

Items for Approval – By-law 1

BY-LAW NUMBER 1

being a by-law relating generally to the conduct of
the affairs of

NATIONAL NEWSMEDIA COUNCIL OF CANADA
CONSEIL NATIONAL DES MEDIAS DU CANADA
(the “**Corporation**” or the “**Council**”)

IT IS ENACTED as a by-law of the Corporation under the *Canada Not-for-profit Corporations Act* as follows:

SECTION 1 - INTERPRETATION

1. Definitions

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

“**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;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**board**” means the board of directors of the Corporation and “**director**” means a member of the board. The composition of the Board will be half ‘professional’ and half public members, and the Chair shall be a ‘public’ member so that there is always a majority of public members;

“**by-law**” means this by-law and “**by-laws**” mean this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect;

“**Governance Policy Manual**” means the guidelines and policies with respect to the governing processes for the board, its Committees and Management, as approved by the board and amended from time to time;

“**meeting of members**” includes an annual meeting of members or a special meeting of members;

“**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**person**” means an individual, a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

“public board member” is a director who is representative of the interests of the population at large and not directly affiliated with the operation of any news media who would qualify for membership in the Council;

“professional board member” is a director who is representative of the range of news organizations who are members of the Council;

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Except as otherwise provided, words and expressions defined in the Act have the same meanings when used in the by-laws of the Corporation. In the interpretation of this by-law, words in the singular include the plural and *vice versa* and words in one (1) gender include all genders.

The division of this by-law into Sections is for convenience of reference only and shall not affect the interpretation of this by-law.

SECTION 2 - GENERAL

2. Registered Office

The registered office of the Corporation shall be situated in the province or territory in Canada specified in its articles and at such location therein as the board may from time to time determine. The Corporation may from time to time (i) by board resolution, change the place and address of the registered office of the Corporation within the province or territory in Canada specified in its articles, and (ii) by an amendment to its articles, change the province or territory in Canada in which its registered office is situated.

3. Execution of Documents

The Board shall have the power at any time and from time to time to appoint, by resolution, an officer or officers on behalf of the Corporation to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments, or specific classes thereof. Contracts, documents and instruments in writing signed in accordance with this provision shall be binding upon the Corporation without any further authorization or formality. 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.

4. Banking Arrangements

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. 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 may by resolution from time to time designate, direct or authorize.

5. Financial Year End

Unless otherwise changed by the board, the financial year end of the Corporation shall be the last day of December in each year.

6. Annual Financial Statements

The Corporation may, instead of sending to the members copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 3 - MEMBERS

7. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to persons, partnerships, unincorporated associations, companies, corporations and financial institutions interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the board or in such other manner as may be determined by the board, and who have not resigned or been required to resign.

Each member shall be entitled to receive notice of, attend and exercise one (1) vote at all meetings of members of the Corporation.

The provisions and conditions relating to membership in the Corporation are set out in the Governance Policy Manual.

SECTION 4 - MEMBERS' MEETINGS

8. Notice of Members' Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) 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.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make 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.

9. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with section 167 of the Act on written requisition of members carrying not less than five per cent (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.

10. Place of Members' Meetings

Subject to compliance with section 159 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.

11. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and such other persons who are entitled or required under any provision of the Act, articles or by-laws 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.

12. Chair of Members' Meetings

In the event that the Chair of the Board (if any), the Vice-Chair of the Board (if any) and the President are absent, the members who are present and entitled to vote at the meeting shall choose one (1) of their number to chair the meeting.

13. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be 20 members or proxies in person at a meeting, representing at least a majority of 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.

14. Votes to Govern at Members' Meetings

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 majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

15. **Participation by Electronic Means at Members' Meetings**

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 telephone, electronic or other communication facility in the manner provided by the Act. 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.

16. **Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held in accordance with the Act, the Regulations and the Governance Policy Manual, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

17. **Proxies**

A member entitled to vote at a meeting of members may, by means of a proxy, appoint one (1) or more proxyholders or one (1) or more alternate proxyholders, who are not required to be members of the Corporation, to attend, act and vote at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by such proxy.

An acceptable form of proxy shall be a written or printed form that complies with the Regulations (to the extent applicable). A form of proxy becomes a proxy on completion by or on behalf of a member and duly signed by the member or the attorney of such member duly authorized in writing. Alternatively, a proxy may be an electronic document that satisfies the requirements of the Regulations. A proxy is valid only at the meeting in respect of which it is given or at any adjournment or adjournments thereof.

The directors may specify in a notice calling a meeting of members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation or its agent (subject to the rights of members to revoke proxies, as provided below).

A member may revoke a proxy either:

- (i) by depositing at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the meeting on the day of the meeting or an adjournment thereof, an instrument in writing duly signed by the member or by the attorney of the member duly authorized in writing; or
- (ii) in any other manner permitted by law.

18. **Absentee Voting at Members' Meetings**

Pursuant to subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) of the Act, a special resolution of the members entitled to vote thereon is required to make any amendment to the by-laws to change this method of voting by members not in attendance at a meeting of members.

19. **Resolutions in Writing**

Except where a written statement is submitted by a director under subsection 131(1) of the Act or by a public accountant under subsection 187(4) of the Act,

- (a) a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members.

SECTION 5 - DIRECTORS

20. **Number of Directors**

Subject to the articles, the board shall consist of no less than 1 and no more than 21 directors.

21. **Term of Office of Directors**

Directors shall be elected by the members for a term of two (2) years at an annual meeting of members. The terms of the directors shall be staggered such that the terms of approximately one-third (1/3) of the number of directors shall expire in each year and those directors with expiring terms shall be eligible for re-election. Each director may be elected for up to three (3) two-year terms. If an election of directors is not held at the proper time, the incumbent directors whose terms of office would otherwise be expiring shall continue in office (subject to their right to resign) until their respective successors are elected. A director retiring at the end of a term shall remain in office until the dissolution or termination of the meeting at which his or her retirement is submitted. A retiring director shall be eligible for re-election to the board.

22. Mandate, Role and Responsibilities of Board

The Governance Policy Manual provides for the mandate, role and responsibilities of the board of the Corporation.

23. Validity of Acts of Directors

An act of a director or officer is valid notwithstanding an irregularity in their election or appointment as a director or a defect in their qualification as a director.

SECTION 6 - DIRECTORS' MEETINGS

24. Calling of Meetings of the Board

Meetings of the board may be called by the Chair of the Board (if any), the Vice-Chair of the Board (if any), the President or any two (2) directors at any time and the Secretary of the Corporation shall, upon the direction of any of the foregoing, shall convene a meeting of the directors of the Corporation.

25. Notice of Meetings of the Board

Notice of the time and place for the holding of a meeting of the board shall be given in writing no less than forty-eight (48) hours prior to the meeting date if notice is given by fax, e-mail or personal delivery to each director, or in writing no less than fourteen (14) days prior to the meeting date if notice is given by mail to each director. 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-laws otherwise provide, 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.

26. First Meeting of the New Board

Each board of directors comprised of one (1) or more newly-elected directors shall hold its first meeting immediately following the meeting of members at which such newly-elected directors are elected, provided that a quorum of directors is present, and no notice need be given in advance of such meeting.

27. Regular Meetings of the Board

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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

28. Quorum at Directors' Meetings

A quorum at any meeting of the directors shall be a majority of the number of directors, with a majority of public members. A quorum of directors may exercise all the powers of directors. For the purposes of determining a quorum, a director may be present in person or, if authorized under paragraph 29 below, by teleconference and/or by other electronic means.

29. Participation by Telephone or Electronic Means at Directors' Meetings

Where all the directors consent thereto generally or in respect of a particular meeting, any director may participate in a meeting of the board or a committee of the board by means of teleconference, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by these means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board or of committees of the board.

30. Votes to Govern at Meetings of the Board

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. If in case of an equality of votes, the chair of the meeting shall **not** have a second or casting vote. A tie vote is a lost vote.

SECTION 7 - DELEGATION OF POWERS BY DIRECTORS

31. Committees of the Board

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.

SECTION 8 - OFFICERS

32. Appointment of Officers

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 and the Governance Policy Manual, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless the by-laws otherwise provide. Two (2) or more offices may be held by the same person.

33. **Description of Offices**

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers) or by the Governance Policy Manual, 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, if one is to be appointed, shall be a public director of the Corporation. The Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The Chair of the Board 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 or more are to be appointed, shall be a public director of the Corporation. If the Chair of the Board is absent or is unable or refuses to act, a Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the board and of the members. The Vice-Chair of the Board shall have such other duties and powers as the board may specify.
- (c) **President** – If appointed, the President shall be the chief executive 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) **Secretary** – If appointed, 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.
- (e) **Treasurer** – If appointed, the Treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or the President requires of them. The board may from time to time and subject to the Act and the Governance Policy Manual, vary, add to, or limit the powers and duties of any officer.

34. **Vacancy in Office**

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) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 - PROTECTION OF DIRECTORS AND OFFICERS

35. Limitation of Liability

Subject to the Act, every director and officer of the Corporation, in exercising his powers and discharging his duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations or from liability for any breach thereof.

Remuneration of Directors, Officers and Employees

Subject to the Act and the Governance Policy Manual, the directors of the Corporation are entitled to fix a reasonable remuneration for the Chair, Vice-Chair, members, directors, officers and employees of the Corporation.

36. Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Corporation or body corporate if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation is authorized to execute such indemnities in favour of the foregoing persons to the fullest extent permitted by law.

37. Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of its directors and officers such as the board may from time to time determine.

SECTION 10 - NOTICES

38. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, 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:

- (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 either section 128 or section 134 of the Act and received by the Director;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or airmail;
- (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.

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, typewritten or printed or partly written, stamped, typewritten or printed.

39. **Omissions and Errors**

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.

SECTION 11 - EFFECTIVE DATE AND REPEAL OF PREVIOUS BY-LAWS

40. **Invalidity of any Provisions of this By-law**

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.

41. **By-laws and Effective Date**

Subject to the articles and the Governance Policy Manual, the board 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.

This section does not apply to a by-law that requires a special resolution of the members in accordance with subsection 197(1) of the Act as such by-law amendments or repeals are only effective when confirmed by the members.

42. **Governance Policy Manual**

Subject to the Act, this by-law and all other by-laws of the Corporation shall be subject to the terms and provisions of the Governance Policy Manual and, to the extent of any inconsistency between the by-laws and the Governance Policy Manual, the Governance Policy Manual shall prevail over the by-laws of the Corporation.

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Signature page follows.***

MADE by the board on the _____ day of _____, 2016.

**John Fraser,
President**

CONFIRMED by the members on the _____ day of _____, 2016.

**John Fraser,
President**