

VARSLTY PUBLICATIONS BY-LAW NO. 4

BE IT ENACTED as a by-law of Varsity Publications (the "Corporation") as follows:

Subject to the approval of the Minister, By-Law No. 1, By-Law No. 2 and By-Law No. 3 of the Corporation are hereby repealed and replaced by the following:

Article 1. INTERPRETATION

1.1 Definitions

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

- (a)** "the Act" means the Canada Corporations Act or any statute which may be substituted therefor, as amended from time to time;
- (b)** "board" means the Board of Directors of the Corporation;
- (c)** "constituency" means each of the groups of colleges or faculties of the University defined in paragraphs (d), (e), (f) and (g) of Section 5.1;
- (d)** "employee" means any person employed by the Corporation not otherwise falling under the definition of staff or masthead;
- (e)** "Governing Council" means The Governing Council of the University of Toronto, or such other body as may succeed the Governing Council or be substituted therefor from time to time;
- (f)** "letters patent" means the letters patent of incorporation of the Corporation as from time to time amended or restated;
- (g)** "masthead" means the Editor-In-Chief and the staff members elected by the staff in accordance with section 7.7;
- (h)** "publishing year" means the period commencing on May 1 and ending on April 30 of the same fiscal year of the Corporation;
- (i)** "The Varsity" means the newspaper known as The Varsity published by the Corporation;
- (j)** "University" means the University of Toronto;
- (k)** "Varsity staff" or "member of the Varsity staff" or "staff" or like expression shall mean all persons who are members of the Corporation, and who have made at least six contributions to at least five issues of any publication of the Corporation:
 - (i)** in the case of determination during the period May 1 to October 31, during the current or prior publishing year;
 - (ii)** in the case of determination during the period November 1 to April 30, during the current publishing year;and who, once having achieved staff status, have continued to make at least one contribution to one such issue every two calendar months during the periods from September 1 to November 30 and from January 1 to March 31 in each publishing year;
- (l)** words importing the singular number only include the plural and vice versa; words

importing the masculine gender include the feminine and neuter genders and vice versa;
(m) “public notice” shall mean that all reasonable steps are taken to inform members of information relevant to the corporation by means of at least three (3) of the following methods:

- (i)** prominent display on the Varsity's website,
- (ii)** notification by e-mail,
- (iii)** prominent display on public notice boards on all of U of T's campuses, and
- (iv)** publication in The Varsity;

except in the case of meetings held subject to Section 3.1, elections subject to any of Sections 7.1, 7.3, or 7.5, and referenda held subject to Section 14.3, in which case all four methods must be employed.

Article 2. MEMBERSHIP AND FEES

2.1 Full-time Undergraduate Students

Any student registered for full-time undergraduate study at the University of Toronto in a program leading to a degree, or post-secondary diploma or certificate of the University is a member of the Corporation, upon payment of the membership fee pursuant to 2.4 hereof.

2.2 Masthead

Notwithstanding Section 2.1, members of the masthead of The Varsity shall be deemed to be members of the Corporation upon payment of the annual membership fee during their respective terms of office.

2.3 Other Members

Any other student of the University as defined in The University of Toronto Act, 1971, as amended or re-enacted from time to time, who pays the annual membership fee may become a member of the Corporation.

2.4 Annual Membership Fee

The annual membership fee shall be \$1.25 until changed by by-law, pursuant to Article 14, provided the members shall approve such by-law by referendum. The Corporation may enter into an agreement with the University whereby the University shall collect the annual membership fee from full-time undergraduate student members together with student tuition payments and remit the annual membership fee to the Corporation in a manner satisfactory to the Board, in satisfaction of the membership fee obligation of the full-time undergraduate student members. The Board shall by resolution determine the method whereby the annual membership fee payable pursuant to Sections 2.2 and 2.3, as the case may be, is to be collected.

2.5 Termination and Transfer

The interest of a member of the Corporation is not transferable and lapses and ceases to exist upon her death or when she ceases to be a member of the Corporation. A member ceases to be a member of the Corporation upon withdrawal, suspension or expulsion from the University, or upon ceasing to be qualified for membership pursuant to Sections 2.1, 2.2 or 2.3, or upon failure to pay the annual membership fee.

Article 3. MEETINGS OF MEMBERS

3.1 Annual Meeting

The annual meeting of members shall be held on such day in each year at such time and at such place on or in the vicinity of the University campuses as the Board may from time to time determine, for the purposes of receiving the financial statements and the auditor's report thereon, appointing auditors for the ensuing year and authorizing the Board to fix the remuneration of the auditors. At least fourteen (14) days before the annual meeting, the Corporation shall cause a copy of the balance sheet and statement of income and expenses and the auditor's notes thereon to be published in The Varsity. If The Varsity is not then being published, such financial statements shall be posted in public places on each of the University campuses. Copies of the complete financial statements shall be made available for inspection by members of the Corporation at the Corporation's offices during regular business hours.

3.2 Quorum for Annual Meeting

At every annual meeting of the Corporation, quorum shall be one hundred (100) members of whom at least twenty-five (25) members shall be present in person.

3.3 General Meeting

The Board shall have the power at any time to call a general meeting of the members of the Corporation to be held on such date at such' time and at such place on or in the vicinity of the University Campuses as may be determined by the Board.

3.4 Requisition of General Meeting

Not less than three hundred (300) members of the Corporation may requisition the directors to hold a general meeting of members for the purposes stated in the requisition No more than one hundred (100) members from any one constituency shall be counted for the purpose of determining the number of requisitionists. The requisition may consist of several documents of like form each signed by the requisitionists, shall state the purpose for the meeting and shall be deposited at the head office of the Corporation. Upon deposit of the requisition, the Board shall forthwith call a special meeting of the membership for the purposes stated in the requisition. If the Board does not within thirty (30) days after the deposit of the requisition call a meeting, any of the requisitionists may call the meeting. A meeting called pursuant to this section shall be held as nearly as possible in the same manner as meetings held under this by-law.

3.5 Quorum for General Meetings

A quorum for the transaction of business at any general meeting of members of the Corporation shall be one hundred (100) members of whom at least twenty-five (25) members shall be present in person.

3.6 Summer Meetings

Notwithstanding the foregoing provisions, no meeting of members shall be held during the period April 1 to September 15.

3.7 Right to Vote at Meetings of Members

At each meeting of members each member of the Corporation shall be entitled to one vote. The status

of a person as a member shall be established by presentation of a valid student identity card or by such other means as may be determined by the Board.

3.8 Vote by Proxy

Every member entitled to vote at a meeting of members may, by means of proxy, appoint another member as his nominee to attend and act at the meeting in a manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing executed by the member or his attorney authorized in writing and shall conform with the requirements of the Act. The proxy shall cease to be valid after the expiration of one week from the date thereof. The proxy shall be deposited with the secretary of the meeting prior to the chair's call to order. No member shall hold more than three (3) proxies.

3.9 Meeting Procedure

Subject to the letters patent, the by-laws and the Act, the procedure at meetings of members shall be governed by *Robert's Rules of Order Newly Revised*.

3.10 Chairperson and Secretary

The Chairperson and the Secretary shall be the chairperson and secretary respectively at meetings of the members.

3.11 Scrutineers

At each meeting of members one or more scrutineers who need not be members of the Corporation may be appointed by a resolution of the meeting or by the Chairperson to serve at the meeting.

Article 4. HEAD OFFICE AND SEAL

4.1 Head Office

The head office of the Corporation shall be located in the City of Toronto, in the Municipality of Metropolitan Toronto, in the Province of Ontario, at such location as the Board of Directors may from time to time determine by resolution.

4.2 The Seal

The seal of the corporation shall be in such form as the Board may from time to time determine by resolution and the name of the Corporation shall be endorsed thereon. The Chairperson shall be the custodian of the seal.

Article 5. BOARD OF DIRECTORS

5.1 Composition of the Board of Directors

The activities of the Corporation shall be under the direction and control of a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The Board shall consist of:

- (a) the current Editor-in-Chief of The Varsity;
- (b) two Varsity staff members elected by the Varsity staff;
- (c) one current member of the masthead, other than the Editor-in-Chief, elected by the staff;

- (d) one member of the Corporation elected by and from the members of the Corporation at University of Toronto at Mississauga;
- (e) one member of the Corporation elected by and from the members of the Corporation at the University of Toronto at Scarborough;
- (f) four members of the Corporation elected by and from the members of the Corporation from the Faculty of Arts and Science of the St. George campus, provided that, except where no competition exists, no more than two are elected, from any one college;
- (g) three members of the Corporation elected by and from the members of the Corporation from the Professional Faculties, provided that, except where no competition exists, no more than two are elected from any single constituency.

5.2 Independence of Directors

Any director elected or appointed pursuant to paragraphs (d), (e), (f) and (g) of Section 5.1 shall not during his or her term of office as a director of the Corporation be a director or officer of the Students' Administrative Council of the University of Toronto or a member of the Varsity staff. The foregoing shall not apply to prevent a person holding office as a director of the Corporation if:

- (a) he was elected while he was a director or officer of the Students' Administrative Council of the University of Toronto and he completes his term of office prior to May 1 of the calendar year during which s/he takes office as a director of the Corporation; or
- (b) she was elected as a director of the Corporation while she was a member of the Varsity staff and she withdraws from active participation as a member of the Varsity staff prior to May 1 of the calendar year during which she takes office as a director of the Corporation.

5.3 Term of Office

Each Director elected pursuant to paragraphs (d), (e), (f) and (g) of Section 5.1 shall hold office for a term of one year commencing on the fifteenth day of May. The Editor-in-Chief shall hold office for the publishing year. Each Director elected pursuant to paragraphs (b) and (c) of Section 5.1 shall hold office for the publishing year. Directors elected in a by-election shall take office as of the date on which they are declared elected in accordance with the election procedures established pursuant to Article 7 and shall hold office for the balance of the term of the Directors whom they replace.

5.4 Removal from Office

- (a) By Resolution or Referendum any member of the Board (other than the Editor-in-Chief) may be removed from the office by:
 - (i) a resolution passed by a two-thirds majority vote of those present at a general meeting of the Corporation; or
 - (ii) in the case of directors elected pursuant to paragraphs (d), (e), (f) and (g) of Section 5.1 by a referendum of members of the Corporation conducted in accordance with the applicable provisions of Section 14.3, held at and voted upon by the constituency from which the director was elected. Upon requisition of at least fifteen (15%) percent of the members in a constituency which elected the director, the Board shall cause a referendum to be held no later than twenty (20) days following deposit of the requisition at the head office of the

Corporation. The director shall be deemed removed by a majority of the votes cast in such referendum. A director who has been removed from office pursuant to this section may stand for re-election; and

(iii) in the case of a director elected pursuant to paragraphs (b) and (c) of Section 5.1, the director may be removed by a referendum of the staff held as provided in clause (a)(ii) of this Section 5.4.

(b) Deemed Resignation. In the event that any director of the Corporation ceases to fulfil the qualifications herein for directors, s/he shall be deemed to have resigned as a director of the Corporation on the date on which such qualifications ceased to be fulfilled.

5.5 Officers of the Corporation

The officers of the Corporation shall consist of a CEO/President, an Editor-in-Chief, the Vice-President Finance, Vice-President Operations, Speaker and a Secretary and such other officers as the Board may from time to time determine. The CEO/President, Editor-in-Chief, Vice-Presidents, Speaker and Secretary shall be appointed in the following manner:

- (a)** CEO/President. The Board shall appoint from among themselves at their first meeting following the Board taking office, a Chief Executive Officer/ President who shall be one of the directors elected under paragraph (d), (e), (f), or (g). of Section 5.1, to hold office during the term of office of the Board.
- (b)** Editor-in-Chief. The current Editor-in-Chief of The Varsity shall be an officer of the Corporation.
- (c)** Vice-President Finance. The Board shall appoint from among themselves at their first meeting following the Board taking office, a Vice-President Finance/Chief Financial Officer, who shall be one of the directors elected under paragraph (d), (e), (f) or (g) of section 5.1, to hold office during the term of office of the Board.
- (d)** Vice-President Operations. The Board shall appoint from among themselves at their first meeting following the Board taking office, a Vice-President/Chief Operating Officer, who shall be one of the directors elected under paragraph (d), (e), (f) or (g) of section 5.1, to hold office during the term of office of the Board.
- (e)** Secretary. The Board shall appoint a Secretary of the Corporation who may or may not be a member of the Board, to hold office during the term of office of the Board. The Secretary will not have access to information privy to the Board of Directors, unless already an elected director.
- (f)** Speaker. The Board shall appoint a Speaker of the Corporation who may or may not be a member of the Board, to hold office during the term of office of the Board. If a Board member is appointed to be Speaker he/ she will have to give up all voting rights and only vote to break a tie. The Speaker will not have access to information privy to the Board of Directors, unless already an elected director.

5.6 Committees of the Board of Directors

The Corporation shall have the following committees of the Board, and such other committees as the Board may from time to time establish:

- (a)** Executive Committee. The Executive Committee shall consist of the Chairperson, Editor-in-

Chief, and Vice-Presidents.

- (b) The Chairperson and the Editor-in-Chief shall sit on all other committees of the Board.

5.7 Duties and Powers of Directors

Notwithstanding the generality of the foregoing, the Board's duties and powers shall include the following:

- (a) to manage the Corporation's financial and legal affairs and in all its decisions to give full consideration to and pursue to the extent permitted by law and this by-law the policies of the Corporation set out in Schedule "A" attached hereto and the goals of maintaining editorial integrity and independence and freedom of the press. To that end the Board shall require the staff and writers for all publications of the Corporation to adhere to the Code of Journalistic Ethics set out in Schedule "B" attached hereto;
- (b) to consider and determine the Corporation's membership in various trade associations in consultation with the staff;
- (c) to be the body which, by a two-thirds vote of the directors present and voting, determines what other responsibilities shall be established by the Corporation as provided for in the letters patent of the Corporation;
- (d) to receive and consider complaints, not resolved at the staff level, of breaches of Schedule "B" of this by-law and other complaints concerning any publication of the Corporation and recommend appropriate action by the editor concerned. The Board may require the editor of any publication of the Corporation to publish a retraction or apology with respect to breaches of Schedule "B" attached hereto. In such cases the Board shall be guided by Schedule "B" of this by-law and the requirements of the applicable laws. Such retraction or apology shall be published in the next issue of the publication following the meeting of the Board. In the event that in the opinion of the Board the editor fails or refuses to comply with such requirement, the editor shall by resolution of the Board be deemed removed from office;
- (e) to approve all of the Corporation's job descriptions for employees or staff on wage or salary, and to approve jointly with the staff masthead positions;
- (f) to hire, employ, and offer remuneration to such staff or employees as the Board deems necessary;
- (g) to receive, during each meeting of the Board a report in a form generally acceptable to the Board on the Corporation's financial position;
- (h) to receive, during each meeting of the Board from the Chairperson, Editor-in-Chief, and Vice-Presidents, reports in forms generally acceptable to the Board on matters under their respective administration;
- (i) to fix the remuneration of the auditor(s) of the Corporation;
- (j) to fix, on or before the 15th day of March in each year, a publishing schedule and preliminary budget which will indicate the expenditures and revenues by category and by period for the Corporation for the succeeding publishing year; to consider and establish on or before September 15 a final operating budget; and to review the operating budget again

on or before January 15.

- (k) in the case of directors elected pursuant to paragraphs (b) and (c) of Section 5.1, to meet with and report to staff immediately before and after Board meetings.

5.8 Disclosure of Interest by Directors

Subject to the provisions of the Act, it shall be the duty of every director of the Corporation who has, directly or indirectly, any material interest in any material contract or transaction to which the Corporation or a subsidiary thereof is or is to be a party, other than a contract for remuneration as a director, officer or employee, to disclose his or her interest in such contract or transaction in accordance with the requirements of the Act and to refrain from voting in respect thereof at any meeting of the Board of Directors, and any director so disclosing his interest will not be counted as being present at the meeting for the purpose of determining whether a quorum is present at the time a vote is taken in respect of the contract or transaction in which s/he has disclosed his or her interest. Notwithstanding the foregoing, a director shall not be deemed to have a material interest in any matter by mere reason of the matter involving or affecting the constituency which elected such director. A director shall be free to vote on any question affecting the constituency which elected him/her.

5.9 Duties of the Officers of the Corporation

- (a) CEO/President. As Chief Executive Officer, the President is responsible generally for the integrity of the Corporation's By-laws for the compliance of the Corporation with the Act, and with requirements of the University of Toronto for student societies. Specifically, but not necessarily exclusively, the President will be responsible for:
 - (i) keeping the corporate seal and corporate records;
 - (ii) in conjunction with the Editor-in-Chief, signing contracts, documents, or any instruments in writing requiring the signature of the Corporation, aside from cheques;
 - (iii) in conjunction with one of the Vice-President Finance or the Editor-in-Chief, signing cheques;
 - (iv) the conduct and timing of elections under Article 7;
 - (v) preparing the meeting schedule of the Board;
 - (vi) consulting with legal counsel where necessary, after consultation(s) with Officer(s) of the Corporation where the duties of other Officer(s) are involved;
- (b) Editor-in-Chief. The Editor-in-Chief is responsible for the integrity of the editorial operations of the Corporation and, as leader of The Varsity staff, is generally responsible for promoting effective and efficient communication between staff and the Board, individually and as a whole. Specifically, but not exclusively, the Editor-in-Chief is responsible for:
 - (i) signing, in conjunction with the Chairperson or, in his/her absence, the Vice-President Finance, contracts, documents, or any instruments in writing requiring execution by the Corporation, aside from cheques;
 - (ii) in conjunction with one of the Chairperson or the Vice-President Finance, signing cheques;
 - (iii) administration of Schedule "B" of this By- law;

- (iii) where appropriate, and in consultation with the CEO/President, suggest alternative decision-making models to the Board to facilitate discussion and problem-solving within the meeting.
 - (iv) to conduct votes and announce their results.
 - (v) to preserve order and decorum.
- (g) Other Officers. The Board may from time to time establish duties for such other officers of the Corporation that it appoints pursuant to Section 5.5.

5.10 Duties of Committees of the Board

Executive Committee. The Executive Committee shall meet regularly to suggest the timing and agendas for meetings of the standing committees and other committees of the Board as may be established from time to time and shall regularly discuss matters under the administration of the Chairperson. In the event that a regular or special meeting of the Board cannot reasonably be convened for the purpose of taking an action or decision, the Executive Committee shall have and may exercise the powers and authority of the Board for the purpose of taking such action or decision, subject to the applicable provisions of law. Where the Executive Committee takes such action or decision, the action or decision shall be recorded and reported to the Board at its meeting next following the action or decision taken.

Article 6. NOTICES FOR MEETINGS AND ELECTIONS

6.1 Notice of the date, time and place of every meeting of members and of the elections referred to in Article VII shall be given to members by publication in each issue of The Varsity for two consecutive weeks next preceding the meeting or election unless otherwise provided for herein. If The Varsity is not being published when notice for a meeting or election is required, notice shall be given by the posting of notices in public places on each of the University Campuses. Notice of the date, time and place of every meeting of members shall be given to the auditors in writing fourteen (14) days before the meeting. Notice of a meeting of members shall state the general nature of business to be transacted thereat. Notices for elections shall state the eligibility of voters and voting constituencies.

Article 7. ELECTIONS AND BY-ELECTIONS

7.1 Election of Directors

The election of directors of the Corporation referred to in paragraphs (d), (e), (f) and (g) of Section 5.1 shall be conducted in accordance with the following provisions:

- (a) The date of the election shall be no earlier than February 22nd and no later than April 15th. In the event that such elections are not held, the Corporation shall immediately cease all operations until such elections are held.
- (b) Notice of the date of the election and nomination period shall be given in accordance with the applicable provisions of Section 6.1 by publication during the third and fourth weeks preceding the election and the notice shall include information respecting nomination procedures.

- (c) A form of nomination for each candidate standing for election as a director pursuant to paragraphs (d), (e), (f) and (g) of Section 5.1 must be signed by not less than twenty-five (25) members of the Corporation and filed with the Chairperson of the Corporation at least two (2) weeks prior to the date of the election.
- (d) The election shall be conducted by a Chief Returning Officer appointed by and responsible to the Board. The Chief Returning Officer, with the approval of the Board, shall make all preparations for the elections and shall, subject to the approval of the Board, establish and publish rules relating to the conduct of elections including nominations, campaigns, polling stations and other matters deemed relevant subject to the letters patent and by-laws of the Corporation.
- (e) Each member of the Corporation shall be entitled to cast a number of votes equal to the number of directors to be elected by' his/her constituency, provided that only one vote shall be cast for each candidate.

7.2 Election of Staff Representatives to the Board

- (a) Subject to the approval of the Board, a date for the election shall be fixed by the Chairperson the Board, provided that the date of the election shall be no earlier than February 22 and no later than March 21. Voting shall take place in the head office of the Corporation on the business day following the date of closing of nominations between 10:00 a.m. and 6:00 p.m.
- (b) Public notice of the election and nomination period shall be given during the two (2) week period preceding the week during which the election is to be held or otherwise in accordance with the appropriate provisions of Section 6.1.
- (c) Nominations may be made between the date of publication of the first notice and the date following the publication of the last notice. A form of nomination must be signed by not less than ten (10) members of The Varsity staff and filed with the Chairperson by close of business on the business day immediately preceding the date of the election.
- (d) The election shall be conducted by a Chief Returning Officer appointed by and responsible to the Board.
- (e) The staff representative shall be elected by secret ballot. Each member of The Varsity staff shall have one vote and the candidates receiving the highest number of votes shall be elected.

7.3 By-Elections for Directors Elected by Members

In the event that a director elected pursuant to paragraphs (d), (e), (f) or (g) of Section 5.1 resigns, is removed, or dies, or if no nominees stand for election in any given constituency, the Chairperson, or failing him, the Editor-in-Chief, shall cause a by-election to be held to fill the vacancy. The provisions of Section 7.1 shall apply to the holding of the by-election subject to the following

- (a) Subject to paragraph (b) of this Section 7.3, the by-election shall be held no later than thirty (30) days following the office becoming vacant.
- (b) A by-election shall not be held during the period from the date of the annual election of directors pursuant to Section 7.1 to August 31 in any publishing year of the Corporation.
- (c) Public Notice of the date of the election shall be given in accordance with the applicable

provisions of Section 6.1 by publication during the second and third weeks preceding the byelection.

7.4 By-Elections for Directors Elected by Staff

In the event that a director elected pursuant to paragraphs (b) or (c) of Section 5.1 resigns, is removed, or dies, the Chairperson of the Board shall cause a by-election to be held to fill the vacancy. The provisions of Section 7.2 shall apply to the holding of the by-election subject to the following:

- (a)** Subject to paragraph (b) of this Section 7.4, the by-election shall be held no later than thirty (30) days following the office becoming vacant.
- (b)** A by-election shall not be held during the period from the date of the annual election of directors pursuant to Section 7.1 to August 31 in any publishing year of the Corporation.

7.5 Editor-in-Chief of The Varsity

The Editor-in-Chief shall be nominated by the Varsity staff and appointed by the Board in accordance with the following provisions:

- (a)** All applicants for the position of Editor-in-Chief shall be members of the Corporation.
- (b)** The Board shall fix the date of the staff vote for Editor-in-Chief, to be no later than the third week of March.
- (c)** Public Notice of the date of the election and application period shall be given in each of the third and fourth weeks prior to the date as determined pursuant to Section 7.5 (b) in accordance with the applicable provisions of Section 6.1.
- (d)** Candidates for the Position of Editor-in-Chief shall submit applications to the Chairperson not less than fourteen (14) days prior to the date of the election.
- (e)** A meeting of The Varsity staff shall be held at least five days before the said date for voting for the purpose of permitting each applicant to address the staff and answer questions from the staff.
- (f)** The Varsity staff as determined herein shall vote by secret ballot on the date fixed by the Board for the purposes of selecting one of the applicants as the staff nominee for Editor-in-Chief. A candidate shall be deemed nominated upon receiving fifty (50%) percent of the votes cast plus one on a preferential ballot.
- (g)** The nominee so chosen shall be presented to the Board for its approval or rejection by a simple majority vote of those present and in the event of rejection, the Board shall notify The Varsity staff and state its reasons in writing.
- (h)** In the event of rejection of the first nominee, the staff shall, no later than seven (7) business days after receiving the rejection notice from the Board, conduct a further secret ballot for the purpose of selecting one of the remaining applicants as the staff's second nominee, and such nominee shall be presented to the Board for approval in accordance with paragraph (g).
- (i)** If an Editor-in-Chief is not appointed or the staff does not nominate an Editor-in-Chief pursuant to the above provisions, the Board shall appoint an Editor-in-Chief, provided that it shall give full consideration to the advice of the staff with respect to such appointment.

7.6 Masthead Elections

The masthead positions of The Varsity other than the Editor-in-Chief shall be such editorial and production positions as are approved by the staff and the Board and members of the staff shall be appointed to such positions in a manner similar to that outlined in Section 7.5 with the following exceptions:

- (a) the vote of The Varsity staff shall take place in the third week of March in each year except where a vacancy arises owing to the resignation, death or dismissal of a masthead member; and
- (b) Paragraphs (g), (h) and (i) of Section 7.5 do not apply to the appointment of masthead members.

7.7 Dismissal of the Editor-in-Chief and Masthead

An Editor-in-Chief or any member of the masthead (hereinafter referred to as the "Editor" in this Section 7.7) of The Varsity may, subject to the provisions of Section 5.7(d), only be dismissed in accordance with all of the following provisions:

- (a) where a motion to dismiss an Editor has been officially moved and seconded at a duly constituted meeting of the Board;
- (b) where the Editor in question has been informed of said motion and its content and effect in writing;
- (c) where the Editor has the right to address a duly constituted meeting of the Board to petition for amendments to, or withdrawal of, the motion;
- (d) where any vote pursuant to a motion made under Section 7.7 (a) occurs not earlier than forty-eight (48) hours and not later than seven (7) days after the motion is made;
- (e) where a two-thirds majority of the board votes in favour of passing the motion; then the Editor shall be dismissed. Where an Editor is dismissed, the Board shall appoint an interim Editor in accordance with Section 7.8.

7.8 Replacement of Editors

In the event that the position of Editor-in-Chief or of a member of the masthead becomes vacant (hereinafter referred to as the "Editor" in this Section 7.9) during his or her term of office by resignation, death or dismissal, the Board shall appoint an acting Editor from among the Varsity staff. A new Editor shall be appointed in accordance with the provisions of Section 7.5, subject to the following:

- (a) The notice referred to in Section 7.5(c) shall be published during the first and second weeks following the appointment of the acting Editor.
- (b) The date fixed for the election shall be no later than thirty (30) days following the appointment of the acting Editor.
- (c) The new Editor shall take office when his/her appointment is approved pursuant to the provisions of Section 7.5(g).

Article 8. PROTECTION OF DIRECTORS, OFFICERS, EMPLOYEES, STAFF, AND MASTHEAD

8.1 Indemnity of Directors, Officers and Others

Every director, officer, employee and member of the staff or masthead of the Corporation and his/her heirs, executors, administrators and other legal personal representatives shall from time to time be indemnified and saved harmless by the Corporation from and against:

- (a) any liability and all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment that she reasonably sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against her for or in respect of anything done or permitted by her in respect of the execution of her duties in connection with the Corporation, and
- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation; provided that no director, officer, employee or member of the staff or masthead of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that she sustains or incurs in or about any action, suit or other proceeding as a result of which she is adjudged to be in breach of any duty or responsibility imposed upon her under the Act or under any other statute unless, in any action brought against her in her capacity as director, officer, employee, staff, or masthead, she has achieved complete or substantial success as a defendant.

8.2 Insurance

Subject to the provisions of the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors, officers, employees, staff, and masthead as the Board may from time to time determine.

Article 9. MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

9.1 Meetings of the Board

Meetings of the Board shall be open to the members of the Corporation unless otherwise decided by a majority of the directors present. The Chairperson of the Board shall prepare a schedule for the regular meetings of the Board which shall be held at least once every four (4) weeks, at times convenient to the members of the Board, and public notice shall be given of said schedule in the month of September and again in the month of January in each year, provided that public notice shall be given of any variations to this schedule. Special meetings of the Board may be called at any time by the Chairperson of the Board or by three Board members. Twenty-four (24) hours notice shall be given to board members in advance of a special meeting in person, by e-mail, over the phone, or by other reasonable means.

9.2 Quorum

A quorum for any meeting of the Board shall be six (6) voting members or 50% of sitting members, whichever is lower, of which three (3) must be directors elected pursuant to paragraphs (d), (e), (f) or (g) of Section 5.1. Three of the four members of the Executive Committee are required for Executive

Committee quorum including the Editor-in-Chief. In the event of the death, resignation or removal from office of a sufficient number of Board or Committee members to prevent such a quorum, the remaining members of the Board or Committee shall constitute a quorum for the purpose of calling the necessary by-election or for filling Committee vacancies.

9.3 Conduct of Meetings

Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the Board and committees of the Board.

9.4 Electronic Meetings

With the consent of all members of the board or its committees, meetings may be conducted via telephone, electronic or such other communications media as the board may from time to time determine, provided that all board members participating in such meeting may communicate with each other simultaneously and instantaneously. The chair shall ensure that such meetings are in strict compliance with all the provisions of Sections 9.1, 9.2, and 9.3.

Article 10. STAFF MEETINGS

10.1 Calling of Staff Meeting

A meeting of the Varsity staff may be called by:

- (a) the Editor-in-Chief, or
- (b) any two of the masthead, or
- (c) any five members of the Varsity staff.

10.2 Quorum and Voting

Quorum for a staff meeting shall be twenty (20%) percent, but not less than eleven (11) members of the staff. At all staff meetings, each member of the Varsity staff shall have one vote.

10.3 Meeting Procedure

Robert's Rules of Order Newly Revised shall govern staff meetings unless the Board of Directors by resolution provides otherwise.

10.4 Notice of Meetings

Public notice of staff meetings shall be given at least two (2) week days prior to the meeting.

10.5 Minutes of Meetings

Minutes shall be kept of all staff meetings and a copy of each shall be given to each member of the Board within one (1) week and be posted in appropriate places in the head office of the Corporation.

10.6 Chairperson

The Editor-in-Chief shall chair staff meetings. Should the Editor-in-Chief not be present, members of the masthead shall vote on who among them shall take the chair.

Article 11. FINANCES OF THE CORPORATION

11.1 Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of April in each year.

11.2 Financial Statements

The Corporation shall comply with the financial statement requirements of the Act which are applicable to the Corporation. Notwithstanding the generality of the foregoing, the Corporation shall cause to be prepared the following financial statements:

- (a) Balance Sheet;
- (b) Statement of Income and Expenses;
- (c) Statement of Accumulated Equity; and
- (d) Statement of Change in Financial Position.

The financial statements of the Corporation and the auditor's report thereon shall be published and made available for distribution to members of the Corporation in accordance with the provisions of Section 3.1 hereof and shall be filed with the Governing Council not later than six (6) months following the end of the Corporation's fiscal year.

11.3 Signing Officers

All cheques and other instruments drawn on the Corporation's bank accounts must be signed by two (2) people as follows:

- (a) Any two of the Editor-in-Chief, the Vice-President Finance, the Chairperson.

Article 12. EXECUTION OF INSTRUMENTS

12.1 Signing of Instruments

Contracts, documents or any instruments in writing requiring execution by the Corporation, aside from cheques or other instruments drawn on the Corporation's bank accounts, may be signed by the Editor-in-Chief in conjunction with one of the Chairperson or, in the absence of the Chairperson, one of the Vice-Presidents.

Article 13. RECORDS OF THE CORPORATION

13.1 Records of the Corporation

The records, minutes, and the seal of the Corporation shall be in the custody of the Chairperson of the Board, who shall cause a copy of all minutes to be posted in the head office of the Corporation not later than one week after the meeting to which they pertain.

13.2 Inspection of the Records

The records and accounts of the Corporation may be inspected by any of its members upon reasonable notice to the Chairperson of the Board, provided that a written request is submitted to the Chairperson, and further provided that

- (a) personnel and other confidential records or records prohibited by law, and
- (b) records the dissemination of which would, in the opinion of the Chairperson, be detrimental to the Corporation's finances or market position, shall not be available for inspection save by express resolution of the Board authorizing same.

13.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

Article 14. AMENDMENTS TO THE BY-LAW

14.1 Amendments to the By-law

The directors may by resolution passed by two-thirds of the directors present and voting at a meeting of the Board, enact, amend, or repeal any by-laws not contrary to law, the Act, or the letters patent that regulate the affairs of the Corporation, provided that public notice of any proposal to enact, amend or repeal any by-laws shall be given at least one (1) week prior to the Board meeting at which it will be considered.

14.2 Required Approval

Any enactment, amendment, or repeal of a by-law shall not take effect until it is approved by a two-thirds vote at a duly constituted general meeting of the members of the Corporation or by referendum as provided for in Section 14.3

14.3 Referendum Procedure

A referendum of the members of the Corporation for the purposes of determining a question pursuant to Section 14.2, Section 2.4 or section 5.4 shall be conducted in accordance with the following provisions:

- (a)** The procedures for holding the referendum shall be determined by the Board, subject to the specific provisions hereinafter set out.
- (b)** Notice of the referendum shall be given in the same manner as notice of a meeting of members of the Corporation, pursuant to Section 6.1 hereof, except that notice need not be given to the auditors of the Corporation.
- (c)** The notice shall include the text of the question or questions to be voted upon in the referendum.
- (d)** A notice of a referendum held pursuant to Section 14.2 with respect to a by-law enactment, amendment or repeal shall contain a brief statement of the subject matter of such bylaw, enactment, amendment or repeal and the full text thereof shall be made available without cost to all members of the Corporation at locations on the University campuses determined by the Board.
- (e)** The referendum shall be conducted by secret ballot and each member shall be entitled to cast one vote.
- (f)** A majority of the votes cast in the referendum (excluding invalidated ballots) shall determine the question, subject to the requirements of the Act.

14.4 Approval by Governing Council

An amendment, repeal or re-enactment of Articles 2, 3, 6, 11, 13 or 14 or Sections 5.1, 5.3, 5.4, 5.6(b), 5.7, 5.8 or 5.10(b) of this By-law shall be effective only upon approval thereof by the Governing Council.

SCHEDULE "A"

VARSITY PUBLICATIONS

STATEMENT OF POLICIES

- 1.** The Corporation shall offer to the entire University community comprehensive, fair and accurate coverage of its political, cultural, intellectual and athletic affairs. The Corporation shall give coverage to the affairs of the full-time undergraduate community on all three campuses and in every college and faculty of the University. In addition, the Corporation's publications shall strive to interpret and offer opinions on the events of the day to the best of their ability.
- 2.** The Corporation shall promote the study of journalism at the University and provide opportunities for the Staff of all Varsity publications and other members of the University community to learn the principles and practice of responsible journalism.
- 3.** The Corporation shall offer all interested and capable members of the Corporation an opportunity to participate in all aspects of the production of its publications without regard to their sex, race, culture, sexual orientation and their philosophic, religious or political beliefs or affiliations.
- 4.** The Corporation shall provide a forum for all members of the University community to exchange information and opinion. The Corporation shall strive to provide in all its publications for the expression of disparate and conflicting views on the issues of the day.
- 5.** The Corporation shall protect the editorial autonomy and freedom of all Varsity publications from all undue external influences. The Corporation shall maintain and nourish the fundamental principle of freedom of the press and of the University.

SCHEDULE "B"

VARSIITY PUBLICATIONS CODE OF JOURNALISTIC ETHICS

1. Accuracy and Fairness

Varsity Publications shall keep faith with its readers by presenting its news (which includes sports and features) and expressions of opinion (which include reviews and interpretations of the news) comprehensively, accurately and fairly and by acknowledging error promptly.

Fairness is a balanced and impartial presentation of all the relevant facts in a news report, and of all substantial Opinions in a matter of controversy. It precludes inaccuracies such as distortion of meaning by over- or under-emphasis, by placing facts or quotations out of context, by headlines not warranted by the text, invading privacy with insufficient justification, condemning persons or groups by innuendo or hearsay, reporting conjecture or unsubstantiated opinions as fact, libel, ignoring commonly-accepted ethical standards, ignoring or omitting crucial facts or by failing to acknowledge error, whether of omission or commission, promptly.

Fairness demands that inaccurate or misleading public statements be placed in factual perspective.

When statements are made that are critical of an individual or organization, those affected should be given the earliest possible opportunity to reply.

Fairness requires that in the reporting of news, the right of every person to a fair court trial or hearing and the presumption of innocence thereof should be respected.