

SOCIETIES ACT
CONSTITUTION
of the
Prince George Community Radio Society

NAME

1. This society shall be known as the Prince George Community Radio Society and shall hereinafter be referred to as "THE SOCIETY".

PURPOSE

1. The purpose of the Society shall be “to develop and operate a community radio station in Prince George, British Columbia, to promote local talent and disseminate information on local events, weather, sports and provide air time for local cultural and other non-profit societies.”

**Societies Act
Province of British Columbia
(Section 11)**

**BY-LAWS of the
Prince George Community Radio Society**

Part 1. – Interpretation

1.
 - (1) In these by-laws, unless the context otherwise requires,
 - a) “directors” means the board of directors of the Society for the time being;
 - b) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his address as recorded in the register of members.
 - (2) The definitions in the Societies Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2. – Membership

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.
2. A person or organization may apply for membership in the Society and on payment of membership fees shall be a member.
3. Membership classes shall be determined by the directors.
4. Every member shall uphold the constitution and comply with these by-laws.
5. The amount of annual membership dues shall be determined by the directors.
6. A person shall cease to be a member of the Society
 - (1) By delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (2) on his death or in the case of a corporation on dissolution, or,

- (3) on being expelled, or
 - (4) on having been a member not in good standing for 12 consecutive months.
7. A person may be expelled as a member of the society
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 8. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
 9. All active volunteers of the society shall become a paying member within one month of starting to volunteer for the Society.
 10. The Society shall strive to ensure at least 80% of its membership are residents of the geographic area of the Regional District of Fraser-Fort George. This shall include people living in municipalities within the Regional District.

Part 3. – Meetings of Members

1. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, whenever they decide, convene an extraordinary general meeting.
4. Notice of a general meeting
 - (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.
5. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at

least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4. – Proceedings at General Meetings

1. Special business is
 - (1) All business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business that is transacted at an annual general meeting, except,
 - (a) the adoption of rules or order,
 - (b) the review of the financial statements,
 - (c) the report of the directors, and managers,
 - (d) the report of the auditor, if any,
 - (e) the election of directors,
 - (f) the appointment of auditor, if required, and
 - (g) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
2. Meeting quorum
 - (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 8 voting members present or such greater number as the members may determine at a general meeting.
3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated and rescheduled as described in Bylaw 3.1. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
4. If at a general meeting
 - (1) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) the president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
5. Adjournment

- (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
6. Role of the Chairperson
- (1) The chairperson of a meeting may move or propose a resolution.
 - (2) The chairperson shall not vote, except in the case of an equality of votes, in which case he shall cast one vote.
7. Member voting
- (1) An individual member in good standing, for a minimum of 60 days, present at a meeting of members is entitled to one vote.
 - (2) A corporate or non profit member in good standing, for a minimum of 60 days, present at a meeting of members is entitled to one vote.
 - (3) Voting is by show of hands.
 - (4) Voting by proxy is not permitted.
8. A corporate or non-profit member may vote by its authorized representative who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5. – Directors and Officers

1. Role of the Directors
- (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - (a) all laws affecting the Society,
 - (b) these by-laws, and
 - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
 - (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
2. Directors of the Society

- (1) The president, vice-president, secretary, treasurer and up to four other persons, shall be the directors of the Society. In accordance with CRTC regulations, the President and at least six other directors shall be Canadian citizens, permanent residents or licensees and shall reside in the geographic area of the Regional District of Fraser-Fort George.
 - (2) The number of directors shall be eight.
3. Duration of Elected Terms
 - (1) The directors shall be elected to two year terms, and shall retire at the second General Meeting after their election.
 - (2) The Board shall appoint the executive immediately following the General Meeting.
4. Election Proceedings
 - (1) An election may be by acclamation, otherwise it shall be by ballot.
 - (2) If no successor is elected, the person previously elected or appointed continues to hold office.
5. Replacing or Appointing Directors
 - (1) If a director misses four regular meetings within a twelve month period, the board at their discretion, may replace them with another member per by-law 5(2).
 - (2) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
 - (3) A director so appointed holds office until the conclusion of the term, but is eligible for re-election.
6. Resignation of a Director
 - (1) If a director resigns his office or otherwise ceased to hold office, the remaining directors may appoint a member to take the place of the former director.
 - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.
7. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
8. No director shall be remunerated for being a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6. – Proceedings of Board of Directors Meetings

1. Board Meetings

- (1) The directors may meet together at such places as they decide for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum shall be a majority of the directors then in office.
- (3) The president shall be chairperson of all meetings of the directors, but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson at the meeting.
- (4) A directors meeting may be called by the president or by any two other directors.

2. Committees of the Board

- (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or things done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

3. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.

4. The members of a committee shall meet and adjourn as they think proper.

5. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

6. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, e-mail or fax, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- (1) no notice of meetings of directors shall be sent to that director, and
- (2) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

7. Deciding Vote

- (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
 - (2) The chairperson shall not vote, except in the case of an equality of votes, in which case he shall cast one vote.
8. The chairperson of a meeting may move or propose a resolution.
 9. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7. – Duties of Officers

1. The president shall:
 - (1) preside at all meetings of the Society and of the directors.
 - (2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
2. The vice-president shall carry out the duties of the president during his absence.
3. The secretary shall
 - (1) conduct the correspondence of the Society,
 - (2) issue notices of meetings of the Society and directors,
 - (3) keep minutes of all meetings of the Society and directors,
 - (4) have custody of all records and documents of the Society except those required to be kept by the treasurer,
 - (5) have custody of the common seal of the Society, and
 - (6) ensure the maintenance of the register of members.
4. The treasurer shall
 - (1) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
 - (2) render financial statements to the directors, members and others when required by the Board.
5. Dual Responsibilities
 - (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
 - (2) When a secretary-treasurer holds office the total number of directors shall not be less than five or such greater number as may have been determined pursuant to by-law.
6. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8. – Seal

1. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
2. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

Part 9. – Borrowing

1. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

Part 10. – Auditor

1. This Part applies only where the Society is required or has resolved to have an auditor.
2. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
3. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
4. An auditor may be removed by ordinary resolution.
5. An auditor shall be informed forthwith in writing of appointment or removal.
6. No director and no employee of the Society shall be auditor.

Part 11. – Notices to Members

1. A notice may be given to a member, either personally, by mail to the latest address on file, or by e-mail to the most recent e-mail address on file.
2. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting
 - (1) shall be given to
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
 - (2) No other person is entitled to receive notice of general meeting.

Part 12. – By-laws

1. On being admitted to membership, each member is entitled to and the Society shall make available to him, without charge, a copy of the constitution and by-laws of the Society.
2. These by-laws shall not be altered or added to except by special resolution.

Part 13. – Society Managers

1. In accordance with CRTC regulations, all managers of the Society shall be Canadian citizens, permanent residents or licensees and shall reside in the geographic area of the Regional District of Fraser-Fort George.

Part 14. - Society Operations & Dissolution

1. The operations of the Society are primarily carried out in the City of Prince George and the Regional District of Fraser-Fort George. This provision is alterable.
2. Upon winding up or dissolution of the Society, the assets which remain after the payment of all cost, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously unalterable.