12.04 Omissions and Errors**

- (a) The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

## Article XIII. Financial Matters

### **13.01 Expenditure of Funds**

- (a) The funds of the Corporation shall only be expended pursuant to a budget approved by the Board and section 13.04.

### **13.02 Preliminary Budget**

- (a) Before the end of each fiscal year, the Board shall approve a preliminary budget for the following fiscal year, authorizing the expenditure of funds until the approval of the operating budget, as described in the next section.

### **13.03 Operating Budget**

- (a) No later than seventy-five (75) days after the beginning of each fiscal year, the Board shall approve an operating budget to govern the disbursement of the Corporation's funds for the remainder of the fiscal year, and this budget shall supersede all earlier budgets.

### **13.04 Budget Amendments and Special Appropriations**

- (a) The Board may at any time amend, revise, or replace a budget at a meeting of the Board duly called for that purpose;
- (b) The Board may make special appropriations of funds not included in the budget at a meeting of the Board duly called for that purpose.

### **13.05 Borrowing**

- (a) The Board of Directors may from time to time:
- Borrow money on the credit of the Corporation
  - Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- (b) Notwithstanding the foregoing, the Corporation shall not, without the approval of the Governing Council, borrow money other than from chartered banks or trust companies, provided that such restriction shall not apply to purchase money obligations; or borrow money which is not fully repayable during a term of one year or less, unless approved by a resolution passed by two-thirds of the directors present and voting.

### **13.06 Banking Arrangements**

- (a) The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

### **13.07 Execution of Instruments**

- (a) Instruments requiring the signature of the Corporation shall be signed by any two officers of the Corporation.
- (b) Any officer of the Board may certify copies of any by-law, resolution, minutes or other document relating to the Corporation and any officer may sign a certificate under the seal of the Corporation as to matters of fact in connection with the Corporation within the purview of authority of such officer.
- (c) Instruments so signed in accordance to paragraphs (a) or (b) shall be binding upon the Corporation without further authorization or formality.
- (d) The Board may from time to time direct the manner in which any person or persons by whom any particular instrument, class of instruments, or instruments in general shall or may be signed.

### **13.08 Fiscal Year**

- (a) The fiscal year-end of the Corporation shall be the 30<sup>th</sup> day of April.

### **13.09 Financial Statements**

- (a) The Corporation shall comply with the financial statements requirements of the Act which are applicable to the Corporation. Notwithstanding the generality of the foregoing, the Corporation shall cause to be prepared the following financial statements, including but not limited to:
- Balance Sheet
  - Statement of Income and Expenses
  - Statement of Accumulated Equity
  - Statement of Change in Financial Position
- (b) The financial statements of the Corporation and the auditor's report thereon shall be published and made available for distribution to members of the Corporation in accordance with the provisions of section 4.01 hereof, and shall be filed with governing council not later than 7 months following the end of the corporation's fiscal year.