



**Canadian University
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Universitaire Canadienne**

Bylaws

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CANADIAN UNIVERSITY PRESS (CUP)/PRESSE UNIVERSITAIRE CANADIENNE (PUC)
 (the “Corporation”)

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) (the “Act”), these By-laws, relating generally to the conduct of the affairs of the Corporation, and replaces all prior existing By-laws of the Corporation under the Act.

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Section 1 – General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- A. “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;
- B. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- C. “Board” means the Board of Directors of the Corporation and “director” means a member of the Board;
- D. “bylaw” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- E. “General Meeting” is a meeting of the membership, including Annual General Meeting (AGM), and Special General Meeting (SGM);
- F. “ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- G. “procedural motion” means motions that act upon the processes or procedures being followed in the meeting;
- H. “regional members meeting” means a meeting of members in one region;
- I. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- J. “simple majority” means not less than 50% plus 1;
- K. “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

1.02 Interpretation

- A. In the interpretation of this bylaw, 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.
- B. “Shall” means an absolute obligation. “May” means a discretionary power, permission but not obligation.
 - a. This power is to be exercised in the best interests of the Corporation and not in an arbitrary fashion.
- C. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.03 Legal

- A. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President and one (1) other officer.
 - a. 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.
 - b. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.04 Financial

- A. The financial year end of the Corporation shall be April 30 in each year.
- B. 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 may designate, appoint or authorize from time to time by resolution.
 - a. The banking business or any part of it shall be transacted by persons, including officers of the Corporation and/or other persons, as the Board may by resolution from time to time designate, direct or authorize.
- C. The Board may, by special resolution:
 - a. borrow money on the credit of the Corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - c. give a guarantee on behalf of the Corporation; and
 - d. 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.
- D. The Corporation shall send to the members a summary of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act.
 - a. The Corporation shall include a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge.

Section 2 – Membership

2.01 Membership Conditions

- A. Subject to the articles, there shall be one (1) class of members in the Corporation.
- B. Each member shall be entitled to receive notice of, attend and vote at all General Meetings of the Corporation.
- B. The Board may establish rules and procedures for application and eligibility criteria for membership.
- C. Members may be student-led organizations within Canada producing campus publications including but not limited to newspapers, magazines or other periodicals, and/or online publications.

2.02 Membership Dues

- A. 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 may automatically cease to be members of the Corporation.
- B. Members experiencing periods of financial difficulty may request in writing to the Board a review of membership dues or payment schedule. The Board may establish rules and procedures for the submission and consideration of such requests.
- C. The formula by which CUP determines membership fees may only be altered by a resolution of membership. The Board shall have the right to offer a modified membership due as an incentive for new members.

2.03 Termination of Membership

- A. A membership in the Corporation is terminated when:
 - a. the member organization is dissolved;
 - b. A member fails to maintain any qualifications for membership described in Section 2.01;
 - 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 removed from membership in accordance with Section 2.04 below; or
 - e. The Corporation is liquidated or dissolved under the Act.
- B. Any member whose membership has been terminated must follow the normal application process for membership in order to apply for membership.
- C. Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.
- D. No membership dues shall be refunded in part or in whole as a result of termination of membership.

2.04 Removal of Members

- A. The Board shall have authority to remove any member from the Corporation for any one or more of the following grounds:
 - a. violating any provision of the articles, bylaws, or written policies of the Corporation;
 - b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - c. 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.
- B. In the event that the Board determines that a member should be removed from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days written notice to the member and shall provide reasons for the proposed removal.
 - a. 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.
 - b. 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 removed from membership in the Corporation.
 - c. 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.
- C. Upon receipt of final decision by the Board as outlined above, the member in question may choose to proceed to an appeal.
 - a. An appeal committee shall be formed, appointed by the board, composed of the following:
 - i. President,
 - ii. One additional Executive Officer,
 - iii. The Regional Representative representing the region to which the member is a part of,
 - iv. One additional Regional Representative, and
 - v. representative from one other member from the region to which the member is a part of.
 - 1. If there are no other members in that region, a representative from any paper shall fill this spot.
 - b. The committee shall be provided the resources and supports as requested.
 - c. The committee will make all decisions by simple resolution
 - d. The committee will make a final decision within twenty (20) days of being formed. This committee's decision shall be final and binding on the member, without any further right of appeal.

2.05 Membership Regions

- A. Members shall be separated into the following regions based on geographical areas:
 - a. Western/North region, including all members within British Columbia, Yukon Territory, Northwest Territories and Nunavut;
 - b. Prairies region, including all members within Alberta, Saskatchewan, and Manitoba;
 - c. Central region, including all members within Ontario and Quebec;
 - d. Eastern region, including all members within Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador.

Section 3 – General Meetings of Membership

3.01 Procedures for General Meetings

- A. Notice of the time and place of a General Meeting shall be given to each member entitled to vote at the meeting by electronic means at least twenty-one (21) days before the day on which the meeting is to be held.
- B. The Board shall call a SGM in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (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. The Board shall call an AGM prior to September 30th of each year. The Board may, by special resolution, call a General Meeting at any other time of their choosing.
- D. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, General Meetings 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. The only persons entitled to be present at a General Meeting shall be those entitled to vote at the meeting, the directors, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws 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. The President, or their designee, shall Chair any General Meeting.

3.02 Voting at General Meetings

- A. A quorum at any General Meeting (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 General Meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- B. At any General Meeting every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a simple majority of the votes cast on the questions.
- C. 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 Chair in writing 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 meeting is convened.

3.03 Participation by Electronic Means

- A. 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 General Meeting, 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.
- B. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a General meeting 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.
- C. General Meetings 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.

Section 4 – Board of Directors

4.01 Mandate

- A. The Board shall uphold the Corporation’s Bylaws, Standing Resolutions, and other policies as set by membership.
- B. The Board shall manage the property and business of the Corporation.
- C. The Board shall implement all directives from the membership, make interim and short-term policies and ensure member input into the operations of the Corporation between members’ meetings.
- D. The Board shall draft the annual budget for the approval of the membership and make budgetary revisions as necessary.
- E. The Board may authorize any unbudgeted expenditures over \$1,000. The Board shall not authorize any single unbudgeted expenditure over \$10,000, which expenditures must be approved by ordinary resolution at a General Meeting of the members.
- F. 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.
- G. 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.
- H. The Board will function as a governance board responsible for overarching strategic planning, and delegating operational governance to the Executive Committee.
- I. The Board shall meet at least six (6) times per fiscal year.

4.02 Eligibility to hold office as a Director

- A. 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.
 - d. Must have an active affiliation with a CUP member at the time of election. It is not necessary to have an active affiliation with a CUP member for a director’s subsequent years on the Board

4.03 Composition of Directors

- A. The five (5) person Board shall be composed of five (5) directors

4.04 Board Elections & Terms of Office

- A. All Directors shall be elected by ordinary resolution at the AGM.
- B. Subject to the provisions of the Act, if positions remain unfilled after the AGM, or a position becomes vacant, the Board of Directors may appoint to fill any such vacancy.
 - a. Subject to the provisions of the Act, all appointed Directors shall have the same rights and responsibilities as Directors elected by membership.
- C. Each Director shall be elected for a one-year term, commencing on October 1 (or such shorter term if appointed after October 1), expiring on September 30 of the subsequent year.
- D. The office of a Director shall be automatically vacated:
 - a. If the Director resigns the office by delivering a written resignation to the President;
 - i. In the event the President is resigning, the written resignation shall be delivered to the Vice-President.
 - b. If the Director becomes ineligible to serve as a Director 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 Director;

4.05 Duties of Board Directors

- A. Directors shall receive onboarding and transition training.
- B. Each Director is responsible for attending all Board meetings.
 - a. Three (3) unexcused absences shall be deemed to be negligent in this duty.
- C. Directors shall have regular communication with all other Directors.
- D. Each Director shall provide a written or verbal report at each Board meeting to inform the Board of any concerns or issues.
- E. Directors shall 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.
 - a. Other Directors may also request a Director's absence if they can identify a potential conflict of interest.

4.06 Meetings of the Board of Directors

- A. Meetings of the Board may be called by the President, Vice-President, or any two (2) directors at any time with at least 7 days of advance notice of the meeting provided to all directors.
- B. 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.

- C. 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.
- D. The only persons entitled to attend a meeting of the Board shall be the Directors, and Regional Representatives.
 - a. Other persons may be admitted only on the invitation of the President with the consent of the voting members of the Board.
- E. 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.
 - a. 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.
 - b. Any committee member may be removed by resolution of the Board of Directors.
- F. Minutes shall be compiled by the Recording 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, upon request, within fourteen (14) days of them having been approved by the Board of Directors.
- G. Quorum shall be met at any meeting with at least half of the voting Directors present.

Section 5 – Regional Representatives and Executive Committee (Officers)

5.01 Regional Representatives

- A. The Board shall appoint one (1) Regional Representative from each region for a total of four (4) Regional Representatives.
- B. The Board shall have the power to create roles and responsibilities for these Regional Representatives.
- C. Regional Representatives are expected to attend all Board meetings, but are not Directors of the Corporation and shall not have the right to vote at such meetings.
- D. A Regional Representative may be removed from their position by special resolution of the Board upon the Board determining, in its sole discretion, that such Representative to be negligent in their duties.
- E. Regional Representatives shall have regular communication with all members in their region.
- F. Regional Representatives shall consult regularly with the Board.
- G. Regional Representatives shall report to the Board on issues/affairs of the members in their region.

5.02 Mandate of Executive Committee

- A. The Executive Committee shall be responsible for the general operations of the Corporation, and governance decisions taking place between meetings of the Board.
- B. The Executive Committee, and Officers, shall have the powers and responsibilities delegated to them within these bylaws and by resolution of the Board, subject to the Act.
- C. The Executive Committee may authorize any unbudgeted expenses up to \$1000.
- D. The Executive Committee shall communicate regularly with, and provide support to, the Directors and Regional Representatives.

5.03 Composition of Executive Committee

- A. The Executive Committee of the Corporation shall be composed of, and the Board shall appoint the following five (5) Executive Officers, with the duties of each as stated below, and each Executive Officer shall be a current Director of the Corporation:
 - a. President:
 - i. shall be the Chair of the Board and Executive Committee;
 - ii. shall be the spokesperson of the Corporation;
 - iii. shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation; and

- iv. shall have additional powers and responsibilities as delegated by the Executive Committee and Board.
- b. Vice-President:
 - i. shall Chair the Board or Executive Committee, if the President is absent or is unable or refuses to act;
 - ii. shall provide support to the President as needed; and
 - iii. shall have additional powers and responsibilities as delegated by the Executive Committee and Board.
- c. Treasurer:
 - i. 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;
 - ii. shall make recommendations to the Board, Executive Committee and membership in matters regarding the financial position of the Corporation; and
 - iii. shall have additional powers and responsibilities as delegated by the Executive Committee and Board.
- d. Director of Operations:
 - i. shall bring to the Board recommendations for appointment of Directors in the event of vacancy;
 - ii. may partake in the hiring of any employee and shall ensure all hiring policies are in accordance with the law;
 - iii. shall be the Recording Secretary for all meetings of the Board, Executive Committee, General Meetings and committees of the Board;
 - iv. shall enter, or cause to be entered, in the Corporation's minute book, minutes of all proceedings at such meetings;
 - v. shall be the custodian of all books, paper, records, documents, and other instruments belonging to the Corporation; and
 - vi. shall have additional powers and responsibilities as delegated by the Executive Committee and Board.
- e. Director of Communications
 - i. Shall oversee all communications from the Corporation including electronic mail, social media and the Corporation's website
 - ii. shall give, or cause to be given, as and when instructed, notices to members, directors, officers, the public accountant and members of committee;
 - iii. shall have additional powers and responsibilities as delegated by the Executive Committee and Board.

5.04 Meetings of the Executive Committee

- A. Meetings of the Executive Committee may be called by any Executive Officer at any time with at least 3 days of advance notice of the meeting provided to all Executive Officers.
- B. Emergency meetings of the Executive Committee may be called by the Chair for urgent matters as determined by the Chair. All Executive Officers shall be present and shall waive the notice period required for an Executive Committee meeting.
- C. At all meetings of the Executive Committee, 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.
- D. The only persons entitled to attend a meeting of the Executive Committee shall be the Executive Officers.
 - a. Other persons may be admitted only on the invitation of the President with the consent of the voting members of the Executive Committee.
- E. Minutes shall be compiled by the Recording Secretary, within one week of each Executive Committee meeting. Minutes of the Executive Committee may be provided to the Board upon approval of the Executive Committee.
- F. Quorum shall be met at any meeting with at least half of the current Executive Officers present.

Section 6 – General Terms

6.01 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 the Corporation's behalf against any liability incurred by such person:
 - a. 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
 - b. 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.

6.02 Notice

- A. Any notice (which term includes any communication or document), other than notice of a General Meeting 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 bylaws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
 - a. 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);
 - b. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d. If provided in the form of an electronic document in accordance with Part 17 of the Act.
- B. 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 Recording 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 Recording Secretary to be reliable. The declaration by the Director of Communications, that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

6.03 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 bylaws 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.

6.04 Invalidity of any Provisions of this Bylaw

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

6.05 Amendments and Effective Date

- A. The bylaws of the Corporation may be rescinded, altered, or added to by a Special Resolution at any General Meeting of the membership. The Special Resolution shall include an effective date for the changes.
 - a. The proposed resolution shall be provided to members with the notice of the meeting.
 - i. This only applies to any Resolutions on, or after December 13th, 2023.
- B. Appendix A shall outline all amendments made to the bylaws.

Appendix A – Bylaw amendments

No amendments made so far