

BYLAW NO.6

A bylaw relating generally to the conduct of the affairs of

IMPRINT PUBLICATIONS, WATERLOO.

BE IT ENACTED that the Bylaws Nos. 1 through 5 of Imprint Publications, Waterloo (herein referred to as the “Corporation”) be repealed and replaced with the following, which shall be enacted as Bylaw No.6, such bylaw relating generally to the conduct of the affairs of the Corporation

Contents

Contents	i
1.00 Interpretation.....	1
1.01 Heading.....	1
1.02 Inconsistencies.....	1
2.00 Head Office.....	1
3.00 Seal.....	1
4.00 Board.....	2
4.01 Qualifications.....	2
4.02 Nominations.....	2
4.03 Election of Board.....	2
4.04 Term of Office.....	2
4.05 Vacancies.....	3
4.06 Removal of Directors.....	3
4.07 Remuneration of Directors.....	3
4.08 Indemnities of Directors and Officers.....	3
4.09 Protection of Directors and Officers.....	3
4.10 Responsibility for Acts.....	4
4.11 Declaration of Interest in Contracts.....	4
4.12 Interest of Directors in Contracts.....	4
4.13 Powers.....	4
4.14 Duties.....	5
4.15 Policies and Procedures.....	5
5.00 Meetings.....	5
5.01 Notice.....	6
5.02 Quorum.....	6
5.03 Voting.....	6
5.04 Others Present.....	6
6.00 Officers.....	7
6.01 President.....	7
6.02 Vice-President.....	7
6.03 Secretary.....	7
6.04 Treasurer.....	8
6.05 Staff Liaison.....	8

	6.06 Other Officers.....	9
7.00	Membership.....	9
	7.01 Classes.....	9
	7.02 Ordinary Members.....	9
	7.03 Honourary Members.....	9
	7.04 Ex-Officio Members.....	10
	7.05 Membership Dues.....	10
	7.06 Applications.....	10
	7.07 Voting.....	10
	7.08 Transfer of Membership.....	10
	7.09 Revocation of Membership.....	10
	7.10 Termination of Membership.....	10
	7.11 Liability of Members.....	11
	7.12 Annual General Meeting.....	11
	7.13 General Meetings.....	11
	7.14 Notice of Meetings.....	11
	7.15 Quorum.....	11
	7.16 Voting by Members.....	12
	7.17 Proxies.....	12
	7.18 Show of Hands.....	12
	7.19 Chair of Meeting.....	12
	7.20 Adjournments.....	12
8.00	Committees.....	13
	8.01 Parameters for Committees.....	13
	8.02 Standing Committee of the Board.....	13
	8.03 Advisory Committee.....	13
	8.04 Ad Hoc Committee.....	14
9.00	Execution Of Documents.....	14
	9.01 Cheques, Drafts, Notes, Etc.	14
	9.02 Books and Records.....	14
10.00	Deposit Of Securities.....	15
11.00	Borrowing By The Corporation.....	15
	11.01 Delegation of Authority.....	15
12.00	Financial Year.....	15
13.00	Auditor.....	15
14.00	Notice.....	16
	14.01 Computation of Time.....	16
	14.02 Omission and Errors.....	16
15.00	Bylaws And Amendments, Et Cetera.....	16
	15.01 Enactment.....	16
16.00	Effective Date.....	16

1.0 Interpretation

In this Bylaw and all other bylaws and resolutions of the Corporation unless the context otherwise requires:

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 “Board” means the board of directors of the Corporation;
- .04 “Corporation” means Imprint Publications, Waterloo;
- .05 “Corporations Act” means the Corporations Act of Ontario, and any statute amending or enacted in substitution therefore, from time to time.
- .06 “documents,” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 “Letters Patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- .08 “member” means a person admitted into membership of the Corporation who work full-time hours.
- .09 “director” means director of the Corporation; and
- .10 “full-time staff” means the paid employees of the Corporation who work full-time hours.

1.01 Headings

Headings used in the Bylaw of the Corporation are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.02 Inconsistencies

If any of the provisions contained in this bylaw are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent, as the case may be, shall prevail.

2.00 Head Office

The head office of the Corporation shall be in the City of Waterloo, in the Regional Municipality of Waterloo, in the Province of Ontario and at such place therein as the Board may from time to time determine.

3.00 Seal

The seal that is impressed heron shall be the corporate seal of the Corporation.

4.00 Board

The affairs of the Corporation shall be managed by a Board composed of five (5) directors, each of whom shall be elected annually as provided in section 4.03.

4.01 Qualifications

Each director shall

- .01 be a member at the date of his election;
- .02 be at least eighteen (18) years of age;
- .03 not be an undischarged bankrupt nor a mentally incompetent person;
and
- .04 have read the Bylaw, *Policies & Procedures* and board book and have signed a document confirming the above.

An unsuccessful candidate for the position of Editor-in-Chief cannot become a director until the term of that Editor-in-Chief has ended.

4.02 Nomination

A candidate for a position of director should present a letter of intent to the Board at least 24 hours prior to the annual general meeting. Such a letter should include both the office for which the individual wishes to be designated and evidence that the candidate meets the qualifications set out in section 4.01.

Notwithstanding the above, any person who can demonstrate that they meet the qualifications as set out in section 4.01 may be nominated during the annual general meeting by any two members of the Corporation.

A candidate is nominated to be elected as a director and designated as a specific officer. A candidate must accept or decline the entirety of the nomination.

4.03 Election Of Board

A director shall be elected at the annual general meeting, provided that he is qualified as set out in section 4.01. A director shall begin his term on May 1 of the year that he is elected.

4.04 Term of Office

A director, subject to the provisions of section 4.05, shall be elected in the manner set out in section 4.03, and, subject to the provisions of the Letters Patent, shall hold office until and including April 30 of his term. Provided a director remains qualified, there shall be no limitation on the number of terms of office a director shall be entitled to.

4.05 Vacancies

A vacancy on the Board may be filled by the directors from among the qualified members. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

4.06 Removal of Directors

The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting, remove any director elected by the members appointed by the Board. The members may then elect a director to fill the vacated position. Notice specifying the intention to pass the resolution must be given as set out in section 7.14.

4.07 Remuneration of Directors

As stated in the Letters Patent, the directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; however, a director may be paid or reimbursed for reasonable expenses incurred him in the performance of his duties.

4.08 Indemnities of Directors and Officers

Every director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against

- .01 all costs, charges and expenses whatsoever that a director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by him in or about the execution of his duties of his office; and
- .02 all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expensed occasioned by his own willful neglect or default.

4.09 Protection of Directors and Officers

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for

any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.10 Responsibility for Acts

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board

4.11 Declaration of Interest in Contracts

Every director who is in any way directly or indirectly interested in a proposed contract or a contract with the Corporation shall declare his interest at the first meeting at which the question of entering into a contract arises. If the director becomes interested in said contract at a subsequent date, his interest shall be declared at the next meeting. Such notice shall be given in writing to the President, or, if he is unavailable, to another director, and shall be read at the meeting. Upon declaring interest in a contract, that director will no longer participate in any further discussion with respect to the contract in question unless otherwise requested to do so by a director, and shall not vote on any matters with respect to same.

4.12 Interest of Directors in Contracts

No director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or firm or company in which any director is in any way interested to be voided, nor shall any director so contracting or being so interest be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director holding such office or of the fiduciary relationship thereby established provided that the provisions of section 4.11 are complied with.

4.13 Powers

The directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and may delegate administrative powers to officers and committees and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

The Board shall not interfere with the editorial content of the newspaper except in cases where they feel that specific content may cause legal problems for the Corporation.

4.14 Duties

The Board shall be responsible for:

- .01 setting policies and procedures for the corporation as described in section 4.15;
- .02 ensuring that the Bylaw and the Policies & Procedures of the Corporation are adhered to;
- .03 providing resources to the full-time staff so that they can effectively perform their duties, and ensuring that the day to day functions of the Corporation are completed when one or more of the full-time staff positions are vacant;
- .04 dispersing funds of the Corporation to further the object of the Corporation, as set out in the Letters Patent;
- .05 ensuring that the Bylaw, Policies & Procedures and minutes of the Corporation are kept up to date;
- .06 ensuring that the assets and equipment of the Corporation are kept up to date and in working order;
- .07 maintaining liaison with other organizations for the purpose of furthering the objective of the Corporation;
- .08 ensuring that their successors are trained and able to exercise their powers and duties; and
- .09 striving to improve the Corporation, in terms of both the stability of the Corporation and the excellence of the newspaper that it produces.

4.15 Policies and Procedures

The Board shall maintain a manual of policies and procedures that outlines for both the volunteers and the full-time staff how to appropriately handle situations that may arise. All members shall be bound by the contents of the *Policies & Procedures* insofar as they do not conflict with the Bylaw, the Letters Patent or any other Act or Law of the Governments of Ontario or Canada.

The *Policies & Procedures* may be amended from time to time by the Board. Any change not ratified by the members at a general meeting, however, shall cease to be in effect.

5.00 Meetings

Board meetings may be held at any place, as designated in the notice calling the meeting. Board meetings may be called by the President, or by the Treasurer and Secretary on direction in writing of two other directors. The Board shall address such business issues at such meetings as it determines appropriate and may adjourn

any meeting and, if deemed appropriate, reconvene it *in camera* with only the directors, and those invited by the directors, present.

The Board shall meet at least once every three (3) weeks. The Board shall hold a meeting within seven (7) days following the annual general meeting of the Corporation for the purpose of organization and the transaction of any other business.

5.01 Notice

Notice of Board meetings shall be posted in the Head Office of the Corporation no less than seven (7) days before the meeting is to take place, or alternatively each director shall be notified of the meeting not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient evidence of notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

5.02 Quorum

A quorum for the transaction of business at meetings of the Board shall be a three-fifths (3/5) majority of the directors, present in person or in attendance by means whereby all parties are able to hear and reply to the comments of the other directors and all directors have consented to such meetings.

5.03 Voting

Each director shall be entitled to one (1) equal vote save and except the Chairman, who shall only be entitled to vote in the event of a tie. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by a director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Written resolutions may be used in place of meetings of directors where all directors have signed such resolution.

5.04 Others Present

Such others as the Board may from time to time by resolution determine shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

6.00 Officers

There shall be a President, Vice-President, Treasurer, Secretary, Staff Liaison and such other officers as the Board may determine by bylaw from time to time. One person may not hold more than one office.

6.01 President

The President shall, when present, preside at all Board meetings and meetings of members. The President shall supervise the affairs and operations of the Corporation and with the Secretary or other officer appointed by the Board for the purpose, shall sign all bylaws and membership certificates and have other powers and duties that are prescribed from time to time by the Board or that are incidental to his office.

The President shall also be responsible for:

- .01 knowing and interpreting the Bylaw, *Policies & Procedures* and seeing that they are enforced;
- .02 ensuring, with the co-operation of the full-time staff, that the documents of the Corporation as defined in section 9.00 are maintained in order; and
- .03 representing the Corporation to and maintain liaisons with both the campus community and the community-at-large.

In the event of a vacancy in the office of President, the Board shall meet within in seven (7) days and select one of their number who shall resign from his current office and assume the office of President.

6.02 Vice-President

During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. The Vice-President shall also perform other duties that are prescribed from time to time by the Board or that are incidental to his office.

The Vice-President shall also be responsible for:

- .01 ensuring the full-time staff of the Corporation are properly evaluated.

In the event of a vacancy in the office of Vice-President, his duties and powers shall be exercised by the Secretary.

6.03 Secretary

The Secretary shall be ex-officio clerk of the Board, and shall attend all Board meetings and all meetings of members and shall cause to be kept a record of all facts and minutes of those proceedings. He shall give all required notices to members and

to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties prescribed by the Board from time to time or that are incidental to his office.

In the event of a vacancy in the office of Secretary, his duties and powers shall be exercised by the Staff Liaison.

6.04 Treasurer

The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and shall perform other duties that are prescribed from time to time by the Board or that are incidental to his office.

The Treasurer shall also be responsible for:

- .01 assisting the full-time staff in the creation of the annual budget, to be presented at the annual general meeting.

In the event of a vacancy in the office of Treasurer, his duties and powers shall be exercised by the Vice-President.

6.05 Staff Liaison

The Staff Liaison shall maintain communications between the Board and all volunteer and full-time staff and shall apprise staff of Board resolutions, directives and decisions at regular staff meetings. The Staff Liaison shall also communicate to the Board any concerns, comments or criticisms the staff may have about the action of the Board or any other matter concerning the Corporation.

The Staff Liaison shall also be responsible for:

- .01 handling conflict situations within the corporate community; and
- .02 reporting to the Board any conflict situations that occur within the corporate community.

In the event of a vacancy in the office of Staff-Liaison, his duties and powers shall be exercised by the President.

6.06 Other Officers

The Board may appoint other officers and such Honourary Officers as it considers it necessary. All officers shall have the authority to perform duties prescribed by the Board. The Board, when it deems necessary, may remove any officer so appointed.

7.00 Membership

7.01 Classes

There shall be three classes of members:

- .01 ordinary members;
- .02 honourary members; and
- .03 ex-officio members.

7.02 Ordinary Members

The ordinary membership of the Corporation shall consist of all full-time and part-time undergraduate students at the University of Waterloo, Conrad Grebel University College, Renison College, St. Jerome's University or St. Paul's United College who have either:

- .01 paid their Imprint fee, as set out in section 7.05, as collected by the University of Waterloo or as paid directly to the Corporation by such students;
- .02 paid their Imprint fee, as set out in section 7.05, as collected by the University of Waterloo in the previous term, are pre-registered for the next academic term and are not registered as a full-time students in the current term; or
- .03 paid their Imprint fee, as set out in section 7.05, within the first three (3) weeks of the current academic term and are graduate students at the University of Waterloo, Conrad Grebel University College, Renison College, St. Jerome's University or St. Paul's United College.

The Board may, from time to time, admit other persons into the ordinary membership, provided such persons pay the Imprint fee.

7.03 Honourary Members

From time to time, the Board may admit for life or lesser term, without payment of any fee or assessment as an honourary member, a person who, in the opinion of the Board, has made an outstanding contribution to the development of the Corporation. In making such determination the Board shall, to the extent deemed appropriate, consult with the staff. Honourary members shall not be entitled to vote at meetings of the members but shall enjoy all other rights and privileges of membership.

7.04 Ex-Officio Members

The Board may admit employees of the Corporation as ex-officio members. Ex-officio members shall not be entitled to vote at meetings of the members but shall enjoy all other rights and privileges of membership.

7.05 Membership Dues

A membership due or assessment shall be levied against the members, herein called the "Imprint fee" and such a fee shall be payable by a member for each academic term. No assessment, however, shall be levied against honorary members or ex-officio members of the Corporation.

7.06 Applications

Unless otherwise determined by the Board, applicants for membership in the Corporation shall be admitted as ordinary members.

7.07 Voting

Save as otherwise provided herein, each member shall be entitled to one vote per motion at all meetings of members. Members may vote through a duly authorized proxy as prescribed by section 7.17.

7.08 Transfer of Membership

The interest of a member in the Corporation is not transferable and ceases to exist upon his death, when he ceases to be a member by resignation or otherwise in accordance with the Bylaw of the Corporation.

7.09 Revocation of Membership

A member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at a general meeting.

7.10 Termination of Membership

Membership in the Corporation automatically terminates upon any of the following events:

- .01 the person resigns in writing as a member of the Corporation;
- .02 the person dies;
- .03 the person is expelled from the Corporation pursuant to section 7.09;
- .04 the person fails to pay the Imprint fee for the academic term;
- .05 the person withdraws the Imprint fee collected by the University of Waterloo within the first three (3) weeks of the academic term;

- .06 the person is found to be unsound of mind; or
- .07 the person becomes bankrupt or suspends payment or compounds with his creditors.

7.11 Liability of Members

Members shall not be held responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.12 Annual General Meeting

The annual general meeting of the members shall be held no later than February 28th of each year within the City of Waterloo and Province of Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act of Ontario;
- .02 electing the directors;
- .03 appointing the auditor of the upcoming year's financial statements;
- .04 presenting the financial statements and the report of the auditor; and
- .05 presenting, without any notice thereof, any other transaction or business of the Corporation.

7.13 General Meetings

The Board may, at any time, call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the general meeting. Upon receiving a request in writing to convene a special general meeting of the Corporation, duly signed by not less than 10 per cent of the voting members, the directors shall call such a special general meeting.

7.14 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least fourteen (14) days before the date of the general meeting to the members of the meeting by publication in the student newspaper published by the Corporation and circulated on the University of Waterloo campus and such notice shall be posted in the Corporation Head Office. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. All notices shall indicate that a member may vote via proxy.

7.15 Quorum

A quorum for the transaction of business at general meetings of members shall consist of not less than fifteen (15) members present in person.

7.16 Voting By Members

Unless otherwise required by the provisions of the Corporations Act or the Bylaw of the Corporation, all questions proposed for considerations at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. The Chair shall not vote unless there is an equality of votes.

7.17 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint a person, who need not be a member, as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing and ceases to be valid one year from its date. A proxy may be in such forms as the Board prescribes or in such other form as the Chair of the meeting accepts as sufficient. Such proxy shall include the name, phone number, student identification and signature of the member. A proxy shall be delivered to the Secretary no later than two (2) days prior to the meeting at which the proxy will be exercised. No person may hold more than one proxy vote at any meeting of the membership of Imprint Publications, Waterloo.

7.18 Show of Hands

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a Bylaw of the Corporation or unless a poll is required by the Chair or requested by any member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.19 Chair of Meeting

If no directors are present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair.

7.20 Adjournments

Any meeting of members may be adjourned to any time, and any business may be transacted at any adjournment meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8.00 Committees

8.01 Parameters for Committees

Except as otherwise provided in the Bylaw of the Corporation, all committees are subject to the following:

- .01 the Chair and members of the committee shall be appointed by the Board from among the members who are qualified to hold office, for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
- .02 the committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;
- .03 the committee shall be responsible to, and report to the Board at each Board meeting;
- .04 the committee may establish its own rules of procedure and may appoint subcommittees; and
- .05 any member of the committee can be removed by the Board at any time.

8.02 Standing Committee of the Board

From time to time, the Board may, by resolution, abolish or create standing committees, provided that the action of the Board and the function of any standing committee is not inconsistent with the provisions of the Letters Patent, Bylaw, resolutions and other laws governing the Corporation.

Unless otherwise determined by the Board, each standing committee shall have power to fix its quorum at not less than a majority of its members, to elect its Chair and to regulate its procedure. Each committee shall, through its Chair, report to the Board at each Board meeting and at such other times as the Board may require.

8.03 Advisory Committee

An advisory committee comprised of all full-time staff shall be established to provide such assistance to the Board as may be necessary. All advisory committee members shall be entitled to attend all Board meetings and fully participate therein, but shall not have the right to vote. The Board has the right to exclude members of the advisory committee when it, in its sole discretion, determines that a meeting should be held *in camera*.

The advisory committee shall perform such duties as are from time to time required by the Board, by Bylaw or otherwise, and without limiting the foregoing shall assist the Board in doing the following:

- .01 assessing the past, present and future position of the Corporation in all of its affairs including, but not limited to, finance, human resources,

- physical plant and planning, membership, fundraising, programming, external and internal communications and liaison;
- .02 developing policies and procedures for the efficient trusteeship and management of the Corporation;
- .03 without limiting the above, but for greater certainty, at appropriate periodic intervals review and recommend to the Board, the adoption of suitable policies for the use of the Corporation in relation to its employees; and
- .04 co-operating at all stages in performance of its duties with the Board, members, other committees of the Corporation, and other entities, in the manner determined by the Board, from time to time, as it deems necessary.

8.04 Ad Hoc Committees

There may be such ad hoc committees and for such purposes as the Board may by resolution determine from time to time. The existence of each such ad hoc committee shall be terminated automatically when:

- .01 it delivers its report;
- .02 it completes its assigned task; or
- .03 the Board passes a resolution to that effect.

9.00 Execution Of Documents

Documents requiring execution by the Corporation may be signed by the President together with any one of the directors and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may, from time to time, appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

9.01 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, General Manager, Editor-in-Chief or such other officer prescribed by the Board.

9.02 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the Bylaw of the Corporation or by any applicable statute are regularly and properly kept.

10.00 Deposit Of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11.00 Borrowing By The Corporation

Subject to the limitations set out in the Bylaw, the Letters Patent or in the Corporations Act, the Board may:

- .01 borrow money on the credit of the Corporation;
- .02 issue, sell or pledge securities of the Corporation; or
- .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any other obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

11.01 Delegation of Authority

From time to time, the Board may authorize any director or officer of the Corporation to make arrangements with reference to money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

12.00 Financial Year

The financial year of the Corporation shall terminate on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

13.00 Auditor

The members shall at each annual general meeting select and auditor, who shall not be a director, officer or employee of the Corporation, to review the accounts of the Corporation, for report to the members at the annual general meeting. The auditor shall hold office until the next annual general meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the

auditor shall be determined by the Board. Notice of appointment shall be sent promptly to the auditor by the Secretary of the Corporation.

14.00 Notice

14.01 Computation of Time

In computing the date when notice must be given under any provision of the Bylaw requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

14.02 Omissions and Errors

The accidental omission to give notice of any meeting or any adjourned meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

15.00 Bylaws And Amendments, Et Cetera

15.01 Enactment

The Bylaw of the Corporation not embodied in the Letters Patent may be repealed or amended by bylaw enacted by a majority of the directors at a Board meeting and must be approved by at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said bylaw.

16.00 Effective Date

Upon its enactment, this bylaw shall come into force without further formality. Enacted as Bylaw No. 6 by the directors at a meeting duly called and regularly held at which a quorum was present on the 28th day of September, 2001.

The foregoing, Bylaw No. 6 as enacted by the directors is hereby ratified, sanctioned, confirmed and approved without variation by the members at a meeting of members duly called and regularly held and at which a quorum was present at Waterloo, Ontario, on the 28th day of September, 2001.

President

Date

President

Date