



Radio Communautaire Missisquoi Incorporated

2011

BY-LAWS / REGLEMENTS

Table of Contents

Objectives..... 3

Interpretations 3

 Name..... 3

 Definitions 3

 Act and Regulations..... 6

 Head Office..... 7

 Books of the Corporation..... 7

 Accounting records 8

 Statement of Accounts 8

 Building Assets..... 8

 Banking 9

 Directors of the Corporation..... 9

Officers..... 10

 Meetings of the Board of Directors 11

Membership..... 11

 1. Types of Membership..... 11

 2. Proof of Membership..... 12

 3. Membership fee and annual fees..... 12

 4. Notice and information to members..... 13

 5. Member`s Meetings..... 13

Objectives

The objectives of the Corporation are:

"Social and cultural, without monetary recompense for the members

To provide community-based programs for radio broadcasting in the geographical region of Quebec bounded more-or-less by Pottou in the east, Waterloo in the north, Farnham/Dunham in the west and the US/Canadian border in the south (the administrative districts of Pottou, Sutton and Brome)

To broadcast those programs, allowing for delays imposed by the technology, simultaneously over the Internet

To make available, over the Internet, those community-based broadcasts, previously recorded and made available over the radio

To produce shows for broadcasting simultaneously, or recorded, for subsequent broadcast, over the radio and Internet

To provide a forum for discussion, of those radio broadcasts, over the Internet

To follow the rules and regulations of the CRTC for radio and Internet broadcasting

To collect fees and membership dues

To advertise, for a fee, products and services on the radio, through the Internet and by other methods as the Corporation deems appropriate"

Interpretations

Name

The corporation is known as the Radio Communautaire Missisquoi Incorporated, called the Corporation in these By-laws, as authorized in the Province of Quebec by the Lettres Patentes, Loi sur les compagnies, Partie III (L.R.Q., chap C-38, art. 218), registered 16th December, 1998, reference number 11482100066.

Definitions

Unless there exists an express contrary provision or unless the context clearly indicates otherwise, in the by-laws of the Corporation, in the minutes of the proceedings of the Board of Directors, of the Executive Committee and of the other committees of the Board of Directors and in the resolutions of the directors, of the Executive Committee and of

the other committees of the Board of Directors as well as in the minutes of the meetings of the members the term or expression:

“Act” or **“Companies Act”** shall mean the *Companies Act*, R.S.Q., c. C-38, and any amendment thereto, either past or future, and shall include, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of the Act shall be interpreted as being a reference to the provision which replaced it:

“An Act respecting the legal publicity of sole proprietorships” shall mean *An Act respecting the legal publicity of sole proprietorships, partnerships and legal persons*, S.Q. 1993, c. 48, and any future amendment thereto and shall include, in particular, any act or statute which may replace it, in whole or in part. In the event of such replacement, any reference to a provision of *An Act respecting the legal publicity of sole proprietorships* shall be interpreted as being a reference to the provision which replaced it;

“auditor” shall mean the auditor or accountant (“accountant”) of the Corporation and shall include, in particular, a partnership within the meaning of the *Civil Code of Quebec*, which is made up of auditors or accountants;

“body corporate” shall include, in particular, a legal person within the meaning of the *Civil Code of Quebec*, a company, a non-profit corporation, a corporation or an association having a juridical personality separate and distinct from its members, wherever or however incorporated;

“by-laws” shall mean the present by-laws, any other by-laws of the Corporation which are in force at the time as well as any amendments thereto;

“contracts, documents or instruments in writing” shall include, among other things, deeds, hypothecs or mortgages, liens, encumbrances, transfers and assignments of property of any kind, conveyances, titles to property, agreements, contracts, receipts and discharges, obligations, debentures and other shares, cheques or other bills of exchange of the Corporation;

“declaration deposited in the Register” shall mean, as the case may be, the initial declaration, the declaration of registration, the amending declaration, the annual declaration or any other declaration which has been filed or which may, in the future, be required to be filed pursuant to *An Act respecting the legal publicity of sole proprietorships* and which has been entered on the Register;

“deed of incorporation” shall mean the memorandum of agreement, the letters patent, the supplementary letters patent and the by-laws passed pursuant to sections 21 and 87 of the Act;

“director” shall mean the person whose name appears at the relevant time in the declaration deposited in the Register or in the by-law deposited with the Inspector General pursuant to section 87 of the Act a notice of which has been deposited in the Register as well as any other person holding the office of director whatever title may be ascribed to such person and shall include, in particular, any *de facto* director as well as any other person who, at the request of the Corporation, acts or acted as director of another body corporate of which the Corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity; and **“Board of Directors”** shall mean the body of the Corporation made up of all the directors;

“Inspector General” shall mean the Inspector General of Financial Institutions who is responsible for carrying out the administration of the Act and of *An Act respecting the legal publicity of sole proprietorships*;

“juridical day” shall mean any Monday, Tuesday, Wednesday, Thursday or Friday, to the extent that it does not fall on a non-juridical day;

“member” shall mean any person satisfying the requisite conditions for any of the classes conferring membership in the Corporation;

“non-juridical day” shall mean any of the following days, namely: any Saturday or Sunday; New Year’s Day (January 1st); Good Friday; Easter Monday; the birthday or the day fixed by proclamation for the celebration of the birthday of the reigning Sovereign; Victoria Day; Dominion Day or Dollard-des-Ormeaux Day; Saint-Jean Baptiste Day (June 24th); Canada Day or Confederation Day (July 1st) or July 2nd if July 1st falls on a Sunday; the first Monday in September designated Labour Day; the second Monday in October designated Thanksgiving Day; Remembrance Day (November 11th); Christmas Day (December 25th); any day appointed by proclamation of the Governor General of Canada to be observed as a day of general prayer or mourning or day of public rejoicing or thanksgiving; in the Province of Quebec, any of the following additional days, namely any day appointed by proclamation of the Lieutenant-Governor to be observed as a public holiday or as a day of general prayer or mourning or day of public rejoicing or thanksgiving within the province, and any day which shall be a non-juridical day by virtue of an act of the legislature of the province as well as any day which shall be appointed to be observed as a civic holiday by resolution of the council or of any other authority charged with the administration of the civic or municipal affairs of a city, town, municipality or other organized district. Moreover, the 26th day of December shall be considered a non-juridical day, as shall the 2nd day of January;

“officer” shall include the President of the Corporation the Vice-President, the Secretary, and the Treasurer;

“person” shall include, in particular, an individual or a natural person, a partnership within the meaning of the *Civil Code of Quebec*, an association, a body corporate, a trustee, the liquidator of a succession, a tutor, a curator, an adviser to a person of full

age, a mandatary, the administrator of a succession or any representative of a deceased person or any other person responsible for the administration of the property of another;

“**Register**” shall mean the register of sole proprietorships, partnerships and legal persons created pursuant to *An Act respecting the publicity of sole proprietorships*, which is also known as the **Centre Informatisé Du Registre des Entreprises du Québec** (CIDREQ) and which is administered by the Inspector General;

“**registration procedure**” shall mean any registration procedure required by law by virtue of which a Corporation shall register or obtain a license or permit in order to carry on business in another province, in another territory, in another state or in another country or political subdivision thereof;

“**Regulations**” shall mean the Regulations made under the Act and as amended from time to time, and any Regulations which may be submitted therefor. In the event of such substitution, any reference in the by-laws of the Corporation to a provision of the Regulations shall be read as a reference to the provision substituted therefor in the new Regulations;

“**representative**” shall mean any officer or mandatary of the Corporation or any other person who, at the request of the Corporation, acts or acted as officer or as mandatary of a body corporate of which the Corporation is or was a member or a creditor or any person who, at the relevant time, acted in that capacity and shall include any promoter or any incorporator of the Corporation; and

“**simple majority**” shall mean fifty percent (50%) plus one (1) of the votes cast at a meeting of the Board of Directors or at a meeting of the members.

Definition in the Act or in the Regulations. Subject to the above definitions, the definitions provided for in the Act or in its Regulations shall apply to the terms and to the expressions used in the by-laws of the Corporation.

Act and Regulations

Rules of interpretation. Terms and expressions used only in the singular shall include the plural and vice-versa, and those only importing the masculine gender shall include the feminine and the neutral genders and vice-versa.

Discretion. Unless otherwise provided, where the by-laws confer a discretionary power upon the directors, the latter shall exercise such powers as they see fit, and shall act prudently, diligently, honestly and faithfully in the best interests of the Corporation and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the Corporation. The directors may also decide not to exercise such power. No provision contained in these by-laws shall be interpreted so as to increase the duties incumbent on the directors beyond those which are provided in the Act.

Precedence. In the event of a contradiction between the Act, the deed of incorporation or the by-laws of the Corporation, the Act shall prevail over the deed of incorporation and over the by-laws and the deed of incorporation shall prevail over the by-laws.

Headings. The headings used in these by-laws shall serve merely as references and they shall not be considered in the interpretation of the terms, of the expressions or of the provisions contained in these by-laws.

Time limits. If the date set for doing anything, in particular the sending of a notice, falls on a non-juridical day, such thing may be validly done on the next juridical day. In computing any time limit set by these by-laws, the day which marks the starting point is not counted, but the day of the deadline is. Non-juridical days are counted but, when the last day is a non-juridical day, the time limit is extended to the next juridical day.

Applicable legislation. Where the Corporation has an establishment or where it carries on business outside the Province of Quebec, it shall comply with the legislation applicable to it in that other province, in that other territory, in that other state or in that other country or political subdivision thereof and, in particular, it shall comply with the registration procedure. The President of the Corporation or any other [erson designated by him are authorized to sign any document and take all appropriate action with respect to such registration procedure.

Head Office

The head office of the Corporation shall be located in the Province of Quebec in the place indicated in its deed of incorporation or at the address indicated at the relevant time in the declaration deposited in the Register or in the by-law deposited with the Inspector General pursuant to section 87 of the Act a notice of which has been deposited in the Register.

Books of the Corporation

The Corporation shall opt for one (1) or more books in which the following documents, as the case may be, are to be kept:

- a copy of the deed of incorporation of the Corporation;
- the by-laws of the Corporation and any amendments thereto;
- a copy of any declaration deposited in the Register;
- the resolutions of the directors, of the Executive Committee and of the other committees of the Board of Directors and the minutes of their meetings, certified by the President of the Corporation or by the Presidentman of the meeting or by the Secretary of the Corporation;
- the minutes of the meetings of the members, certified by the President of the Corporation or by the Presidentman of the meeting or by the Secretary of the Corporation;

- a register of the persons who are presently or have formerly been directors of the Corporation indicating the name, the address and the profession of each one of them as well as the date of the commencement and, as the case may be, of the end of their terms of office;
- a register of the members indicating the name, address, occupation or profession of each member as well as the date of his registration as a member and, as the case may be, the date when he ceased to be so registered; and
- a register of hypothecs or mortgages indicating any hypothec, mortgage, charge or encumbrance on the property of the Corporation, giving, in each case, a brief description of the hypothecated, mortgaged, charged or encumbered property, the amount of the hypothec, of the mortgage, of the charge or of the encumbrance and, except in the case of debentures or other securities payable to order or to bearer, the names of the hypothecary creditors, of the mortgagees, of the assigns or of the persons entitled thereto. With respect to the hypothecs, the mortgages, the charges and the encumbrances securing the payment of debentures or of any other securities payable to order or to bearer, only the name of the trustee in whose favour the hypothec or the mortgage is created need be indicated.

Accounting records

The Corporation shall keep at its head office in the Province of Quebec one (1) or more books in which are recorded its receipts and its disbursements and the matters to which each relates, its financial transactions as well as its credits and its liabilities.

Statement of Accounts

The directors are responsible for insuring that all members receive annually a written report on the financial position of the Society. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the society's financial affairs, shall be signed by the auditor or accountant, or, if there is no auditor or accountant, by two directors and shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.

An auditor or accountant for the Society must be appointed annually by the members of the society at the annual general meeting and, on the failure of the members to appoint an auditor or accountant, the directors may do so.

Building Assets

The Corporation may acquire and possess one or more office buildings to a maximum value not to exceed \$500,000.

Banking

The directors of the Corporation may borrow money from the bank or from a financial institution upon the credit of the Corporation, for the required amounts and by way of overdraft loan or otherwise.

The maximum amount that may be borrowed, without obtaining special approval at a special meeting of the members, or at an AGM, is \$100,000.

Directors of the Corporation

Directors are mandatory. Directors shall have the powers and the duties set out in the Act, in its Regulations, in the deed of incorporation and in the present by-laws as well as those which are inherent in the nature of his office. In the course of discharging his/her duties, he/she shall respect the duties with which he/she is charged under the Act, its Regulations, the deed of incorporation and the present by-laws and he/she shall act within the limits of these powers granted to him. Only voting members may stand for election.

Number. The Corporation shall be managed by a Board of Directors made up of the number of directors indicated in the deed of incorporation of the Corporation (currently specified as seven (7)); this number may be changed in accordance with section 87 of the Act.

Election. The directors shall be elected at each annual general meeting or, as the case may be, at a special general meeting. In the event of a change in the composition of the Board of Directors, the Corporation shall give notice of this change by filing a declaration with the Inspector General in accordance with *An Act respecting the legal publicity of sole proprietorships* or deposit with the Inspector General a by-law in accordance with section 87 of the Act in order that notice thereof may be deposited in the Register.

Term of office. Unless otherwise decided by the members, each director shall hold office for a term of one (1) year or until his successor or his replacement shall have been appointed or elected, unless the term of office of the director ends prematurely. A director whose term of office has ended may be re-elected. The term of office of the first directors whose names appear at the relevant time in the application for incorporation and memorandum of agreement or in the declaration deposited in the register shall commence on the date upon which they shall be appointed or elected to replace the interim directors and shall end when that of their successors or of their replacements shall commence.

Resignation. In the event that a director resigns his/her office or ceases to be a member in the Society, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

Forced Removal. A majority of Directors may, by special resolution, remove from the Board any of their number before the expiration of the period of office. The directors may, with respect to this article, develop a code of conduct for board members or a job description which may provide grounds for such removal.

Conflict of Interest. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, to the Board, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

Remuneration. Directors are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses may be specified in advance by a policy of the Board of Directors.

Management Responsibility. The responsibility for the management of the activities of the Society shall rest with the directors who, in addition to the authorities and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by the Society to achieve its purposes. In particular, the directors shall have power to set policy to guide the management of the society, engage staff, and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee and other committees consisting of directors and/or other such persons as required, for example, a general manager {Director General} who in turn can appoint senior staff and have various powers accorded him/her by the board necessary to operate the corporation..

Officers

The officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer. The offices of Treasurer and Secretary may be combined.

The Board may elect one of their number to be the President of the Society. The President shall be responsible for the effectiveness of the Board of Directors and shall perform such other duties as may be assigned to her/him by the Board from time to time.

The Board may also elect from their number a Vice-President. The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President, or during such period the President may request him/her to do so.

There shall be a Secretary of the Society who shall be responsible for the minutes of the meetings of members and directors, and shall perform such other duties as may be assigned to him/her by the members.

The minutes of all the meetings of the Society and other legal books and records of the Board of Directors shall also be the responsibility of the Secretary.

The Board shall also appoint a Treasurer of the Society who shall be responsible for overseeing financial management practices, insuring that the Directors understand the financial situation of the Society and may carry out other such duties as the Board may assign.

Meetings of the Board of Directors

Meetings of the Board of Directors shall be held as often as the business of the Society may require but not less than quarterly. A meeting of directors may be held at the close of every ordinary or annual general meeting of members of the Society.

Special board meetings may be called by the directors. If notice is required it shall specify the time and place thereof and shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

No business shall be transacted at any meeting of the Board of Directors unless at least a quorum of the directors is present at the commencement of such business. A quorum shall consist of a minimum of four directors or, where there are only four directors or fewer, then a quorum shall consist of all the directors less one.

The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as President at meetings of the Board. At a directors meeting, the President shall have a vote. In the case of an equality of votes, the motion shall be lost.

Membership

1. Types of Membership

The Corporation has five (5) classes of members:

Regular Members

Regular members are voting members of the Corporation. The position is open to any person interested in promoting the objects or the purposes of the Corporation and has demonstrated such purpose through volunteer support during, at minimum, the previous six months, by forwarding an application and fee to the Corporation.

Application for regular membership must be supported by two (2) regular members in

good standing and must be assessed on a case-by-case basis by the directors who may approve or disapprove at their discretion. The fee may be waived where the applicant has given exceptional volunteer support during the previous six months.

Lifetime Members

The directors may grant the status of lifetime member to any person interested in paying a prescribed fee in lieu and instead of annual fees equivalent to ten years of annual fees. Where a member has contributed in a material and meritorious way to the promotion of the objects or of the purposes of the Corporation, the directors may grant such an individual lifetime membership without any monetary or other consideration.

Associate Members

Any person who does not satisfy the status of regular member, but who demonstrates an intention to promote the objects or purposes of the Corporation may become an associate member.

Honorary Members

Each year, the directors, at their discretion, may designate any number of persons having objects or purposes similar to those of the Corporation, to be honorary members of the Corporation. Honorary members are designated for one year only.

Collective Members

Collective members are voting members of the corporation. The directors may grant the status of regular member to any family, corporation or body corporate having objects or purposes similar to those of the Corporation. Each application shall be assessed on a case-by-case basis by the directors who may approve or disapprove at their discretion.

2. Proof of Membership

- The directors may issues cards or certificates of membership and approve the form and the contents thereof.
- The Corporation shall maintain and update lists of members. Such membership lists shall be updated quarterly and updated at least two months prior to the AGM.
- The Corporation shall maintain the email addresses of members and, if requested, the postal mail address of the member.
- It is the responsibility of the member to provide change of address information to the Corporation.

3. Membership fee and annual fees

The directors may set the membership fee and annual fees of the members of each class. Payment must be made prior to the AGM. Notice of change of fee must be given to members no less than 30 days in advance of the AGM.

4. Notice and information to members

All communication including notice to members of the AGM or of special meetings of members shall be sent by email. It is the responsibility of the member to ensure the ability to accept emails from the Corporation. Exceptions to email notification may be made by the member by special request.

5. Member`s Meetings

Any member of standing may attend a member`s meeting. Only regular members and collective members may vote. Each shall have one vote and there shall be no proxy voting. *Quorum will be ten (10) percent of all voting members.*

Members meetings will include:

- a) Any ordinary or special general meetings of the members called by the board President or the directors may be held at any time, and shall be called if requested in writing by ten (10) or more of the members.
- b) The annual general meeting (AGM) of the Society which shall be held within four (4) months after the end of each fiscal year of the Society.

Fifteen (15) days notice to members is required for an ordinary general or special general meeting of the members. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting

One (1) month's notice is required for an *annual general meeting*. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.

At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed *ordinary* business:

- Minutes of the previous annual general meeting
- Consideration of the annual report of the directors and other reports
- Consideration of the annual financial report of the Society and the appointment of auditors or accountant for the ensuing year.
- Election of directors

- Special Resolutions (e.g. changes in by-laws)

All other types of business transacted at an ordinary general, annual general or special general meeting of the members shall be deemed *special* business.

No business shall be transacted at any members meeting of the Society unless a quorum of members is present at the commencement of business and such quorum shall consist of the attendance of a member entitled to vote.

The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those members present, shall preside as President at member`s meetings.

At a member`s meeting the President shall have a vote as any other member. In the case of an equality of votes, the motion shall be lost.

The President may, with the consent of the meeting, adjourn any meeting at any time and no business shall be transacted at any adjourned meeting.

At any members meeting, unless a poll is demanded by at least three members, a declaration by the President that a motion or resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of, or against, such a resolution. If a poll is demanded it shall be held by show of hands or by secret ballot as the President may prescribe and the result of such a poll shall then be deemed to be the will of the Society.

Miscellaneous

- The Society has power to repeal or amend any of these by-laws by a special resolution passed by the members, subject to the approval of the Registrar.
- The Society shall file with the Registrar, with its Annual Financial Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of directors, notify the Registrar of the change.
- The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- If the Society has a seal it shall be in the custody of the Secretary and may be affixed to any document upon a resolution of the Board of Directors.
- The annual financial statements and minutes of membership and directors meetings may be inspected by any member with one week`s notice at the registered office of the Society. All other financial records of the Society may be

inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

- Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise, as prescribed by a resolution of the Board of Directors.
- The borrowing powers of the Society may be exercised by special resolution of the members.
- The Board shall insure that the Society's assets are protected against damage and loss, and, if it is determined that considerable risk is involved in the operations of the society, the directors themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the pursuit of the organization's mission.