

**By-Law No.1 of**  
**Scarborough Campus**  
**Student Press (SCSP)**

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# **By-Law No.1 of Scarborough Campus Student Press**

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BY-LAW NO.1 OF  
SCARBOROUGH CAMPUS STUDENT PRESS (SCSP)

BE IT ENACTED as a by-law of the Scarborough Campus Student Press as follows:

I. INTERPRETATION

1.01 Definitions

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

- (a) "The Act" means the Canada Corporations Act or any statute which may be substituted therefore, as amended from time to time;
- (b) "letters patent" means the letters patent of incorporation of the SCSP as from time to time amended or restated;
- (c) "Board" means the Board of Directors of the SCSP;
- (d) "University" or "UTSC" means Scarborough Campus of the University of Toronto;
- (e) "The Underground" means the student newspaper known as The Underground;
- (f) "Scarborough Fair" means the annual anthology publication of Scarborough Campus students' creative works;
- (g) "Governing Council" means the Governing Council of the University of Toronto, or such other body as may succeed the Governing Council or be substituted therefore from time to time;
- (h) "College Council" means the College Council of Scarborough College, or such other body as may succeed the College Council from time to time;
- (i) "DSL" means the Department of Student Life at UTSC, or such other body as may succeed the Council on Student Services from time to time;
- (j) "SCSU" means the Scarborough Campus Students' Union, or such other body as may succeed them from time to time;
- (k) "SAC" means the Students' Administrative Council of the University of Toronto or such other body as may succeed them from time to time;
- (l) "SRC" means the Student Resident Council of the University of Toronto at the Scarborough Campus or such other body as may succeed them from time to time;
- (m) "APUS" means the Association of Part-time Undergraduate Students of the

University of Toronto or such other body as may succeed them from time to time;

(n) "CUP" means the Canadian University Press or such other body as may succeed them from time to time;

(o) "Publishing year" means the period commencing on June 1 and ending on May 31. This is separate from the fiscal year of the Corporation.

(p) "Underground Staff" or like expression shall mean all persons who are members of the University for the current publishing year, are not members of SCSU, SAC, APUS, College Council, DSL, Governing Council, or SRC, and who either i) have contributed to three regular issues of The Underground and have attended three staff meetings (note: unsolicited material, such as letters to the Editor, classifieds, and advertisements, does not constitute a contribution), or ii) are members of the Masthead;

(q) All words used in this by-law and defined in the Act shall have the meanings given to such words in the Act;

(r) 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.

## II. PREAMBLE

### 2.01 Objects of the Corporation

(a) To constitute a legal entity, separate from the SCSU, responsible for the publication of The Underground and Scarborough Fair, and for all other publications which are required for the fulfillment of these objectives.

(b) To ensure accountability of student-financed news publications to students while ensuring that student governmental organizations do not exert editorial control or financial control over these publications.

(c) To promote the interests and welfare of UTSC students.

(d) To provide a permanent structure for facilitating communication among the different publication staff, student governments and organizations, and the students of the University without endangering the principle of freedom of the press.

(e) To inform the students of UTSC and all of the University of Toronto on matters affecting their lives especially, but not completely, in terms of the University.

(f) To provide the students of UTSC with that information which is essential to their understanding of and interaction within the university community, and within the larger society of which they are a part; and to provide a forum for an educational and

pluralistic exchange of ideas on issues and events which concern them.

In its effort to achieve these objectives, the Corporation shall be guided by the Statement of Principles and Code of Ethics of the Canadian University Press.

### III. HEAD OFFICE AND SEAL

#### 3.01 Head Office

The head offices of the Corporation shall be located in the office of The Underground at UTSC, or at such location as the Board may from time to time determine by resolution.

#### 3.02 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 of the Board shall be the custodian of the seal.

### IV. MEMBERSHIP AND DUES

#### 4.01 Full-time Undergraduate Students

Any student registered for full-time undergraduate study at UTSC in a program leading to a degree or a post-secondary diploma or certificate of the University is a member of the Corporation upon payment of the membership fee per full-time registered student pursuant to Section 4.03 hereof.

#### 4.02 Part-time Undergraduate Students

Any student registered for part-time undergraduate study at UTSC in a program leading to a degree or a post-secondary diploma or certificate of the University is a member of the Corporation upon payment of the membership fee of \$5.00 per part-time registered student pursuant to Section 4.03 hereof.

#### 4.03 Annual Membership Fee

The annual membership fee shall be decided by the members of the Corporation by referendum, pursuant to Article XIII. The Corporation may enter into an agreement or arrangement with the University whereby the University shall collect the annual membership fee from 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 student members. The Board shall determine, by resolution, the method whereby the annual

membership fee payable is to be collected.

#### 4.04 Other Students

Any other student of the University of Toronto as defined by the University of Toronto Act, 1971, as amended or reenacted from time to time, may become a member of the Corporation on payment to the University of that annual membership fee.

#### 4.05 Termination and Transfer

The interest of a member in the University is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member of the University. A member ceases to be a member of the University upon withdrawal, suspension, or expulsion from the University, or upon ceasing to be qualified for membership pursuant to Sections 4.01 or 4.02, or upon failure to pay the annual membership fee.

### V. MEETING OF THE MEMBERS

#### 5.01 Annual Meeting

The annual meeting of members shall be held on such a day in each year at such time and at such place on or in the vicinity of the University 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. A copy of the balance sheet and statement of income shall be posted in an accessible space in The Underground's office at least fourteen (14) days prior to the annual general meeting. Copies of the complete financial statements shall be made available for inspection by members of the University at the SCSP's offices during regular business hours.

#### 5.02 Quorum for Annual Meeting

At every annual meeting of the SCSP, quorum shall be 40 members of whom at least 20 members shall be present in person.

#### 5.03 General Meeting

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

#### 5.04 Requisition of General Meeting

Not less than 500 members of the University may requisition the directors to hold a special general meeting of members for the purposes stated in the requisition. The requisition may consist of several documents of like form each signed by the requisitionists, shall state the purposes for the meeting and shall be deposited at the head

office for the SCSP. Upon deposit of the requisition, the directors shall forthwith call a special meeting of the membership for the purposes stated in the requisition. If the directors do not within thirty (30) days after the deposit of the requisition call a meeting, any of the requisitioners 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.

#### 5.05 Quorum for General Meetings

A quorum for the transaction of business at any general meeting of members of the University shall be 200 members of whom at least 50 members shall be present in person.

#### 5.06 Notices

Notice of date, time, and place of every meeting of the University, meeting of the Board, and/or election shall be given to members by publication in each issue of The Underground for two consecutive issues previous to the meeting. If The Underground is not being published, notice shall be given by posting of notices in public places on the University campus.

#### 5.07 Summer Meetings

Notwithstanding the foregoing provisions, no general or annual meeting shall be held between May 31 to August 31.

#### 5.08 Right to Vote at Meeting of Members

At each meeting of members of the University, each member 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.

#### 5.09 Vote by Proxy

Every member entitled to vote at a meeting of members may, by means of a 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 and shall conform to the requirements of the Act. The proxy shall be deposited with the secretary of the meeting before any vote is cast under its authority, or before such earlier time, not exceeding forty-eight (48) hours (excluding non-business days) preceding the meeting as the Board may fix by resolution.

#### 5.10 Meeting Procedure

Subject to the letters patent, the by-laws and the Act, the procedure at meetings of members shall be governed by **Roberts' Rules of Order Newly Revised** or a means determined suitable by the Board by a majority vote.

#### 5.11 Chairperson and Secretary

The Chairperson of the Board and the Secretary of the Board shall be the chairperson and secretary respectively at any meeting of the members.

#### 5.12 Scrutineers

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

#### 5.13 Show of Hands

Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever there is a vote by a show of hands resulting from a question, unless a poll thereon is so required or demanded, the Chair of the meeting shall declare that the final tally for the question has caused the question to have been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the members upon the said question.

#### 5.15 Polls

On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon, the Chairperson may require, or any person entitled to vote on a question may demand, a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chairperson shall direct. The requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to that number of votes provided that the by-laws and the result of the polls so taken shall be the decision of the members upon the said question.

#### 5.16 Casting Vote

In case of an equality of votes at a meeting of members either upon a show of hands or upon a poll, the Chairperson of the meeting shall not be entitled to a second or casting vote and the resolution shall be deemed to be defeated.

#### 5.17 Adjournment

The Chairperson presiding at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## VI. DIRECTORS

### 6.01 The Board of Directors

The activities of the SCSP 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 SCSP. The Board of Directors shall consist of:

- (a) the current Editor-in-Chief of The Underground;
- (b) two Underground staff members elected by the Underground staff as defined herein;
- (c) the current Editor-in-Chief of Scarborough Fair;
- (d) one Scarborough Fair staff member elected by the Scarborough Fair staff as defined herein;
- (f) two full-time members of UTSC elected by and from the full-time students of UTSC;
- (g) one part-time member of UTSC elected by and from the part-time students of UTSC;
- (h) one person who shall be a member of the faculty or alumni of the University, and shall be made an honorary member of the SCSP, and shall hold a vote at all meetings of the Corporation and the Board;
- (i) any Editor-in-Chief of any future publications of the SCSP.
- (j) None of these people may serve on the SCSU, SAC, DSL, SRC, College Council, Governing Councilor, or APUS at the same time. The JSA representative may not hold an editorial position on any SCSP publication. Each director shall have one vote, including the chairperson, provided that the chairperson shall not have the casting or second vote.

### 6.02 Board Duties and Powers

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

- (a) to be the body which, by a two-thirds vote of the directors present and voting, determines what other publications or responsibilities shall be established by the SCSP as provided for in the letters patent of the SCSP;
- (b) the Board may require the Editor of any publication of the SCSP to publish a retraction or apology with respect to any matter. Such retraction or apology shall be published in the next issue of the publication following the meeting of the Board. In the event that the Editor fails or refuses to comply with such a requirement, the Editor shall, by resolution of the Board, be deemed removed from office;
- (c) to receive and consider complaints concerning any publication of the SCSP, and to recommend appropriate action to the Editor concerned;
- (d) to receive all applications for the position of the Editor-in-Chief for the various

SCSP publications;

- (e) to define the job descriptions for all full-time salaried employees of the SCSP publications; (f) to appoint all Editor-in-Chief positions subject to a general acceptance of the staff of the given publication;
- (f) to elect from among themselves at their first meeting following the Board taking office, a chairperson who shall be one of the directors elected under clause (f), (g), or (h) of Section 6.01, to hold office during the term of office of the Board;
- (g) to appoint, not later than the third meeting of the Board following the Board taking office, the secretary of the SCSP who may or may not be a member of the Board, to keep minutes of all meetings and to carry out all correspondence for the Board. The secretary shall hold office during the term of office of the Board;
- (h) not later than the second meeting of the Board following the Board taking office, appoint a Treasurer who shall chair all meetings of the Finance Committee. The Finance Committee will consist of the various financial coordinators from the various publications of the SCSP and various members of the Board pursuant to Section 11.02. The Treasurer shall hold office during the term of office of the Board and be directly responsible to the Chairperson of the Board;
- (i) to fix on or before September 15 for each fiscal year of the Corporation, the publishing schedule of The Underground and any other relevant publications of the SCSP;
- (j) to fix the remuneration for the auditors of the SCSP;
- (k) to ensure the efficient and responsible management of the SCSP, especially in financial and legal matters;
- (l) the Board shall give full consideration in all its decisions to the goals of maintaining editorial integrity and independence and freedom of the press and to that end shall consider the CUP Code of Ethics.

### 6.03 Election of the Board of Directors

- I. Election of the Directors of the SCSP referred to in Sections 6.01 (f) and (g) shall be conducted in accordance with the following provisions:
  - a) the general election shall be held during March. Notice of the date of the election, as chosen by the Board, shall be given by publication in two subsequent issues of the Underground and by the placing of posters in public areas of the University at least twenty-one (21) days prior to such an election;
  - b) the election shall be conducted by a Chief Returning Officer appointed by and responsible to the Board. This person shall, where possible, arrange to hold the election in conjunction with the SCSU or any other student organization holding elections around the same time period in order to share common expenses relating to the conduct of the election as may be agreed upon;
  - c) each member of the University shall be entitled to cast only one vote for

each election;

- d) 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 campaigns, polling stations and other matters deemed relevant subject to the letters patent and by-laws of the Corporation;
  - e) nominations for these positions will be handed in to the Chief Returning Officer with the applicant's name, student number and the names, signatures and student numbers of at least ten (10) full-time members of the University for the full-time student representative and at least five (5) names, signatures and student numbers of the part-time members of the University for the part-time student representative. Nominations for such directors shall be accepted up to a date at least one (1) week prior to the date of the election or by-election, and notice of the nomination period shall be published in the Underground in the second and third issues preceding the date of the election or by-election. Notice of the election shall be published in each issue of the Underground in the two issues immediately prior to the election or by-election date. In all cases of notices, issues of The Underground being published during the same week of such elections or by-elections are not considered to be issues preceding the date of the election or by-election. In addition, at least seven election or by-election notices shall be posted in conspicuous places on each of the campuses of the University.
- II. Election of the publication representatives of the SCSP publications referred to in section 6.01 (b), (d), and (e) shall be conducted in accordance to the following provisions:
- a) the Chairperson of the Board will require, no later than the first meeting of the Board after they take office, the Editor-in-Chief of each of the SCSP publications to seek the appropriate representation from the staff members of the publication;
  - b) the Editor-in-Chief must then hold an election, following the rules outlined by the Act and law, of the representative where all the staff members of the publication vote on the acceptance of the representatives to the Board.
- III. The filling of the Alumni/Faculty representative shall be conducted in accordance to the following provisions:
- a) the applicant for this position must submit their name, signature, and student number or affiliation to the University where appropriate, to the Chairperson of the Board;
  - b) the Board will then, at the first possible meeting, analyze and decide on the appropriateness of the applicant.

#### 6.04 Ex-Officio Directors

The Alumni/Faculty representative of the SCSP Board of Directors referred to in section 6.01 (h) shall along with the Editors in Chief of all current fiscal year publications be considered ex-officio Directors entitled to one vote on the Board. The term of such ex-officio Directors shall be concurrent with Section 6.08.

#### 6.05 By-Elections for Directors Elected by Members

In the event that a director elected pursuant to Paragraphs (f) and (g) of Section 6.01 resigns, is removed, or dies, or the position remains vacant from any election, the chairperson shall cause a by-election to be held to fill the vacancy. The provisions of Section 6.03 shall apply to the holding of the by-election subject to the following:

- a) 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 May 1, to August 31 in any publishing year of the SCSP;
- c) notice of the date of the election shall be given in accordance with the applicable provisions of Section 5.06 by publication during the second and third issues preceding the by- election.

#### 6.06 Nominations

The form of nominations for each candidate standing for election or by-election as a director as referred to in Sections 6.01 (f) and (g) shall be in accordance with section 6.03 (I), ss (a), (b), (c), (d), and (e).

#### 6.07 By-Elections for Directors Elected by Staff

In the event that a director elected pursuant to Paragraph (b), (d), and/or (e) of Section 6.01 resigns, is removed, or dies, the Chairperson of the Board shall cause the Editor-in-Chief to hold a staff election in accordance with Section 6.03 (II).

#### 6.08 Term of Office

Each director shall hold office for a term of one year commencing on the first day of May. 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 Sections 6.05 and 6.07, as applicable.

#### 6.09 Removal from Office

Any member of the Board (other than the Editor-in-Chief of any publication) may be removed from office by:

- a) a resolution passed by a two-thirds majority vote of those present at a general meeting of the SCSP; or

- b) in the case of director elected pursuant to Section 6.01 (b), (d), and/or (e), the director may be removed by a referendum of the students, as provided for in Section 13.03.

#### 6.10 Deemed Resignation

In the event that any director of the SCSP ceases to fulfill the criteria herein for a director, she shall be deemed to have resigned as a director of the SCSP on the date on which the criterion ceases to be fulfilled.

#### 6.11 Interest of Director in Contracts

Subject to the provisions of the Act, it shall be the duty of every director of the SCSP who has, directly or indirectly, any material interest in any material contract or transaction to which the SCSP 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 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 he has disclosed his 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 her.

#### 6.12 Eligibility of Board Members

Each Director shall, at the time of their nomination and election to office, and throughout their term of office, be a member of the University. A Director of the SCSP shall cease to be eligible to remain in office if the Director:

- a) ceases to be a member of the Corporation;
- b) at any time becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent;
- c) submits a written resignation from such office;
- d) is removed from such office subject to Section 6.09.

### VII. MEETINGS OF THE BOARD

#### 7.01 Meetings of the Board

Meetings of the Board shall be open to the members of University unless otherwise decided by majority of the directors present, in which case the reason therefore shall be announced at the next Board meeting. The Chairperson of the Board shall prepare a schedule for the regular meetings of the Board which shall be held once every month

between September 1 and April 30, at times convenient to the members of the Board. 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 by telephone to members in advance of a special meeting. A telephone notice may be given to a director by leaving a message with a person who could reasonably be expected to communicate the message to the director.

#### 7.02 Quorum

A quorum for any meeting of the Board shall be six (6) voting members. If there are a deficient number of Board members to prevent such a quorum, the remaining members of the Board shall constitute a quorum to perform the necessary functions of the Board and call an immediate by-election to fill the remaining vacancies. The Board must consist of a minimum of three (3) members or an Interim Board pursuant to Section 15.01 shall be required until the vacancies are filled.

#### 7.03 Conduct of Meetings

**Roberts' Rules of Order Newly Revised** shall govern the conduct of all meetings of the Board or a means determined suitable by the Board.

#### 7.04 Place of Meeting

Meetings of the Board must be held on or in the vicinity of UTSC.

#### 7.05 Auditor's Attendance at Meetings

The auditor of the SCSP shall be entitled to attend and be heard at meetings of the Board on matters relating to the auditor's duties.

### VIII. PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

#### 8.01 Indemnity of Directors, Officers, and Employees

Every director, officer, and employee of the SCSP and her heirs, executors, administration, and other legal personal representatives shall from time to time be indemnified and saved harmless by the SCSP from and against:

- a) any liability and all cost, charges, and expenses that she sustains or incurs in respect of any action, suit, or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of her duties; and
- b) all other costs, charges and expenses that she sustains or incurs in respect of the affairs of the SCSP; provided that no director or officer of the SCSP shall be indemnified by the SCSP

- c) 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 he is adjudged to be in breach of any duty or responsibility imposed upon her under the Act or under any statute unless, in any action brought against her in her capacity as director or officer, she has achieved complete or substantial success as a defendant.

#### 8.02 Insurance

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

#### 8.03 Notification of Expiration

Upon expiration of any insurance outlined in Section 8.02, or upon any other event leading to a reduction or elimination of insurance for the benefit of the Directors and/or employees, the Administrator of the insurance shall give actual notice of such expiration, reduction or elimination to all Directors and employees.

#### 8.04 Agents and Attorneys

The Board shall have the power from time to time to appoint Agents or Attorneys for the SCSP in or out of Ontario and such powers of management or otherwise, including the power to sub- delegate, as the Board may determine.

### IX. APPOINTMENT AND DISMISSAL OF STAFF

#### 9.01 Editor-in-Chief of The Underground

The Editor-in-Chief of The Underground shall be appointed pursuant to the following provisions:

- a) the Board shall publish a notice requesting an application for the position of Editor-in-Chief of The Underground in each issue of The Underground published in the month of February;
- b) applications shall be submitted to the Chairperson of the Board at least twelve (12) days prior to the date fixed by the Board for the Board meeting, no later than the second week of March. Applicants shall be members of the University;
- c) a meeting of The Underground staff shall be held at least five (5) days before the said date for appointment for the purpose of permitting each applicant to address the staff and answer questions from the staff;
- d) The Underground staff as defined herein shall then have the opportunity to reflect their opinion to the Board at the Board meeting of appointment, provided that the said meeting shall take place no later than the first week of March in each year, and further provided that where a vacancy arises by virtue of the resignation, death, or dismissal of

the Editor-in-Chief, the meeting shall take place on a date fixed by the Board;

- e) 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 Underground staff and state its reasons in writing;
- f) in the event of rejection of the first nominee, the Board shall, no later than seven (7) business days after the rejection, re-advertise for applications pursuant to (a) to (e).

#### 9.02 Sub-editorial Staff of The Underground

The sub-editorial staff positions of The Underground shall be approved by the Board and the staff and members of the staff shall be appointed in the same manner as the Editor-in-Chief with the following exceptions:

- a) The Editor-in-Chief elect will screen and select all staff positions for the Masthead;
- b) Sections 9.01 (e) and (f) do not apply to the appointment of sub-editorial staff.

#### 9.03 Editor-in-Chief of Scarborough Fair

The Editor-in-Chief of Scarborough Fair shall appoint pursuant to the following provisions:

- a) the Board shall publish a notice requesting an application for the position of Editor-in-Chief of Scarborough Fair on the Intranet and may advertise through posters around UTSC;
- b) applications shall be submitted to the current Editor-in-Chief of Scarborough Fair at least twelve (12) days prior to the date fixed by the Board for the Board meeting. Applicants shall be members of the University;
- c) the nominee so chosen shall be presented to the Board for its approval or rejection by a simple majority vote of those present;
- d) in the event of rejection of the first nominee, the Board shall, no later than seven (7) business days after the rejection, re-advertise for applications pursuant to (a) to (c).

#### 9.04 Sub-editorial Staff of Scarborough Fair

The sub-editorial staff positions of Scarborough Fair shall be approved by the Board and the staff and members of the staff shall be appointed in the same manner as the Editor-in-Chief with the following exceptions:

- a) The Editor-in-Chief elect will screen and select all staff positions for the Masthead;
- b) Sections 9.06 (c) and (d) do not apply to the appointment of sub-editorial staff.

#### 9.05 Editors in Chief of Other Publications

Editors in Chief of publications of the SCSP other than The Underground or Scarborough Fair shall be selected by the Board from applications submitted to the Chairperson of the Board following the publication of appropriate notices of the said positions in The Underground.

9.06 Salaried Employees

Regular salaried employees of the SCSP other than those selected pursuant to the provisions of Article 9.01, 9.02, 9.03, 9.04, and 9.05 shall be selected by the Board from applications submitted to the Chairperson of the Board following the publication in The Underground of appropriate notices.

9.07 Casual Employees

The Editor-in-Chief may hire and dismiss such casual employees authorized by the Board as necessary.

9.08 Replacement of Editors

In the event that the position of Editor-in-Chief or of a member of the sub-editorial staff becomes vacant (hereinafter referred to as the "Editor" in this Section 9.08) during his term of office by resignation, death or dismissal, the Board shall appoint an acting Editor from among the publication staff. A new Editor shall be appointed in accordance with the provisions of Section 9.01, subject to the following:

- a) the notice referred to in Section 9.01 (a) shall be published during the first and second issues following the appointment of the acting Editor;
- b) the date fixed for the appointment of the Editor shall be no later than thirty (30) days following the appointment of the acting Editor;
- c) the new Editor shall take office when his appointment is approved pursuant to the provisions of this Section 9.08;
- d) if a member of the sub-editorial staff is removed by the staff pursuant to Section 9.11 (a), the provisions of clauses (e), (f) and (g) of Section 9.01 and/or 9.03 do not apply to the approval of the replacement member of the sub-editorial staff.

9.09 Responsibility of the Editor-in-Chief

The Editor-in-Chief shall be a full-time employee of the SCSP and shall be responsible for all editorial policies as determined by the staff and shall be responsible to the Board for the editorial integrity of the publication, as well as the day to day operations of the publication but shall be subject to any resolutions of the Board concerning matters affecting the legal liability or financial position of the SCSP. Without limiting the generality of the foregoing, the Board may pass a resolution requiring or prohibiting any action if in the opinion of the Board it is necessary in order to prevent an adverse effect on the legal or financial position of the SCSP.

#### 9.10 Dismissal of an Editor-in-Chief

An Editor-in-Chief (hereinafter referred to as the "Editor" in this Section 9.10) of any publication may, subject to provisions of Section 6.02 (b) hereof, only be dismissed in accordance with any one of the following provisions:

- a) following a two-thirds majority vote of a meeting of the publication staff at a staff meeting duly called to dismiss an Editor. If the Editor is desired to be dismissed by the staff of the publication, the staff will present the minutes of this meeting to the Board for their review and approval. If it is deemed that the Editor be dismissed, the Board in consultation with the publication staff, shall appoint an interim Editor in accordance with Section 9.08;
- b) where the Board, by a two-thirds majority of the Board votes in favour of dismissing an Editor at a duly constituted meeting of the Board, the said Editor shall be suspended. The Board shall inform the staff in writing their reasons for this action. The publication staff shall then meet within one week of the Board's decision. At this meeting of the staff the Editor may be reinstated upon a two-thirds majority vote of the staff to reinstate her, achieved through secret ballot. In the event that the required two-thirds staff majority is not achieved, the Editor shall be deemed to be dismissed;
- c) not less than 250 members of the University may requisition the directors to hold a referendum with respect to removal from office of the Editor. The referendum so requisitioned shall be held pursuant to the provisions of Section 13.03, as applicable.

Where the Editor is suspended or dismissed, the Board shall appoint an interim Editor in accordance with Section 9.08.

#### 9.11 Dismissal of Masthead Editors and other publication staff members

The Editor-in-Chief of a publication has the ability to dismiss any masthead or other publication staff member. Upon doing this action, the Editor-in-Chief is required to inform the other members of the Board at the next Board meeting after the dismissal for review by the Board.

#### 9.12 Employee Relations

The Board may employ such employees as it deems necessary and will determine and review their term of employment.

#### 9.13 Staff List

The Board of Directors shall adopt and may from time to time amend a standing resolution which defines the criteria for determining whether a person has participated in the production of an issue of a publication for the purposes of Section 1.01 (p).

The Editor of each publication shall cause a current list of members of their staff to be maintained and posted in the editorial offices of the SCSP. In the event of any disagreement as to the status of a person as a staff member the Board shall determine

the matter.

The Board will use these staff lists to construct the appropriate key lists for the various publications in conjunction with the Editor-in-Chief.

## X. STAFF MEETINGS

### 10.01 Calling of Staff Meeting

A meeting of any publication's staff may be called by: (a) the Editor-in-Chief; or (b) any two (2) members of the Masthead Staff; or (c) any five (5) members of the publication staff.

### 10.02 Quorum and Voting

Quorum for a staff meeting shall be 1/3 (rounded down) of the publication staff, provided that any proceeding under section 9.10 shall require a quorum of 60 percent of the members of the publication staff. At all staff meetings, all staff members shall have one vote.

### 10.03 Meeting Procedure

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

### 10.04 Notice of Meetings

Notice of staff meetings shall be given at least one (1) week prior to the meeting, provided that the Editor-in-Chief may call a staff meeting on any production night for the purpose of considering matters related to the production of the edition being prepared. An emergency meeting can be called by the Editor or the Board of Directors, provided that 48 hours notice is given to staff members.

### 10.05 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 of Directors within one (1) week and be posted in appropriate places in the head office of the SCSP.

### 10.06 Chairperson

The Editor-in-Chief shall chair the staff meetings. Should the Editor not be present, the floor will be opened for all members to elect a chair for the meeting being held. The chairperson shall not have a second or casting vote.

### 10.07 Business of Staff Meetings

Publication staff may:

- a) deal with and determine matters properly within the jurisdiction as provided for in this by- law;
- b) deal with and determine any such matter within the jurisdiction of the Editor-in-Chief that she may present to a staff meeting for determination;
- c) discuss and make recommendations to the Editor-in-Chief and the Board on any matter concerning the operation of the publication.

#### 10.08 Time Limits

No meetings of the staff shall last longer than two (2) hours unless those members of the staff present so decide by a two-thirds vote and any such vote shall include a specific time extension for the meeting.

### XI. FINANCES OF THE CORPORATION

#### 11.01 Expenditure of Funds

The funds of the SCSP shall be expended only pursuant to a budget approved by the Board. The SCSP funds shall not be expended to make a grant, loan, or provide other financial assistance to any other campus group or member of the University. Notwithstanding the foregoing, the Board may by resolution approve other expenditures not outlined in any budget.

#### 11.02 Fiscal Year

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

#### 11.03 The Finance Committee

The Finance Committee shall be a standing Committee of the Board, responsible for preparing the budgets of the SCSP, recommending financial policies to the Board, and supervising the financial affairs of the SCSP. The Finance Committee shall be composed of:

- a) the Treasurer of the Board;
- b) the Chairperson of the Board;
- c) one member from the Board of Directors not including the Chairperson or Treasurer;
- d) the financial coordinators from each of the publications for the Board's current fiscal year.

Each such member of the Finance Committee shall have one (1) vote on the committee.

#### 11.04 Preliminary Budget

On or before the 30th day of April in each year, the Finance Committee shall prepare a preliminary budget, which will indicate the proposed expenditures by category and the projected revenue for the SCSP. The Board shall then consider this recommended preliminary budget and approve a preliminary budget within two (2) weeks of being presented with the proposed preliminary budget. The Preliminary Budget shall authorize the expenditure of funds until the approval of the Operating Budget, and may also provide for allocation of a contingency amount which may be expended as approved by the Board.

#### 11.05 Operating Budget

On or before the 15th day of September in each fiscal year, the Finance Committee shall present to the Board for its approval an operating budget for the present fiscal year, which may be amended from time to time.

#### 11.06 Signing Officers

There will exist separate banking or such similar accounts for each publication of the SCSP. The SCSP will also have their own account to use to disperse funds to the publications of the SCSP. Signing authority will be outlined as follows:

- a) The SCSP account signing authority will be shared with the Chairperson of the Board, the Board representative on the Finance Committee, and one other member of the Board pursuant to Section 6.01 (b), (d), (e), (f), (g), and (h). These people are authorized to sign cheques or other negotiable instruments on behalf of the SCSP, where all expenditures are subject to Board approval.
- b) The Editor-in-Chief of the publications together with two other Masthead members of the staff is authorized to sign cheques or other negotiable instruments on behalf of the publication. If a cheque is required for an amount in excess of \$5,000.00 or for a lesser amount which is one of series of related transactions involving the expenditure by the publication of in excess of \$5,000.00 that has not previously been approved in the operating budget pursuant to Section 11.04 or Section 11.05, the approval of the Board shall be required unless the expenditure has been previously expressly approved by the Board in a prior Board meeting. Any expenditure between the amount of \$1000 and \$4999.99 or for any amount within this range which is one of a series of related transactions involving the expenditure by the publication that has not been previously approved in the operating budget pursuant to Section 11.04 or Section 11.05, shall be reviewed by the Board members at the immediate meeting following said expenditure. In the event of any uncertainty, the Board shall determine the matter.

#### 11.07 Borrowing

The Board of Directors may from time to time, given Board approval:

- a) borrow money on the credit of the SCSP; or
- b) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of

the SCSP including book debts, rights, powers, franchises, and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the SCSP.

Notwithstanding the foregoing, the SCSP shall not:

- i. without the approval of the Board and Governing Council, borrow money other than from chartered banks, trust companies, provided that such restriction shall not apply to purchase money obligations; or
- ii. borrow money which is not fully repayable during a term of one year or less, unless approved by a resolution passed by two-thirds of the directors present and voting.

#### 11.08 Financial Statements

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

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

The financial statements of the SCSP and the auditor's report thereon shall be published and made available for distribution to members of the University in accordance with the provisions of Section 5.01 hereof and shall be filed with the Governing Council not later than six (6) months following the end of the SCSP's fiscal year.

#### 11.09 Approval of Budgets and Financial Statements

All budgets and financial statements shall be approved by a majority vote of the Directors present and voting at a meeting of the Directors. A budget or statement may be amended or repealed only by a two-thirds vote of the Directors present and voting at a meeting of the Directors.

### XII. EXECUTION OF INSTRUMENTS.

#### 12.01 Signing of Instruments

Contracts, documents, or any instruments in writing require the signature of the SCSP, aside from cheques by the Editor-in-Chief of publications and the Chairperson of the Board, or such other persons as Board shall appoint from time to time.

### XIII. AMENDMENTS TO THE BY-LAW

### 13.01 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 SCSP.

### 13.02 Amendment Limits

An amendment, repeal, or re-enactment of Articles IV, VIII and XIII, or Sections 5.01,6.01,6.03,6.04, 11.05, 11.07 and 11.08 of this by-law shall be effective only upon approval thereof by the Governing Council.

## XIV RECORDS OF THE CORPORATION

### 14.01 Records of the Corporation

The records, minutes, and the seal of the SCSP 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 SCSP not later than one (1) week after the meeting to which they pertain.

### 14.02 Inspection of the Records

The records and accounts of the SCSP may be inspected by any students upon reasonable notice to the Chairperson of the Board, provided that a written request is submitted to the Chairperson, and further provided that the details of the advertising accounts and all other records of the advertising department shall not be available for inspection save by express resolution of the Board authorizing the same.

### 14.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, or 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.

## XV. TRANSACTIONAL PROVISIONS

### 15.01 Interim Board of Directors

- a) The Editor-in-Chief of any and all active publications at the date hereof, together with one (1) other member of the staff of each of the active publications shall constitute an interim Board of Directors of the Corporation until replaced by the first Board of Directors elected pursuant to Article VI.
- b) The interim Board of Directors shall prepare a budget for the purposes of Section 11.04.