



**ONTARIO COMMUNITY NEWSPAPERS ASSOCIATION**  
**BYLAWS**

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# BYLAW NO. 1

A bylaw relating generally to the conduct of the affairs of the ONTARIO COMMUNITY NEWSPAPERS ASSOCIATION

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BYLAW OF ONTARIO COMMUNITY NEWSPAPERS ASSOCIATION (hereinafter called the "Association") as follows:

## ARTICLE 1 HEAD OFFICE AND SEAL

1.1 The directors may from time to time by resolution fix the location of the head office of the Association within the place in Ontario designated therefore by the Association's Letters Patent or by special resolution of the Association.

1.2 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

## ARTICLE 2 MEMBERSHIP

### 2.1 Classes of Membership

Membership in the Association shall be divided into the following classes:

(a) **Voting Members**

Active Members

(b) **Non-Voting Members**

(i) Probationary Members

(ii) Director Members

(iii) Associate Members

(iv) Fellowship (Honorary) Members

(v) Lifetime Members

### 2.2 Voting Members

(a) **Active Members**

The Active Members of the Association shall consist of those owners of Approved Community Newspapers (hereinafter defined) who are admitted to membership as Active Members by the board of directors. Any individual, corporation, partnership or other legal entity who or which is the owner of a community newspaper may apply to the board of directors for membership in the Association as an Active Member in respect of such community newspaper. They can do so by submitting an application therefore in such form as may from time to time be determined by the directors together with such information and documentation as may be required by the directors to enable them to determine whether such community newspaper meets the criteria hereinafter set forth for an Approved Community Newspaper. Each Active Member shall be entitled to one (1) vote at meetings of the members of the Association for each Approved Community Newspaper shall be registered jointly in all of their names. Any one (1) of such persons (but only one (1)) may vote at any meeting either personally or by proxy in respect of such active membership as if he were solely entitled thereto and if more than one (1) of such persons, firms or corporations are present at any meeting personally or by proxy, the person, firm or corporation so present whose name stands first in the books of the Association or before the other or others in the books of the Association in respect of such active membership shall alone be entitled to vote in respect thereof.

Each Active Member shall be required to apply for membership in the Association as an Active Member in respect of every community newspaper owned by him. The term "every community newspaper" is further defined as having greater than 25% of its editorial content that is different from any other newspaper owned by or affiliated to each active member. He shall be required to cause every owner of a community newspaper which is affiliated with him or which is ultimately

controlled by the same person or group of persons to apply for membership in the Association as an Active Member in respect of every community newspaper owned by such owner. Application: The Board may establish rules and procedures for membership applications by persons interested in furthering the objects of the Association. Every application for membership shall be submitted in the form prescribed by the Board. The Board or its designate must approve all applications for membership and the decision will be relayed to the applicant in writing.

Each Active Member shall be required to permit the Association to place an advertisement(s) of approximately one full page in each of its Approved Community Newspapers during each fiscal year of the Association. The Association shall not be required to pay for such advertisement(s) and all revenue derived from the advertisement shall belong to the Association. The Association shall be responsible for obtaining the advertisement(s) and shall have to the right to specify the date(s) of insertion of the advertisement.

**(b) Approved Community Newspaper**

Upon receiving an application for admission as an Active Member from the owner of a community newspaper, the board of directors shall, in its sole discretion, determine whether such community newspaper qualifies as an Approved Community Newspaper having regard to the following criteria and such other criteria as the directors may from time to time determine, namely:

- (i) Such community newspapers shall be print publications that have a name or a title and serve a specific, identified community in Ontario or another Canadian regional, provincial or territorial jurisdiction that is not currently served by a community newspaper association;
- (ii) Such community newspaper shall accept communication from the general public electronically or via postal delivery;
- (iii) Such community newspaper shall publish less than six (6) issues per week but not less than one (1) issue per month;
- (iv) The publication of the community newspaper shall be carried on with a view to profit;
- (v) Such community newspaper shall have one clearly defined editorial page with opinion and masthead, and with opportunity for letters to the editor from members of the public;
- (vi) Such community newspaper shall have a news-oriented front page;
- (vii) Such community newspaper shall include news of general interest and news and information concerning current happenings and passing events of a political, social, religious, commercial, financial or legal nature and other miscellaneous reading material including legal or other announcements and notices, all in addition to advertisements;
- (viii) Such community newspaper shall contain local news of the area served by the community newspaper as a major portion of its news content;
- (ix) On average, not more than seventy percent (70%) of the space in such community newspaper shall be devoted to advertising exclusive of any pre-printed supplement included as part of any particular edition;
- (x) The publication of the community newspaper shall be carried on in accordance with the highest ideals, ethics and traditions of the newspaper profession and in accordance with the objects contained in the Letters Patent of the Association;
- (xi) Only active members may carry the name and the logo of the Association in the member newspaper;
- (xii) Such community newspaper must have their circulation verified through an independent verified circulation audit such as CMCA, AAM, CCAB within twelve months of becoming a member. After that, the newspaper must have their circulation verified at least every twenty-four months (every twelve months if applying for Canada's Aid to Publishers funding) through an independent verified circulation audit such as CMCA, AAM, CCAB, or a notarized Publisher's Sworn Statement that includes verifying documentation such as a printer's press report or a Canada Post itemized delivery receipt;
- (xiii) Such community newspaper shall be available to the general public.

(xiv) Such community newspaper shall be incorporated in either Ontario, Canada or another Canadian jurisdiction.

The membership of an Active Member shall be conditional upon the community newspaper continuing to qualify as an Approved Community Newspaper, and each Active Member shall furnish such documentation and information to the Association as may be required from time to time by the directors of the Association.

### **2.3 Non-Voting Members**

#### **(a) Probationary Members**

An applicant for admission to membership in the Association as an Active Member may be required after submitting his application, in the sole discretion of the board of directors of the Association, to remain a probationary member for a period of one (1) year or for such longer or shorter period of time as may be determined by the directors of the Association. In such event, the applicant shall be admitted as a Probationary Member during such probationary period. Probationary Members shall be required to forward copies of each issue of their community newspapers to the head office of the Association and to such other officers, directors and committee members of the Association as may from time to time be specified by the board of directors.

#### **(b) Director Members**

Each director of the Association shall by reason of his office be an ex-officio member of the Association as a Director Member so long as he remains a director of the Association.

#### **(c) Associate Members**

Associate Members ascribe to the aims of the association and consist of organizations that serve Active Members and OCNA. Associate members comprise: specialty publications, community news Web sites, newsprint manufacturers; web presses; college and universities; training and human resource agencies; organizations that supply technology, supplies and services to the industry.

The directors of the Association are entitled to prescribe specific criteria to be met or complied with, access to association services, and conditions for ceasing membership.

#### **(d) Fellowship (Honorary) Members**

The directors of the association may admit individuals who were formerly active in the community newspaper industry to this category of membership to be determined from time to time by the board of directors.

#### **(e) Lifetime Members**

Persons who were once active in the community newspaper industry and who have retired or otherwise ceased being active in the industry and who also have a continuing interest in the industry and wish to maintain contact with it may be admitted as Lifetime Members if their applications for membership are accepted by the directors of the Association. The directors of the Association shall be entitled at any time and from time to time to prescribe criteria or conditions to be met or complied with by Lifetime Members who shall cease being qualified for membership if they fail to meet such criteria or comply with such conditions. A Lifetime Member shall cease being qualified for membership in this category if he shall subsequently become active in the community newspaper industry.

### **2.4 Rights of Members**

The members of each class shall be entitled to the rights and benefits of their classification and shall be entitled to receive notice of and attend all meetings of the members of the Association provided that Active Members shall be the only members entitled to vote thereat.

### **2.5 Fees and Dues**

The board of directors of the Association may from time to time by resolution fix the amount of the annual fees or dues payable by the members of each or any class membership. Such fees shall be assessed on a basis to be determined by the directors of the Association.

Such dues or fees are payable on or before the 1st day of January in each year. The board of directors of the Association shall have the power to impose additional levies to be payable by the members of any class or classes of membership. No fees shall be payable by the Honorary Members in their capacity as such but any Honorary Member who is also a member of another class shall be obligated to pay the fees or dues payable by such other class.

## **2.6 Pledge of Members**

All members of the Association as a condition of membership shall accept, uphold and be governed by the bylaws of the Association from time to time in force; and shall further abide by and accept the rules and decisions of properly constituted authorities of the Association.

## **2.7 Transferability, Resignation, Suspension or Cancellation, Obligation, and Readmission of Membership.**

a) Transferability: Membership is transferable with new ownership of the newspaper/news site upon receipt of an updated membership application to the Association office, and once the Board determines that all membership criteria continue to be met under the new ownership.

b) Resignation: Members may resign from the Association by providing written notice to the Chief Executive Officer. The resignation is effective upon receipt.

c) Suspension or Cancellation: If fees are not paid within a time established by the Board after notice has been sent, the Board may cancel or suspend a membership. A cancelled member may not apply for reinstatement until all arrears of fees are paid and any other conditions imposed are fulfilled to the Board's satisfaction. All rights of the member shall be withdrawn during the suspension.

The Board may suspend or cancel a membership if the member has: (i) breached the bylaws; (ii) not paid its dues or not paid any account owing by the member to the Association, or for conduct determined by the directors in their absolute discretion to be detrimental to the aims and objectives of the Association. A member so charged will be given written notification of terms of the suspension or cancellation. The member shall be notified at least 15 days prior to a suspension or cancellation of membership coming into effect and shall be given the opportunity to appeal their suspension or cancellation not fewer than five days before the sanction is to come into effect.

d) Continuing Obligations: The termination of membership by cancellation, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination/suspension which shall continue to be owing to the Association.

e) Readmission: A former member may apply for readmission by submitting a request in a form prescribed by the Board.

f) If a member ceases to qualify as an Active Member, Director Member or Associate Member, they may transfer without penalty or the return of any fees paid to the Association, to a class of membership for which they qualify. Probationary Members who meet the criteria to become Active Members and have satisfied any terms and conditions set out by the board or its Member Selection Committee shall become Active Members upon payment of the appropriate fees.

## **ARTICLE 3 DIRECTORS**

### **3.1 Management of Association**

The Board of Directors shall govern the affairs of the Association and supervise, control, and direct all its activities. The Board shall actively pursue the mission and goals of the Association and may adopt rules and regulations for the conduct of its business, including:

a) making contracts, exercising powers, and carrying out actions that it is authorized by its objects to do;

b) regulating admission of members, establishing requirements for membership, and for termination of membership;

c) governing and regulating the operations, management, and control of the Association and all its activities;

d) appointing committees that it determines are required or that will benefit the Association;

e) interpreting the intent of any bylaw, rule, regulation, resolution, or report in connection with the Association and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate some of its powers and duties to an administrator except where prohibited under the Not For Profit Corporations Act.

### **3.2 Composition of Board**

The board of directors shall consist of the immediate Past President of the Association together with no fewer than six (6) and no more than ten (10) directors elected in accordance with the provisions contained in Article 3.4 hereof. The directors of the Association are hereby empowered to determine the number of directors of the Association hereafter from time to time by special resolution of the Association.

### **3.3 Qualification**

Every director shall be at least eighteen (18) years or more of age, not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, has not been found to be incapable by any court in Canada or elsewhere and does not have the status of bankrupt. Only publishers, editors or other high ranking executives of Approved Community Newspapers shall be eligible for election as directors of the Association.

### **3.4 Terms and Election of Directors**

Terms: Except for the immediate Past President of the Association, the remaining directors of the Association shall be elected and shall retire in rotation in three year-cycles remaining in office until their successors are elected.

Elections: All duly nominated candidates shall be included on the slate for election of Directors at the annual general meeting. In the event the number of nominees equals the number of vacancies, the directors shall be acclaimed. If an election is required, the directors shall be elected by the members entitled to vote at the annual meeting or at a meeting called for that purpose on a show of hands unless a poll is demanded and if a poll is demanded, such election shall be by ballot. If an election is required, the Nominating Committee will appoint three scrutineers to count the votes and report to the membership.

### **3.5 Nominations and Nomination Committee**

A Nomination Committee shall be appointed by the board of directors prior to each annual meeting for the purpose of receiving nominations of persons for election as directors of the Association. The Nomination Committee is to be comprised of persons who may, but need not be, directors of the Association provided that the chairman of such committee shall be a director of the Association and further provided that the Chief Executive Officer of the Association shall be an ex-officio member of such committee.

All nominations received by the Nomination Committee shall be signed by not less than two (2) Active Members of the Association and shall be accompanied by an instrument in writing signed by the nominee indicating that he has consented to act as a director of the Association. The Nomination Committee shall be entitled to solicit nominations and shall use its reasonable best effort to ensure that the number of nominees is not less than the number of positions to be filled. The Nomination Committee shall prepare a brochure or other document containing information respecting those nominees whose nominations are received not less than fourteen (14) days prior to the annual meeting. A slate of candidates independent from the one put forward by the Nomination Committee can be advanced by a group of Active Members provided that such a slate is supported in writing by not less than five (5) percent of Active Members. This slate will be considered by members along side of the slate proposed by the Nomination Committee. Nothing herein shall prevent the receipt of nominations within such fourteen (14) day period and any Active Member shall be entitled to nominate persons at the annual meeting if the nomination is seconded by an Active Member. No person shall be nominated at the annual meeting unless he is personally present thereat and indicates his consent to act as a director or unless an instrument in writing indicating his consent has been received by the Nomination Committee or is presented at the annual meeting. All nominees shall have the opportunity to speak to the membership for not more than two (2) minutes following the close of nominations and immediately prior to the holding of the vote. Retiring directors shall be eligible for re-election to the board of directors if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed.

### **3.6 Filling Vacancies Among Directors**

In the event of any vacancy however caused occurring in the board of directors (excluding a vacancy in the position of immediate Past President), such vacancy may, so long as there is a quorum of directors then in office and that the number of appointed directors does not exceed one-third of the number of directors elected at the previous annual meeting of the members be

filled by the directors; otherwise such vacancy shall be filled at the next annual meeting of members; any director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

### **3.7 Vacation of Office**

The office of a director of the Association shall be vacated:

- (a) If he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (b) If he is found to be mentally incompetent or becomes of unsound mind;
- (c) If he ceases to be qualified as such;
- (d) If by notice in writing to the Chief Executive Officer of the Association he resigns his office;
- (e) If he fails to adhere to attendance policies as established by the Board from time to time.

A director who is a publisher, editor or other high-ranking executive of an Approved Community Newspaper owned by an Active Member of the Association shall cease to be qualified as a director if the membership of the Active Member shall be terminated in respect of such Approved Community Newspaper or if he shall cease to be publisher, editor or other high ranking executive of such Approved Community Newspaper unless, contemporaneously therewith, he shall become a publisher, editor or other high ranking executive of another Active Member of the Association.

### **3.8 Removal of Directors**

The Voting Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term. Any director or officer up for removal has the right to make a statement opposing his removal that shall, without comment, be circulated by the association to the Active Members. This section does not apply to officers or directors who hold their positions by virtue of their office (including, but not limited to, the Past President and Chief Executive Officer).

### **3.9 Remuneration of Directors and Officers**

The remuneration, if any, to be paid to the directors of the Association shall be determined by resolution passed at each annual meeting of the Members of the Association and shall be the amount of remuneration payable until the next annual meeting is held. The officers of the Association shall be entitled to such remuneration as shall be determined from time to time by the directors of the Association and any remuneration paid to an officer who is also a director shall be in addition to any remuneration payable to him as a director unless otherwise determined by the Members when the amount of the remuneration (if any) of the directors is determined. The directors shall be reimbursed for out-of-pocket expenses reasonably incurred in the performance of duties.

## **ARTICLE 4 MEETING OF DIRECTORS**

**4.1 Meetings** of the Board of directors may be held at the head office, any place within or outside Ontario or by telephonic or electronic means. A meeting of directors may be convened by the President, a Vice-President, or any two (2) directors at any time, and the Chief Executive Officer by direction of the President, a Vice-President, or any two (2) directors shall convene a meeting of directors. Notice of any such meeting shall be provided to each director not less than two (2) business days before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice is not required for the continuance of an adjourned meeting provided that, at the time of adjournment, the date, time, location/instructions on how to participate thorough telephonic or electronic means is provided to those in attendance. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

For the first meeting of the board of directors to be held immediately following the election of any directors at a meeting of the members or for a meeting of the board of directors at which a

director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed directors or director in order legally to constitute the meeting, provided that a quorum of the directors be present.

The Board shall meet a minimum of three (3) times per year at such times and places and using whatever communication methods as the Chair designates, providing the methods are acceptable to a majority of directors.

#### **4.2 Chairman of Meetings of Directors**

The President of the Association or, in his absence, one of the Vice-Presidents, if any, shall preside as chairman at every meeting of the Board. If, at any meeting neither the President nor a Vice-President is present within fifteen (15) minutes after the time appointed for holding the meeting, or if each of them shall intimate that he is not willing to act as chairman, the directors present may choose one (1) of their number to be chairman of the meeting.

#### **4.3 Voting and Quorum**

Quorum for Board meetings: More than 50% of the directors shall be present at a Board meeting for the valid transaction of business. If the number of directors falls below quorum, no further business can be conducted until a quorum is again present, except to set the date of the next meeting.

Resolutions arising at any meeting of directors shall be decided by a majority of the votes. In case of an equality of votes the chairman of the meeting shall not have a second or casting vote and a resolution shall be deemed not to have been passed in the event of an equality of votes. Proxies are not accepted at Board meetings.

A resolution signed by all the directors, either in writing or electronically, is as valid as one passed at a meeting. It is not necessary to give notice or call a meeting in this case. The date on the resolution is the date the resolution was effectively passed. The Chair may invite an observer to be present to report on any matter of interest to the Board. An observer may not vote on any matter but at the request of any director, the observer shall absent himself from the meeting. With prior notification, Active Members may attend Board meetings to observe.

### **ARTICLE 5 SUBMISSION OF CONTRACTS OF TRANSACTIONS TO MEMBERS FOR APPROVAL**

**5.1** The Board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at such meeting (unless any different or additional requirement is imposed by The Not For Profit Corporations Act or by the Association's Letters Patent or any Supplementary Letters Patent or any other bylaw) shall be as valid and as binding upon the Association and upon all the Members as though it had been approved or ratified by every Member of the Association.

**5.2** No director or officer for the time being of the Association 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 Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, mis-application or misappropriation of any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatsoever 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 willful neglect or default. The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association except such as shall have been submitted to and authorized or approved by the Board of



directors. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

## **ARTICLE 6 INDEMNITIES TO DIRECTORS AND OFFICERS**

**6.1** Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

**(a)** all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability provided that the individual acted honestly and in good faith with a view to the best interests of the corporation, had reasonable grounds for believing that his conduct was lawful and has not been judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done;

**(b)** all other cost, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, provided that the individual acted honestly and in good faith with a view to the best interests of the corporation, had reasonable grounds for believing that his conduct was lawful and has not been judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and excepting such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **ARTICLE 7 OFFICERS**

**7.1** The board of directors shall annually or as often as may be required elect a President and appoint a Secretary and if deemed advisable may appoint annually or as often as may be required one (1) or more Vice-Presidents, a Treasurer, a Chief Executive Officer. None of the said officers except the President and Vice-President need be a member of the Board of directors. Any two (2) of the aforesaid offices may be held by the same person except those of President and Vice-President. In case and whenever the same person holds the offices of Secretary and Treasurer he may but need not be known as the Secretary-Treasurer. The Board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

### **7.2 Remuneration and Removal of Officers**

The remuneration of all officers elected or appointed by the Board of directors shall be determined from time to time by resolution of the Board of directors. The fact that any officer or employee is a director or member of the Association shall not disqualify him from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of directors at any time, with or without cause.

### **7.3 Duties of Officers May be Delegated**

In case of the absence or inability to act of the President, a Vice-President or any other officer of the Association or for any other reason that the board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being except where prohibited under the Not For Profit Corporations Act.

### **7.4 President**

The President shall, when present, preside at all meetings of the members and directors; he shall sign all instruments requiring his signature and shall have and perform all powers and duties

incident to his office and shall have such other powers and duties as may, from time to time, be assigned to him by the Board. He shall see that all orders and resolutions of the Board of directors are carried out.

#### **7.5 Vice-President**

The Vice-President or, if more than one (1), the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one (1), the Vice-Presidents shall sign such contracts, documents or instruments in writing as require his or their signatures and shall have and perform all powers and duties incident to his or their offices and such other powers and duties as may from time to time be assigned to him or them by the Board.

#### **7.6 Secretary**

The Secretary shall give or cause to be given notice for all meetings of the Board of directors, members and all committees when directed to do so and have charge of the minute books of the Association; shall have custody of the corporate seal and shall certify all documents that may be lawfully required to be so certified, sign with the President, or other signing officer or officers of the Association such instruments as require his signature and shall have and perform all powers and duties incident to his office and such other powers and duties as may from time to time be assigned to him by the Board of directors.

#### **7.7 Treasurer**

Subject to the provisions of any resolution of the Board of directors, the Treasurer shall supervise the financial affairs of the Association He shall keep or cause to be kept accurate financial records and that proper care is taken in the receipt, disbursement and deposit of funds and securities. He shall sign such contracts, documents or instruments in writing as require his signature and shall have and perform all powers and duties incident to his office and such other powers and duties as may from time to time be assigned to him by the Board.

#### **7.8 Chief Executive Officer**

The Chief Executive Officer shall be an employee of the Association and shall manage and direct the business and affairs of the Association on a day-to-day basis. He shall be subject to the control and direction of the board of directors and shall perform his duties in accordance with directions from time to time given to him by the Board of directors or any authorized officer of the Association.

The CEO shall ensure that the annual return for the Association is filed within the time specified in the Act.

#### **7.9 Vacancies**

If the office of President, Vice-President, Chief Executive Officer, Secretary, Treasurer, or any one of such offices, or any other office shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution may elect or appoint an officer to fill such vacancy.

## **ARTICLE 8 MEETING OF MEMBERS**

### **8.1 Meetings of Members**

Annual General Meeting: Subject to compliance with the provisions of The Not For Profit Corporations Act, the Annual General Meeting of the Members shall be held at any place within Ontario and/or by telephonic or electronic means on such day in each year and at such time as the directors may by resolution determine.

General Meeting: A General meeting may be convened by the Board at any time at any place in Ontario and/or by telephonic or electronic means with proper notice, stating the business to be brought before the Meeting.

Special Meeting: A Special Meeting shall be convened by the Board if a petition in writing signed by 10 percent of the members in good standing, stating the purpose of the meeting, is issued. A Special Meeting shall be held within 30 days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agree to introduce other agenda items.

### **8.2 Notice**

A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served to each Member entitled to notice, directors and to the auditor of the Association at least ten (10) and not greater than fifty (50) business days before the date of every meeting and shall be directed to the current contact information of each such Member as it appears on the books of the Association.

If a meeting of members is adjourned for fewer than 30 days no additional notice is required provided that time, place and any instructions on how to participate in the new meeting by telephonic or electronic means are announced at the time of adjournment. If a meeting is adjourned for 30 days or more, then notice shall be given to the membership.

**Waiver of Notice:** Whenever notice is required, a written waiver, signed by the Member entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

### **8.3 Omission of Notice**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting.

### **8.4 Member Proposals**

Any Active Member may submit a proposal to be discussed at the Annual General Meeting and circulated (along with the proponent's name and address) to all voting members provided that: a) it is not submitted fewer than 60 days before the scheduled meeting, b) it relates to the activities or affairs of the association, c) it is not primarily to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders, d) a substantially same proposal was submitted to members in a notice of a meeting of the members held not more than two years before and the proposal was defeated, e) it is not primarily to secure publicity or f) it contravenes any other restrictions as set out in the Not For Profit Corporations Act. If the association refuses to include any specific proposal, it shall, within 10 days notify the member and the reasons for it. The Association may require the Member to pay any costs related to the distribution of the proposal and/or limit the number of words or characters in it.

### **8.5 Votes**

Every Active Member shall have one (1) vote for each Approved Community Newspaper in respect of which he has been admitted as an Active Member. Every resolution submitted to any meeting of Members shall be decided in the first instance by a show of hands. In the case of an equality of votes, the chairman shall, both on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which he may be entitled as a Member and as a proxy.

At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

Upon prior arrangement, an Active Member shall be permitted to vote at a meeting of members though telephonic or electronic means.

In the absence of the President and of the Vice-President, the Members present entitled to vote shall choose another director as chairman and if no director is present or if all the directors present decline to take the chair then the Members present entitled to vote shall choose one (1) of their number to be chairman.

If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment.

If at any meeting a poll is demanded on any other resolution or as to the election of directors, it shall be taken by ballot in such manner and either at once, later in the meeting or after

adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **8.5 Proxies**

Votes may be given either personally or by proxy, provided the proxy is in writing on the form provided by the Board and is authorized and signed by the appointer. A proxy may contain restrictions, limitations or instructions as to the manner in which the voting rights in respect of which the proxy is given are to be exercised, and is valid only for the meeting for which it was given and, if that meeting is adjourned, at the meeting that continues the adjourned meeting. Active Members may also vote by mail, telephonic or electronic means in lieu of appointing a proxy.

### **8.6 Adjournment**

The chairman of any meeting may with the consent of the meeting adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **8.7 Quorum**

Two (2) Active Members or their proxies personally present shall be a quorum at any meeting of Members for the choice of a chairman and the adjournment of the meeting; for all other purposes a quorum at any meeting (unless a greater number of members and/or proxies are required to be present by the Association's Letters Patent or by any Supplementary Letters Patent or any other bylaw) shall be Active Members personally present or represented by proxy holding not less than ten percent (10%) of the total number of votes entitled to be cast on any poll conducted at such meeting. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **ARTICLE 9 COMMITTEES**

**9.1** The Board of directors may from time to time by resolution establish and constitute committees and prescribe their duties in order to assist and advise the directors in carrying on the business and affairs of the Association. The President shall be entitled to make recommendations to the Board of directors as to the committees which he wishes to form and the persons which he wishes to serve on them but the Board shall not be bound by such recommendations.

### **9.2 Finance Committee**

At the first meeting of directors held after each annual meeting of the members of the Association, the Board of directors shall appoint a Finance Committee consisting of a chairperson and not less than four (4) other members. At least one (1) member of the Finance Committee shall be a person who is not a director of the Association. Each member of the Finance Committee shall serve during the pleasure of the Board and the Board shall have the right to make changes among the members of the Finance Committee and to fill any vacancies that may from time to time exist. Greater than fifty (50%) of its members shall constitute a quorum for the purpose of transacting business at a meeting of the Finance Committee. If and whenever a vacancy shall exist in the Finance Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to any regulations imposed from time to time by the Board, the Finance Committee shall have the power to fix its own rules of procedure from time to time. Meetings of the Finance Committee shall be held at the head office of the Association, any place within or outside Ontario or by telephonic or electronic means as may be agreed upon from time to time by the Finance Committee. Meetings of the Finance Committee shall be called by its chairperson who shall give the other members not less than two (2) days' prior notice of each meeting (which notices need not be in writing and may be given by telephonic or electronic means) provided that no notice need be given in the case of regularly scheduled meetings or in the case of where the time, date and place of the next meeting was determined at the preceding meeting (except that notice shall be given to any member who was not present at such preceding meeting). Notice is not required for the continuance of an adjourned meeting provided that, at the time of adjournment, the date, time, location/instructions on how to participate thorough telephonic or electronic means is provided to those in attendance. A

resolution signed by all members of the committee, either in writing or electronically, is as valid as one passed at a meeting.

The chairperson (or other member designated by the Finance Committee so to do) shall report to the President and Board of directors on a continuing basis and shall present a full and complete report to the Members of the Association at the next annual meeting.

The Finance Committee shall meet to review the budget and program plans before they are presented to the Board. Prepare advice for the Board to enable it to deal with the budget and program plan when they are presented by the executive director to the board of directors.

## **ARTICLE 10 VOTING SHARES & SECURITIES IN COMPANIES**

**10.1** All of the shares or other securities carrying voting rights of any company or companies held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or companies and in such manner and by such person or persons as the board of directors of the Association shall from time to time determine. The proper signing officers of the Association may also from time to time execute and deliver for and on behalf of the Association proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

## **ARTICLE 11 INSPECTION OF BOOKS**

**11.1** The directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and books of account and accounting records of the Association or any of them shall be open to inspection of members and no member shall have any right to inspect any document or book or register or book of account or accounting record of the Association except as conferred by statute or authorized by the board of directors or by a resolution of the members in general meeting.

## **ARTICLE 12 NOTICES**

### **12.1 Service**

Any notice or demand to be given to or made on any Member, director or auditor shall be served either personally or by sending it through the post in a pre-paid envelope or wrapper or by telegram or cable addressed to such Member or director at his address as the same appears in the books of the Association, or if no address be given therein then to the last address of such Member or director known to the secretary, and to the auditor at his business address. With respect to every notice or demand sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or demand was properly addressed and put into a Post Office or into a letter box.

### **12.2 Signature to Notices**

The signature to any notice to be given by the Association may be written, stamped, typewritten or printed.

### **12.3 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

### **12.4 Proof of Service**

A certificate of the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Association in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Association as the case may be.

**ARTICLE 13  
CHEQUES, DRAFTS, NOTES, ETC.**

**13.1** All cheques and payment orders issued in the name of the Association shall be signed by two persons authorized by the Board for that purpose. Any authorized individual may endorse and deposit collections on the Association's account for the credit of the Association. Any authorized individual may arrange, settle, balance, and certify the books and accounts between the Association and its bankers and may receive and sign all related documents.

**ARTICLE 14  
CUSTODY OF SECURITIES**

**14.1** All shares and securities owned by the Association from time to time shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Association (and if issued or held in the names of more than one (1) nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be affected.

**ARTICLE 15  
EXECUTION OF INSTRUMENTS**

**15.1** Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Association, shall be approved by the Board and signed by two authorized persons. The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing in any stock, bonds, or other securities of the Association.

The seal of the Association may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in the Bylaw shall include 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, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular and without limiting the generality of the foregoing the above-mentioned signing officers shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

**ARTICLE 16  
FISCAL YEAR**

**16.1** The fiscal year of the Association shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

## **ARTICLE 17 AUDITORS**

**17.1** Whenever possible under the Not For Profit Corporations Act, the Association will pass an extraordinary resolution at the annual meeting to allow for a review engagement rather than an audit. For the purposes of this bylaw the term "Auditor" does not imply that an audit must be conducted and can refer to an independent financial reviewer who is legally permitted to do review engagements.

**17.2** The voting members shall at each annual meeting appoint one (1) or more auditors to hold office until the next annual meeting and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed.

**17.3** The directors may fill any casual vacancy in the office of auditor, but, while such vacancy continues, the surviving or continuing auditor, if any, may act.

**17.4** The Members may, by resolution passed by a majority of the votes cast at a special meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office. The vacancy may be filled for the remainder of the term by a vote of the members at the special meeting or by the Board at a later date. .

**17.5** The remuneration of an auditor appointed by the voting Members shall be fixed by the voting Members, or by the directors if they are authorized so to do by the voting Members, and the remuneration of an auditor appointed by the directors shall be fixed by the directors.

The remuneration of an auditor shall be negotiated and approved by the Association's CEO on an annual basis.

**17.6** Notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made.

## **ARTICLE 18 ENACTMENT AND AMENDMENT OF BYLAWS**

**18.1** The enactment, amendment, repeal or re-enactment of the bylaws of the Association shall be governed by the provisions contained in The Not For Profit Corporations Act (Ontario) as the same may from time to time be amended.

**18.2** The directors of the Association may pass bylaws not contrary to The Not For Profit Corporations Act or to the Letters Patent or Supplementary Letters Patent of the Association to regulate:

- (a)** the admissions of persons and unincorporated associations as Members and as ex-officio Members and the qualification of and the conditions of membership;
- (b)** the fees and dues of members;
- (c)** the issue of membership cards and certificates;
- (d)** the suspension and termination of memberships by the Association and by the Member;
- (e)** the transfer of memberships;
- (f)** the qualification of and the remuneration of the directors and the ex-officio directors, if any;
- (g)** the time for and the manner of election of directors;
- (h)** the appointment, remuneration, functions, duties and removal of agents, officers and employees of the Association and the security, if any, to be given by them to it;
- (i)** the time and place and the notice to be given for the holding of meetings of the Members and of the Board of directors, the quorum at meetings of Members, the requirement as to proxies, and the procedure in all things at Members' meetings and at meetings of the Board of directors;
- (j)** the corporation's name;
- (k)** the addition, removal or change to any restriction upon the activity or activities that the corporation may carry on or upon the powers that the corporation may exercise;

(l) the purposes of the corporation;

(m) the person or entity to whom the property remaining on liquidation after the discharge of any liabilities of the corporation is to be distributed;

(n) the addition, change or removal of any other provision that is permitted by this Act

(o) the conduct in all other particulars of the affairs of the Association.

**18.3** A bylaw passed under Section 18.2 and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Members duly called for that purpose, is effective only until the next annual meeting of the Members unless confirmed thereat, and, in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new bylaw of the same or like substance has any effect until confirmed at a general meeting of the Members.

**18.4** The Members may at their general meeting or at the annual meeting mentioned in Section 18.3 hereof by special resolution confirm, reject, amend or otherwise deal with any bylaw passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such bylaw is prejudicially affected by any such rejection, amendment or other dealing.

**18.5** These bylaws shall be reviewed by OCNA's board of directors, or a committee appointed by it, at least every five years.

## **ARTICLE 19 INTERPRETATION**

**19.1** In all bylaws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine. Wherever reference is made in this Bylaw to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to or re-enactment of the said statute or section, as the case may be.

## **ARTICLE 20 GOVERNING LEGISLATION**

**20.1** Items not explicitly covered by these bylaws shall be governed by The Not For Profit Corporations Act.

**20.2** Except where permitted by The Not For Profit Corporations Act, if these bylaws conflict with the Act, the Act shall prevail.

Enacted this 13th day of May, 2024.

Passed by the Directors and sealed with the Corporation's seal

ONTARIO COMMUNITY NEWSPAPERS ASSOCIATION



Per: Dave Adsett, President



Per: Colleen Green, Secretary/Treasurer