

ARTHUR

General By-Law

Approved at the General Meeting of 27 November, 1991

Amended at the General Meeting of 1 October, 2002

1. INTERPRETATION

- (a) “academic publication year” means: the period from the publishing of the first issue of the newspaper in the autumn of a Trent University full academic year to the publishing of the last issue in the spring of that same academic year. However, nothing in this by-law shall be interpreted so as to exclude the possibility of publication in periods other than this.
- (b) “staff collective members” are: those persons whose names have appeared in the "staff box" in at least 15% of the issues published during the current academic publication year.
- (c) “staff box” is: that portion of the newspaper allocated in each issue to the listing of those persons whose contributions of time towards the writing, production, distribution, or other necessary labour of that issue of the newspaper (excluding the writing of letters to the editor) equal to or exceed one hour.
- (d) “staff collective” refers to the sum of the staff collective members.
- (e) “newspaper” is:
 - (i) the publication, also known as “ARTHUR,” which is the primary reason for the existence of the corporation, and which is produced by the corporation for distribution to its members, primarily the student body at Trent University, Peterborough, Ontario, and
 - (ii) such other publications, specifically in-

cluding but not limited to the publications produced through the “Community Self Representation Project” which the corporation from time to time designates as falling under these by-laws.

- (f) “spring elections” is: the meeting of the staff held within thirty days of the end of the academic year at which the “editor(s)” and the staff representatives to the Board of Directors shall be elected. Notice of this meeting shall appear in ARTHUR at least two weeks prior and that notice shall include a list of all those who qualify as staff in accordance with 1. (c) and (d) above.

2. ARTHUR: THE CORPORATION

- (a) Head Office:

The head office of ARTHUR shall be at such place as the Board of Directors shall from time to time determine.

- (b) Corporate Seal:

The seal, an impression of which is made in the margin hereof, shall be the corporate seal of ARTHUR.

3. MEMBERSHIP

- (a) (i) The membership of Arthur shall consist of all full-time and part-time students of Trent University, all past “editor(s)” of ARTHUR, all those designated as “staff” and any other individuals who are, on application, approved by the Board as members.
- (ii) In the event that a student enrolls for a full academic year in any course or

- courses, that student's membership shall be deemed to continue until commencement of the next full academic year, at which time the membership shall either be renewed when the student re-enrolls in Trent University or otherwise reinstates their membership, or shall expire.
- (iii) There shall be no membership fee chargeable.
 - (iv) Memberships are non-transferable.
- (b) Meetings of Members:
- (i) Notice of meetings of members
Notice of a meeting of members shall be given by two weeks prior prominent advertisement in the newspaper, and by posting of such notice at prominent locations throughout the buildings and campuses of Trent University.
 - (ii) No error or omission in giving notice of any meeting of members shall invalidate such meeting or make void any proceedings thereat.
 - (iii) At all meetings of members an agenda of business shall be provided.
 - (vi) A meeting of the members may be requisitioned by either a majority of directors at a meeting or written requisition, or by ten percent of the members, expressed at a meeting or by written requisition.
 - (v) The written requisition shall be deposited with the Secretary or President of ARTHUR.
 - (vi) Upon receipt of a valid requisition the Board of Directors shall schedule and conduct a special meeting of members within thirty days of receipt of the requisition. Notice of the meeting shall be made in accordance with the requirements of this by-law.
- (c) Procedure for Meetings:
- (i) All matters proposed for vote at a meeting of members shall require a mover, seconder, and shall be determined by the majority of votes cast. The chairperson presiding at the meeting has a second and casting vote in the event of a tie. A show of hands shall be accepted as valid unless objected to by any member present, in which case the chairperson shall direct a paper ballot.
 - (ii) Proxy votes
There shall be no proxy votes at meetings of the members.
 - (iii) Quorum
A quorum for the conduct of business at a meeting of the members shall be ten members.
- (d) The Annual General Meeting:
- The Annual General Meeting (AGM) shall be held within ninety (90) days of the first full day of classes at the commencement of the academic year at Trent University in the fall. In the AGM the financial report from the previous year and budget for the present year of operations shall be presented to the membership. At the AGM, the four membership representatives to the Board of Directors shall be elected.
- #### 4. BOARD OF DIRECTORS
- (a) Description:
- (i) Four persons elected from the membership by the membership at the Annual General Meeting, serving a term of office until the next AGM who shall be deemed to be the "Membership Directors";
 - (ii) Three persons elected by the staff collective at the spring elections, serving a term until the next election of editors

(normally one year) who shall be deemed to be the "Staff Collective Directors".

(iii) If at any time there is not a full Board of Directors, and if there is quorum on the Board of Directors, those Directors may make appointments to fill the remaining position(s) to serve until the next election.

(iv) If the Board of Directors does not have quorum a Meeting of Members must be called to fill the remaining positions, as per Section 3(b).

(b) Officers:

(i) The "editor(s)," "Staff Collective Directors" and "Membership Directors" to the Board are officers of ARTHUR and shall be elected as elsewhere provided. From the directors, the Board shall appoint a President, Treasurer, Secretary, Internal Commissioner, Financial Commissioner, Space Issues Commissioner and External Commissioner. The person appointed as Treasurer shall not be a member of the staff of ARTHUR who is employed as bookkeeper. Directors may fill more than one position, but the position of President must not be combined with any other position.

(ii) The President of the Board shall also be the Chairperson of the Board of Directors and may delegate such responsibility for a period not extending beyond their term of office, as seen fit by the President.

(c) Election of Directors:

(i) All Directors shall be members at the time of their election or selection.

(ii) The four Membership Directors to the Board shall be elected at the AGM. Each

member voting for the election of directors shall have up to four votes. The candidates receiving the most number of votes shall, in the decreasing order of their vote count, until the vacancies are filled, be considered elected to the Board.

(iii) The three Staff Collective Directors to the Board shall be elected at the spring elections. Each member voting for the election of directors shall have up to three votes. The candidate receiving the most number of votes shall, in the decreasing order of their vote count, until the vacancies are filled, be considered elected to the Board.

(iv) Voting for election of directors shall be conducted by means of a paper ballot.

(v) The editor of the newspaper shall not be a director of ARTHUR. The editor shall, however, sit as chairperson at the first meeting of directors following an Annual General Meeting or as otherwise required by the absence, resignation or removal of the President, until such time as a new President is appointed, which shall be the first item of business at the convening of the meeting.

(d) Replacement of Directors:

(i) Membership Directors to the Board may be removed prior to the end of their term of office by a resolution by the members to that effect expressed at a meeting to that effect, or if a Membership Director fails to attend three meetings of the Board without a legitimate reason determined by the Board. In the event of the resignation, impeachment, removal or other incapacity to act as a director who is a Membership Director, the Board may convene a meeting as soon as it is practicable and is empowered to appoint replacements to carry out the remainder of the term.

- (ii) Staff Collective Directors to the Board may be removed prior to the end of their term of office by a resolution by the staff collective to that effect, or if an Staff Collective Director to the Board fails to attend three meetings of the Board without a legitimate reason determined by the Board. In the event of the resignation, impeachment, removal or other incapacity to act of Staff Collective Directors to the Board, the staff collective shall convene a meeting as soon as it is practicable and is empowered to appoint replacements to carry out the remainder of the term as required.

(e) Powers:

The Board of Directors shall have all the powers as provided by corporate law, except as otherwise lawfully limited by the Corporation. Such powers shall include authority over the establishment of wages for employees of ARTHUR, although such power may not be exercised contravention of other provisions regarding same in this by-law or as set down by the members.

(f) Meetings of the Board:

- (i) Notice of a meeting of the Board of Directors shall, unless waived by the Directors or “editor(s)”, be emailed, or phoned, at least ten days prior to the meeting, to each Director and “editor(s)”, at their last known address or number.
- (ii) No error or omission in giving notice of any meetings of the Board of Directors shall invalidate such meeting or make void any proceedings thereat.
- (iii) Quorum: A quorum for the conducting of business by the Board of Directors shall be a majority of the existing Board of Directors, but no less than four.

**5. FINANCIAL POLICY:
EXECUTION OF INSTRUMENTS**

- (a) (i) The President, Secretary, and Treasurer shall be the signing officers of ARTHUR such that the signatures of any two of them who are distinct persons are sufficient to execute any and all instruments. Such instruments so signed shall be binding upon ARTHUR without further formality, unless otherwise required.
- (ii) The Board of Directors may from time to time appoint such other persons as it deems appropriate as executing signing officers.
- (iii) Nothing in this clause prevents agents, officers, and employees of ARTHUR from entering onto such minor agreements and contracts as are required by the ordinary course of business for the usual matters of the corporation.

(b) Banking, Cheques, Drafts, and Notes:

- (i) The corporation shall maintain such accounts, and may conduct such business through them as they see fit, at such financial institutions as the Board of Directors may from time to time determine.
- (ii) Signing authority for such accounts, and as required for cheques, drafts and other similar instruments, shall be held by the “editor(s)” or her/his/their designee, , office manager, and the Treasurer of the corporation, such that the signatures of two of them are required to authorize the transaction. In the event of the absence or other incapacity to act of any of the signing officers, the President or Acting President shall have the same authority as the absent or incapacitated signing officer.

(c) Reporting:

The corporation shall maintain such financial records as are required to make possible annual financial reporting of the corporation to the membership.

(d) Fiscal Year:

The end of the fiscal year shall be the 30th of June in each year.

6. STAFF COLLECTIVE POLICY

(a) Meetings:

(i) The staff collective may set such schedules and call such meetings from time to time as it deems fit.

(ii) At any time, five or more staff collective members may require the “editor(s)” or designated assignees to schedule and conduct a staff meeting. This meeting shall be held within twenty-one days of such requisition. In all other respects a requisitioned meeting and related activities shall conform to the requirements of these by-laws.

(b) Procedure:

The staff collective shall make decisions by majority vote. In the event that the result is a tie, the editor shall cast the deciding vote. Where there is more than one editor, together they shall have one vote with which to break the tie. The editor shall act as chair of the staff collective. The staff collective may make provisions for the conduct of their meetings and procedures as are not contrary to, or not set out in, the general by-laws of ARTHUR.

(c) Quorum:

A quorum for the conduct of business at a meeting of the staff collective shall be a majority of staff members, or ten staff members, whichever is the lesser.

(d) Notice of Meetings:

Notice of a meeting of the staff collective, except as otherwise provided for, shall be, in the academic publication year, prominently advertised in ARTHUR at least one week prior to the date of the meeting. Notice of the staff meeting in which Staff Collective Directors are elected shall be published prominently in ARTHUR at least two weeks prior to the date of the meeting. The “editor(s)” shall ensure that publication space is allocated for such purposes, free of charge. In any event, a staff meeting may be held at any time upon reasonable verbal or other notice to all current staff members.

(e) Proxy Votes:

Members of the staff collective may exercise their votes and powers, and in such full or limited manner as the staff members shall assign, in a staff collective meeting by proxy in writing. The proxy nominee need not be a member of the staff collective.

7. “EDITOR(S)”

The following provisions govern the conduct, enumeration, editorial freedom and such other matters as are herein provided; these provisions may only be repealed, amended or re-enacted by the members at a meeting duly called for such purpose.

(a) Terms of Employment:

(i) The “editor(s)” shall expend effort and receive wages and enumeration commensurate with the responsibilities of a full time job or jobs.

(ii) The editor may attend any and all meetings of the Board of Directors unless specifically excluded by resolution.

(b) Elections:

(i) The “editor(s)” shall, except where oth-

erwise provided, be elected by the staff collective at a meeting to be held within thirty days prior to the end of the academic publication year.

- (ii) The Trent Central Student Association or a successor thereto, being that body functioning independently of Trent University and representing the interests of the students of Trent University, may, at their option, appoint a scrutineer of such election(s) who shall have full information access and co-operation required to determine the fairness and validity of such election(s).

(c) Replacement of “Editor(s)”:

In the event of the resignation, impeachment, or death or other incapacity to act of either the “editor(s)”, the staff collective shall convene a meeting as soon as it is practicable and is empowered to appoint replacements to carry out the remainder of the terms as required.

(d) Impeachment of the “Editor(s)”:

The “editor(s)” of ARTHUR may be impeached and removed from their office only upon the passing of a majority resolution to that effect made at a meeting of the members called according to procedure set out above. The resolution shall be formulated in writing and submitted on the agenda to the members. In the event of such impeachment, the staff collective shall convene a meeting within thirty days of the impeachment to elect a new editor or editors.

(e) Editorial Policy:

- (i) The “editor(s)” shall have the freedom to decide what letters, submissions and contributions to print in the newspaper, and the manner in which the same shall be edited.

- (ii) The “editor(s)” are required to retain all original printed letters, submissions and contributions for at least two months following the termination of the academic publication year in which the letter, submission, or contribution was received.

- (iii) The Board of Directors may, upon receipt of a written complaint regarding editorial decisions, review the decision and make non-binding recommendations to the “editor(s)”.

(f) Staff:

- (i) The Board of Directors in co-operation with the “editor(s)” shall have authority and powers with respect to the engagements, supervision, and termination of the employees of ARTHUR;

- (ii) The “editor(s)” shall ensure that the names of all persons whose contributions of time towards the writing, production, distribution, or other necessary labour of that issue of the newspaper (excluding the writing of letters to the editor) equal or exceed one hour, are listed in the “staff box” of that issue. In the event that a name is omitted from the staff box through oversight or otherwise, that name shall be deemed to have appeared in the staff box.

(g) Coeditorship:

In any case where co-editors must carry out a duty, exercise a power or otherwise act in the capacity of editor, they may only do so when all co-editors agree on the action, or agree to delegate that responsibility to one person; in any event they shall have only one vote in the proceeding at hand.