# HALIBURTON COUNTY COMMUNITY RADIO ASSOCIATION <br> (also commonly known as 100.9 Canoe FM) 

By- LAW No. 1

Approved at the Special Members Meeting September 22, 2022

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## BY-LAW NO. 1

BE IT ENACTED as a By-Law of the HALIBURTON COUNTY COMMUNITY RADIO ASSOCIATION (hereinafter called the "Corporation") as follows:

## 1. REGISTERED OFFICE

The registered office of the Corporation shall be in the Village of Haliburton and at such place therein as the Directors may from time to time determine.

## 2. NAME AND TITLE

The organization is called "Haliburton County Community Radio Association". For the purpose of marketing the organization may refer to itself as Canoe FM, CKHA, or any other name as required by any regulatory body.

## 3. SEAL

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

## 4. LETTERS PATENT

The Corporation was incorporated by Letters Patent dated the $18^{\text {th }}$ day of July 2001, Ontario Corporation Number 1484277.

## 5. DIRECTORS

a. A Board shall consist of not less than seven (7) and not more than twelve (12) Directors who shall manage the affairs of the Corporation. A majority of the currently elected directors shall constitute a quorum.
b. Directors must be individuals, 18 years of age, with power under law to contract.
c. Any member of the community may indicate their interest to stand as a candidate for the Board of Directors by submitting a resume to the Chair of the Nominations Sub-Committee by a date specified by the Governance Committee. In order to fill any vacancies for the coming year, the Nominations Sub-Committee will screen and interview all candidates and will present a slate of returning Board members and new Board nominees to the Governance Committee. The Governance Committee will then bring forward this recommended slate to the Board for approval. The Board will present the slate of Directors to be voted on by the Members of the Corporation at the Annual General Meeting.
d. The term of office for all directors shall be for two (2) years with a maximum of three (3) consecutive terms
e. The Board shall have the authority to extend the term of a Board member up to one additional term of two years if they deem it necessary due to exceptional circumstances. Such circumstances would include but not be limited to:
i. The exiting Board member has specific skill required for Board governance
ii. The exiting Board member holds an Officer position for which a qualified candidate is not readily available
iii. There are not enough suitable Board candidates to fulfill Board composition.
f. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Corporation, otherwise 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 quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
g. A director may resign by mailing, postage prepaid, addressed to the Corporation at its registered office address, or by delivering to the Secretary or to any other officer of the Corporation his or her written resignation which shall take effect, upon the day of such mailing or delivery.
h. The Board of Directors may hold its meetings at any place within Ontario.
i. No error or omission in such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.
j. Directors' meetings may be formally called by the Chair, Vice-Chair or Secretary. Notice of such meetings shall be given to each director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or Chair 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 meeting no notice need be sent.
k. A declaration by the Chairperson 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 to the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair or the ViceChair, any other Director shall perform the Chairperson's duties as the Board may from time to time appoint.
I. The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and
may exercise all such other powers and do all such acts and things as the Corporation is authorized to exercise and do.
m . The Directors shall receive no remuneration for acting as such.
n . If, within twenty minutes after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the next regularly scheduled meeting of the Board, or no resolution shall be decided until the next regularly scheduled meeting of the Board.
o. The by-laws of the Corporation not embodied in the Letters of Patent may be repealed or amended or a new by-law relating to the requirements of any current Ontario legislation. Such amendments may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law.
p. It is expected that each director shall contribute 50 hours volunteer service annually.
q. The office of director shall be automatically vacated:
i. If at a special general meeting of members, a resolution is passed by a majority of the votes cast in favour of the removal of the director;
ii. If he is found by a court to be of unsound mind;
iii. If he becomes bankrupt or suspends payment or compounds with his creditors;
iv. On death;
provided that, if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

## 6. OFFICERS

a. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as the Directors in their discretion shall from time to time elect or appoint.
b. Any office may be held by the same person except Chair and Vice-Chair.
c. The Chair, the Vice-Chair, the Secretary and the Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board, after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board shall hold office until their successors are elected.
d. The Board of Directors shall appoint all other officers.
e. In the absence of an agreement to the contrary:
i. all offices shall be held at the pleasure of the Board of Directors; all officers shall be subject to removal with or without cause by resolution of the Board
ii. officers may resign their offices at any time at a meeting of the Board or by delivering their resignations to the Secretary or to any other officer or mailing the same addressed to the Corporation at its registered office address. An officer shall continue in office until such officers successor is elected or appointed.
f. The Chair, when present, shall preside at all meetings of the members of the Corporation and of the Board of Directors.
g. The Chair shall also be charged with the supervision of the affairs of the Corporation, and together with the Secretary or other officers appointed by the Board for this purpose shall sign all by-laws.
h. In the absence of the Chair, the Chair's duties and powers may be exercised by the Vice-Chair(s) and in the absence of the Vice-Chair by such other director or officers as the Board shall from time to time designate.
i. The Secretary, or a person designated to perform the usual duties of a Secretary on the Secretary's behalf, shall attend all meetings of the Board and record all facts and minutes of all proceedings. The Secretary, or designate shall give all notices required to be given to members and to Directors and shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.
j. The Treasurer, or person performing the usual duties of a Treasurer on the Treasurer's behalf, shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Corporation and deposit all monies or other valuable effects to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
k. The Treasurer shall disburse or be responsible for disbursements of the funds of the Corporation under the direction of the Board of Directors and shall report to the Board of Directors at their regular meetings or whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.
I. The duties of all other officers of the Corporation shall be such as the Board of Directors requires of them.

## 7. MEMBERSHIP

In addition to the Board of Directors, the General Membership shall consist of permanent and seasonal residents of Haliburton County who have contributed fifty (50) volunteer hours in the preceding fiscal year and are current volunteers and have paid any membership fee as determined by the Board. A fee for membership shall be at the discretion of the Board and may be changed from time to time. No membership is transferable. One membership represents one vote.

## 8. MEETINGS OF MEMBERS

a. Subject to compliance with Section 293 of The Corporations Act (Ontario) or successor legislation, the annual meeting of the members shall be held not more than fifteen (15) months after the holding of the last preceding annual meeting. Other meetings of the members may be convened at any time and place within Ontario by the Chair or the Vice-Chair or by order of the Board of Directors.
b. At every annual meeting of members in addition to any other business that may be transacted, the report of the Chair, the Treasurer, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.
c. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
d. Notice of the time and place of every meeting of members, annual or general shall be given to each member by sending the notice by e-mail or by public notice or advertisement published in a local newspaper no more than fifteen (15) days and no less than ten (10) days before such meeting
e. A quorum for the transaction of business at any meeting of members shall consist of 3 of the eligible voting members present. Members may not be represented and may not vote at meetings of members by proxy.
f. At all meetings of members every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by show of hands unless any member demands a poll. Upon a show of hands every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall not be entitled to a second vote.

## 9. BANKING AND NEGOTIABLE INSTRUMENTS

a. Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons, as the Board of Directors shall from time to time determine.
b. All cheques, bills of exchange or other orders for the payment of money, notices or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two (2) of the Chair, Vice-Chair, Treasurer, Secretary or Station Manager of Haliburton County Community Radio Association, who shall be appointed by the Board of Directors. Any two of the above may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

## 10. INVESTMENTS

a. The Board of Directors may invest the funds of the Corporation not immediately required for the carrying on of its activities in such investments as the Board of Directors in its discretion may decide, in CIDC insured investments and/or Government of Canada guaranteed investments.
b. Records shall be kept and maintained at all times containing detailed information as to testamentary documents or for any other instruments of trust or trust deed for the instruction and guidance of the Board of Directors and all other persons directly or indirectly concerned in the administration pertaining thereto and all such documents received shall be kept on file.

## 11. NOTICE

a. Subject to paragraph 7(d) or whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given either personally, by fax, email or posted letter to the director, officer or member at the last address recorded for such director, officer or member and as the same appears on the books of the Corporation.
b. A notice or other document sent by post shall be deemed to be sent at the time when it was dated-stamped or if faxed or emailed shall be deemed to be sent when done so by the sender.
c. Any member, director or officer may waive any notice required to be given by the by-laws of the Corporation or by statute.

## 12. INDEMNIFICATION

To the extent permitted by law the Corporation shall indemnify and save harmless every director, officer and employee of the Corporation and their respective heirs and legal representatives against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director, officer, or employee of the Corporation. The Corporation shall provide Executive Liability insurance at the Corporation's expense at all times, the amount of which shall be approved by the Board of Directors from time to time.

## 13. PROTECTION OF DIRECTORS AND OTHERS

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the inefficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for insufficiency or deficiency of any security in or upon which any money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Corporation with who 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:
i) complied with the currently enforced Act and the Corporation's articles and By-laws; and
ii) exercised their powers and discharged their duties in accordance with the currently enforced Act.

## 14. EXECUTION OF DOCUMENTS

All deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by any such two (2) Board members as shall be chosen by the Board of Directors by resolution of same and approved by the Board of Directors.

## 15. CHARITABLE DONATIONS

Canoe FM may donate lottery funds to registered charities, charitable organizations and not for profit organizations in the County of Haliburton for the benefit of the community and its citizens. A resolution passed by a
majority vote of the Board of Directors shall determine the recipient of the funds and the percentage they shall receive

## 16. MINUTES OF BOARD OF DIRECTORS

The minutes of the Board of Directors shall be available on request to the general membership of the Corporation.

## 17. COMMITTEES

a. The Board of Directors may from time to time as they deem necessary appoint such committees consisting of such numbers of Directors, members and/or other persons as may be deemed desirable and shall prescribe duties and term of office.
b. Unless otherwise directed, the Chair shall be ex officio a member of all committees.
c. Any committees so appointed may meet for the transaction of business, and otherwise regulate their meetings, including adjournment, as required under their terms of reference.
d. Unless otherwise determined by the Board of Directors, a majority of appointed members of a committee shall constitute a quorum.
e. Any questions arising at any meeting of a committee shall be decided by a majority of votes cast by the appointed Committee members.

## 18. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation of any applicable statute or law are regularly and properly kept.

## 19. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of August in each year or on such other day as the Board of Directors may from time to time determine.

## 20. DISPOSITION OF PROPERTY ON DISSOLUTION

The Corporation upon its dissolution and after payment of all of its debts and liabilities, at the discretion of the Board, shall dispose of its remaining property or a part of that property shall be distributed or disposed of to charitable organizations or organizations whose objects are beneficial to the community.

## 21. INTERPRETATION

Unless the contract otherwise requires, in all by-laws of the Corporation the singular shall include the plural; the plural shall include the singular; the word "persons" shall include firms and Corporations; the masculine shall include the feminine and, where applicable to Corporations, the neuter; and reference to any statute or statutory provision shall extend to any amendment thereof or substitution therefore then or thereafter made.

