RESOLUTIONS OF THE BOARD OF DIRECTORS OF
VARITY PUBLICATIONS
(THE “CORPORATION”)

Date: April 23, 2020

BY-LAW AMENDMENT AND APPROVAL OF NEW BY-LAW

RECITALS:

A. According to the Government of Ontario, the outbreak of a communicable disease, namely COVID-19 coronavirus disease, constitutes a danger of major proportions that could result in serious harm to persons, and therefore an emergency has been declared in the Province of Ontario pursuant to Order in Council 518/2020 (Ontario Regulation 50/20) on March 17, 2020 at 7:30 a.m. Toronto time pursuant to section 7.0.1 of the Emergency Management and Civil Protection Act.

B. Ontario Regulation 52/20, as amended, provides that no person shall attend an organized public event of more than five people.

C. Ontario Regulation 82/20, as amended, provides for the closure of all places of business except for places at which certain listed types of essential business are occurring, and it appears that a meeting of members of the Corporation would not be a type of essential business.

D. The board of directors (the “Board”) of the Corporation has determined that, in light of the circumstances described by the above recitals and in consideration for the health and safety of the members of the Corporation, a spring meeting of members cannot be held as contemplated by the by-laws, and amendments to the by-laws are necessary to provide for meaningful democratic participation by the members of the Corporation.

E. The proposed amendments to By-law No. 6 of the Corporation (“By-law No. 6”) as set forth herein, and the proposed text of By-law No. 7 in substantially the form set forth in Schedule A attached hereto (“By-law No. 7”), have both been presented to the Board.

F. Having given the matter due consideration, the Board has determined that it is in the best interests of the Corporation to amend By-law No. 6 in substantially the manner set forth herein, to and make By-law No. 7, which together permit the Corporation to hold of a meeting of members such that the members can enjoy meaningful democratic participation in the affairs of the Corporation.

THEREFORE BE IT RESOLVED THAT:

1. By-law No. 7 is hereby approved.
2. Section 1(h) of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

   “Member” includes all persons as defined in section 44. This definition shall supersede any other definitions within these By-laws or other governing documents of Varsity Publications;

3. Section 8 of By-law No. 6 and each of its subsections are hereby deleted in their entirety and replaced as follows:

   If the directors have adopted a policy regarding the nomination of directors and posted such policy on the Corporation’s website, only those members duly nominated in accordance with the policy are eligible for election as directors.

4. Section 12 of By-law No. 6 is hereby deleted in its entirety (but, for greater clarity, section 12(a) is not hereby amended or deleted) and replaced as follows:

   At least one director must be a member who is a graduate student, as defined by the by-laws of the University of Toronto Graduate Students’ Union.

5. Section 29 of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

   At all meetings of directors, every question shall be decided by a majority of the votes cast on the question. On an equality of votes, a question is defeated. The chair of the meeting may cast one vote only if the distribution of votes is such that the chair’s vote could affect the outcome, specifically

   a. if there is an equality of votes (and the question would otherwise be defeated), or
   
   b. if the number of votes in favour exceeds the number of votes in opposition by exactly one (and the question would otherwise be carried).

6. Section 30 of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

   The directors 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 directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such policies as the directors may from time to time make. Any committee member may be removed by resolution of the directors.
7. Section 31 of By-law No. 6 and its subsections are hereby deleted in their entirety and replaced as follows:

A quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles, or a failure to elect the number of directors provided for in the articles. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

8. Heading “Member Proposals” is hereby added between sections 38 and 39.

9. Section 39 of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

A member entitled to vote at an annual meeting of members may, in accordance with the proposal mechanism provided for in the Act, make, amend or repeal a by-law.

10. Section 56 of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

The Corporation shall give members notice of the time and place of all meetings of members by email or other communication facility to each member not less than 21 days and not more than 35 days before the meeting. All information to be provided as part of the notice documents shall be made available on the Corporation’s website within the same time period set out in this section.

11. Section 73 of By-law No. 6 is hereby deleted in its entirety and replaced as follows:

[Intentionally deleted]

12. By-law No. 6 is hereby amended by replacing each instance of “Varsity Publications Inc.” with “Varsity Publications”.

13. By-law No. 6 is hereby amended by replacing each instance of “corporation” that refers to the Corporation with “Corporation”.

**POLICY RE NOMINATION, ELECTION AND REMOVAL OF DIRECTORS**

**RECITALS:**

A. The Board has determined that the policies of the Corporation should provide for a process for receiving meaningful input from the members about who should be the nominees for election as directors of the Corporation.
B. The proposed amended and restated Policy 39 of the Corporation (Election and Removal of Directors), in substantially the form set forth in Schedule B attached hereto (“Revised Policy 39”), has been presented to the Board.

C. Having given the matter due consideration, the Board has determined that it is in the best interests of the Corporation to repeal the current Policy 39 of the Corporation (Election and Removal of Directors) and adopt Revised Policy 39, which will provide for a process for receiving meaningful input from the members about who should be the nominees for election as directors of the Corporation.

THEREFORE BE IT RESOLVED THAT

1. Policy 39 of the Corporation (Election and Removal of Directors) is hereby repealed.

2. Revised Policy 39 is hereby approved.

SUBMISSION TO MEMBERS

BE IT RESOLVED THAT

1. The Board shall submit for membership approval at the next meeting of the members of the Corporation both the amendments to By-law No. 6 and the new By-law No. 7 (collectively, the “Amendments”).

2. The Board hereby recommends that the Corporation’s members confirm the Amendments.

FILING

BE IT RESOLVED THAT

1. Wayne George, Chair of the Board, or Josie Kao, Editor-in-Chief (each an “Authorized Officer”), is hereby authorized and empowered to file, or cause to be filed, a copy of the by-laws of the Corporation, as amended, with Corporations Canada under section 153 of the Canada Not-for-profit Corporations Act within 12 months from the date of the meeting of members at which the amendments to the by-laws approved hereby are confirmed, amended or repealed.

GENERAL AUTHORIZATION

BE IT RESOLVED THAT

1. Each Authorized Officer is authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other
actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions.

2. Any Authorized Officer is hereby authorized in the name and on behalf of the Corporation, to file the Amendments in the minute book of the Corporation.
Schedule A
By-law No. 7

A By-law of Varsity Publications (the “Corporation”)

BE IT ENACTED as a by-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

1. Despite section 9 of By-law No. 6,

   (a) with respect to the directors in office as of the date hereof who were elected by ordinary resolution at the spring meeting of members in 2019, their terms of office shall not end on April 30, 2020, and instead shall end at the close of the next meeting of members following the date hereof at which directors are elected, and

   (b) with respect to the directors elected at the next meeting of members following the date hereof, their terms of office shall commence as of their election and end on April 30 following their election.

2. The operation of sections 11 and 12 of By-law No. 6 are suspended with respect to the composition of the directors. For clarity, sections 11 and 12 of By-law No. 6 shall continue to apply with respect to the nomination and election of directors.

3. Despite section 52 of By-law No. 6, the directors may call a spring meeting of members (which may be referred to by another name at the discretion of the directors) during any calendar month, provided that such meeting is both (a) called no later than July 18, 2020, and (b) held no later than December 31, 2020.

4. For clarity, except as expressly provided for herein, this by-law does not have the effect of amending or repealing any other by-laws of the Corporation. This by-law shall not affect the previous operation of any by-laws of the Corporation or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any articles or predecessor charter documents of the Corporation obtained, under any such by-laws. All officers and persons acting under the provisions of this by-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed or amended by-laws, shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

5. This by-law is effective from the date hereof and ceases to have effect as of the close of the next meeting of members held after the date hereof at which directors are elected.

MADE by the Board of Directors on April 23, 2020.

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Chair of the Board
Schedule B
Amended and Restated Policy 39

39. Nomination, Election and Removal of Directors

A. Elections

1. The election of directors of the Corporation shall be conducted in accordance with the bylaws and 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. Despite the above, the date of the election to be held in 2020 shall be as determined by the board.

2. The EIC shall ensure that the change of directors is duly filed with Corporations Canada.

B. Director Byelections

In the event that a director resigns, is removed, or dies, or if no nominees stand for election in any given constituency, a by election shall be held to fill the vacancy no later than thirty (30) days following the office becoming vacant, unless the vacancy occurred during the months of April through August, in which case it shall be held in September of the same year.

C. Rules and Procedures of Director Nomination Contest

The election of corporate directors is subject to corporate law which generally takes priority over a corporation’s governing documents. As a “workaround”, this policy provides for a nomination contest, the winners of which are (subject to the specific provisions of this policy) those duly nominated for election as directors of the corporation, and no person who is not a winner of the nomination contest may be nominated for election. Unlike the nomination contest, it is intended that the election of directors at a meeting of members be a “formality”.

1. The board shall appoint a Returning Officer who will conduct the nomination contest subject to the bylaws, policies, and resolutions of the board.

2. The Returning Officer shall ensure that notice of the period during which a form of eligibility may be submitted is given in each of the two weeks prior to the deadline to submit forms of eligibility and that notice of the nomination contest is given in each of the two weeks prior to the nomination contest voting period.
   a. Notice of the nomination contest shall include the names of the eligible candidates and instructions of how to vote.
   b. The EIC shall assist the Returning Officer in giving notice by email, in The Varsity, and on thevarsity.ca.
3. A form of eligibility for each candidate must be signed by not less than twenty-five (25) members of the Corporation and filed with the Returning Officer at least two (2) weeks prior to the date of the nomination contest.

4. The nominations contest will ordinarily be conducted by the secure online voting system provided by the University of Toronto. If this system is not available, the Returning Officer shall select another secure online voting system and this selection must be approved by the board. (The Returning Officer is advised that they must begin setting up the U of T system several weeks in advance.)

5. Each member of the Corporation shall be entitled to cast a number of votes in the nomination contest equal to the number of directors to be elected by their constituency under the by-laws, provided that only one vote shall be cast for each candidate.

6. The candidate(s) who receives the most votes in each constituency shall be duly nominated. (i.e. if one seat is open in a constituency, the candidate with the most votes is nominated; if two seats are open, the candidates with the first and second largest numbers of votes are nominated etc.)

7. The campaigning period shall begin on the first day when notice of the nomination contest is given and shall conclude at the end of the voting period. The rules for campaigning are as follows:

   a. No campaigning is permitted outside the campaigning period.

   b. The spending limit for each candidate is $0 (zero dollars).

   c. Negative campaigning is prohibited.

   d. Candidates must ensure that the Returning Officer is able to view any online posts, sites, groups, or other electronic campaign materials.

   e. Candidates shall not in any way compromise the real or perceived integrity of the nomination contest.

   f. Candidates shall immediately report any infraction of this policy or any attempt or suspected attempt to compromise the nomination contest to the Returning Officer.

   g. Complaints regarding the Returning Officer, any candidate, or any matter related to the nomination contest must be submitted before the first board meeting following the nomination contest.

8. The Returning Officer shall endeavor to monitor the campaigns and shall investigate any infractions that they detect, or which are reported to them. If the Returning Officer finds that an infraction has been committed, they may:

   a. Publish a public notice stating that a candidate(s) has violated the rules of the nomination contest.
b. Require the candidate(s) to issue a public apology for the violation and/or retract any public statement that violated campaign rules.

c. Disqualify the candidate(s).

9. The candidate(s) may appeal any decision of the Returning Officer to the board. The board shall be the final decision-making body for all matters relating to the nomination contest.

10. The Returning Officer shall:

   a. Notify the candidates in writing of the rules of the nomination contest as soon as possible after accepting their eligibility forms and before the campaigning period begins.

   b. Notify the candidates in writing of the time and place of the first board meeting following the nomination contest.

   c. Notify the candidates in writing that their decisions may be appealed to the board and provide the contact information of the Chair or another officer.

   d. Notify the candidate(s) in writing of any decision relating to an infraction committed by that candidate(s).

11. The Returning Officer shall publish the unofficial results of the nomination contest as soon as possible following the completion of voting. The unofficial results shall include only the name(s) of the candidate(s) duly nominated.

   a. The EIC shall assist the Returning Officer to publish the results by email, in *The Varsity*, and/or on thevarsity.ca.

12. Following the nomination contest:

   a. The Returning Officer shall prepare a report stating the results of the nomination contest and detailing any problems, irregularities, complaints, infractions, or rulings during the course of the nomination contest.

   b. The Returning Officer shall present this report to the board at their first meeting following the nomination contest.

   c. If the board approves the report, the results of the nomination contest shall be deemed official and the successful candidates shall be deemed duly nominated.

   d. If they board rejects the report; they shall order a new nomination contest.

   e. The decision of the board is final on all matters relating to the nomination contest.

   f. The Chair shall ensure that nominees who are not already directors are provided with appropriate training and invited to subsequent board meetings.
D. Director Removal

1. A director may be removed by the membership in accordance with the bylaws.