

The documents governing Attic Broadcasting Co. Ltd. Include:

Attic Broadcasting Co. Ltd. By-Laws  
Letters & Supplementary Letters Patent (Certificates of Incorporation)  
CRTC Application & License

## **By-Laws of Attic Broadcasting Co. Ltd**

### **By-Law 1 - General**

- 1.1 The name of the corporation is Attic Broadcasting Co. Ltd.
- 1.2 The head office of the corporation shall be the offices of CHMA-FM in the town of Sackville, in the county of Westmorland, in the Province of New Brunswick.

### **By-Law 2 – Interpretations and Definitions**

- 2.1 In these By-Laws, unless the context otherwise requires, words importing the singular shall include the plural, and vice-versa, and words importing the masculine gender shall include the feminine gender, and vice-versa, and words importing persons shall include bodies corporate.
- 2.2 In these By-Laws, unless the context otherwise requires:

**Active Member** – shall mean any member of Attic Broadcasting Co. Ltd. who in the past three months has been a programmer, executive member, or volunteer at CHMA.

**Board** - shall mean the Board of Directors of Attic Broadcasting Co. Ltd.

**By-Laws** - shall mean these By-Laws

**Campus** - shall mean the campus of Mount Allison University.

**CHMA** - shall mean that organization which, under the auspices of Attic Broadcasting Co. Ltd., undertakes the actual duties and responsibilities of the broadcasting undertaking.

**Community** - shall mean Sackville and the Tantramar region, and shall include all areas within the broadcast area of CHMA-FM.

**Company** – shall mean Attic Broadcasting Co. Ltd.

**CRTC** - shall mean the Canadian Radio-television and Telecommunications Commission.

**Faculty** - shall mean Faculty of Mount Allison University

**Members** - shall mean the members of Attic Broadcasting Co. Ltd.

**NCRA** – National Campus and Community Radio Association

**Ordinary Resolution** - shall mean a resolution passed by a majority of the votes cast.

**President** - shall mean the President of the Company.

**Secretary** - shall mean the Secretary of the Company.

**Special Resolution** - shall mean a resolution passed by a majority of not less than seventy-five percent (75%) of the votes cast.

**Student** - shall mean any part-time or full-time student of Mount Allison University

**Treasurer** - shall mean the Treasurer of the Company.

**Vice-President** - shall mean the Vice-President of the Company.

### **By-Law 3 – Membership**

- 3.1 Attic Broadcasting Co. Ltd. shall not engage in discrimination in hiring, compensation, access

to training or services, promotion, termination, and/or retirement based on race, colour, sex, national origin, disability, gender identity or expression, marital status, pregnancy, sexual orientation, political affiliation, union membership, or veteran status, other than as allowed by law.

- 3.2 The membership shall consist of full members and honorary members.
- 3.3 Full Members shall be all full-time students of Mount Allison University who pay the annual Membership Dues and any other persons who pay annual Membership Dues.
- 3.4 Membership Dues are non-refundable.
- 3.5 Membership Dues may from time to time be fixed by Special Resolution of the Board of Directors.
- 3.6 Each Full Member in good standing shall be entitled to one vote on any question arising at any Special or General Meeting of the members.
- 3.7 Individuals shall cease to be Full Members when they cease to meet the requirements of bylaw 3.3 or if they are expelled from membership.
- 3.8 Honorary Members shall not be required to pay annual Membership Dues.
- 3.9 Any Full Member may nominate an individual for Honorary Membership. The name of the nominee and a letter of support must be submitted to the Board of Directors who will consider it at their next meeting. If approved, the Honorary Membership will be announced at the next Annual General Meeting.
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- 3.10 Nominations for Honorary Membership shall be reviewed by the Board of Directors, which shall approve successful nominees through a resolution.
- 3.11 Honorary Members may become Full Members by paying annual Membership Dues.
- 3.12 Only Full Members shall be eligible to vote, or hold elected office within the Company.
- 3.13 Individuals may be expelled from membership in Attic Broadcasting Co. Ltd. by a resolution of the Board of Directors on one of the following grounds:
  - a) the member did not pay what is due from him to Company;
  - b) the member did not comply with the provisions of the by-laws or with a decision of the Board of Directors;
  - c) the member acts contrary to the objectives of the Company;
  - d) the member was convicted of an offense that is heinous.
- 3.14 The Board of Directors shall not expel a member from the Company unless it has given him a suitable opportunity to state his case before it and it shall not do so for one of the reasons said in bylaw 3.13 (a),(b) or (c) unless it has warned the member and has given him reasonable time to remedy the fault.

#### **By-Law 4 – General Meetings**

- 4.1 There shall be two types of General Meetings: a) Annual General Meetings; and b) Special General Meetings.
- 4.2 The Company shall give notice of each General Meeting at least 14 days before the date on which the meeting is to be held.
- 4.3 Notice of General Meetings shall include the following:
  - a) the time, date, and location of the meeting;

- b) the proposed agenda for the meeting; and
  - c) any Special Resolutions to be considered by the meeting.
- 4.4 Notice of General Meetings must be submitted to The Argosy, broadcast by CHMA-FM, posted on the CHMA website, and posted prominently on campus and downtown Sackville at least 14 days before the date on which the meeting is to be held.
- 4.5 The Annual General Meeting of Attic Broadcasting Co. Ltd. shall be held within the first fifteen (15) days of April of each year as set by a majority vote of the Board of Directors.
- 4.6 Special General Meetings may be called at any time by:
- a) a majority vote of a Board of Directors meeting; or
  - b) upon written request to the President signed by at least ten per cent of the Full
- 4.7 Members in good standing. Such special meetings must be called within thirty days of such a request. No business shall be transacted at any General Meeting of Attic Broadcasting Co. Ltd. unless a quorum of Members is present at the commencement of such business; quorum shall be twenty (20) Full Members.
- 4.8 Only Full Members present are entitled to vote at General Meetings, and each Full Member is entitled to one vote on a motion, resolution or question put to the meeting.
- 4.9 At the Annual General Meeting the following must be presented in the agenda:
- i) presentation of the financial Statements of the past year;
  - ii) election of the new directors for the ensuing year;
  - iii) any by-laws passed by the board of directors since the last meeting of the members.

#### **By-Law 5 – The Board Of Directors**

- 5.1 The management of the activities and affairs of the Company shall be vested in nine (9) Directors each of whom must be a Full Member of Attic Broadcasting throughout his term of office.
- 5.2 The chief executive officer and not less than eighty percent of the directors must be Canadians.
- 5.3 At the Annual General Meeting, the Board of Directors shall be elected, and will be comprised of nine (9) members as follows:
1. a) Two directors shall be Mount Allison University full-time students who are Full Members of Attic Broadcasting Co. Ltd. and currently Active Members;
  2. b) Two directors shall be Mount Allison University students who are Full Members but not currently Active Members;
  3. c) Two directors shall be members of the Community at (unaffiliated with Mount Allison University);
  4. d) Two Directors shall be members of the Community at large and/or affiliated with Mount Allison University;
  5. e) One member shall be Faculty.
- 5.4 Each director shall be elected to hold office until the next Annual General Meeting with the exception of the two Community members described in By-Law 5.03 (c) who shall be elected for a two-year term. Retiring directors may be re- elected. Should there be a vacant position on the board, the directors may, by Special resolution, appoint an individual to fill the vacant seat.
- 5.5 The Directors shall not be entitled to remuneration for acting as Directors.
- 5.6 At least eighty per cent of the Board of Directors must be Canadian citizens, and of the Executive Officers must be Canadian citizens.

- 5.7 Each Director shall be nineteen or more years of age.
- 5.8 The Board of Directors shall schedule regular monthly meetings.
- 5.9 No business shall be transacted at any meeting of the Board of Directors unless a quorum of Directors is present at the commencement of such business; a simple majority of the Directors at the time actually holding office shall constitute quorum for the transaction of business at any meetings of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board so long as six directors remain in office.
- 5.10 Meetings of the Board of Directors shall be open to all members of the Company, provided that the Board of Directors be permitted to move "in-camera" to discuss and consider financial or personnel matters. However, all resolutions and motions must be carried out in public.
- 5.11 The minutes of Board of Directors meetings shall be available to Members in the CHMA offices.
- 5.12 Members of the Board of Directors must disclose personal conflicts of interest and shall not vote on matters where a personal conflict of interest exists.
- 5.13 Directors absent from three (3) or more consecutive meetings of the Board of Directors without valid reason, as determined by a two-thirds (2/3) vote of the Board of Directors, shall be deemed to have delivered their resignation.
- 5.14 The following are ineligible to serve as a member of the Board: (i) Executive members of the Mount Allison University Students' Administrative Council; (ii) Voting members of the Board of Governors of Mount Allison University.
- 5.15 A Director may be removed from office by Special Resolution of the Members once impeachment proceedings have been initiated by:
  - a) a 3/4 majority vote of the Board of Directors; or
  - b) a petition signed by not less than 10 per cent of the Full Members in good standing presented to the Board of Directors.

#### **By-Law 6 - Procedures and Electoral Process**

- 6.1 Nominations for candidates will be taken from the floor. Candidates may only run in one director category. Candidates will each have one minute to introduce themselves to the membership. If a potential candidate is unable to attend the Annual General Meeting, he may appoint someone to read a signed letter stating that he accepts the nomination.
- 6.2 On the ballot, the director categories will be listed and members will write their preferred candidate in a particular category as being first choice, and their second- most preferred candidate as second choice.
- 6.3 Votes will be counted by two outgoing board members, or by two members appointed by the general membership at the Annual General Meeting.
- 6.4 First choice votes are worth two points, while second choice votes are worth one point. All points for each candidate will be counted, and those with the most points are the elected directors in each category.
- 6.5 Should there be a tie, it can be resolved according to who has the most first choice votes. There will be only one round of voting, unless there is a tie that cannot be resolved. In this case, there will be a straight vote for the preferred candidate, without first or second choices.
- 6.6 If there is no contest in a category, the membership must vote for confidence in the candidate.

#### **Article 7 : Officers**

7.1 There shall be the following officers elected annually by the Directors at the first regular meeting of the Board of Directors after the Annual General Meeting:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer

7.2 One person may hold more than one office except the offices of the President and the Vice-President.

### **Article 8: Duties of Elected Officers**

8.1 The President shall:

- i) Preside at all meetings of the Board of Directors, and all Annual and Special Meetings of Attic Broadcasting Co. Ltd.;
- ii) Ensure the preparation of a proper agenda, including follow-up of matters and responsibilities heretofore assigned, for all such meetings;
- iii) With the Secretary and other officer appointed by the Board of Directors, shall sign all by-laws;
- v) Work towards creating an environment that is supportive and productive for the directors in the carrying out of their duties.

8.2 The Vice-President shall assume the duties of President should the President be unable to fulfill his/her duties.

8.3 With the assistance of the Station Manager, The Secretary shall:

- i) Ensure due notification of the members of the Board of time and place of meetings;
- ii) Ensure minutes are taken at all meetings of the Board of Directors and at the Annual General Meetings and special general meetings of the members;
- iii) Have custody of the Minute Books, and shall prepare the year-end report for the AGM with the assistance of the Directors and Station Manager, and shall perform duties as assigned from time to time by the Board of Directors.

8.4 With the assistance of the Station Manager, The Treasurer shall:

- i) ensure that complete and accurate books of accounts of the organization are maintained;
- ii) report when directed the financial position of the organization
- iii) sign documents that require the Treasurer's signature
- iv) at each Annual General meeting, present to the members a true account of the company's finances
- v) ensure accurate records of all members are maintained.

### **By-Law 9 – Rules**

9.1 Robert's Rules of Order shall govern proceedings.

### **By-Law 10 – Station Manager**

- 10.1 There shall be a Station Manager who shall be responsible for the day-to-day management of the radio station operated by Attic Broadcasting Co. Ltd. The Station Manager shall have oversight over the properties, facilities, revenues, and expenditures of the Company, including the supervision of any employees and servants concerned therewith, and shall fulfill all duties and conditions outlined by contract and job description.
- 10.2 When a vacancy exists in the position of Station Manager, or when the resignation of an incumbent has been submitted to the Board, the Board shall constitute a Hiring Committee consistent with all hiring and employment policies and bylaws for the position of Station Manager.
- 10.3 The Hiring Committee shall be composed of:
  - a) three members of the Board of Directors, including the President;
  - b) the programming director;
  - c) at least one Full-Time Student from Mount Allison University who is not a member of the Board of Directors.
- 10.4 The Hiring Committee shall be constituted by motion of the Board at least thirty (30) days prior to the departure of the Station Manager, unless extraordinary circumstances pertain, where the Board may take steps to fill the position on an interim basis.
- 10.5 In the event the board fills the position on an interim basis, a hiring committee must be constituted immediately to fill the position permanently.
- 10.6 An interim Station Manager may not hold the position for longer than 90 days.
- 10.7 Immediately after its constitution, the Hiring Committee shall review all hiring and employment policies and shall issue an open call for applications, including national advertising through the NCRA and registration with Service Canada. An application deadline shall allow for extensive interviews with short-list applicants including interviews-in-person, if possible.
- 10.8 The Hiring Committee will present a final recommendation to the Board in time to allow the successful applicant to report to work at least five working days prior to the departure of the outgoing Station Manager.
- 10.9 The President, on request made by the Hiring Committee, shall convene a meeting of the Board to consider the report of the Hiring Committee. The report of the Hiring Committee may be referred back to the Committee, or the Board may determine an appointment for the position of Station Manager and, if so determined, the President shall communicate the appointment to the successful applicant.

#### **By-Law 11 - Establishment of Policy**

- 11.1 Policies of the Company may be established from time to time by: a) a majority vote of those voting in a General Meeting, or b) a majority vote of the board of directors.
- 11.2 All policy remains the policy of the Company until changed, or retracted, by a majority vote of the same or higher authority as that which established the policy. If there is any conflict or inconsistency between a policy established by the members in General Meeting and the board of directors, the policy established by the Members in a General Meeting shall prevail.

#### **By-Law 12 – Finances**

- 12.1 The signing officers for the Company shall be no less than two (2) members and no more than four (4) members, drawn from the following:
  - i) the Treasurer,
  - ii) the President
  - iii) the Vice President
  - iv) the Programming Director,
  - v) the Station Manager
- 12.2 The signatures of at least two (2) signing officers shall be required for the execution of any legal documents or the disbursement of any funds on behalf of the Company.
- 12.3 The accountant of the Company shall be a professional accountant appointed by the Board of Directors.
- 12.4 The accountant of the Company shall have the right to examine all books, records and accounts of the Company, and shall be entitled to request from the Board of Directors and Station Manager, such information and explanations as may be required by the accountant for the due performance of his duties.
- 12.5 The Board of Directors shall present, without material omission, the report of the accountant to the Annual General Meeting of the Company.
- 12.6 In order to carry out the purposes of the Company the Board of Directors may, on behalf of and in the name of the Company, raise and secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 12.7 No debenture shall be issued without the sanction of a Special Resolution by the Board of Directors.
- 12.8 The members may by Special Resolution restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.
- 12.9 The Company's equipment and assets shall be the exclusive property of the Company unless contractually obligated to the owner of said assets.

#### **By-Law 13 – Records of Attic Broadcasting Co. Ltd.**

- 13.1 The minutes of the Board of Directors and General Meetings, and other books and records of the Company shall be kept in the CHMA offices.
- 13.2 The books and records of the Company may be inspected by Members in the Company office on any working day during normal office hours provided twenty- four hours written notice is given.

#### **By-Law 14 – Protection and Indemnity of Directors and Officers**

- 14.1 No director or officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Company through the Board for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom the moneys, securities or effects of the Company shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of an office or in relation thereto unless the same shall happen through that director's or officer's own dishonesty.
- 14.2 Directors, former directors, officers and former officers of the Company and their heirs,

executors or administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Company, from and against:

- a) all costs, charges and expenses whatsoever which such director, former director, officer or former officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and also
- b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Company;

except such costs, charges, or expenses as are occasioned by a his or her own willful neglect or default.