

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of:

### **Trent Radio**

#### **ARTICLE 1. General**

##### **1.01. Name:**

The name of the corporation is **Trent Radio**.

##### **1.02. History & Nature of Operations:**

Trent Radio is primarily sponsored and operated by the students of Trent University. The organization is a non-profit cultural and educational radio facility founded as a student club in 1968, currently broadcasting to Peterborough/Nogojwanong and the Kawarthas as 92.7 CFFF-FM. The organization was incorporated on January 16, 1978 without share capital under the laws of Ontario and registered as a charitable organization under the Income Tax Act of Canada (charitable number: 119268910RR0001).

##### **1.03. Seal:**

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

##### **1.04. Definitions:**

In this by-law, unless the context otherwise requires:

1. "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Articles" means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "Board" means the board of directors of Trent Radio;
4. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
5. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

6. "Member" means an individual who is member of Trent Radio
7. "Members" means the collective membership of the Trent Radio; and
8. "Officer" means an officer of the Corporation.

Other than as specified in Section 1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## ARTICLE 2. MEMBERSHIP

### **2.01. Classes of Membership:**

Trent Radio shall have four classes of Membership: Student, Community, Organizational, and Honourary.

### **2.02. Student Membership:**

Anyone who pays the Trent Radio levy as part of their student fees at Trent University is, by default, a Member of Trent Radio. The amount of the levy fee is set by the student body of Trent University via referendum through their representative student union/association. Trent University determines the criteria of fee-paying students, collects said fee from eligible students, and transfers the sum to Trent Radio. Student Memberships expire the 30th day of September following the last university term for which the member paid the Trent Radio levy fee.

### **2.03. Community Membership:**

Trent Radio welcomes individuals who are not eligible for Student Membership to become members by: completing an application to be approved by the Board of Directors and paying a membership fee as determined annually by the Board of Directors, but not being less than the current annual student levy fee. The Board may choose to waive a Community Membership fee in recognition of in-kind contributions and/or financial hardship. Community Membership fees expire with the end of each financial year (the 31st day of August).

### **2.04. Organizational Membership:**

Trent Radio welcomes community organizations to become Members by completing an application to be approved by the Board of Directors and paying a membership fee as determined annually by the Board of Directors, but not being less than the current annual student levy fee. Organizational Memberships expire with the end of each financial year (the 31st day of August).

**2.05. Honourary Membership:**

The Membership or Board of Directors may, by extraordinary resolution (a resolution passed by at least 80% of the votes passed), confer an Honourary Membership to any individual to recognize exceptional contributions to Trent Radio or the broader Trent University/Peterborough/Nogojiwanong communities. Honourary Members do not pay a membership fee and are valid indefinitely, unless revoked by the Membership or Board of Directors.

**2.06. Rights and Benefits of Membership:**

Every Member in good standing shall be entitled to one vote on any question arising at any special or general meeting of the members. Organizational Members shall designate a single individual to vote on their behalf for each meeting. 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 set out 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.

**2.07. Termination of Membership:**

Memberships shall be terminated by: the death of a member, the expiry of membership fees, or the receipt of a letter of resignation of membership by the Board of Directors. In exceptional circumstances, the Board of Directors may, subject to 2.08 below, by extraordinary resolution (a resolution passed by at least 80% of the votes passed), revoke a Community, Organizational or Honourary Membership. The Board of Directors cannot revoke a Student Member's right to vote at meetings, but may, by extraordinary resolution, revoke their entitlement to the use of any facilities and premises of Trent Radio.

**2.08. Procedure for Discipline or Termination of Member:**

Upon 15 days' written notice to a Member, the Board may pass an extraordinary resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Act, Articles, By-laws and/or conditions of Membership.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## ARTICLE 3. MEMBERS' MEETINGS

### **3.01. Place of Members' Meeting:**

The general meetings of the members shall be held in the City of Peterborough/Nogojiwanong if in-person or can be hosted electronically.

### **3.02. Annual General Meeting:**

The Annual General Meetings ("AGM") of Trent Radio shall be held in November or December of each year following the date of the auditor/accountant's report submitted to Trent Radio for the last preceding financial year end, in order to meet the reporting deadline for the Canadian Radio-television and Telecommunications Commission ("CRTC").

At every AGM, in addition to any other business that may be transacted: the report of the Directors, the financial statement, and the report of the auditor/accountant shall be presented, and Directors shall be elected and auditor/accountant appointed for the ensuing year.

### **3.03. Special Meetings:**

The Board of Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of at least ten percent (10%) of the membership to be called within 21 days after receiving the requisition.

### **3.04. Notice:**

Subject to the Act, not less than ten (10) and not more than fifty (50) days' notice of any annual or special Members' meeting shall be given. Notice can be given via postal mail, electronically, and via regular University communications channels to Members, each Director and to the auditor/accountant.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

In the event that Trent Radio is at the time operating a wireless radio service, notice of any annual or special meeting of the Members shall also be published by being announced on the air at least five (5) occasions at least ten (10) days prior to the date of the meeting.

### **3.05. Quorum of Members:**

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

## ARTICLE 4. BOARD of DIRECTORS

### 4.01. Qualification and Term:

Subject to the Articles, the affairs of Trent Radio shall be managed by a Board with a minimum of seven (7) and maximum of twelve (12) Directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a member of Trent Radio. A majority of the Board shall be enrolled students of Trent University at the time of their election or appointment.

Each director shall be elected to hold office until the AGM after their election or until a replacement director is elected or qualified. The whole board shall be retired at each AGM, but shall be eligible for re-election if otherwise qualified. The election may be made by a show of hands unless a ballot is demanded by any Member. The Members may, by Ordinary Resolution, at any meeting of the Members that has been called for the purpose of removing a director remove that director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any qualified member in their stead for the remainder of their term.

### 4.02. Duties of Directors and Officers:

Every director and officer in exercising their powers and discharging their duties to Trent Radio shall:

- (a) act honestly and in good faith with a view to the best interests of Trent Radio; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer shall comply with:

- (a) the Ontario Not-for-Profit Corporations Act (ONCA) and its regulations;
- (b) the Charities Accounting Act and its regulations;
- (c) the Broadcasting Act and its regulations;
- (d) the Income Tax Act; and
- (e) Trent Radio's articles and by-laws.

### 4.03. Vacancies:

When a vacancy arises on the Board of Directors, the existing directors may appoint a new Director from among the qualified Members of Trent Radio so long as a majority of the Directors remain in office. Otherwise, a vacancy shall be filled at a special 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 AGM shall be held, then such vacancy shall be filled at the next AGM. The same process shall be applied when the number of directors on a board is increased between terms.

### 4.04. Quorum and Meetings:

A majority of the Directors shall form a quorum. The Board may hold its meetings at such place or places as it chooses. 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. 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. Directors shall be provided with an agenda and any documents relevant to agenda items at least two (2) business days in advance of a Board meeting in order to form a reasoned judgment on decisions to be made.

#### **4.05. Voting:**

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 their original vote, shall have a second or deciding 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 proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **4.06. Remuneration of Directors:**

The directors shall receive no remuneration for acting as such, but may be reimbursed for reasonable expenses.

#### **4.07. Nominating Committee:**

At AGMs a Nominating Committee consisting of at least two (2) members of the Board and not less than three (3) other Members of Trent Radio, will be appointed by the membership. At the following AGM the committee will submit nominations to fill vacancies of the Board for consideration by the membership. Nominations must be included with notice of meeting at least ten (10) days before the annual meeting. 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 (or designated staff) 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 their resignation or removal from the Board.

#### **4.08. Other Committees:**

The Board may, from time to time, appoint committees for such purposes as the Board deems fit from among the members of Trent Radio and the broader University/Peterborough/Nogojiwanong communities.

## **ARTICLE 5. Officers**

#### **5.01. Appointment of Officers:**

The Board may designate the offices of Trent Radio, appoint officers, specify their duties and delegate to them powers to manage the activities and affairs of Trent

Radio. A Director may be appointed to any office of Trent Radio; and two or more offices of Trent Radio may be held by the same person. Other than the President and Chair of the Board, officers may, but need not, be members of the Board.

#### **5.02. Limitations on Delegation of Powers of the Board:**

The Board may not delegate the following powers to an officer, staff, or committee of directors:

- a) To submit to the members any question or matter requiring the approval of the members;
- b) To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation;
- c) To appoint additional directors;
- d) To issue debt obligations except as authorized by the Board;
- e) To approve any financial statements;
- f) To adopt, amend or repeal by-laws; and
- g) To establish contributions to be made, or dues to be paid, by members.

#### **5.03. Duties of President and Chair:**

A Director shall be appointed President and Chair of the Board of Directors and shall, when present, preside at all meetings of the Board of Directors and Membership of Trent Radio. They shall ensure the preparation of a proper agenda, notify the members of the Board of time and place of meetings, and where appropriate of particularly significant or urgent matters to be introduced. The President shall also be charged with the general and overall management and supervision of the affairs, staff, and operations of Trent Radio, and shall act as the usual Spokesperson for Trent Radio. In recognition of the contributions of the student body of Trent University to Trent Radio, the best practice shall be to have a Student Member hold this office.

#### **5.04. Duties of Vice-President:**

During the absence or inability of the President to act, their duties and powers may be exercised by the Vice-President. In addition, render assistance to the President and Chair in the performance of such duties when called upon to do so.

#### **5.05. Duties of Secretary:**

The Secretary shall be the clerk of the Board of Directors. They shall, where possible, keep a roll of the names and addresses of the Members; ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees; attend to correspondence on behalf of the Board; maintain all minute books, documents, registers and the seal of the Corporation by law; ensure that all reports are prepared and filed as required by law or requested by the Board.

#### **5.06. Duties of Treasurer:**

The Treasurer shall work with staff to ensure full and the accurate accounts of all receipts and disbursements of Trent Radio in accordance with generally accepted accounting principles, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of Trent Radio. The Treasurer shall also perform such other duties as may from time to time be directed by the Board. 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.

## **ARTICLE 6. Documents, Records, and Accounts**

#### **6.01. General Authority:**

The Board shall appoint at least three (3) signing authorities (two Directors, one staff). Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed (manually or digitally) by any two of its signing authorities. Any person authorized to sign any document may affix the corporate seal to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

#### **6.02. Financial Management:**

As per the Act, the Board shall manage or supervise the management of the activities and affairs of the corporation, including banking and finances.

#### **6.03. Records:**

The Board shall ensure records are kept in compliance with the Act, all laws applicable to charities and generally accepted accounting principles (GAAP), including:

- a) accounting records adequate to enable the Directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis;
- b) and retaining these accounting records for at least six years.

#### **6.04. Auditor/Accountant:**

Trent Radio at each AGM shall appoint an auditor to conduct an audit of Trent Radio's finances, or if permitted by the Act, by extraordinary resolution (a resolution passed by at least 80% of the votes cast by Members at the meeting) to appoint an accountant to conduct a review engagement. Such auditor or accountant shall hold office until the next Annual General Meeting. The Board may fill any casual vacancy in the office of the auditor or accountant.

#### **6.05. Financial Year:**

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

## ARTICLE 7. Protection of Directors and Others

### 7.01 Protection of Directors and Officers:

No Director, Officer or committee member of Trent Radio shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of Trent Radio or for joining in any receipt or for any loss, damage or expense happening to Trent Radio through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of Trent Radio or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to Trent Radio shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## ARTICLE 8. Amendment of By-Laws

### 8.01. Amendment of By-Laws:

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 (Nogojiwanong), in the Province of Ontario on 3 December 2023.**

\_\_\_\_\_ [original signed] \_\_\_\_\_ Andréanna Sullivan, President

\_\_\_\_\_ [original signed] \_\_\_\_\_ Henry Allen, Secretary