

**By-Law # 1**

**of**

**Radio Western**

Amended as of: May 13, 2014



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Chair, Board of Directors



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Secretary, Board of Directors

## RESOLUTION 1 – POLICY STATEMENT OF RADIO WESTERN

Radio Western shall be a FM radio station duly licensed by the Canadian Radio-television and Telecommunications Commission (CRTC), with call letters CHRW-FM and with frequency 94.9.

Radio Western shall promote the interests and welfare of students of Western University and the City of London community generally, as a medium of information and entertainment, as provided for in Public Notice CRTC 2010-499, Campus Radio Policy set out by the CRTC, through:

- (2) the provision of a forum for the presentation and analysis of differing social, political, and musical views and expressions; and,
- (3) the maintenance of consistently high standards of professional and technical competence in the operation of the radio station.

Radio Western shall provide an opportunity for University students and the City of London community to pursue their interests in radio broadcasting through involvement as volunteers, while recognizing the financial support of the University student body in all of its activities.

## RESOLUTION 2 – PROGRAMMING

Radio Western's Board of Directors shall ensure that Radio Western's programming differs in style and substance from that provided by other elements of the broadcasting system, particularly commercial stations and the Canadian Broadcasting Corporation. Radio Western shall offer alternative programming that reflects the diverse elements of the communities it is licensed to serve.

## RESOLUTION 3 – COMMUNITY-BASED CAMPUS

Radio Western shall be a community-based campus radio station. Radio Western shall provide alternative programming such as music, especially Canadian music, not generally heard on commercial stations, in-depth spoken word programming, and programming targeted to specific groups within the community.

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## By-Law #1

a by-law relating generally to the conduct of business and affairs of

Radio Western

### 1.00 DEFINITIONS & INTERPRETATION

**1.01 Definitions:** In this By-Law and in other By-Laws and resolutions of CHRW, unless otherwise stated or the context requires otherwise:

1. “**Act**” means the Corporations Act, R.S.O. 1990, c. C.38, as amended from time to time, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-Law to provisions of the Act shall be read as references to the substituted provision in the new statute;
2. “**Affiliate**” includes King’s University College, Huron University College and Brescia University College;
3. “**Board**” means the board of directors of CHRW;
4. “**Broadcasting Act**” means the Broadcasting Act, s.c. 1991, c.11 or any statute which may be substituted therefore, or as amended from time to time;
5. “**CHRW**” means Radio Western, a corporation without share capital incorporated under the Act;
6. “**CRTC**” means the Canadian Radio-television and Telecommunications Commission;
7. “**Director**” means a member of the Board;
8. “**Duly Called Meeting**” means a meeting called pursuant to notice provisions in this By-Law, regardless of whether or not the meeting meets quorum;
9. “**Duly Constituted Meeting**” means a Duly Called Meeting where quorum is met pursuant to the notice provisions in this By-Law;
10. “**ex-officio**” means a member by virtue of her position;
11. “**Financial Signing Officer**” means an employee or agent of CHRW who has financial signing authority pursuant to this By-Law;

12. “**Invitee**” means an individual permitted to attend a meeting of the Members or of the Board. An invitee has unrestricted speaking rights, but is not permitted to cast a vote, and is entitled to notice of any meetings;
13. “**Letters Patent**” means the letters patent of CHRW, as amended and supplemented by supplementary letters patent;
14. “**Member**” includes any Voting Members sitting on the USC’s students’ council who are Canadian citizens, or are CHRW volunteers who have served in a volunteer capacity for more than one (1) year and who have paid the prescribed membership fee, who are Canadian citizens;
15. “**person**” includes an individual, body corporate, corporation, company, partnership, syndicate, trust, unincorporated organization and unincorporated association;
16. “**Policy**” and “**Procedure**” includes any document that regulates the transactions and affairs of CHRW, excluding any By-Laws and Letters Patent;
17. “**Representative Director**” means a Director that fills a position required by the CRTC;
18. “**Signing Officer**” means an employee or agent of CHRW who has signing authority pursuant to this By-Law;
19. “**Simple Majority**” means more than one half of the votes cast, excluding blanks and abstentions;
20. “**Student**” means any individual undergraduate student of the University or an Affiliate, regardless of full-time or part-time status;
21. “**Two-Thirds Vote**” means at least two-thirds (2/3) of the votes cast, excluding blanks and abstentions;
22. “**University**” means Western University; and,
23. “**USC**” means University Students’ Council of the University of Western Ontario, a corporation without share capital incorporated under the Act.

**1.02 Other Definitions:** The terms are defined in the context in which they appear and shall have the meanings therein indicated.

**1.03 Headings -** The headings used throughout the By-Laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

**1.04 Interpretation** – (1) Words, phrases, or sentences written in the singular form include the plural.

(2) Words, phrases, or sentences written in the feminine form include the masculine.

(3) Wherever the terms “includes”, “include” or “including” are written in the By-Laws, the Policies or the Procedures, they shall be deemed to be followed by the words “without limitation”.

## **2.00 APPLICATION**

**2.01** This By-Law applies to all transactions and affairs of CHRW.

**2.02** The transactions and affairs of CHRW shall be governed in order of preference by:

(1) the Act;

(2) the Letters Patent;

(3) the By-Laws; and,

(4) the Policies and the Procedures.

**2.03** To the extent that any conflict between the provisions of the By-Laws and the provisions of either the Act or the Letters Patent exists, the provisions of the Act or the Letters Patent shall take precedence.

**2.04** To the extent that any conflict between the provisions of the By-Laws and the provisions of any Policies or Procedures exists, the provisions of the By-Laws shall take precedence.

## **3.00 AMENDMENT OF THE BY-LAWS**

**3.01** The By-Laws shall be amended in compliance with the procedure provided for herein, and not contrary to the Act and to the Letters Patent.

**3.02 Amendments by the Members** – (1) A voting Member may make a motion at a meeting of the Members to amend the By-Laws.

(2) Before the motion is brought to the Members, the amendments must be reviewed by the Secretary of the Board or her designate.

(3) The Board is entitled to receive five (5) days notice of any such motion prior to the meeting. The Directors may provide comment during the meeting on any proposed amendments.

(4) At any such meeting, the Directors will be considered Invitees for the purpose of discussing the proposed amendments.

**3.03 Amendments by the Board** - (1) Any amendments to the By-Laws of CHRW may be enacted by the Board, in consultation with the Secretary of the Board or her designate, and any such enacted amendments shall be sanctioned by the Members.

(2) Any amendments to the By-Laws enacted by the Board remain in effect only until the Annual General Meeting, unless the amendments are sanctioned by the Members at a Duly Constituted Meeting or at the said Annual General Meeting, in accordance with the procedure provided for herein.

**3.04** Any amendments to the By-Laws shall be sanctioned by a Two-Thirds Vote of the reviewing body.

**3.05** The Chair of the Board and the Secretary of the Board shall sign all of the By-Laws, including amendments thereto and no amendments shall be in force or take effect until signed.

#### **4.00 AMENDMENT OF THE POLICIES & THE PROCEDURES**

**4.01 Amending the Policies and the Procedures** – (1) The Policies and the Procedures shall be amended in compliance with the procedure provided for herein and not contrary to the Act and the Letters Patent.

(2) A Director may propose amendments to the Policies or the Procedures in consultation with the Secretary of the Board or her designate;

(3) Once the proposed amendments have been drafted, the Director shall submit the amended Policy or Procedure to the Board for approval.

#### **5.00 CORPORATION**

**5.01 Head Office** - The head office of CHRW shall be in the City of London, in the Province of Ontario and at such place therein as the Members may, from time to time, determine.

**5.02 Seal** - The seal, an impression of which is stamped in the margin hereof, shall be the seal of CHRW.

**5.03 By-Laws** – The Board or Members may, from time to time, enact by-laws relating in any way to CHRW or to the conduct of its affairs. This shall be done in compliance with the Procedure provided within Section 3.00, and not contrary to the Act and the Letters Patent.

**5.04 Policies and Procedures** – (1) The Board may prescribe policies and procedures, so long as they are consistent with the By-Laws and the Letters Patent, relating to the management and operation of CHRW and other matters provided for in the By-Laws.

- 5.05 Books and Records** – The Secretary of the Board shall ensure that all necessary books and records of CHRW required by law and by this By-Law are regularly and properly kept.
- 5.06 Signing Authority** – The Board shall appoint Signing Officers and Financial Signing Officers of CHRW.
- 5.07 Officers** – The Board may appoint officers as it considers necessary and all officers have the authority to perform the duties from time to time prescribed by the Board. Any such officers shall be employed by CHRW in accordance with its Policies and Procedures.
- 5.08 Conflict of Interest** – Each Member, Director and officer shall abide by CHRW's conflict of interest policy.
- 5.09 Confidentiality** – (1) Except where expressly authorized by the Board, no Member, Director or officer may divulge to any person or use in any way that is not directly related to the activities of CHRW any information designated as confidential by the Station Manager or her designate, the Board, or the Members, or any information obtained from reading any minutes of a confidential meeting of the Board, the Members or a committee.
- (2) Confidential information includes the following:
- i. any information about CHRW's employees, suppliers, contractors, licensees, agents or anyone else with whom CHRW does business;
  - ii. any information about the legal affairs of CHRW; and,
  - iii. any information which, if disclosed, could compromise or adversely affect CHRW.
- 5.10 Misappropriation of Corporate Property** – (1) No Member, Director or officer shall use any corporate property for her own personal benefit or to generate a profit for herself.
- (2) Corporate property shall include any corporate funds, assets, equipment and leased or owned space.
- (3) Any Member, Director or officer who uses corporate property in contravention of subsection (1) shall be required to remit to CHRW any profits raised by the use of the property.
- 5.11 Indemnification** - (1) Every Director and officer of CHRW, and her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of CHRW from and against the following:



- i. all costs, charges and expenses whatever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or officer, in or about the execution of the duties of her office, and,
- ii. all other costs, charges and expenses that such Director or officer sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

**5.12 Directors' and Officers' Liability Insurance** - CHRW shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by resolution of the Board.

**5.13 Signing of Cheques and Instruments** – (1) Except as provided for herein, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CHRW shall be signed by the Financial Signing Officer of CHRW, and in such a manner as shall be prescribed by the Board of Directors.

(2) Any two Financial Signing Officers, authorized in the manner outlined in subsection (1), may:

- i. settle, balance and certify all books and accounts between CHRW and CHRW's bankers;
- ii. sign all the bank's forms or settlement of balances and release of verification slips; and
- iii. endorse notes and drafts for collection on account of CHRW through its bankers, and endorse notes and cheques for deposit with CHRW's bankers for the credit of CHRW, or the same may be endorsed "for collection" or "for deposit" with the bankers of CHRW by using CHRW's stamp for such purpose.

**5.14 Execution of Contracts** – (1) The Board shall have the authority by resolution to appoint any Signing Officers who shall be empowered on behalf of CHRW to sign specific contracts, documents or instruments in writing or specific types of contract, documents or instruments in writing. All contracts, documents and instruments in writing so signed shall be binding upon CHRW without any further authorization or formality.

(2) The Board may give CHRW's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with securities owned by CHRW. The seal of CHRW may be affixed to contracts, documents and instruments in writing to be signed by CHRW by any Director, officer or individual entitled to sign the same whether pursuant to this By-Law or by resolution of the Board.

- (3) Notwithstanding any section in this By-Law, the Board may by resolution, direct the manner in which any particular instrument, contract or obligation of CHRW shall be executed.
  - (4) All contracts, the subject matter of which deals with management, shall be approved by resolution of the Board. All contracts relating to other employees are within the purview of the Station Manager.
- 5.15 Financial Year** – Unless otherwise determined by a resolution of the Members, the financial year of CHRW shall begin June 1<sup>st</sup> and terminate May 31<sup>st</sup> of the following calendar year.
- 5.16 Annual Budget Process** – The annual budgetary approval process of CHRW shall require:
- (1) the initial preparation and development of a detailed budget by the Station Manager with close support from the USC’s Managing Director, Financial Services;
  - (2) a presentation to the Board of an initial detailed budget for the following fiscal year for consideration, amendment and approval;
  - (3) a presentation to the USC’s Budget Review Sub-Committee of an initial detailed budget for the following fiscal year for their information and input;
  - (4) a presentation to the Members of a detailed budget whereby the Members shall be given five (5) days to consider and amend the budget; and,
  - (5) that the budget be approved by the Members no later than March 15<sup>th</sup> each year.
- 5.17 Spending Outside the Budget** – Any significant expenditure that is not explicitly approved within CHRW’s operating budget or that alters the use of funds allocated within that operating budget shall receive prior Board approval.
- (1) Any such approval involving amounts greater than four thousand dollars (\$4,000.00), excepting approvals for human resource matters, shall be subsequently approved by the Members.
- 5.18 Auditor** – (1) At each Annual General Meeting, the voting Members shall appoint an auditor to audit the accounts of CHRW. The auditor shall hold office until the next Annual General Meeting. The Board shall fix the remuneration of the auditor appointed by the voting Members. The Board may fill any vacancy in the office of the auditor occurring in the interim.
- (2) The Members shall appoint the same auditors as those appointed for the USC.
- 5.19 Borrowing** – (1) The Board shall have the authority to:

- i. borrow money on the credit of CHRW;
- ii. limit or increase the amount of money borrowed;
- iii. issue, sell or pledge securities of CHRW;
- iv. charge, mortgage, hypothecate or pledge any or all of the real or personal property of CHRW, including book debts, rights, powers, franchises and undertakings, to secure any securities or money borrowed, or other debt, obligation or liability of CHRW; and,
- v. determine which officers and Directors of CHRW are authorized to execute documents in relation to this authority.

(2) The Board may authorize any officer or Director to:

- i. make arrangements with reference to the money borrowed or to be borrowed;
- ii. make arrangements as to the terms and conditions of the loan thereof;
- iii. be given the power to vary or modify such arrangements mentioned in subsections (i) and (ii) above; and
- iv. manage, transact and settle the borrowing of money by CHRW.

**5.20 Investments** – (1) Notwithstanding any section in this By-Law, the resources of CHRW shall never be invested or transferred into equity securities, warranties, futures or other securities, any of which are of a speculative nature.

(2) The Board shall have the authority to authorize:

- i. the transfer of any or all shares, bonds or other securities standing in the name of CHRW;
- ii. accept in the name and on behalf of CHRW transfers of shares, bonds, or other securities transferred to the Corporation; and,
- iii. the execution and delivery under corporate seal any and all instruments, in writing necessary or proper for such purposes, including the appointment of an attorney to accept transfers of shares, bonds, or other securities on the books of any company or corporation.

**5.21 Deposit of Securities for Safekeeping** – The securities of CHRW shall:

- (1) be deposited for safekeeping with one or more bankers or other trust or financial institutions as may be appointed by the Board, and,

(2) be withdrawn only upon the written order of CHRW, and in such a manner and signed by such officer or agent of CHRW as shall be determined by resolution of the Board. Such authority given to such officer or agent may be general or specific.

## **6.00 TERMS OF OFFICE**

### **6.01 Terms of Office –**

(1) A Member shall remain a Member until:

- i. If a member of the USC Council, until their term expires or they are removed from their position as per the USC's governing documents;
- ii. If a member due to their status as a CHRW volunteer, until they fail to pay the annual membership fee, and/or until they are no longer an active volunteer as defined by CHRW's policies;

(2) The individuals filling the positions of Representative Directors shall remain as Directors for the following terms:

- i. Two (2) representatives of the student body at the University, one (1) of which shall serve for one (1) year and the other who shall serve for two (2) years;
- ii. Two (2) representatives of the University as members of its faculty or administration, two (2) years;
- iii. Representative of the community members of CHRW's station volunteers, two (2) years;
- iv. Representative of the student members of CHRW's station volunteers, two (2) years;
- v. Two (2) representatives of the community at large in the City of London, two (2) years;

**6.02 Appointment** – The Members shall be responsible for appointing Representative Directors, with the exception of the Representatives of the student body, who shall be appointed as per Section 9.03

**6.03 Re-appointment** – (1) An individual sitting as a Director whose term of office has expired is not precluded from putting forward her name for re-appointment as Director of CHRW.

(2) An individual is eligible for reappointment as a Director on the expiration of a term of office, but any director who has served two consecutive terms is not eligible for

(3) In order to be reappointed as a Representative Director, the individual must continue to meet the criteria required of a Representative Director.

**6.04 Vacancies** – (1) A vacancy occurring prior to the end of a Member’s term of office shall be filled by the USC or CHRW in accordance with its governing documents.

(2) A vacancy occurring prior to the end of a Director’s term shall be filled by the Board in a manner consistent with the By-Laws.

i. The Board shall solicit recommendations for appointment from the Station Manager and the remaining Directors.

ii. The vacancy shall be filled by an individual that satisfies the representative function of the Representative Director position that has been vacated.

## **7.00 MEMBERS**

**7.01 Composition** – There shall be two (2) classes of membership:

(1) **University Students Council members** – who shall be the voting members sitting on the USC’s students’ council, as defined by its by-laws;

(2) **CHRW Volunteer members** – who shall be volunteers who have been continuously serving in a volunteer capacity for more than one (1) year and who have paid the prescribed membership fee. The membership fee shall be pegged to the CHRW student fee paid to the USC by undergraduate students; the membership fee shall be levied on community and faculty volunteers but waived for CHRW volunteers who are undergraduate students.

**7.02 Discipline and Removal** – Any discipline or removal of a Member shall be done in accordance with the USC and CHRW’s by-laws.

**7.03 Remuneration** – A Member shall receive no remuneration for acting as a Member.

## **8.00 MEMBERSHIP MEETINGS**

### **8.01 Annual Meeting**

(1) The Annual Meeting of the Members shall be held each year at a time, place and date determined by the Board, for the purpose of:

i. Hearing and receiving the reports and statements required by the Act to be read and laid before the corporation at an Annual Meeting;

- ii. Electing such Directors as are to be elected at such Annual Meeting;
- iii. Appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor;
- iv. The transaction of any other business properly brought before the meeting.

#### **8.02 General Meeting**

- (1) The Board may at any time call a General Meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A General Meeting of Members may also be called by the Members as provided in the Act.

#### **8.03 Notice of Meetings**

- (1) Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each Member, and in the case of an Annual Meeting to the auditor, by sending notice by any one of the methods outlined in 10.04.

#### **8.04 Quorum**

- (1) A quorum for the transaction of business at meetings of the Members shall be thirty (30) Members of the Corporation entitled to vote, present in person or represented by proxy.

#### **8.05 Voting by Members**

- (1) Each member entitled to vote on any matter proposed for consideration shall have one (1) vote on all questions arising at any meeting of the Members. Unless otherwise required by the provisions of the Act or the By-Laws of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

#### **8.06 Proxies**

- (1) Every Member entitled to vote at meetings of the Members may by means of proxy appoint a person who need not be a Member, as nominee for the Member, to attend and act at the meeting in the matter, to the extent and with the power conferred by the proxy. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or as such earlier time and in such

### **8.07 Show of Hands**

- (1) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, or proxyholder for a Member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the success or failure of the resolution.

### **8.08 Chair**

- (1) The Speaker of the USC Council, or in the absence of the Speaker the Deputy Speaker of USC Council, shall act as chair. In the absence of those individuals, the Members entitled to vote shall choose one of their number to be chair.

### **8.09 Adjournment**

- (1) Any meeting of Members may be adjourned to any time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **9.00 BOARD OF DIRECTORS**

### **9.01 Composition** - (1) The affairs of CHRW shall be managed by a Board of Directors composed of:

- i. Eight (8) Representative Directors, voting;
  - ii. Station Manager, *ex-officio*, non-voting, and as Secretary of the Board; and,
  - iii. USC General Manager or her designate, *ex-officio*, non-voting.
  - iv. At least 80% of Representative Directors must be Canadian; defined as a Canadian citizen, a permanent resident, or a licensee. As such, 7 of 8 Representative Directors must be Canadian.
- (2) Notwithstanding subsection (1), the number of voting Directors may be increased or decreased by a Two-Thirds Vote of the Members provided that:
    - i. the results of the Two-Thirds Vote of the Members be filed with the Minister provided for in the Act, and

(3) Notwithstanding subsection (2), in no event shall the number of Directors be less than that which is required to comply with the CRTTC or required by law.

(4) If the number of Directors is increased during a term of office, a vacancy shall be deemed to have occurred and shall be filled in accordance with the By-Laws, the Policies and the Procedures.

(5) Each Director shall:

i. be at least eighteen (18) years of age,

iii. not be an undischarged bankrupt or a mentally incompetent person.

**9.02 Representative Directors** – (1) At all times, the Board shall represent the following community of individuals:

i. Two (2) directors shall represent the student body at the University;

ii. Two (2) directors shall represent the University as a member of its faculty or administration;

iii. One (1) director shall represent the community members of CHRW's station volunteers;

iv. One (1) director shall represent the student members of CHRW's station volunteers; and,

v. Two (2) directors shall represent the community at large in the City of London.

(2) A Representative Director shall continue to meet the criteria required of the individual to fill the position; otherwise, the Director shall be removed by the Board.

**9.03** Representatives of the student body – The USC's Vice-President Communications shall sit as one Representative Director for the student body at the University. When there is a vacancy to fill the other Representative Director for the student body shall be elected by the USC Council at the USC Annual General Meeting, or if the vacancy occurs before the end of the Representative Director's term it shall be filled by the Board as per the procedure in 6.04.

**9.04 Chair** – The voting Directors shall elect a chair from among the Directors annually at the first meeting to occur after the Annual General Meeting.

**9.05 Vacancies** – Where there is a vacancy on the Board, the remaining Directors may exercise all powers of the Board so long as quorum of the Board exists.



**9.06 Remuneration** – A Director shall receive no remuneration for acting as a Director, provided that a Director may be reimbursed for reasonable expenses incurred by her in the course of performing her duties.

## **10.00 BOARD MEETINGS**

**10.01 Powers** – The Directors may consider and transact any business, either special or general, at any meeting.

**10.02 Calling Meetings** – (1) Except as otherwise provided for by law, the Board may hold meetings at such place or places as it may, from time to time, decide.

(2) Board meetings may be formally called on the written direction from the Chair.

(3) The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such meetings no subsequent notice need be sent.

**10.03 Minimum Meetings** – There shall be at least four (4) Board meetings held each year.

**10.04 Notice – General** – (1) The Chair shall give proper notice to Directors pursuant to this By-Law.

(2) Notice of any meeting, except one pursuant to paragraph 10.02(3), shall be delivered in person, facsimiled or emailed to each Director at least ten (10) business days prior to the meeting.

(3) Notice given in person, by facsimile or by email shall be deemed to have been received on the day which it was sent.

(4) No formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have given their consent to the meeting being held in their absence.

(5) No error or omission in giving notice of any meeting of Directors or any adjourned meeting of Directors shall invalidate such meeting or make void any proceedings taken thereat and the Directors may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

(6) The address of any person who is entitled to receive notice pursuant to this By-Law shall be the last address recorded on the books of CHRW.

**10.05 Quorum** – A majority of voting Directors shall form quorum for the transaction of business. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

**10.06 Minutes and Records** – The Secretary of the Board shall take, or cause to be taken, minutes of all meetings or proceedings and shall keep proper books of meetings and accurate records of proceedings.

**10.07 Procedure** – (1) At all meetings, every question shall be decided by a show of hands unless roll call is requested by any Director.

(2) Except as expressly provided for herein, and unless otherwise expressly provided for by the Act, questions arising at any meeting shall be decided by a Simple Majority.

(3) A declaration by the Chair that a resolution has been carried or defeated and an entry to that effect in the minutes is conclusive evidence of the fact thereof without proof of the number or proportion of votes recorded in favour of or against such a resolution.

(4) Each voting Director shall be entitled to exercise one (1) vote at each meeting on each question which properly comes before the Board.

(5) In the event of a tied vote, the question shall fail.

(6) A meeting may be adjourned at any time. In the event that a meeting is adjourned to reconvene at a stated time and place, no further notice is necessary unless it is decided otherwise by way of resolution.

**10.08 Participation by Conference Telephone or other Electronic Means** – (1) If all Directors consent thereto in advance, generally or in respect of a particular meeting, and all Directors have equal access, a Director may participate in a meeting by conference telephone or other electronic means as permits all Directors participating in the meeting to communicate with one another.

(2) A Director participating in a meeting by such means shall be deemed for the purpose of the Act to be present at that meeting.

(3) The Chair shall ensure that each particular meeting is handled in a secure fashion and that the means of communication are such that they permit all Directors to communicate with each other simultaneously and instantaneously.

(4) Quorum shall be established by the Chair at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Chair to accurately confirm attendance by the Directors at the meeting.

(5) Each vote cast by a Director participating by telephone or by other electronic means shall be recorded in the minutes by the Secretary of the Board.

**10.09 Confidential Meetings** – (1) The Board may, in circumstances where it is deemed necessary to serve the best interests of the Corporation, hold confidential meetings.

(2) A confidential meeting may be held when the following issues are addressed: legal, financial, contractual, and personnel issues, and any other issues which, if disclosed, could compromise or adversely affect the Corporation.

- (3) A voting Director shall bring forward a motion to hold a confidential meeting. The motion shall be included in the non-confidential minutes and reference to the type of issue(s) discussed shall be made by including them in the motion. The motion shall be supported by a Simple Majority.
- (4) Only Directors may attend confidential meetings.
- (5) Any person whose presence is deemed necessary may attend a confidential meeting, or part of a confidential meeting, provided that a voting Director brings a motion that she be permitted to attend and the motion is supported by a Simple Majority.
- (6) Unless otherwise provided for herein, any Director and any person provided for in subsection (5) who would have been permitted to attend the confidential meeting may request that the Secretary of the Board make the minutes from the part of the meeting during which she attended or would have attended available to her for review.
- (7) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the minutes of the relevant meeting.
- (8) Any review of the minutes of a confidential meeting shall take place in CHRW's head office in a private area designated by the Secretary of the Board.
- (9) Any person who, pursuant to this By-Law, attends a confidential meeting or reads the minutes of a confidential meeting, is strictly bound by any By-Laws, Policies and Procedures pertaining to confidentiality.

## **11.00 COMMITTEES**

**11.01 Power to Create, Dissolve or Amend** – (1) The Board may create, dissolve or amend committees and sub-committees to facilitate the execution of its duties.

- (2) The Members may create, dissolve or amend standing committees and ad hoc committees by resolution of the Members to address the needs and objectives of the Members.
- (3) Committees of the Board are established primarily to make recommendations to the Board and they shall not commit the Board in any matter unless the authority to do so has been specifically delegated by the Board.
- (4) Standing Committees may recommend the establishment of sub-committees as necessary, the composition, duties and responsibilities of which shall be submitted to the Board for approval.

**11.02 Removal** – Any committee member may be removed from the committee by resolution of the Board.

- 11.03 Calling Meetings** - A committee meeting shall be held at a place set by the Board and at a time set by the chairperson of the committee.
- 11.04 Notice of Meetings** - Committee members shall be provided with five (5) days notice of a meeting, unless circumstances require otherwise.
- 11.05 Quorum** - Quorum shall be no less than fifty (50) percent of members of the committee.
- 11.06 Voting** - All resolutions shall be carried by Simple Majority. A declaration by the chairperson that a resolution has been carried or defeated and an entry to that effect in the minutes is conclusive evidence of the fact thereof without proof of the number or proportion of votes recorded in favour of or against such a resolution.
- 11.07 Participation by Conference Telephone or other Electronic Means** – Where attendance by teleconferencing or other electronic means is permitted, as decided by Simple Majority of the committee, such attendance shall be counted toward quorum. Any procedure provided for in subsection 10.08 shall be followed.
- 11.08 Chairperson** - Each committee referred to in the By-Laws, the Policies, the Procedures and the resolutions of CHRW shall have a chairperson, who shall vote only in the case of a tie.
- 11.09 Confidential Committees** - (1) A committee may be designated as a confidential committee by the Members. Any request to designate a committee as confidential shall be brought forward in the form of a motion by a voting Member. The motion shall be supported by a Simple Majority.
- (2) A committee of the Board may be designated as a confidential committee. Any request to designate a committee as confidential shall be brought forward in the form of a motion by a Director. The motion shall be supported by a Simple Majority.
- (3) Only members of the committee may attend confidential meetings of the committee.
- (4) Any person whose presence is deemed necessary may attend a confidential meeting, or a part of a confidential meeting provided that the voting members of the committee support the decision to permit the attendance by Simple Majority.
- (5) Unless otherwise provided for herein, any person provided for in subsection (4) or who would have been permitted to attend a confidential meeting of a committee may request that the chairperson make the minutes from the part of the meeting during which she would have attended available to her for review.
- (6) No person who has been precluded from attending a confidential meeting due to a conflict of interest will be permitted to review the minutes of the relevant meeting.

- (7) Any review of the minutes of a confidential meeting shall take place in CHRW's head office in a private area designated by the Secretary of the Board.
- (8) Any person who, pursuant to this By-Law, attends a confidential meeting of a committee or reads the minutes of a confidential meeting of a committee, is strictly bound by any By-Laws, Policies or Procedures pertaining to confidentiality.