

BY-LAW NO. 1 - being a by-law relating generally to the affairs of Trent Radio

BE IT ENACTED and it is hereby enacted by the directors of TRENT RADIO

as a by-law of the said Trent Radio, as follows:

## ARTICLE I

### 1. GENERAL

1.01. Name: The name of the corporation is Trent Radio

1.02. Office: The head office of the Corporation shall be in the City of Peterborough, in the County of Peterborough, in the Province of Ontario.

1.03. Seal: The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

## ARTICLES II

### 2. MEMBERSHIP

#### Qualification of Members

2.01. The membership shall consist of the applicants for the incorporation of Trent Radio, all full-time students of Trent University, and such other individuals of the age of 18 or over, and such corporations, partnerships and other legal entities as may be permitted by the law and are admitted to membership of the Board of Directors. Each member shall be informed promptly of admission as a member by the Secretary mailing to him a membership card; provided that the Student Card of Trent University shall constitute such membership card for all full-time students. Members shall be entitled to use any facilities and premises of Trent Radio in common with other members thereof, and, subject to operational limitations and regulations promulgated from time to time by the Board. Access to areas for storage of property of Trent Radio, service areas, and like space may be restricted by order of the Board of Directors.

The membership of a full time student of Trent University shall become effective upon payment by the student to Trent University of the student's tuition fees in respect of a particular academic year and, unless the particular student enrolls and pays tuition fees for the next succeeding academic year, the membership of that student shall terminate on the 30th day of September following the last university term in respect of which the student paid tuition fees to Trent University for full time attendance, provided always that any member whose membership has terminated as a result of his or her ceasing to be a full time student of Trent University may apply for membership if he or she is eligible for membership under paragraph 2.3 hereof.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to Trent Radio prior to acceptance of his resignation.

Each dues paying member in good standing shall be entitled to one vote on any question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through duly authorized proxy.

2.02. The Board of Directors may, following receipt of application, by resolution admit as honorary members those persons holding appointments as follows:

- (a) all members of the academic staff of Trent University holding full-time appointments of the rank of instructor and above;
- (b) the President, the Vice-President, Deans, Associates, Deans, Assistant Deans, Associates Deans, Assistant Deans of Trent University;
- (c) the personnel of the Colleges of Trent University, as follows: Masters, Principals, Fellows, Associate Fellows, Honorary Fellows, Dons and Senior Tutors;
- (d) the Chancellor and Members of the Board of Governors of Trent University.
- (e) any individual or legal entity interested in non-profit broadcasting.

2.03. The Board of Directors may, by resolution, admit as members, those persons who apply for membership and who are:

- (a) members of institutions separate from but related in their undertakings to Trent University, involved in Trent Radio;
- (b) individuals registered in any degree or diploma course at Trent University;
- (c) individuals who reside in or around the City of Peterborough;
- (d) non-profit associations or corporations operating in and around the City of Peterborough;
- (e) business corporations having operations in and around the City of Peterborough;
- (f) any individual or legal entity interested in non-profit broadcasting.

#### Dues

2.04. Members shall pay such annual membership as may from time to time be fixed by the Board of Directors; provided that no increase in dues in excess of in any one year shall be payable unless and until approved at a general meeting of the members. No dues shall be collected from honorary members. As dues for full-time students which are collected for Trent Radio by Trent University may only be increased, or decreased, by a majority of full-time students voting in a referendum, and provided that no less than 20% of the student membership shall have voted thereon any resolution of the Board of Directors increasing or decreasing the membership dues of full-time students of Trent University shall not be effective until the change has received the requisite approval in a referendum.

## Deductions

### 2.05.

(a) A deduction shall be made by Trent University authorities by deduction from student fees and the membership fee in Trent Radio shall constitute part of the student ancillary fee in each academic year or upon the member's later date of admission into Trent University.

(b) Where such deductions do not apply, the dues shall be paid in a lump sum and shall be payable upon application being made for a new membership, or in the case of a renewal of membership on the first day of the month following the anniversary of the member's admission to membership.

(c) The membership of any member whose dues are unpaid for thirty (30) days shall be suspended automatically.

## Annual and Other Meetings of Members

2.06. The general meetings of the members shall be held in the City of Peterborough. The Annual Meetings shall be held within fifteen days of the date of the last preceding annual meeting and following the date of the auditor's report submitted to Trent Radio for the last preceding financial year end. It is the general intention that the Annual Meetings be held between the months of November and December in each year. At every annual meeting, in addition to any other business that may be transacted the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors shall be elected and auditors appointed for the ensuing year and the remuneration, if any, of the auditors shall be fixed. The members may consider and transact any business either special or general at any meeting of the members provided notice shall be posted at least ten (10) days before such meeting upon a notice board in a prominent place in each college of Trent University giving particulars of the business to be transacted thereat, or published as hereinafter provided. The Board of Directors or the President shall have the power by like notice to call at any time a general meeting of the members of Trent Radio.

## Notice

2.07. Notice of the time and place of meetings of members, annual or general, may be given to each member by mailing written notice by the internal Trent University postal system, or by notice printed in the student publication of Trent University or by notice posted on a notice board in a prominent place in each college of Trent University, provided that notice shall be so mailed, printed or posted, ten (10) clear days in advance of the time fixed for the holding of such meetings; provided that any meetings of the members may be held at any time and place without such notice if all members of the Trent Radio are present thereat, and at such meeting any business may be transacted which the Trent Radio, at annual or general meetings, may transact. In the event that Trent Radio is at the material time operating a wireless radio service notice of the holding of any annual general meeting of the Members shall also be published by being announced on the air at least five occasions at least ten (10) days prior to the date of the meeting.

#### Error or Omission in Notice, Waiver of Notice

2.08. No error or omission in giving notice of any annual or general meetings or any adjourned meeting, whether annual or general, of the members of Trent Radio shall invalidate such meeting, or make void any proceedings taken thereat, and any members may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of mailing notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of Trent Radio.

#### Adjournments

2.09. Any meetings of the members of Trent Radio may be adjourned to any time and from time to time and such business may be transacted at any such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of a quorum.

#### Quorum of Members

2.10. A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person.

#### Members may Requisition Meetings

2.11. Not less than one-tenth of the members of Trent Radio entitled to vote at the meeting proposed to be held, may request the Directors, by means of a petition or other means, to call a general meeting of the members for any purpose connected with the affairs of Trent Radio, not inconsistent with the Corporations Act of Ontario.

### ARTICLE III

#### 3. BOARD OF DIRECTORS

##### Qualification and Term

##### 3.01.

The affairs of Trent Radio shall be managed by a Board of seven (7) directors, each of whom at the time of his election or within ten (10) days thereafter and throughout his term of office shall be a member of Trent Radio. Each director shall be elected to hold office until the next annual meeting after he shall have been elected or until his successor shall have been duly elected or qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. Members of the Board of Directors shall be, at all times, Canadian Citizens, except when seen to be of exceptional benefit to Trent Radio and its direction. A majority of the Board shall be enrolled students of Trent University at the time of their election or appointment. Taken together the Board shall be at all times balanced and shall be drawn from among the student body, Trent Radio's volunteers and the community, and may include member(s) drawn from Trent University. The two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution as has been posted, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualified member in his stead for the remainder of his term.

#### Vacancies - Board of Directors

3.02. Vacancies on the Board of Directors, however caused, may, so long as a majority of the directors remain in office, be filled by the directors from among the qualified members of Trent Radio, if they shall see fit to do so, otherwise such vacancy shall be filled at a special general meeting of the members called for that purpose within two months of the vacancy occurring, or, where such vacancy shall occur in the quarter of the year in which the annual general meeting shall be held, then such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a majority of the directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred which shall be filled in the manner above provided.

#### Nominating Committee - Ballot on Contention

3.03. At annual meetings a Nominating Committee consisting of two members of the Board and not less than three other members of Trent Radio, appointed by the Board, will submit nominations to fill vacancies of the Board for consideration by the membership. Nominations must be posted on a Notice Board, in a prominent place in each college of Trent University at least ten (10) days before the annual meeting, or published as hereinbefore provided. Further nominations may be made by any seven (7) members in good standing by delivering a nomination paper signed by them to the Secretary of Trent Radio not later than seven (7) days before the annual meeting. If more than seven (7) persons or such greater number as shall constitute a full board or increase thereof are nominated, an election by ballot shall take place at the annual meeting. No member shall be eligible for re-election until one year has elapsed from the date of his resignation or removal from the Board.

#### Quorum and Meetings

3.04. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or by the Secretary on direction of the Chair or Vice-chair, or by the Secretary on direction on direction in writing by two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one (1) day before the meeting is to take place, or shall be mailed to each director not less than two working days before the meeting is to take place. The statutory declaration of the Chair, Vice-chair or Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be given. A directors' meeting may also be held, without notice, immediately following the annual meeting of Trent Radio.

#### Errors in Notice

3.05. No error in omission in giving such notice for a meeting of the directors shall invalidate such a meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### Adjournments

3.06. Any meetings of the directors of Trent Radio may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding the absence of a quorum.

#### Voting

3.07. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair, the duties of the Chair may be performed by the Vice-chair or such other director as the Board may from time to time appoint for the purpose.

#### Powers

3.08. The directors of Trent Radio may administer the affairs of Trent Radio in all things and make or cause to be made for Trent Radio, in its name, any kind of contract which Trent Radio may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers to all such other acts and things as Trent Radio is by its Charter or otherwise authorized to exercise and do.

#### Remuneration of Directors

3.09. The directors shall receive no remuneration for acting as such.

#### Committees

3.10. The Board may, from time to time, appoint committees for such purposes as the Board deems fit from among the members of Trent University and such other members of the community as the Board deems appropriate.

## ARTICLE IV

### 4. OFFICERS

#### Election or Appointment

4.01. There shall be a President, and a Chair of the Board, and a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time, and as it may from time to time appoint. One person may hold more than one office except the offices of President and Vice-president. The President, and the Chair of the Board, and the Vice-chair of the Board shall each be elected by the Board at a meeting of the Board. In default of such election, the then incumbents shall hold office until his successor is elected or appointed. Officers of Trent Radio other than the President and the Chair of the Board, and the Vice-Chair may, but need not, be members of the Board, and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

#### Duties of Officers

4.02. CHAIR OF THE BOARD - The Chair of the Board of Directors shall, when present, preside at all meetings of the Board of Directors of Trent Radio. He shall ensure the preparation of a proper agenda, including follow-up of matters and responsibilities heretofore assigned, for all such meetings and due notification of the members of the Board of time and place of meetings and where appropriate of particularly significant or urgent matters to be introduced thereat.

4.03. VICE-CHAIR OF THE BOARD - The Vice-chair of the Board of Directors shall perform the duties of the Chair in the absence or inability to act of the Chair and shall, in addition render assistance to the Chair in the performance of such duties when called upon to do so.

4.04. PRESIDENT - The President shall, when present preside at all meetings of members of Trent Radio. The President shall also be charged with the general and overall management and supervision of the affairs and operations of Trent Radio. The President with the Secretary and other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President to act, his duties and powers may be exercised by the Vice-president or such other director as the board may from time to time appoint for the purpose, and where the Vice-president or such other director appointed exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

4.05. SECRETARY - The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose and, without limiting the generality of the foregoing, a register of directors and a register of members except in circumstances where the provisions of Section 2.05 (a) of Article II apply, in which case Trent University shall make and keep a register of members admitted as members under the provisions of Section 2.05 (a) of Article II, showing the date of their elections or approval and of their respective retirements or removal. He shall give all notices required to be given to members and directors. He shall be the custodian of the seal of Trent Radio and of all books, papers, records, correspondence, contracts and other documents belonging to Trent Radio which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such a person or person as may be named in the resolution, and he shall perform other such duties as may from time to time be determined by the Board of Directors.

4.06. TREASURER - The Treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of Trent Radio in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of Trent Radio in such bank or in the name and to the credit of Trent Radio in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of Trent Radio under the direction of the Board of Directors, taking proper vouchers therefor and shall render to Trent Radio directors at the regular meetings thereof, or whenever required of him, an account of all his transactions as treasurer, and of the financial position of Trent Radio. He shall also perform other such duties as may from time to time be determined by the Board of Directors. The office of Secretary and the office of Treasurer may from time to time be combined as the office of Secretary-Treasurer, as the Board of Directors may from time to time determine.

4.07. MANAGER - The directors may appoint a Manager for Trent Radio who shall be responsible for preparing the Financial Statement for approval by the Board, including all amounts spent on honorariums, and shall prepare a budget before the beginning of each fiscal year. He shall be responsible for day-to-day management of the radio station operated by Trent Radio and manage office facilities and licensing matters and handle all security, relations with other organizations and related business. The Directors may appoint a Programme Co-ordinator who shall have overall responsibility for programming on Trent Radio, including all scheduling, the format of programmes, continuity, hours of operation, publicity and promotions, programme quality maintenance, enforcement of CRTC programming regulations, planning and control of special broadcasts and related activities.

4.08. TECHNICAL CO-ORDINATOR - The Directors may also appoint a Technical Co-ordinator who shall be responsible for technical training, certification of technicians and operators, and special technical arrangements and shall be responsible for ensuring the proper care, security, maintenance and supervision of hardware at all times.

4.09. OTHER OFFICERS - the duties of all other officers of the Trent Radio shall be such as the terms of their engagement calls for, or the Board of Directors requires of them.

## ARTICLE V

### 5. EXECUTION OF DOCUMENTS AND BANKING

#### General Authority

5.01. The President or the Vice-president, together with the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer shall have the authority to sign in the name and on behalf of Trent Radio all instruments in writing and any instruments in writing so signed shall be binding upon Trent Radio without any further formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of Trent Radio either to sign instruments in writing generally or to sign specific instruments in writing. Notwithstanding the foregoing and the fact that one person may hold more than one office as provided in Section 4.1 the signatures of not less than two different persons shall at all times be required. The corporate seal may, when required, be affixed to any instrument in writing.



The term "instrument in writing" as used herein, shall without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases and discharges from the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

Save as aforesaid or otherwise in this by-law specifically provided no agent, officer or servant shall have any power or authority to bind Trent Radio by any contract or engagement or to pledge its credit save in the ordinary course of his office for usual matters in the ordinary course of business.

#### Bank Accounts

5.02. The Trent Radio bank accounts shall be kept in such chartered bank, trust company or other firm or corporation carrying on a banking business as the Board of Directors may by resolution from time to time determine.

#### Cheques, Drafts and Notes

5.03. Cheques on bank accounts, drafts drawn or accepted by Trent Radio, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed as the case may be, by the Treasurer or other such officer or officers, person or persons as the Board of Directors may by resolution from time to time name for that purpose, or by such imprinting device or facsimile signature as the Board of Directors may by resolution authorize.

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of Trent Radio's bank account by the Treasurer or other such officer or officers, person or persons, as the Board of Directors may by resolution from time to time name for the purpose, or they may be endorsed "for collection" or "for deposit" by means of a stamp bearing Trent Radio's name. The Treasurer or any one of such agents, officers or servants so appointed by arrange, settle, balance and certify all books and accounts between Trent Radio and Trent Radio's bankers and may receive all paid cheques and vouchers and sign all banks' form of settlement of balances and releases of verification slips.

#### Deposits

5.04. All funds of Trent Radio shall be deposited from time to time to the credit of Trent Radio in such bank or banks or trust company or trust companies or with such depository or depositories as the Board of Directors may from time to time approve.

## ARTICLE VI

### 6. RECORDS AND ACCOUNTS - FISCAL YEAR AND AUDIT

#### Records and Accounts

6.01. The Directors shall cause to be kept the documents and registers from time to time prescribed by The Corporations Act to be kept by Trent Radio and proper books of account recording therein:

- (a) all sums of money received and expended by Trent Radio and all matters in respect of which the receipt and records take place;
- (b) all revenues and disbursements by Trent Radio;
- (c) the assets and liabilities of Trent Radio;
- (d) all other transactions affecting the financial position of Trent Radio;
- (e) a copy of the financial statement presented to the membership at each annual meeting.

#### Accounting Agent

6.02. All records and accounts or any of them required to be kept as aforesaid may be caused to be kept by Trent Radio through its accounting division, servants and agents, manually or by computer or part manually, part computer, and any records of transactions so kept shall be deemed sufficient for the purposes hereof and monies due of members paid to the University by the University and the sum of such deductions credited against amounts due to the University on account of transactions by Trent Radio without the same being deposited in a bank account or accounts of Trent Radio.

#### Fiscal Year

6.03. The fiscal year of Trent Radio shall terminate on August 31st in each year.

#### Audit

6.04. Trent Radio at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting and until the appointment of his or their successor or successors until he or they shall resign or his or their offices become vacant by death. At least once in every fiscal year such auditor or auditors shall examine the accounts of Trent Radio and any balance sheet report thereon to the Members. The directors may fill any casual vacancy in the office of the auditor.

ARTICLE VII

INTERPRETATION OR AMENDMENT OF BY-LAWS

7.01. In these by-laws and in all other by-laws of Trent Radio hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

7.02. The Board of Directors may, by resolution amend, revise, vary or delete any provision of this by-law and the same shall have effect until the next Annual or General Meeting but not thereafter unless assent to such amendment, revision, variation or deletion is given by a majority of members present and voting at such Annual or General Meeting of members on not less than ten (10) days notice of such intent to amend, revise or delete provisions of the By-laws, given in proper form.

Revised and ratified by the Membership at a General Meeting held in the City of Peterborough, in the Province of Ontario on 19 November 2000.

November 2000

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Emily Addison, President

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Nancy Logger, Secretary