



**Canadian Journalism Collective**

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**Collectif Canadien de Journalisme**

**The General by-law**

being a by-law relating generally to the conduct of the affairs of the

**Canadian Journalism Collective**

("the Corporation")

Consolidates changes made on:

2024-12-19

2025-02-26

2025-11-27

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **ARTICLE 1. INTERPRETATION**

### **1.1 Language**

The French and English versions of all CJC-CCJ by-laws are equally authoritative.

### **1.2 Definitions**

In the present by-law, and in all other CJC-CCJ by-laws and resolutions, unless the context otherwise requires:

- a) “Act” means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23;
- b) “Affiliate” or “Affiliated”, with respect to a body corporate, means another body corporate when the two are Affiliated bodies corporate according to the definition set out in s. 2(2) of the Act;
- c) “Articles” means the CJC-CCJ articles of incorporation, as amended;
- d) “Broadcaster Director” means one of the directors referred to as such in articles 4.1(a) and 4.4(b);
- e) “By-laws” means this General by-law and all other CJC-CCJ by-laws that are in force, as they may be amended from time to time;
- f) “CJC-CCJ” means the Corporation;
- g) “Google” means Google LLC;
- h) “Independent Director” means one of the directors referred to as such in article 4.1;
- i) “Indigenous individual” means an individual in a position to readily provide, upon request, a certified copy or original of any one of the following:

- i. A current “Certificate of Indian Status” issued to the individual by Indigenous Services Canada;
  - ii. A citizenship identification issued to the individual by a First Nation that has a modern Treaty and/or self-government agreement;
  - iii. A citizenship identification issued to the individual by the authority of Hereditary leadership and traditional institutions;
  - iv. A citizenship or membership card from one of the following:
    - the Manitoba Métis Federation,
    - one of the Métis Settlements of Alberta,
    - the Northwest Territory Métis Nation, or
    - one of the four provincial affiliates of the Métis National Council:
      - the Registrar of the Métis Nation of Ontario,
      - the Métis Nation-Saskatchewan,
      - the Métis Nation of Alberta, or
      - the Métis Nation British Columbia;
  - v. An Inuit Enrolment card, or a beneficiary card/proof of enrolment associated with Land Claim Agreements in the claim territories of Nunatsiavut, Nunavik, Nunavut and Inuvialuit;
  - vi. A sworn statement from the individual attesting that they are actively investigating and filing an application to gain or regain status as a First Nation member or citizen, a member of a recognized Métis Nation, or enrolment to an Inuit claim; or
  - vii. Other documentation or proof of the individual’s connection to their Indigenous community, such as letters from Chief, Council, Elders, or community organizations, which may be considered if they have no access to the documents listed above;
- j) “member class” may refer to a member subclass or to member class C;
  - k) “Member Class Association” means an entity that is designated by a member class as such pursuant to article 5.4(d) and following and whose mission is generally to represent a category of news businesses;
  - l) “Non-Profit” refers to a news business that is either a non-profit organization for the purposes of paragraph 149(1)(l) of the *Income Tax Act*, RSC 1985, c 1 (5th Supp), or that is a qualified donee as defined by s. 149.1(1) of the *Income Tax Act*;
  - m) “Online”, in reference to meeting communications, refers to the use of internet communication facilities that may additionally allow individuals to communicate by telephonic or other means of communication, and that permit all participants to communicate adequately with each other during a meeting;
  - n) “ONA” means the *Online News Act*, S.C. 2023, c. 23;
  - o) “Publisher Director” means one of the directors referred to as such in articles 4.1(a) and 4.4(a); and

- p) words and expressions defined in the Act, in the ONA and in its regulations take on the same meanings.

### **1.3 Calculation of time**

Even where a time limit fixed by the By-laws for doing anything falls on a weekend, a holiday or similar, the act in question must be done by the end of that day, and the time limit is not extended to the next working day.

## **ARTICLE 2. MEMBERS**

### **2.1 General conditions of membership**

- a) Membership is available only to news businesses that meet all of these requirements:
- i. submitted an application to the CJC-CCJ to share in compensation under the ONA during the previous application period (*i.e.* the most recent closed application period);
  - ii. have executed a Recipient Agreement with the CJC-CCJ that remains in effect (except that this condition shall not apply in 2024 nor during the first half of 2025 unless the CJC-CCJ has first given the news business a copy of the proposed agreement and allowed the news business at least one week to execute it);
  - iii. could be designated as eligible under s. 27 of the ONA; and
  - iv. operate a news outlet whose news content is made available online by Google and which news outlet is either:
    - operated exclusively for the purpose of producing news content — including local, regional and national news content — consisting primarily of original news content that meets the conditions set out in s. 31(2)(a) through (d) of the ONA; or
    - an Indigenous news outlet that meets the conditions set out in s. 31(2.1)(a) and (b) of the ONA.
- b) Membership is only available to one news business among each set of Affiliated news businesses. Affiliated news businesses shall determine among themselves which one among their number will apply for membership in the CJC-CCJ.
- c) The executive committee may, by resolution, approve or refuse the admission of members on the recommendation of the publishers council and/or the broadcasters council, as appropriate.

### **2.2 Member classes**

- a) Subject to the Articles, there shall be three classes of members: Class A members (publishers), Class B members (broadcasters) and class C members (national public broadcaster).

- b) Membership Class A shall have eight subclasses: Subclass A-1 members (large publishers), Subclass A-2 members (small local publishers), Subclass A-3 members (small local French publishers), Subclass A-4 members (startup publishers), Subclass A-5 members (non-profit publishers), Subclass A-6 members (Indigenous publishers), Subclass A-7 members (Black or racialized publishers) and Subclass A-8 members (official language minority community publishers).
- c) Membership Class B shall have eight subclasses: Subclass B-1 members (radio broadcasters), Subclass B-2 members (television broadcasters), Subclass B-3 members (English non-profit television broadcasters), Subclass B-4 members (Non-profit French-language community television broadcasters in Quebec), Subclass B-5 members (Non-profit French-language community radio broadcasters), Subclass B-6 members (English non-profit radio broadcasters), Subclass B-7 members (startup and independent broadcasters) and Subclass B-8 members (Indigenous broadcasters).
- d) A member may belong only to one class at a time. A member of class A must be admitted to exactly one subclass of class A, and a member of class B must be admitted to exactly one subclass of class B. If a news business is eligible for more than one member class or subclass, it may decide which class or subclass it wishes to join. This choice will not be taken into account by the CJC-CCJ in determining the member's share of compensation pursuant to the ONA.
- e) A member that carries on, or that has an affiliate that carries on, a programming undertaking as defined in subsection 2(1) of the *Broadcasting Act*<sup>1</sup> is eligible only for membership in member classes B and C. All other news businesses are eligible only for membership in member class A.
- f) A member that has an affiliate that is eligible only for membership in subclass B-1 and/or B-2 is eligible only for membership in subclass B-1 and/or B-2, as the case may be, and is ineligible for membership in subclasses B-3 through B-8.

## **2.3 Member class eligibility**

The additional eligibility criteria regarding each of the CJC-CCJ's member subclasses and class C are as follows. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **2.3.1 Subclass A-1 Members – "Large publishers"**

Subclass A-1 voting membership shall be available only to publishers whose gross annual revenue for the previous calendar year, when added to the gross annual revenue of all of its Affiliates, if any, is more than \$6 million indexed to CPI for a 2023 baseline year.

### **2.3.2 Subclass A-2 Members – "Small and medium publishers"**

Subclass A-2 voting membership shall be available only to publishers that are not eligible for

<sup>1</sup> "[P]rogramming undertaking means an undertaking for the transmission of programs, either directly by radio waves or other means of telecommunication or indirectly through a distribution undertaking, for reception by the public by means of broadcasting receiving apparatus, but does not include such an undertaking that is an online undertaking".

Subclass A-1 membership and that do not fall under any other category.

### **2.3.3 Subclass A-3 Members – "Small and medium French publishers"**

Subclass A-3 voting membership shall be available only to publishers that are not eligible for Subclass A-1 membership and whose news outlets' news content is exclusively written in French.

### **2.3.4 Subclass A-4 Members – "Startup publishers"**

Subclass A-4 voting membership shall be available only to publishers that are not eligible for Subclass A-1 membership and whose news outlet or outlets began publishing fewer than five years earlier.

### **2.3.5 Subclass A-5 Members – "Non-profit publishers"**

Subclass A-5 voting membership shall be available only to publishers that are ineligible for Subclass A-1 membership and that are Non-Profits.

### **2.3.6 Subclass A-6 Members – "Indigenous publishers"**

Subclass A-6 voting membership shall be available only to publishers that:

- i. are ineligible for Subclass A-1 membership;
- ii. in the case of privately owned businesses, such as business corporations, sole proprietorships or partnerships, are at least 51% owned by Indigenous individuals;
- iii. in the case of businesses such as not-for-profit corporations and non-profit cooperatives, have a board of directors at least 51% of whose occupied seats are occupied by Indigenous individuals;
- iv. have Indigenous individuals in key management and operations positions; and
- v. produce news content primarily for Indigenous Peoples.

### **2.3.7 Subclass A-7 Members – "Black and other racialized publishers"**

Subclass A-7 voting membership shall be available only to publishers that are ineligible for Class A-1 membership and that are majority-owned and controlled by people who are Black and/or members of other racialized communities. Racialized communities refers to people of African, East Asian, West Asian, South Asian, Latino as well as people of mixed heritage who have been historically disadvantaged as a group and may experience discrimination based on colour, culture and race.

### **2.3.8 Subclass A-8 Members – "Official language minority community publishers"**

Subclass A-8 voting membership shall be available only to publishers whose news outlets produce news content primarily for English-speaking communities in Quebec and/or French-speaking communities outside Quebec.

### **2.3.9 Subclass B-1 Members – "Radio Broadcasters"**

Subclass B-1 voting membership shall be available only to radio broadcasters.

### **2.3.10 Subclass B-2 Members – "Television Broadcasters"**

Subclass B-2 voting membership shall be available only to television broadcasters.

### **2.3.11 Subclass B-3 Members – "Non-Profit Community Television Broadcasters"**

Subclass B-3 voting membership shall be available only to Non-Profit community television broadcasters that are ineligible for Subclass B-4 membership.

### **2.3.12 Subclass B-4 Members – "Non-Profit French-Language Community Television Broadcasters in Quebec"**

Subclass B-4 voting membership shall be available only to Non-Profit, Quebec-based, French-language community television broadcasters.

### **2.3.13 Subclass B-5 Members – "Non-Profit French-Language Community Radio Broadcasters"**

Subclass B-5 voting membership shall be available only to Non-Profit community radio broadcasters that produce news content primarily for French-speaking communities.

### **2.3.14 Subclass B-6 Members – "Non-Profit Community Radio Broadcasters"**

Subclass B-6 voting membership shall be available only to Non-Profit community radio broadcasters that are ineligible for subclass B-5 membership.

### **2.3.15 Subclass B-7 Members – "Start-Up and Independent Broadcasters"**

Subclass B-7 voting membership shall be available only to broadcasters that hold fewer than 10 radio licenses and fewer than 4 television licenses or whose news outlets have been operating for fewer than five years.

### **2.3.16 Subclass B-8 Members – "Indigenous Broadcasters"**

Subclass B-8 voting membership shall be available only to broadcasters that:

- i. in the case of privately owned businesses, such as business corporations, sole proprietorships or partnerships, are at least 51% owned by Indigenous individuals;
- ii. in the case of businesses such as not-for-profit corporations and non-profit cooperatives, have a board of directors at least 51% of whose seats are occupied by Indigenous individuals;
- iii. have Indigenous individuals in key management and operations positions; and
- iv. produce news content primarily for Indigenous Peoples.

### **2.3.17 Subclass C Members – "National public broadcaster"**

Class C non-voting membership shall be available only to the Canadian Broadcasting Corporation, as continued by s. 36 of the *Broadcasting Act*, SC 1991, c. 11. Any news business that is eligible for Class C membership is ineligible for membership in any other member class.

## **2.4 Member rights and responsibilities**

- a) Members shall have all the rights to receive notice of, to attend and to vote at meetings of the members that Articles permit.
- b) In accordance with s. 154(6) of the Act, the CJC-CCJ shall recognize any individual authorized by a member corporation or other entity to represent the member at

meetings. Such an individual may represent only one member at any given meeting, including because representing multiple members would make certain practices that this by-law allows significantly more difficult, such as conducting a vote by show of hands.

## **2.5 Suspension and expulsion**

- a) The executive committee may, by two thirds majority resolution, suspend or expel any member that has materially contravened the ONA, regulations adopted pursuant to the ONA, or that has made a false statement to the CJC-CCJ. The publishers council and broadcasters council may each recommend the expulsion of a member to the executive committee.
- b) Before making such a decision, the executive committee must first give the member the opportunity to be heard. Such decisions shall be final and binding on the member, without any right of appeal.

## **2.6 Transferring membership**

A membership may only be transferred to the CJC-CCJ. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

## **2.7 Termination of membership**

A membership is terminated when:

- a) the member is dissolved, resigns or ceases to be eligible for membership;
- b) the member is expelled or their membership is otherwise terminated in accordance with the By-laws;
- c) the CJC-CCJ is liquidated and dissolved under the Act.

## **2.8 Effect of termination of membership**

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the CJC-CCJ, automatically cease to exist.

# **ARTICLE 3. MEETINGS OF MEMBERS**

## **3.1 Persons entitled to be present**

The only persons entitled to be present at a meeting of members shall be:

- a) the members of the CJC-CCJ;
- b) the directors of the CJC-CCJ;
- c) the public accountant of the CJC-CCJ;
- d) such other persons whom the Act, the Articles or the By-laws may entitle or require to be present at the meeting; and
- e) any other person admitted on the invitation of the chair of the meeting or by resolution of the members.

### **3.2 Place**

- a) The directors or members that call a meeting of members:
  - i. may determine that the meeting shall be held entirely Online, in accordance with the Act and its regulations; and
  - ii. must otherwise make reasonable arrangements to allow any person entitled to attend the meeting to participate in and to vote at the meeting Online, in accordance with the Act and its regulations.
- b) Meetings of the members that are not held entirely Online may be held at any place within Canada. They may be held outside of Canada subject to compliance with s. 159 of the Act.

### **3.3 Quorum**

- a) A quorum at any meeting of the members shall be 10 percent of the members entitled to vote at the meeting, subject to a greater proportion being required by the Act. A class meeting, which is a meeting of members called for the sole purpose of electing or removing one or more director, however, requires only a quorum of the member class or classes that are entitled to elect or remove the relevant director or directors, as defined by article 3.3(c).
- b) If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting, except as the By-laws otherwise provide.
- c) With respect to elections of directors that are reserved to members of a specific member class, 3 members of that class must be present at the time of the vote. If the class has fewer than 5 members, however, then at least 50% of the members must be present at the time of the vote.
- d) The board shall have the right to call and hold a class meeting of members, for the sole purpose of electing or removing one or more of the directors that the class or classes in question have the exclusive right to elect or remove. In this case, only the members with the right to vote shall have the right to receive notice of the meeting. The powers of a class meeting of members shall be limited to making decisions regarding the meeting's procedure and conduct, and to electing or removing directors that the relevant member class or classes have the exclusive right to elect or remove, to discussion, and to making recommendations.

### **3.4 Chair**

In the event that the president and the vice president of the CJC-CCJ are absent and the board has not designated a meeting chair or that person is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **3.5 Voting**

- a) At any meeting of members every question shall be determined by a majority of the votes cast on the questions (simple majority), unless otherwise provided by the Act.
- b) All votes are taken by a show of hands, except that a secret ballot shall be used to elect directors and shall be used for other questions if ten per cent (10%) of those

entitled to vote request a secret ballot. In the case of a vote by secret ballot, the secretary or any other person designated for this purpose by the meeting chair shall act as scrutineer.

- c) There shall be no absentee voting, whether by proxy or otherwise. For greater certainty, a vote cast by an individual while participating in a meeting Online is not an absentee vote.

### **3.6 Adjournment**

A meeting of members may be adjourned at any time by the chair or by resolution. Notice of an adjourned meeting is not required if a meeting of members is adjourned for less than 31 days. Any business may be transacted at the adjourned meeting which could have been transacted at the original meeting in accordance with the notice of meeting.

### **3.7 Notice**

- a) Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held.
- b) If a member requests that the notice be given by non-electronic means more than 35 days in advance of the meeting, the notice will also be sent by mail, courier or personal delivery to that member, during a period of 21 to 60 days before the day on which the meeting is to be held.
- c) Pursuant to subsection 197(1) of the Act (Fundamental Change), a special resolution of the members is required to make any amendment to the By-laws of the CJC-CCJ to change the manner of giving notice to members.
- d) Notice of an annual meeting of members shall also include the list of candidates produced by the nominations committee in accordance with article 5.4.
- e) The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the CJC-CCJ has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Any person may waive notice, and is deemed to have waived their right to notice if they attend the meeting in question unless they attend for the sole purpose of contesting the failure to have given adequate notice for that meeting.

### **3.8 Annual meeting**

The business conducted at the annual meeting of members shall be:

- a) The presentation of any reports by the president or regarding CJC-CCJ activities;
- b) The presentation of the financial statements and the report of the public accountant;
- c) The election of directors in accordance with the annual election process;
- d) The appointment of the public accountant;
- e) The ratification of any changes to the By-laws; and

- f) Addressing any proposals included in the notice of meeting.

### **3.9 Special meeting**

- a) The board of directors may call a special meeting of members at any time. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting, subject to Section 167 of the Act.
- b) The board of directors shall call a special class meeting of members on written requisition of members carrying not less than 5% of the voting rights in any individual class or classes. Section 167 of the Act, with the necessary changes, shall govern such requisitions.
- c) A special meeting of members or class meeting of members may debate and vote only on issues explicitly mentioned in the notice of meeting.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 Composition**

- a) The board consists of nineteen (19) directors, as established by the Articles, which are divided as follows:
  - i. eight (8) Publisher Directors;
  - ii. eight (8) Broadcaster Directors; and
  - iii. three (3) Independent Directors.
- b) Independent Director seats shall be available only to individuals who have no current contractual, fiduciary nor ownership relationship to a news business, including as an employee, freelancer, lawyer, accountant, director, officer, sole proprietor, partner or as a shareholder.

### **4.2 Non-voting observers**

- a) Class C members shall have the right to elect one non-voting observer who may attend meetings of directors. Prior to attending their first meeting of directors, this non-voting observer shall provide the CJC-CCJ with a signed undertaking to disclose conflicts of interest following the same rules that apply to directors, including by virtue of article 4.7.
- b) The executive director has the right to attend and to speak at meetings of the board of directors but not to vote.
- c) The board of directors may resolve that any portion of any meeting or that the entirety of the meeting shall be held *in camera* and that the executive director and/or the non-voting observer elected by class C members thereby be excluded.

### **4.3 Staggered terms of office**

- a) The sixteen (16) directors elected by the members shall have staggered terms of office

with:

- i. member subclasses A-1, A-3, A-5, A-7, B-1, B-3, B-5 and B-7 each electing a director at general meetings that take place on an odd-numbered year to a term lasting two (2) years or until their successor is elected; and
  - ii. member subclasses A-2, A-4, A-6, A-8, B-2, B-4, B-6 and B-8 each electing a director at general meetings that take place on an even-numbered year to a term lasting two (2) years or until their successor is elected.
- b) Despite the foregoing, at the first meeting of members of the CJC-CCJ at which directors are elected, all sixteen (16) directors elected by the members shall be elected.
  - c) Notwithstanding any other provision in these By-laws, a director's term shall end no later than the date on which article 4.3(a) requires their successor to be elected. The holding over rule shall continue to apply in such cases.
  - d) The Independent Directors shall be appointed, and the non-voting observer elected by member class C shall be elected, to terms of two (2) years. Independent Directors may seek re-election for a maximum of one (1) additional term.

#### **4.4 Election of Publisher and Broadcaster Directors**

- a) Each of the eight (8) member class A subclasses have the right to elect one of the eight (8) Publisher Directors at a general meeting.
- b) Each of the eight (8) member class B subclasses have the right to elect one of the eight (8) Broadcaster Directors at a general meeting.
- c) If there is only one eligible candidate for a seat to be elected at a general meeting, that candidate is elected by acclamation without the need for a vote.
- d) If there is more than one candidate for a seat to be elected at a general meeting, the vote is taken by secret ballot using a secure Online voting system. The candidate with the greatest number of votes is elected.

#### **4.5 Appointment of Independent Directors**

- a) The three (3) Independent Directors are appointed by the board of directors.
- b) One (1) of these shall be elected on the recommendation of the Publisher Directors, and one (1) of these shall be elected on the recommendation of the Broadcaster Directors.
- c) To be considered recommended by the Publisher or Broadcasting Directors under 4.5(a), an eligible candidate must win a majority of the votes cast. In the event that there are more than two candidates and that no candidate wins such a majority, a second run-off vote shall be held in which the only two candidates shall be the two candidates who won the largest number of votes in the first round. In the event that more than two candidates received the largest number of votes in the first round (due to a tie for first or second place), then the appropriate number of these candidates who received the least votes shall be eliminated by lot, so as to leave two candidates for the second- round vote.

#### **4.6 Responsibilities**

- a) Articles 5.1.2(a), 5.2.2, 5.3.2 and 5.4 of this General by-law delegate all of the board's

powers to CJC-CCJ committees, with the following exceptions.

- b) Section 138(2) of the Act requires that the board must in all cases retain the authority to perform the following acts, which cannot be delegated:
  - i. submit to the members any question or matter requiring the approval of members;
  - ii. fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
  - iii. issue debt obligations except as authorized by the directors;
  - iv. approve any financial statements referred to in section 172 of the Act;
  - v. adopt, amend or repeal by-laws; and
  - vi. establish contributions to be made, or dues to be paid, by members under section 30 of the Act
- c) Although the executive committee does not require any prior authorization from the board of directors to exercise any of its powers, the board of directors exercises general supervisory power over the executive committee, including the powers:
  - i. to overturn any resolution previously adopted by the executive committee;
  - ii. to remove any of the executive committee's powers, by resolution, which shall restore those powers to the board of directors for a period to last no longer than the end of the next annual general meeting or, if no such meeting is held within the required time, the latest time that it was required to have been held.
- d) The board of directors has the exclusive authority to decide the issues described below in article 4.12.7 under the heading "Important decisions".
- e) The board of directors has the exclusive power to appoint members to committees of directors.

#### **4.7 Limits on powers and conflicts of interest**

- a) The directors shall act within the limits of the powers conferred on them by the Act, the Articles and the By-laws, with the care, prudence, diligence and skill that a reasonable person would exercise in similar circumstances, with honesty, loyalty and in the best interests of the CJC-CCJ.
- b) A director whose personal interest is in conflict with that of the CJC-CCJ or could reasonably be seen as being in such a conflict, shall disclose the nature and extent of the conflict to the board in writing or by requesting to have it entered in the minutes of the next board of directors meeting.
- c) A director in conflict of interest shall abstain from participating in deliberations on relevant matters except to answer any questions from board members, and shall not be present for the remainder of the board's discussion of the issue and shall not vote on the issue. Directors may nonetheless, subject to s. 141 of the Act, participate in discussion and vote on issues when they are in conflict of interest if it would otherwise be impossible to make a decision on the issue (e.g. in the event that all of the directors

are in conflict of interest with respect to the issue).

- d) The members of the CJC-CCJ may examine disclosures of conflicts of interests recorded in the minutes of any meeting of directors or of a committee of directors.

#### **4.8 Proxies**

No person may act in the place of an absent director at a meeting of the board of directors.

#### **4.9 Vacancies**

A director's seat becomes vacant upon their:

- a) resignation, which shall be submitted in writing to the CJC-CCJ secretary;
- b) death;
- c) bankruptcy;
- d) removal by the appropriate body, namely the appropriate member class with respect to Publisher and Broadcaster Directors or the meeting of members as a whole with respect to Independent Directors.

#### **4.10 Filling vacancies**

- a) The seat of any Independent Director which has become vacant may be filled by the board of directors, subject to s. 132(1) of the Act and article 4.5 of this General by-law.
- b) The seat of any Publisher or Broadcaster Director which has become vacant may be filled by a meeting of the members of the relevant class or classes, as described in article 3.3(d).

#### **4.11 Reimbursement or remuneration**

The board of directors may adopt, amend and repeal resolutions respecting the reimbursement of director's expenses and director remuneration so long as these are limited to reasonably ensuring equitable participation in the board of directors and in committees. Section 143(1) of the Act also limits the board of directors to fixing only reasonable remuneration for directors. Such resolutions shall be disclosed to the members at the following meeting of members.

#### **4.12 Meetings**

##### ***4.12.1 Place***

Meetings of the directors shall either:

- i. be held entirely Online, in accordance with the Act and its regulations; or
- ii. include arrangements that allow any person entitled to attend the meeting to participate in and to vote at the meeting Online, in accordance with the Act and its regulations.

##### ***4.12.2 Frequency***

- a) The directors shall meet at least four times per year.
- b) A resolution of the directors may designate a day or days in any month or months for regular meetings of directors at a place and/or connection information and hour to be named. A copy of any resolution of the directors fixing the place and/or connection

information and time of such regular meetings of directors shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **4.12.3 Calling of meetings**

Meetings of directors may be called at any time by the president, the vice president, or any four (4) directors. If the CJC-CCJ has only one director, that director may call and constitute a meeting.

#### **4.12.4 Notice**

- a) Notice of the time and place for the holding of a meeting of directors shall be given to every director of the CJC-CCJ by email not less than 14 calendar days before the time when the meeting is to be held.
- b) Notice of a meeting of directors shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting or if all the directors present at the original meeting agree to waive notice of the adjourned meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **4.12.5 Quorum**

A majority of the directors in office who were elected or appointed by broadcasters (which includes all Broadcaster Directors plus the Independent Director appointed by the Broadcaster Directors) combined with a majority of the directors in office who were elected or appointed by publishers (which includes all Publisher Directors plus the Independent Director appointed by the Publisher Directors) constitutes a quorum at any meeting of directors.

#### **4.12.6 Voting**

All decisions at meetings of the board of directors shall be approved by a simple majority of votes cast, unless otherwise required by the Canada Not-for-Profit Corporations Act.

#### **4.12.7 Important decisions**

Subject to the Articles, the following decisions may only be made by resolution of the board of directors supported by a simple majority of the votes cast, unless a higher threshold is otherwise required by the Canada Not-for-Profit Corporations Act:

- a) The dismissal of the executive director or any significant curtailment of that employee's role, authority, or of the conditions of their employment, including their suspension.
- b) Amending or repealing the remuneration or compensation policy for directors.

- c) The suspension of the effect of Article 9 of the present by-laws, for the period that the board determines, which the board may only approve in the event that the result would be a distribution in which the news businesses who share in the envelope of compensation dedicated to broadcast news would receive a larger share of the compensation per employee-hour than would the news businesses who share in the envelope for publishers.

## **ARTICLE 5. COMMITTEES**

### **5.1 The executive committee**

#### ***5.1.1 Nature and composition***

- a) The executive committee shall be a committee of directors.
- b) It shall be composed of the following seven (7) members:
  - i. The three (3) Independent Directors.
  - ii. Two (2) Broadcaster Directors, appointed by the board of directors on the recommendation of the Broadcaster Directors and the Independent Director appointed by the Broadcaster Directors, as soon as practicable following each annual general meeting for a term that lasts until the closing of the following annual general meeting or until their successors are appointed.
  - iii. Two (2) Publisher Directors, appointed by the board of directors on the recommendation of the Publisher Directors and the Independent Director appointed by the Publisher Directors, as soon as practicable following each annual general meeting for a term that lasts until the closing of the following annual general meeting or until their successors are appointed.

#### ***5.1.2 Responsibilities***

- a) All of the powers of the board of directors are delegated to the executive committee, except for:
  - i. The powers that are delegated to the publishers council and the broadcasters council pursuant to articles 5.2.2 and 5.3.2 of this General by-law;
  - ii. The powers that are reserved to the board of directors pursuant to article 4.6;
  - iii. Any powers that the board of directors has at that time removed from the executive committee pursuant to article 4.6(c)(iii).
- b) Within the limits of the powers described above, the executive committee:
  - i. manages, administers and supervises the affairs of the CJC-CCJ in accordance with the purposes set out in its Articles;
  - ii. has the full power and authority to do all things relating to the control and management of the affairs of the CJC-CCJ within the limits of the law and the CJC-CCJ governing documents;

- iii. appoints the signatories of deeds, transfers, assignments, contracts, obligations and other written instruments requiring the signature of the CCJ-CCJ;
- iv. approves the hiring and discipline of senior management, subject to article 4.12.7(a);
- v. adopts and modifies any policy regarding the distribution of funding pursuant to the ONA;
- vi. adopts annual reports and budgets;
- vii. makes binding and final decisions by resolution to resolve any disagreements that may arise between the broadcasters council and the publishers council regarding the scope of their respective powers and the exercise of those powers, for example with respect to a news business that is engaged in both publishing and broadcasting activities;
- viii. may recommend, in the event that it believes that one of its members is not properly executing their functions, that the member be replaced by the appropriate body, which is carried out by the directors with the replacement elected pursuant to article 5.1.1(b)(ii)-(iii) in the case of Broadcaster or Publisher Directors and, in the case of Independent Directors, after first removing the director by ordinary resolution of a special general meeting of members and then appointing their successor pursuant to article 4.5; and
- ix. appoints the members of committees that are not committees of directors.

### **5.1.3 Conflicts of interest**

The provisions regarding conflicts of interest that apply to the board of directors, including those set out in article 4.7, shall apply to the executive committee.

### **5.1.4 Proxies**

No person may act in the place of an absent director at a meeting of the executive committee.

### **5.1.5 Resignation**

- a) The Broadcaster and Publisher Directors may submit their resignation from the executive committee in writing to the CJC-CCJ secretary.
- b) The Independent Directors may not directly resign from the executive committee, but may leave their seats by resigning from the board of directors, which renders them ineligible to continue to occupy their seat on the executive committee.

### **5.1.6 Quorum**

Four (4) members of the executive committee shall constitute a quorum.

### **5.1.7 Meetings**

- a) Meetings of the executive committee may be called at any time by the president or by any two of its members by giving notice to every member of the committee by email not less than 10 calendar days before the time when the meeting is to be held of the hour and place and/or connection information of the meeting. In the event of a situation that urgently requires the committee's attention, the notice may be given not less than 24 hours before the time when the meeting is to be held if the notice describes the

urgent situation that justifies shorter notice.

- b) The executive committee may also, by resolution, designate one or more days for regular meetings at an hour and place and/or connection information to be named. A copy of the resolution shall be sent to the other members of the committee at least 10 calendar days before the time of the first meeting, and no other notice shall be required for any such regular meeting.
- c) Notice shall not be necessary if all of the committee members are present, and none objects to the holding of the meeting, or if those absent have waived notice.
- d) Meetings of the executive committee shall either:
  - i. be held entirely Online, in accordance with the Act and its regulations; or
  - ii. include the capacity for any person entitled to attend the meeting to participate in and to vote at the meeting Online, in accordance with the Act and its regulations.
- e) All decisions at meetings of the executive committee shall be approved by a simple majority of votes cast, unless otherwise required by the Canada Not-for-Profit Corporations Act.

## **5.2 The publishers council**

### ***5.2.1 Nature and composition***

- a) The publishers council shall be a committee of directors.
- b) It shall be composed of the following nine (9) members:
  - i. The eight (8) Publisher Directors.
  - ii. The one (1) Independent Director appointed on the recommendation of the Publisher Directors, who shall act as chair of the committee.

### ***5.2.2 Responsibilities***

The following powers of the board of directors are delegated to the publishers council:

- a) The adoption, amendment and repeal of policies and procedures for auditing and verification with respect to publishers pursuant to the ONA;
- b) Determinations with respect to any publisher news business, including pursuant to any CJC-CCJ dispute resolution process, of
  - i. the publisher's eligibility to receive funding pursuant to the ONA and applicable CJC-CCJ policies; and
  - ii. the publisher's share of the funding including policies surrounding the determination of eligible FTE employee count distributed pursuant to the ONA and applicable CJC-CCJ policies from the pool of funds that the CJC-CJC has allocated to publishers.

### ***5.2.3 Resignation***

Publishers council members may not directly resign their seats, but may resign from the board of directors, which renders them ineligible to continue to occupy their seat on the publishers council.

#### **5.2.4 Quorum**

A majority of the members of the publishers council holding office shall constitute a quorum.

#### **5.2.5 Meeting and other procedure**

The provisions that apply to the executive committee in the subsections entitled “Conflicts of interest”, “Proxies” and “Meetings” apply to the publishers council with the necessary modifications.

### **5.3 The broadcasters council**

#### **5.3.1 Nature and composition**

- a) The broadcasters council shall be a committee of directors.
- b) It shall be composed of the following nine (9) members:
  - i. The eight (8) Broadcaster Directors.
  - ii. The one (1) Independent Director appointed on the recommendation of the Broadcaster Directors, who shall act as chair of the committee.

#### **5.3.2 Responsibilities**

The following powers of the board of directors are delegated to the broadcasters council:

- a) The adoption, amendment and repeal of policies and procedures for auditing and verification with respect to broadcasters other than class C members pursuant to the ONA;
- b) Determinations with respect to any broadcaster news business other than class C members, including pursuant to any CJC-CCJ dispute resolution process, of
  - i. the broadcaster’s eligibility to receive funding pursuant to the ONA and applicable CJC-CCJ policies; and
  - ii. the broadcaster’s share of the funding including policies surrounding the determination of eligible FTE employee count distributed pursuant to the ONA and applicable CJC-CCJ policies from the pool of funds that the CJC-CJC has allocated to broadcasters other than class C members.

#### **5.3.3 Resignation**

Broadcasters council members may not directly resign their seats, but may resign from the board of directors, which renders them ineligible to continue to occupy their seat on the broadcasters council.

#### **5.3.4 Quorum**

A majority of the members of the broadcasters council holding office shall constitute a quorum.

#### **5.3.5 Meeting and Other Procedure**

The provisions that apply to the executive committee in the subsections entitled “Conflicts of interest”, “Proxies” and “Meetings” apply to the broadcasters council with the necessary modifications.

#### 5.4 The nominations committee

- a) The nominations committee shall be a committee of directors.
- b) It shall be composed of three (3) members appointed by the board of directors, including at least one (1) Publisher Director and at least one (1) Broadcaster Director.
- c) No later than sixty (60) calendar days before each annual meeting of members, the nominations committee shall issue a call for nominations by email to all members and Member Class Associations. The call for nominations shall specify that members and Member Class Associations may each nominate one (1) interested candidate to the board seat for their associated member class by submitting a copy of a nomination form that shall either be attached to the call for nominations or linked to from it within fifteen (15) calendar days of the call for nominations, or such a longer period as the nominations committee approves and that allows the timing of the other required steps to be respected.
- d) A member class may designate, replace or revoke its Member Class Association by simple resolution of the member class at a meeting of members. The following Member Class Associations are deemed to have been designated by the following member classes until such time as each member class replaces or revokes them:
  - i. The Canadian Association of Community Television Users and Stations is designated as the Member Class Association for class B-3 members ("Non-Profit Community Television Broadcasters");
  - ii. The Fédération des télévisions communautaires autonomes du Québec is designated as the Member Class Association for class B-4 members ("Non-Profit French-Language Community Television Broadcasters in Quebec");
  - iii. The Member Class Association designated for class B-5 members ("Non-profit French-Language Community Radio Broadcasters") shall be:
    - A) L'Alliance des radios communautaires du Canada, in odd numbered years; and
    - B) L'Association des radios communautaires du Québec, in even numbered years; and
  - iv. The National Campus and Community Radio Association is designated as the Member Class Association for class B-6 members ("Non-Profit Community Radio Broadcasters").
- e) Member Class Associations shall have the right to receive the call for nominations and to nominate and to endorse one director for the seat that is elected by the associated member class, by responding to the call for nominations within the specified time.
- f) On the basis of all responses received, the nominations committee shall compile a list of candidates, including their profiles. This list of candidates shall be sorted by member class. The candidate nominated by each class's Member Class Association shall appear first among the candidates for that member class, and the list of candidates shall indicate that the candidate is endorsed by the Member Class Association and indicate the name of the endorsing Member Class Association.
- g) The nominations committee shall provide this list of candidates to the CJC-CCJ secretary no later than 37 days before the date of the annual meeting of members to allow it to be included in the notice of meeting in accordance with article 3.7(d).

## **5.5 The advisory panel**

- a) The advisory panel is a committee that is not a committee of directors, and may be mandated by the Board of Directors to provide recommendations to the executive committee regarding financial, legal, policy or regulatory matters.
- b) Where the Board decides to establish an advisory committee, it shall have up to three (3) members, who shall be appointed by the executive committee from the following three categories (with no more than one member per category):
  - i. a Chartered Professional Accountant (CPA) or an individual with financial expertise,
  - ii. a lawyer or a person with legal training, and
  - iii. an individual with expertise in public policy or regulatory issues.
- c) Where the Board decides to establish an advisory committee, the members of the panel must be reappointed to their roles or replaced at least every two years.
- d) The remuneration of the members of the advisory panel may be established by the executive committee.

## **ARTICLE 6. OFFICERS**

### **6.1 Appointment**

The board shall appoint the following CJC-CCJ officers at the first meeting of directors following each annual meeting of members:

- a) a president, who shall be the Independent Director who was appointed by the full board of directors, *ex officio*;
- b) a vice president, who shall be one of the Publisher or Broadcaster Directors;
- c) a secretary, who shall be a director; and
- d) a treasurer, who shall be a director.

### **6.2 Term and removal**

- a) Officers remain in office from the time of their appointment until their successors are appointed or until they become ineligible, for example, in the event they cease to be a director of the CJC-CCJ.
- b) The board may remove, whether for cause or without cause, any officer.

### **6.3 Roles**

In addition to the duties of each officer set out in the By-laws below, the board may specify further duties and, subject to the Act and these By-laws, delegate to such officers the power to manage the affairs of the CJC-CCJ. Two or more offices may be held by the same person:

#### **6.3.1 President**

The president chairs the meetings of members, of directors and of the executive committee. Subject to the By-laws, the president is responsible for all matters relating to meeting conduct and procedure.

### **6.3.2 Vice president**

The vice president exercises the functions and powers of the president in the latter's absence.

### **6.3.3 Secretary**

The secretary is responsible for ensuring that the corporate books and registers, including the register of directors and of members, as well as copies of the minutes of all meetings of members, meetings of directors and committee meetings. To this end, the secretary ensures that the minutes are drafted, preserved, and that excerpts or certified copies. The secretary also ensures that the notices required to convene meetings of members or of directors are prepared and sent and oversees the performance of all the duties generally attached to this office.

### **6.3.4 Treasurer**

The treasurer is entrusted with overseeing the financial health and integrity of the Corporation. While day-to-day bookkeeping and accounting functions are delegated to staff, treasurer holds ultimate responsibility, on behalf of the Board, for ensuring that the organization's financial resources are appropriately managed. While the treasurer plays a leadership role in financial matters, financial responsibility rests with the entire Board.

Key responsibilities include:

- i. Monitoring the organization's financial position and ensuring that appropriate internal controls, accounting policies, and financial practices are in place;
- ii. Working with staff on behalf of the board to develop annual budgets, monitor performance against budget, and provide financial input to strategic planning;
- iii. Presenting regular financial reports to the Board, highlighting trends, risks, and variances;
- iv. Ensuring compliance with all relevant financial, regulatory, and reporting requirements (e.g., filings with government authorities, CRA obligations, audit engagements);
- v. Liaising with external auditors, leading the audit or financial review process, and advising the Board on financial risks;
- vi. Safeguarding the organization's assets, ensuring prudent use of funds, and helping maintain the trust of funders, recipients of funds, and the public.

### **6.3.5 Executive Director**

The executive director shall be the highest ranking employee of the CJC-CCJ. Their duties are established and varied by resolution of the executive committee, which supervises the executive director and to whom the director reports, subject to article 4.6(c)(iii).

## **6.4 Additional roles**

The board may designate additional offices, whose title and duties are established by resolution.

## **ARTICLE 7. PROTECTION OF DIRECTORS AND OFFICERS**

### **7.1 Limitation of Liability**

No director or officer 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 CJC-CCJ through the insufficiency or deficiency of title to any property acquired by the CJC-CCJ or for or on behalf of the CJC-CCJ or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the CJC-CCJ 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 body corporate with whom or which any moneys, securities or other assets belonging to the CJC-CCJ shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the CJC-CCJ or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their failure to act honestly and in good faith with a view to the best interests of the CJC-CCJ and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **7.2 Indemnification**

The CJC-CCJ shall indemnify and hold harmless each director and officer and their successors from any expense that the director incurs as the result of or in the context of a legal proceeding, complaint or process initiated against the director or officer with respect to or because of acts done by or permitted to the director or officer in the exercise of their functions, except for those that result from the director or officer's bad faith or gross negligence.

### **7.3 Advances**

With respect to the defence of a director or officer or other person against any suit, action, demand or proceeding, civil or criminal, for which the CJC-CCJ is liable, to indemnify a director or officer under the Act, the board of directors may authorize the CJC-CCJ to advance to the director or officer or to any other person such funds as may be reasonably required for the defence of any such suit, action, claim or proceeding, by notice in writing given by the director or officer to the CJC-CCJ disclosing the particulars thereof and requesting such advance. The director or officer must repay the amount advanced if he or she does not meet the conditions of subsection 151(3) of the Act.

### **7.4 Insurance**

The CJC-CCJ shall take out and maintain, for the benefit of its officers and directors and their heirs and assigns, directors' and officers' liability insurance (errors and omissions). Such insurance shall not, however, cover liability arising from a director's or officer's failure to act honestly and faithfully toward the CJC-CCJ, gross negligence or personal fault outside the scope of their duties as a director or officer.

## ARTICLE 8. FINANCES

### 8.1 Financial year end

The financial year end of the CJC-CCJ shall be determined by the board of directors.

### 8.2 Banking

The banking business of the CJC-CCJ shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the executive committee may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the CJC-CCJ and/or other persons as the executive committee may by resolution from time to time designate, direct or authorize.

### 8.3 Execution of documents

Any cheque, bill of exchange or other order for payment in money, and any note or debt security of the CJC-CCJ must be signed by at least two (2) persons designated for this purpose by the executive committee.

### 8.4 Annual financial statements

The CJC-CCJ may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the CJC-CCJ and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

The financial statements shall be audited annually by the public accountant appointed for that purpose at the annual meeting of members.

### 8.5 Borrowing powers

Subject to the Articles, the board of directors may, without authorization of the members,

- i. borrow money on the credit of the CJC-CCJ;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the CJC-CCJ;
- iii. give a guarantee on behalf of the CJC-CCJ; and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the CJC-CCJ, owned or subsequently acquired, to secure any debt obligation of the CCJ-CJC.

## ARTICLE 9. ONA DISTRIBUTION

The CJC-CCJ shall allocate 30% of each annual contribution that it receives from Google pursuant to any agreement referred to in s. 11(1)(a) of the *ONA*, after the deduction of anticipated administrative expenses for that year, to employee hours — other than those of the Canadian Broadcasting Corporation — declared by news businesses that count toward the envelope allocated to broadcast news, according to CJC-CCJ policies.

In this article, “employee hours” refers to counts of eligible hours worked by employees of a news business in a given year, or other information that the CJC-CCJ requests of its members for the purpose of determining how to distribute any contribution it receives from

Google, including information used to calculate full-time equivalent employees according to the meaning given to that phrase by s. 10(2) of the *Online News Act Application and Exemption Regulations*, SOR/2023-276.

#### **ARTICLE 10. AMENDMENTS TO THE BY-LAWS**

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the CJC-CCJ without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.