

A by-law relating generally to the conduct of the affairs of
Canadian University Press/Presse Universitaire Canadienne
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

I. Definition

- A. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
1. **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 2. **"articles"** means the original 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 the Corporation and "director" means a member of the Board;
 4. **"by-law"** or **"constitution"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 5. **"the Corporation"** means Canadian University Press/Presse Universitaire Canadienne, which may be abbreviated as CUP or PUC;
 6. **"meeting of members"** or **"plenary"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 7. **"member"** means a member of the Corporation. Members may be campus publications within Canada including but not limited to newspapers, magazines or other periodicals, and/or online publications.
 8. **"National Office"** means the President and National Bureau Chief;
 9. **"National Plenary"** means members convened for a the annual general meeting of the Corporation and is the supreme decision making body of the Corporation;
 10. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 11. **"procedural motion"** means motions that act upon the processes or procedures being followed in the meeting
 12. **"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
 13. **"region"** refer to a sub-classification of membership based on geography, language, and/or special interest;
 14. **"regional plenary"** or **"regional members meeting"** means a meeting of members in one region;
 15. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
 16. **"simple majority"** means not less than 50% plus 1;
 17. **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
 18. **"statutes"** mean the Letters Patent or Supplementary Letters Patent of the

Corporation.

II. Interpretation

- A. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. "Shall" means an absolute obligation. "May" means a discretionary power, permission but not obligation. This power is to be exercised in the best interests of the Corporation and not in an arbitrary fashion. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

III. Legal and Financial

- A. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.
- B. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- C. The financial year-end of the Corporation shall be April 30 in each year.
- D. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.
- E. The directors of the Corporation may, with a two-thirds majority vote of the board of directors, borrow money on the credit of the corporation; issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- F. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

IV. Membership

- A. Membership Conditions
 - 1. Subject to the articles, there shall be one (1) class of members in the Corporation.
 - 2. Each member shall be entitled to receive notice of, attend and vote at all

- meetings of the members of the Corporation
3. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).
- B. Application and Eligibility for Membership
1. The Board of Directors shall establish rules and procedures for application and eligibility criteria for membership
- C. Membership Transferability
1. A membership may only be transferred with the approval of the Board of Directors or its designate.
- D. Membership Dues
1. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar months of the invoice date, the members in default shall automatically cease to be members of the Corporation.
 2. Members experiencing periods of financial difficulty may request in writing to the Board of Directors a review of membership dues or payment schedule. The Board of Directors shall establish rules and procedures for the submission and consideration of such requests.
 3. The formula by which CUP determines membership fees may only be altered by a resolution of the National Plenary.
- E. Termination of Membership
1. A membership in the Corporation is terminated when:
 - a) *The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;*
 - b) *A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;*
 - c) *The member resigns by delivering a written resignation to the President in which case such resignation shall be effective 30 days upon receipt of notice;*
 - d) *The member is expelled in accordance with any Discipline of Members section or is otherwise terminated in accordance with the articles or by-laws;*
 - e) *The member's term of membership expires; or*
 - f) *The Corporation is liquidated or dissolved under the Act.*
 2. Any member whose membership has been terminated must follow the normal application process for membership as defined in these By-Laws in order to re-apply for membership.
- F. Effect of Termination of Membership
1. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.
 2. No membership dues shall be refunded in part or in whole as a result of termination of membership.
- G. Discipline of Members
1. The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds: violating any provision

of the articles, by-laws, or written policies of the Corporation; carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation

2. In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

V. Regions

A. Regions of the Corporation

1. The regions of the corporation shall be:
 - a) *Western region (WRCUP), including all English-speaking members within British Columbia and Yukon Territory;*
 - b) *Prairies and Northern region (PNCUP), including all English-speaking members within Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut;*
 - c) *Ontario region (ORCUP), including all English-speaking members within Ontario;*
 - d) *Quebec region (CUPbeq), including all English-speaking members within Quebec;*
 - e) *Atlantic region (ARCUP), including all English-speaking members within Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador; and*
 - f) *Presse Universitaire Canadienne (PUC), including all French-speaking members regardless of their geographical location.*
2. Regional Rights and Responsibilities
 - a) Regions of the corporation may:
 - (1) *Administer such funds as may be granted to the region by CUP or collected from member papers by voluntary contributions.*
 - (2) *Undertake special projects for the benefit of the region.*
 - (3) *Be mandated by a members meeting, the execution of which shall be the responsibility of the regional staff working with the region's members.*
3. Regional Subsidies and Events

- a) Every region shall be allocated a regional subsidy, for the purpose of holding conferences, speakers, or relevant events.
- b) The subsidy will be a total of 2.45% of the annual budget of the Corporation.
- c) Regional subsidies shall be allocated in the following ratio:
 - (1) *Regions with one (1) Board representative — 1 share of the 2.45%*
 - (2) *Regions with two (2) Board representatives — 1.5 shares of the 2.45%*
- d) 50% of each regional subsidy will go towards the funding of events in the fall semester and 50% will go towards the funding of events in the spring semester.
- e) Members may vote to allocate up to 100% of the subsidy towards any event by resolution at a regional members meeting
- f) The Corporation shall act only as the subsidy granting body for any event and shall not be held responsible for any budget shortfall resulting from the event.
- g) Any member who wishes to make use of regional subsidy funding must:
 - (1) *Prepare a proposal outlining the event or project including a budget specifying how much money will be spent on the event or project, how much of the regional subsidy is being requested, and delegate fees (if applicable).*
 - (2) *Inform and invite all members of the region.*
- h) Proposals will be presented and voted on at a regional members meeting
- i) If no proposal for subsidy allocation has been approved in a given region by July 31 (for the fall semester) or November 30 (for the spring semester), the following procedure will be followed:
 - (1) *The regional Board representative or President will send out an all-call for proposals no later than August 1 (for the fall semester) or December 1 (for the spring semester) encouraging member papers to bid to host events and setting a deadline for applications of no later than September 1 (for the fall semester) or January 1 (for the spring semester).*
 - (2) *If only one proposal is received by the deadline, the Board may automatically approve the request, but must send notice to members in the region.*
 - (3) *If more than one proposal for funding is received by the given deadline and the total of requested funding of all proposals is more than the amount set aside for that semester, the proposals will be sent out to membership and members will vote on their preference at a regional members meeting*
 - (4) *Should no proposals be received by the deadline, the regional Board representative or President will send out another request for proposals with no deadline and proposals will be approved or denied by the Board on a first-come first-served basis for the remainder of the*

semester.

- j) Only staff at members, regional directors, and the President are eligible to submit proposals to make use of regional subsidies.
4. PUC development fund
- a) PUC shall be allocated 1 per cent of CUP's annual budget.
 - b) The Corporation shall act only as the subsidy granting body for any project and shall not be held responsible for any budget shortfall resulting from the project.
 - c) Any member who wishes to make use of the PUC development fund must:
 - (1) Prepare a proposal outlining project including a budget specifying how much money will be spent and how much of the fund is being requested.
 - d) Proposals will be presented and voted on at a PUC members meeting chaired by the NFD. If quorum is not met, the project will be presented to the CUP board of directors.
 - e) PUC retains autonomy in editorial operations, content, and administration to a project.

VI. Members' Meetings

- A. Notice of Members Meeting
 - 1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
 - 2. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
- B. Members Calling a Members' Meeting
 - 1. The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- C. Absentee Voting at Members' Meetings
 - 1. Voting by proxy shall be permitted, except on procedural motions. A member's proxy may only be taken up by another member and no member may hold more than two proxies. Notice of proxy must be given to the Plenary Chair in writing at by the member giving over its vote. Either a form of proxy or a reminder of right to use a proxy shall be attached to the notice of meeting given to all voting members before the Plenary is convened.
 - 2. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of

the Corporation to change this method of voting by members not in attendance at a meeting of members.

- D. Place of Members' meetings
 - 1. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- E. Persons Entitled to be Present at Members' Meetings
 - 1. The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the National Office and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.
- F. Chair of Members' meetings
 - 1. Members of the corporation may choose a non-voting individual as Chair for members' meetings by a two-thirds approval of the membership. Failing the appointment and approval of a Chair the President or their designate shall Chair the meeting.
- G. Chair of Regional Members' meetings
 - 1. Regional directors will Chair regional members' meetings for their respective region. Failing the presence of the regional director, the President or their designate shall Chair regional members' meetings.
- H. Quorum at Members' Meetings
 - 1. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a simple majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- I. Votes to Govern at Members' Meetings
 - 1. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a simple majority of the votes cast on the questions.
- J. Participation by Electronic Means at Members' Meetings
 - 1. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.
 - 2. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- K. Members' Meeting Held Entirely by Electronic Means
 - 1. Meetings of members may be held entirely by telephonic, an electronic or other communication facility provided communication between all participants can be

facilitated in accordance with the Act.

L. Regional Members' meetings

1. Regional meetings of the membership can be held from time to time to discuss regionally specific issues and allocate funds specified for regionally specific use by the Board of Directors.
2. Regional members' meetings can take place if any of the following criteria are met:
 - a) *A majority of members in any given region are present at regional conference or event approved by membership in that region as an official regional conference.*
 - b) *A regional meeting is called by the regional director or President for which members of the region have been given one-week advance notice of the time and place and that quorum is met.*
 - c) *At any time in which all members are present and unanimously consent to the holding of a meeting.*
3. Quorum for regional members' meetings shall be a simple majority of the members of the region.

M. Cost of Publishing Proposals for Annual Members' Meetings

1. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

VII. Board Of Directors

A. Mandate

1. The Board of Directors shall uphold the Corporation's By-Laws, Standing Resolutions, and other policy as set by membership
2. The Board of Directors shall manage the property and business of the Corporation.
3. The Board of Directors shall oversee National Office, make interim and short-term policies and ensure member input into the operations of the Corporation between members' meetings.
4. The Board of Directors shall make budgetary revisions as necessary.
5. The Board of Directors must authorize all unbudgeted expenditures over \$1,000. The Board may not authorize any single unbudgeted expenditure over \$10,000.
6. Board decisions may be overturned by a simple majority decision at a members' meeting.
7. Each Director and the Board as a whole shall abide by all of the Corporation's motions of policy, and provincial and federal regulations and laws.
8. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, except when unanimous consent of voting members has been given to do otherwise.

B. Eligibility to hold office as a Director

1. Individuals must meet the following qualifications in order to hold office as a director of the corporation.
 - a) *May not hold other paid positions within the Corporation.*
 - b) *Must be eighteen years of age or older*

c) *Must be legally eligible to hold office as a director according to the Act.*

C. Eligibility of representatives

1. **Regional representatives:** *Be an active member of a CUP paper for the duration of the director's first year on the board, the following year it is not required to be an active member of a CUP paper.*
2. **Industry representatives:** *Be involved in a not-for-profit, media, or other relevant industry.*
3. **Continuity representative:** *Have been an officer of the corporation in the previous year as outlined in VII Officers B.*

D. Composition of Directors

1. The Board shall be composed of the following:
 - a) *One (1) representative elected from each region by the membership of that region for any region consisting of 20 or less members.*
 - b) *Two (2) representatives elected from the region by the membership of that region for any region consisting of 21 or more members as recognized at National Plenary.*
 - c) *Three (3) representatives from the not-for-profit, media and/or other relevant industry.*
 - d) *One (1) representative from the previous year's president, national bureau chief, chair of the board, vice-chair, treasurer, or human resources officer.*

E. Board Elections

1. Industry representatives, and the continuity representative shall be elected by ordinary resolution at the National Plenary.
2. If an election is unable to occur at the National Plenary, industry and continuity representatives shall be elected by ordinary resolution at a members' meeting.
3. Regional directors shall be elected by ordinary resolution at a regional members meeting.

F. Duties of Board members

1. Board members shall have read the by-laws and policy manual of the Corporation before their term commences.
2. Each Board member is responsible for attending all Board meetings, as they are called by the Chair.
3. Duties of directors shall also include
 - a) *Regular communication with members in their region.*
 - b) *Providing a written or verbal report at each Board meeting to inform the Board of any concerns or issues in the region.*
4. Duties of the National Office shall also include
 - a) *Providing a written report to each regularly scheduled Board meeting to be given to the Chair one (1) week before the meeting is convened.*

G. Persons Entitled to Be Present

1. The only persons entitled to attend a meeting of the Board of Directors shall be the Directors; the President, the National Bureau Chief, and the public accountant of the Corporation.
2. Other persons may be admitted only on the invitation of the Chair with the consent of the voting members of the Board.

H. Term of Office of Board Members

1. The term of office for the Continuity Representative shall be one year, from May 1 (or upon being appointed after May 1) until April 30.

2. The term of office for the regional and industry representatives shall be two years, from May 1 (or upon being appointed after May 1) until April 30 until two (2) years following.
 3. Any vacancy filled within that period will serve until the next meeting of members.
- I. Vacancy of Board Members
1. The office of a Board member shall be automatically vacated:
 - a) *If the Board member shall resign the office by delivering a written resignation to the Chair or Vice-Chair*
 - b) *If the Board member becomes ineligible to serve as a Board member in accordance with section 126 of the Act;*
 - c) *By ordinary resolution of the Members in accordance with section 130 of the Act; or*
 - d) *On death of the Board Member*
 2. To fill a vacancy of a Board member:
 - a) *A vacancy on the board may be filled by appointment of the board of directors until the next members meeting, or regional members meeting for regional representatives.*
- J. Calling of Meetings of Board of Directors
1. Meetings of the Board may be called by the Chair of the Board, the vice-Chair of the Board or any two (2) directors at any time.
- K. Notice of Meeting of Board of Directors
1. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- L. Regular Meetings of the Board of Directors
1. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- M. The Board shall meet at least four (4) times per fiscal year; two (2) of these meetings shall be in person before National Plenary is convened.
- N. Emergency Meetings of the Board of Directors
1. Emergency meetings of the Board may be called by the Chair for urgent matters as determined by the Chair. The Chair must give at least 48 hours notice to the Directors before an emergency meeting of the Board can begin.

- O. Votes to Govern at Meetings of the Board of Directors
 - 1. At all meetings of the Board, every question, except certain procedural motions as governed by Robert's Rules, shall be decided by a simple majority of the votes cast on the question.
- P. Committees of the Board of Directors
 - 1. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.
- Q. Conflict of Interest
 - 1. Directors are expected to recognize situations where their personal interests are, or may appear to be, in conflict with the best interests of the Corporation, and to excuse themselves from discussion and decisions in which they have a fiduciary or complimentary interest.
 - 2. Other Directors may also request a Director's absence if they can identify a potential conflict of interest.
- R. Minutes
 - 1. Minutes shall be compiled by the corporate Secretary within one month of each Board meeting. All minutes, excluding those deemed by the Board to be "in-camera", shall be made available to the membership within fourteen (14) days of them having been approved by the Board of Directors.

VIII. Officers

- A. Appointment of Officers
 - 1. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two (2) or more offices may be held by the same person.
 - 2. A Director may be appointed to any office of the Corporation except the office of President by ordinary resolution of the Board of Directors.
 - 3. Officers of the Corporation shall serve a term of one (1) year.
- B. The officers of the corporation shall be:
 - 1. The President,
 - 2. The Vice-President
 - 3. The Secretary,
 - 4. The Chair of the Board of Directors,
 - 5. The Vice-Chair of the Board of Directors,
 - 6. The Treasurer
 - 7. The Human Resources Representative
- C. Description of Offices
 - 1. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
 - a) *Chair of the Board – The Chair of the Board shall be a director. The*

Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors. The Chair shall be responsible for ensuring a budget committee is struck no later than October 31 of each year to prepare the annual budget for the following year. The Chair shall be the spokesperson of the Corporation. The Chair shall have such other duties and powers as the Board may specify.

- b) Vice-Chair of the Board – The Vice-Chair of the Board, if one is to be appointed, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors. The Vice-Chair shall provide support to the Chair as needed. The Vice-Chair shall have such other duties and powers as the Board may specify.*
 - c) President – The President shall be the chief executive officer and chief financial officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.*
 - d) Vice-President – The vice-President, shall be the National Bureau Chief, or any individual so appointed by the board if the position is vacant, shall oversee the Corporation’s editorial content and have such powers and duties as the Board may specify.*
 - e) Secretary – The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.*
 - f) Treasurer – The Treasurer shall be a director. The Treasurer shall supervise the financial affairs of the Corporation, ensure that accurate financial records are kept and that proper care is taken in the receipt, disbursement, and deposit of funds and securities. The Treasurer shall, make recommendations to the Board and membership in matters regarding the financial position of the Corporation, and have such powers and duties as the Board may specify.*
 - g) Human Resources Representative - The human resources representative shall be a director. The human resources representative may partake in the hiring of any employee and ensure that all hiring policies are in accordance with the law. The human resources representative shall act as a mediator in the event of disputes between or regarding directors of the Corporation. The human resources representative shall have such powers and duties as the Board may specify.*
2. The powers and duties of all officers of the Corporation shall be such as the terms of their engagement call for, or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

- D. National Office Election
 - 1. The President, National Bureau Chief shall be elected by ordinary resolution at the National Plenary.
 - 2. If an election is unable to occur at the National Plenary, the President, National Bureau Chief, shall be elected by ordinary resolution at a members' meeting.
 - 3. The term of office for the President and National Bureau Chief shall be one (1) year.
- E. Vacancy in Office
 - 1. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
 - a) *The officer's successor being appointed,*
 - b) *The officer's resignation,*
 - c) *Such officer ceasing to be a director (if a necessary qualification of appointment) or*
 - d) *The officer's death.*
 - 2. If the office of any officer of the Corporation, except President, shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.
- F. Removal of Officers
 - 1. An officer may, by resolution of the Board of Directors, be removed before the expiration of term.

IX. Indemnification and Insurance

- A. The Corporation shall indemnify its present and former Directors and officers to the full extent permitted by the Act.
- B. The Corporation may purchase and maintain insurance for the benefit of any present or past Director or officer or any other person acting on CUP's behalf against any liability incurred by such person
- C. In their capacity as a Director, officer or agent of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation or
- D. In their capacity as a Director or officer of another body corporate where they acts or acted in that capacity at the Corporation's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

X. National Plenary Commissions

- A. Prior to convening National Plenary, the Board of Directors shall cause commissions to be struck from representatives of the members; these commissions shall review membership, and finances, and the structure of the Corporation.
- B. Commission facilitator positions shall be filled by members of the Board of Directors and coordinated by the Chair of the Board of Directors.
- C. For the purpose of National Plenary commissions, all members of the Corporation shall be ordered by size of operating budget and divided into the three following membership categories, which will be roughly equally represented on the commissions:
 - 1. Category 1: Members with annual revenue in the lowest third.
 - 2. Category 2: Members with annual revenue in the middle third.

3. Category 3: Members with annual revenue in the highest third.

XI. Notice

- A. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- B. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- C. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- D. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- E. If provided in the form of an electronic document in accordance with Part 17 of the Act.
- F. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

XII. Omissions and Errors

- A. The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

XIII. Invalidity of any Provisions of this By-law

- A. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

XIV. Disputes and Controversies

- A. Mediation and Arbitration
 1. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

B. Dispute Resolution Mechanism

1. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) *The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.*
- b) *The number of mediators may be reduced from three to one or two upon agreement of the parties.*
- c) *If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.*

- C. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

XV. By-laws and Effective Date

- A. Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- B. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified: 2014-01-12 at the CUP National Plenary