

THE STUDENT RADIO SOCIETY OF THE UNIVERSITY OF BRITISH COLUMBIA

CONSTITUTION

SECTION 1: NAME

The name of the Society is THE STUDENT RADIO SOCIETY OF THE UNIVERSITY OF BRITISH COLUMBIA.

SECTION 2: PURPOSE

1. The purposes of the Society are:
 - a. To serve, instruct and inform the University of British Columbia and the Greater Vancouver Community through the medium of radio broadcasting by supplying alternative, progressive, informative and community-oriented programming;
 - b. To serve the Greater Vancouver Community, the University of British Columbia, The Alma Mater Society of the University of British Columbia Vancouver by encouraging interaction and cooperation, and the exchange of information relating to the efforts, concerns, interests, activities and services of the aforesaid groups;
 - c. To act in a student-driven manner;
 - d. To train students in the methods, techniques, operations, ethics and responsibilities of a broadcasting undertaking;
 - e. To provide students at the University of British Columbia with a means of expression through radio;
 - f. To encourage participation by the University community in the Society's broadcasting endeavors;
 - g. To encourage the production and broadcasting of original programs dealing with and of interest to the University of British Columbia and the Greater Vancouver Community.
 - h. To integrate the radio broadcasting of the Society into the ongoing activities of the Greater Vancouver Community;
 - i. To, from time to time, create a publication that is in concert with the other purposes of the Society;
 - j. To promote, direct, and coordinate all student closed circuit, carrier current, Cable FM and FM Broadcasting at the University of British Columbia, as well as promote and provide electronic and other digital based broadcasting; and
 - k. For the purposes aforesaid, to acquire, lease or own, establish, equip, maintain and operate a radio and wireless broadcasting station at the University of British Columbia.

SECTION 3: OFFICE

The operations of the Society shall be carried on chiefly at the University of British Columbia. This provision shall be unalterable.

SECTION 4: DISSOLUTION OF THE SOCIETY

Upon the winding-up or dissolution of the Society, the assets of the Society shall be paid, transferred and delivered to the Alma Mater Society of the University of British Columbia to be held by the said Society in trust for use by any student organization at the University of British Columbia which will undertake to commence radio broadcasting upon terms similar to those contained in this Constitution and By-Laws or for any other charitable institution or purpose. This provision shall be unalterable.

THE STUDENT RADIO SOCIETY OF THE UNIVERSITY OF BRITISH COLUMBIA

BY-LAWS

BY-LAW 1: INTERPRETATION AND DEFINITIONS

1. In these By-laws, unless the context otherwise requires, expressions defined in the Society Act, as amended from time to time, shall have the meanings as defined in that Act. 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. In these By-laws, unless the context otherwise requires:

Administration - shall mean the Administration of the University of British Columbia, including the Faculty, Staff and Alumni Association.

AMS - shall mean the Alma Mater Society of the University of British Columbia Vancouver, which is the official students association of the University of British Columbia in Vancouver.

Board - shall mean the Board of Directors of the Society.

By-laws - shall mean these by-laws and all other by-laws of the Society from time to time in effect.

Budget - shall mean the budget of the Society which includes the operating budget of the Radio Station.

Campus - shall mean the campus of the University of British Columbia in Vancouver.

Canadian – shall mean (a) a citizen within the meaning of subsection 2(1) of the Citizenship Act who is ordinarily resident in Canada; (b) a permanent resident within the meaning of subsection 2(1) of the Immigration Act who is ordinarily resident in Canada and has been ordinarily resident in Canada for not more than one year after the date on which that person first became eligible to apply for Canadian citizenship;

Chair - shall mean the Chair of the Board of Directors of the Society.

Community - shall mean the City of Vancouver and those regions surrounding the City of Vancouver, whether or not contiguous with the City of Vancouver within which the Radio Station's broadcast signal is audible using ordinary FM radio equipment.

CRTC - shall mean the Canadian Radio-Television and Telecommunications Commission.

Director – shall mean a member of the Board of Directors.

Executive - shall mean the group of Voting Members elected or appointed in accordance with these by-laws who are responsible for supervising the day-to-day operations and functions of the Radio Station, subject always to the oversight of the Board.

General Office - shall mean the offices of the Society.

Members - shall mean the Voting Members and the non-voting members of the Society.

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

Program Coordinator – shall mean the person engaged as a full-time or part-time employee or as a volunteer to manage the programming of the Radio Station and fulfill the job description as determined by the Board.

Radio Station - shall mean the broadcast undertaking operated by the Society and includes, where the context requires, the physical offices and studios from and through which such broadcast undertaking is operated.

Secretary-Treasurer - shall mean the Secretary-Treasurer of the Board of Directors of the Society.

Society - shall mean the Student Radio Society of the University of British Columbia.

Society Policy Manual – shall mean the collection of Society policy that is stored at the Radio Station.

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

Station Manager – shall mean the person engaged as a full-time or part-time employee or as a volunteer to manage the Radio Station and fulfill the job description as determined by the Board.

Station Staff – shall mean those individuals who are employed on a full-time or part-time basis by the Society as determined by the Board.

Student - shall mean any part-time or full-time student at the Vancouver campus of the University of British Columbia.

Student Council - shall mean the Board of Directors of AMS.

Two-thirds (2/3) Resolutions - shall mean a resolution passed by a two-thirds (2/3) majority of the votes cast.

UBC or University of British Columbia - shall mean the Vancouver campus of the University of British Columbia.

Vice-Chair - shall mean the Vice-Chair of the Board of Directors of the Society.

Voting Members – shall mean those members of the Society who are part-time or full-time students at the Vancouver campus of the University of British Columbia.

BY-LAW 2: MEMBERS OF SOCIETY

1. MEMBERS: The Members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become Members, in accordance with the By-Laws and, in either case, have not ceased to be members. The Society shall consist of Voting Members and non-voting members:
 - a. The Voting Members of the Society shall be those Students who have paid the membership fee pursuant to By-Law 6 and are members in good standing;
 - b. The non-voting members of the Society shall be those persons who are not Students, who have paid the membership fee pursuant to By-Law 6; provided however that at no time shall the non-voting members constitute one-half (1/2) or more of the total Members of the Society.
 - c. The Board may also issue lifetime memberships at no cost to Members who have made an outstanding contribution to the Society.

2. GOOD STANDING: All Members of the Society whose memberships are fully paid shall be deemed to be members in good standing until they cease to be members of the Society pursuant to the By-Laws.
3. EXPULSION FROM THE SOCIETY: Subject to By-Law 6(4), a Member ceases to be a member of the Society:
 - a. upon failing to pay the membership fee after being notified that dues are owed; or
 - b. upon a Two-thirds (2/3) Resolution of the Board.
4. CANADIAN CITIZENS: Except as herein provided, membership in the Society shall not be limited in number; PROVIDED, however that at no time shall the members who are not Canadian citizens constitute more than 20% of the total Members of the Society.
5. RIGHTS AND OBLIGATIONS OF MEMBERS: The rights and obligations of Members of the Society shall be as provided in the By-Laws.

BY-LAW 3: ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

1. ANNUAL GENERAL MEETINGS: The Society shall hold an annual general meeting at the Vancouver campus of the University of British Columbia each year during the month of February, as determined by the Board.
 - a. The following business shall be conducted at the annual general meeting:
 - i. receiving those financial statements prepared in accordance with By-Law 4 and By-Law 5;
 - ii. receiving the report of the President;
 - iii. receiving the report of the Station Manager;
 - iv. receiving and approving the preceding fiscal year's Financial Statements duly approved and reported on by the Auditors, or, in lieu of an audit being conducted, receiving a report by the AMS VP Finance;
 - v. receiving the report of the Chair with respect to the activities of the Society for the present fiscal year;
 - vi. appointing auditors, if so desired; and
 - vii. conducting such other business as the Society deems to be of concern to it, provided that such business is in accordance with the Constitution and the By-Laws.
 - b. The Chair, or in the Chair's absence the Vice-Chair, shall preside at the annual general meeting.
2. SPECIAL GENERAL MEETINGS: Special general meetings of the Members shall be called forthwith by the Chair upon:
 - a. an Ordinary Resolution of the Board; or
 - b. a petition stating the purpose of the meeting signed by at least ten percent (10%) of the Voting Members of the Society.

The Chair, or in the Chair's absence the Vice-Chair, shall preside at special general meetings.
3. NOTICE: Notice of annual or special general meetings shall be given to the Members of the Society:
 - a. Notice shall be given by:
 - i. posting a notice of meeting at least fourteen (14) days prior to the meeting in conspicuous places on Campus and in the General Office,
 - ii. taking such other steps to inform the membership, including email, and
 - iii. notifying AMS of the Society's intention to hold an annual general meeting or special general meeting.
 - b. Notices of the annual general meeting or special general meetings shall state clearly the place, date, time and purpose of the meeting and shall be signed by the Chair.
 - c. The accidental omission to post a notice or notices in any particular place or places as aforesaid or a claim by any Member or Members that they did not receive notice of the annual general meeting or special general meeting shall not invalidate the proceedings of such meeting.

4. VOTING

- a. Each Voting Member shall be entitled to one vote.
- b. Non-voting members are not entitled to vote at any meetings of the Society, with the exception of the vote at the AGM to elect Membership representatives to the Board. Non-voting members are entitled to take part in any discussion at the AGM.
- c. There shall be no voting by proxy at any annual general meeting or special general meeting of the Society.

5. QUORUM

- a. A quorum at an annual general meeting or special general meeting shall be no less than ten percent of the Voting Members of the Society or ten (10) Voting Members of the Society, whichever is higher.
- b. If within one half-hour from the time appointed for an annual general meeting, a quorum is not present, the meeting shall be adjourned.
- c. A quorum at an annual general meeting or special general meeting for the purpose of making amendments to the Constitution and By-Laws shall be no less than twenty percent (20%) of the total number of Voting Members of the Society, subject to the provisions of By-Law 13.
- d. Quorum at an annual general meeting or special general meeting must be constituted by a majority of Canadian citizens.

BY-LAW 4: BOARD OF DIRECTORS

1. **POWERS AND DUTIES:** Subject to the By-Laws, the management, administration, control of property, revenue, business and affairs of the Society are vested in the Board. Without limiting the generality of the foregoing, the Board:
 - a. shall be the sole official body representing the Society;
 - b. shall meet no less than three (3) times per year;
 - c. may create any committees to assist it in its duties;
 - d. may make such rules and regulations as may be considered necessary for the Society, provided that such rules and regulations are consistent with the Constitution and the By-Laws;
 - e. shall, upon the recommendation of the Executive approve all policies of the Radio Station;
 - f. shall not delegate any of its powers and duties except as provided in the By-Laws; and
 - g. shall approve the budget of the Society in accordance with By-Law 5.
2. **MEMBERS**
 - a. In the event that an individual becomes a Director of the Board, and is not yet a Member of the Society, he or she shall become a Member without being required to pay a membership fee.
 - b. The Directors of the Board shall be:
 - i. Two (2) Students who are Canadian citizens, chosen by and from the Student Council of AMS, to represent AMS;
 - ii. One (1) representative who is a Canadian citizen, chosen by the Student Council of AMS, to represent AMS;
 - iii. Two (2) Students who are Voting Members of the Society and are Canadian citizens, chosen by and from the Executive, to represent the Executive;
 - iv. Two (2) representatives of the Administration who are Canadian citizens, chosen by and from the Administration, to represent UBC; and
 - v. Two (2) representatives of the Community who are Canadian citizens, chosen by the incoming Board, to represent the Community;
 - vi. Two (2) representatives who are Members of the Society and are Canadian citizens, elected by the Members of the Society at the annual general meeting, to represent the Members as a group.
3. **TERM OF OFFICE**
 - a. The AMS and Executive Student representatives on the Board shall be appointed for a term of one (1) year.

- b. The Members' representatives and AMS at-large representative shall be appointed for a term of two (2) years.
 - c. The Administration representatives and Community representatives to the Board shall be appointed to for a term of three (3) years.
 - d. Appointments to the Board shall be concluded prior to the end of April in each year.
 - e. In the event of a vacancy, the Board shall
 - i. Inform the represented group of the need for new board Directors, or
 - ii. Appoint a Director at the next opportune time.
4. REMOVAL OF A DIRECTOR OF THE BOARD
- a. A DIRECTOR of the Board may be removed from office only by a Special Resolution of the Members.
5. REMUNERATION OF DIRECTORS
- a. Subject to these By-laws, the Directors of the Society shall not be entitled to remuneration for acting as Directors.
6. OFFICERS OF THE SOCIETY: The officers of the Society shall be:
- a. The Chair;
 - b. The Vice-Chair; and
 - c. The Secretary-Treasurer.
7. ELECTION OF OFFICERS
- a. The Chair, Vice-Chair and Secretary-Treasurer shall be elected by and from the Directors of the Board at its first meeting of the new fiscal year.
 - b. If only one person is nominated for an office, the nominee must be ratified by a majority vote of the Board.
8. REMOVAL OF OFFICERS
- a. An officer may be removed from office upon a Two-thirds (2/3) Resolution of the Board, PROVIDED that notice of such motion has been given at a Board meeting held at least seven (7) clear days prior to such proposed removal, which notice has been signed by at least four (4) Directors of the Board.
 - b. Upon the removal of an officer, or upon a casual vacancy in an office, the Board shall immediately hold a by-election to fill the vacant office.
9. DUTIES OF OFFICERS
- a. Officers may, given consent of the Board, delegate some of their duties to the Station Manager.
 - b. The Chair shall:
 - i. chair or delegate the chair at all general meetings of the Society, and the meetings of the Board;
 - ii. prepare the agenda for each Board meeting;
 - iii. have such other duties and responsibilities as outlined in the Constitution and By-Laws of the Society and as assigned by the Board.
 - c. The Vice Chair shall:
 - i. supervise the implementation of the policies and programs as determined by the Board from time to time;
 - ii. chair working groups or ad-hoc committees as directed by the board;
 - iii. chair meetings in the absence of the Chair;
 - iv. assist the Chair in the Chair's duties.
 - d. The Secretary-Treasurer shall:
 - i. keep or cause to be kept the records required pursuant to By-Law 9, including the Constitution, By-Laws, and other related documents;
 - ii. receive all written submissions to be made to the Board;

- iii. keep or cause to be kept and maintained copies of all letters written or received by the Board and its committees;
- iv. prepare or cause to be prepared the financial statements of the Society, including a statement of source and application of funds as of December 31st of each year for presentation to the annual general meeting;
- v. liaise with the AMS VP Finance;
- vi. approve all expenditures of funds allocated to the Board and its committees in the budget prepared pursuant to By-Law 5;
- vii. be responsible for all monies received and disbursed by the Society and shall keep or cause to be kept all bills, receipts and vouchers;
- viii. cause to be prepared the budget in accordance with By-Law 5.

10. MEETINGS OF THE BOARD

- a. Special meetings of the Board shall be called by the Chair:
 - i. at the Chair's discretion; or
 - ii. upon an Ordinary Resolution of the Board; or
 - iii. upon a petition signed by at least ten percent (10%) of the Directors of the Board delivered to the Chair.
- b. Voting by proxy at any meeting of the Board or its committees shall not be permitted;
- c. A quorum at a Board meeting shall be fifty percent (50%) of its Directors.
- d. The Board may at its discretion invite staff to attend meetings of the Board at any time.

BY-LAW 5: BUDGET AND FINANCIAL ACCOUNTABILITY

1. The budget of the Society shall be prepared and approved by the Executive and by the Board by the beginning of each fiscal year based upon the proposed expenditures of the Society, including all administrative expenses, the proposed expenditures of the Board, its committees, and the Radio Station, and including an operating margin of not less than two percent (2%) of the funds of the Society.
2. The Station Manager shall prepare budgetary reports in advance of each meeting of the Board, to be submitted to the Secretary-Treasurer of the Board, who shall review them, and if deemed acceptable, shall submit them to the Board for approval by two thirds (2/3) resolution.
3. All financial and budgetary reports shall be submitted to the AMS VP Finance for review upon passage by the Board.
4. All extraordinary expenditures throughout the year, and all expenditures from the Capital Reserve must be authorized by the Board by ordinary resolution, and shall be submitted with minuted statements to the AMS VP Finance to authorize the expenditure.
5. The fiscal year of the Society shall end on April 30th of each year.

BY-LAW 6: FEES

1. Each Member of the Society shall pay an annual membership fee in an amount to be determined by the Board from time to time.
2. Each membership shall expire on August 31.
3. If a Member is not able to pay the annual membership fee or any other fees, due to extenuating circumstances, the Board may, by Two-thirds (2/3) Resolution, exempt that member from payment of the annual membership fee, or a portion thereof, for a period of not more than one (1) year.

BY-LAW 7: EXECUTIVE

1. POWERS AND DUTIES: The Executive shall be responsible for overseeing the day to day operation of the Radio Station pursuant to the terms of the station license and the regulations of the CRTC.
2. Without limiting the generality of the foregoing, the Executive shall:
 - a. administer the operations and daily business of the Radio Station;
 - b. coordinate and supervise the production and distribution of all programming for the Radio Station;
 - c. determine all Radio Station policies and submit them to the Board for approval;
 - d. prepare a preliminary budget for the Radio Station and submit it to the Secretary-Treasurer for the budgetary process;
 - e. prepare an annual report for the Radio Station and submit it to the Board for approval;
 - f. administer those funds as may from time to time be approved and allocated to the Radio Station by the Board.
3. COMPOSITION OF EXECUTIVE
 - a. The Executive shall consist of elected members and appointed members.
 - b. The elected members of the Executive shall be:
 - i. the President;
 - ii. the Vice-President; and
 - iii. the Business Manager;
 - c. The duties of the elected members of the Executive are:
 - i. The President shall:
 - (i) supervise the Executive and general business of the Radio Station;
 - (ii) supervise the members of the Executive in the performance of their duties;
 - (iii) act as chair of all Executive meetings;
 - (iv) be responsible for and supervise the undertakings and activities of the Radio Station
 - (v) if requested by the Board, prepare written or oral reports with regard to the same;
 - (vi) have such other duties as the Executive may assign from time to time.
 - ii. The Vice-President shall:
 - (i) in the absence or disability of the President, assume the duties and responsibilities of the President;
 - (ii) have such other duties and responsibilities as the President, or the Executive, may assign from time to time.
 - iii. The Business Manager shall:
 - (i) oversee all financial matters on behalf of the Radio Station;
 - (ii) supervise the expenditure of funds allocated to the Society in the budget prepared pursuant to By-Law 5;
 - (iii) present to the Executive at their first meeting each month a statement of the financial position of the Society;
 - (iv) supervise the operations of the Society's mobile sound system, concert presentations, Disorder Magazine, and any other publications or business activities that the Society undertakes from time to time.
 - d. The elected members of the Executive shall be elected by and from the Voting Members during the month of March each year in accordance with voting procedures established from time to time by the Executive. Should the election results be brought into question, an appeal can be made to the Chair of the Board, to be decided by the Board.
 - e. The appointed members of the Executive and their respective duties shall be as determined by the Executive and subject to ratification by the Board. The duties of the appointed members shall be outlined in the Society Policy Manual.

- f. The appointed members of the Executive shall be appointed by a committee consisting of the President, Vice-President and the Business Manager, and any appointed member of the Executive may be dismissed by the Executive upon a Two-thirds (2/3) Resolution
 - g. An elected member of the Executive may be removed from office by a petition presented to the Board Chair signed by not less than two-thirds (2/3) of the Executive, ratified by a two-thirds (2/3) resolution of the Board, and a by-election shall be called by the first meeting of the Executive held after the removal from office of the member of the Executive. In the event of a casual vacancy in an elected Executive office, a by-election shall be called by the first meeting of Executive following the vacancy.
 - h. Meetings of the Executive
 - i. The Executive shall hold regularly scheduled meetings at least twice each month during the months of September to April inclusive.
 - ii. Special meetings of the Executive shall be called forthwith by the President
 - (i) at the President's discretion; or
 - (ii) upon an ordinary resolution of the Executive
 - i. The elected members of the Executive shall be elected for a term of one (1) year, concluding at the end of March in each year.
 - j. The appointed members of the Executive shall be appointed for a term of one (1) year, concluding at the end of March in each year.
 - k. The Voting Members of the Executive must be no less than 80% (eighty percent) Canadian.
4. VOTING
- a. Each Voting Member of the Executive shall be entitled to one vote upon each resolution. Voting by proxy at any meeting of the Executive shall not be permitted.
5. QUORUM
- a. A quorum at a meeting of the Executive shall be at least fifty percent (50%) of its Voting Members.

BY-LAW 8: SIGNING OFFICERS

- 1. The following persons shall be signing officers for the Society, any two (2) of whom shall have the authority to sign on behalf of the Society:
 - a. The Chair
 - b. The Vice-Chair;
 - c. The Secretary-Treasurer;
 - d. other Members as resolved by the Board from time to time by two thirds (2/3) resolution.
- 2. The persons described in By-Law 8 may be bonded by a fidelity bond which shall indemnify the Society to the extent that the Board deems necessary.

BY-LAW 9: RECORDS

- 1. The minutes of the meetings of the Society, the Board, its committees and the Executive shall be kept in the General Office of the Society or in the case of old, inactive records, in the AMS Archives or the UBC Vancouver Archives.
- 2. The books and records of the Society may be inspected by the Members at the General Office of the Society on any working day between the hours of 10:00 a.m. and 3:00 p.m.

BY-LAW 10: LIABILITY OF THE SOCIETY

1. Subject to the Society Act, the Society shall not be responsible for any damages incurred directly or indirectly by the actions of a Member unless that action has been approved by the Society and to the extent of such liability or responsibility being incurred by the Society the Member causing the same shall indemnify the Society.

BY-LAW 11: AUDITORS

1. The books and accounts of the Society shall be audited at least once each year by the Chartered Accountants or the firm of Chartered Accountants whom AMS has appointed at its annual general meeting as auditors of AMS.
2. In the event of the resignation of the Auditor or his inability to act as Auditor, the vacancy shall be filled by the Board at a special meeting of the Board called for that purpose.
3. The Auditor shall make an annual report to the Members of the Society as of the Society's fiscal year end as determined in the By-Laws.

BY-LAW 12: STAFF AND HONOURARIA

1. Honoraria may be granted to a Member of the Society as determined by the Executive.
2. Station Staff may be hired by the Society.
 - a. Staff shall report, on a day to day basis, to the Executive.
 - b. Staff shall ultimately be responsible to the Board.
3. The Board shall establish an HR Committee, which shall be responsible for hiring, staff evaluation and oversight, and other such issues as the Board sees fit to delegate to the committee.
4. The day to day management of the staff shall be the responsibility of the Station Manager.
5. The Station Manager and Program Coordinator must be Canadian citizens.
6. The Station Manager and Program Coordinator, whether salaried or volunteer positions, are accountable to the Executive and ultimately responsible to the Board.

BY-LAW 13: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

1. Subject to the provisions of the Constitution, the By-Laws and the Society Act, the Constitution and the By-Laws of the Society may be amended by a Special Resolution.
2. Amendments to the Constitution and the By-Laws may be proposed by:
 - a. a Two-thirds (2/3) Resolution of the Board; or
 - b. a Two-thirds (2/3) Resolution of the Executive; or
 - c. upon a petition duly signed by at least ten percent (10%) of the Voting Members.
3. The Chair shall forthwith after receipt of such proposed amendments referred to in By-Law 13.2.(a,b,c), send a copy of the proposed amendments to AMS for their information and shall submit a copy of the same to their first Board meeting held after receipt of the proposed amendments by the Chair.
4. Not less than fourteen (14) and not more than thirty (30) days after receiving a copy of the proposed amendments from the Chair, the Board shall submit the same to the Society at an annual general meeting

or special general meeting. Notice of intention to propose any amendments shall be given in the notice convening the annual general meeting or special general meeting.

5. Any changes to the Constitution and By-Laws of the Society must be reported to CRTC immediately upon approval.

BY-LAW 14: DOCUMENTS

1. Any policies or documents of a governance nature shall be enshrined in the Society Policy Manual, which shall be kept in trust by the Station Manager.