

**BY-LAWS  
of the  
ALMA MATER SOCIETY of QUEEN'S UNIVERSITY  
INCORPORATED**

**Amendments**

April 1995 November 1995 March 1996 October 1997 October 1998 January 1999 March 1999 March 2000  
November 2001 March 2002 October 2002 February 2003 March 2003 March 2004 October 2004 March 2005  
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- 18.01 New By-laws and Amendments to Existing By-laws

These by-laws govern the affairs of Corporation incorporated under the Corporations Act of Ontario and the Canada Corporations Act. That fact has two important implications for this document.

First, the by-laws must be read with the Acts themselves. The Acts are the enabling legislation which give this document legal effect so that where there is a conflict or where the by-laws are silent, the Acts govern.

Second, any amendments to these by-laws must not offend the Acts; otherwise the amendments are without legal effect. It is important to note that an amendment may offend the Acts either procedurally (meaning the process by which the amendment is approved) or substantively (meaning the nature of the amendment itself).

Note that, by by-law subsection 18.01.04, the Corporation's lawyer must approve new by-laws and amendments to or repeals of existing by-laws to ensure compliance where they are affected by external regulations or legislation.

## **BY-LAW 1: INTERPRETATION**

### **Section 1.01 Definitions**

1.01.01 In this by-law and all other by-laws of the Corporation, unless the context requires otherwise:

#### **associations**

(i) "Society" means the Alma Mater Society of Queen's University (the acronym of which is "AMS"), that is, the unincorporated association whose membership consists of Society members;

(ii) "Corporation" means the Alma Mater Society of Queen's University Incorporated (the acronym of which is "AMS Inc."), that is, the incorporated association, incorporated under the Act, whose membership consists of members of the Corporation;

#### **documents of association**

(iii) "Constitution" means the Constitution of the Society which governs the affairs of the Society;

(iv) "letters patent" means the letters patent of incorporation of the Corporation, as amended or restated from time-to-time;

(v) "by-law" means a by-law of the Corporation enacted in accordance with the Act and which governs the affairs of the Corporation;

#### **general**

(vi) "the Act" means the Ontario Corporations Act or any successor statute, as amended from time-to-time;

(vii) "Assembly" means the Assembly of The Alma Mater Society of Queen's University or such other body as preceded or may succeed the Assembly or be substituted therefor from time-to-time;

(viii) "Assembly Policy" means a motion, resolution, statement, paper, report or position adopted by the Assembly in accordance with the requirements of the Constitution;

(ix) "Board" means the Board of Directors of the Corporation;

(x) "Board Policy" means a motion, resolution, statement, paper, report or position adopted by the Board in accordance with the requirements of the Act, the letters patent and the by-laws;

(xi) "General Manager" means the Corporation employee responsible for the accounting of the activities of the Corporation and Society in accordance with by-law 11;

(xii) "Chair" means the Chair of the Board of Directors;

(xiii) "Council" means the Council of the Society;

(xiv) "Executive" means the Executive of the Society;

(xv) "full-time student" means a student taking three (3) or more Arts and Science courses or their equivalent in other faculties;

(xvi) "member society" means a professional faculty, school, division or institute of the University recognized by the Society as a member Society;

(xvii) "Officer" means the President and CEO, Vice-President (Operations), Vice-President (University Affairs), Chair, Vice-Chair, General Manager and any other person designated an Officer by the by-laws;

(xviii)"part-time student" means a student taking less than three (3) Arts and Science courses or their equivalent in other faculties;

(xix)"Corporate Secretary" means non-Officer Secretary of the Board of Directors;

(xx)"services" mean the services provided to Society members by the Corporation either solely or by agreement with other agencies or organizations;

(xxi)"Society member" means a member of the Society;

(xxii)"special resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Corporation Annual Meeting or lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meetings;

(xxiii)"student" means a person who is registered as a full-time or part-time student in an academic unit of the University or its affiliated colleges;

(xxiv)"University" means Queen's University at Kingston;

(xxv) words importing the singular number include the plural, and vice-versa; words importing the masculine gender include the feminine and neutral genders;

(xxvi) all words used in the by-laws and defined in the Act shall have the meaning given to such words in the Act;

(xxvii)"breakeven" means no real change in the Unallocated Reserve of the Corporate Budget after any transfers to or from this reserve.

(xxviii) permanent staff shall be taken to mean all continuously employed AMS staff that are classified as either full-time non-seasonal, or part-time seasonal as outlined in permanent staff policy..

## **BY-LAW 2: THE CORPORATION**

### **Section 2.01 The Corporation**

**2.01.01** The name of this organization shall be the Alma Mater Society of Queen's University Incorporated (the acronym of which is "AMS Inc."), hereinafter referred to as the Corporation. The Corporation is incorporated under the Act.

**2.01.02** The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario, and at such place therein as the Board may from time-to-time determine.

**2.01.03** The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**2.01.04** The mission statement of the AMS shall be: *To serve and represent the diversity of student at Queen's.*

**2.01.05** The Operating Statement of the Corporation shall be:

(i) to manage the services and associated financial affairs of the Society;

(ii) to ensure the financial viability of the Society; and

(iii) to assist the Society in carrying out the objects of the Society:

(a) to represent Queen's students within the University and externally by working to further the best interests of the members of the AMS, giving particular concern to issues related to education;

(b) to provide services and activities to students, as well as to act in a facilitating role for services and activities, where appropriate;

(c) to cultivate a sense of social awareness and responsibility in its membership;

(d) to serve as a liaison between the various affiliated student societies.

For the above purposes, the Society may receive, acquire, and hold gifts, donations, legacies and devices.

### **BY-LAW 3 THE BOARD OF DIRECTORS**

#### **Section 3.01 Composition of the Board of Directors**

**3.01.01** The Board shall consist of sixteen (16) Directors each of whom, at the time of his/her election or by the next Corporate General Meeting and throughout his/her term of office, shall be a member of the Corporation as set forth in by-law section 5.01(s.286 (1),(2)). Members shall begin their terms on May 1<sup>st</sup> and end on April 30<sup>th</sup>. Of these sixteen Directors, twelve (12) shall be voting members and four (4) shall be non-voting members. Of these twelve (12) voting members, four (4) student Directors will hold two-year terms and two (2) student directors will hold a one-year term.

**3.01.02** The number of Directors may be increased or decreased by special resolution at a Corporation Annual Meeting or Corporation Special General Meeting, but in no event shall the number be less than three (3). (s.283 (2)) Such special resolution shall be filed with the Minister responsible for the Act and published in the Ontario Gazette within fourteen (14) days after such resolution has been confirmed.

**3.01.03** Employees and volunteers of AMS Inc. corporate services and AMS salaried employees shall be deemed to be ineligible to hold the position of Director on the AMS Inc. Board to avoid any potential conflict of interest. These eligibility restrictions shall not apply to positions specifically exempted in Section 3 of these By-laws.

**3.01.04** With the exception of the President, the Vice-President (Operations), Vice-President (University Affairs), Service Directors, and the Chair of the Board, no Assembly member shall be allowed to serve as a Director on the Board.

**3.01.05** No member of the Board shall be allowed to proxy for someone at AMS Assembly, unless they are proxying for the Chair of the Board.

**3.01.06** The President, Vice-President (Operations) and Vice-President (University Affairs) of the Society shall, by virtue of their elected positions, be voting Directors.

**3.01.07** The Service Directors and the AMS General Manager shall, by virtue of their positions with the Society, be ex-officio non-voting Directors.

**3.01.08** There shall be a Chair and a Vice-Chair of the Board and such other offices as the Board may determine from time-to-time. One person may hold more than one office except for the offices of Chair and President, or the offices of Chair and Vice-President (Operations) or the offices of Chair and Vice-President (University Affairs). The offices of the

Board shall be filled by the Board from among its voting members at the first meeting of the Board after the Board's election, which must occur before the beginning of the new term.

**3.01.09** For the purpose of guidance, the composition of the Board shall include three (3) Directors who are qualified persons with a knowledge of the University and some familiarity with the nature and function of the Corporation and/or qualified in such a way as to compliment the Board's ability to function. All non-student Directors shall be appointed by the Board to three year terms, subject to ratification by members of the Corporation. .

**3.01.10** The Board is empowered to strike ad-hoc and standing committees as deemed necessary from time to time.

## **Section 3.02 Duties of Directors**

**3.02.01** Directors are required to exercise their power with competence, skill and diligence in the best interests of the AMS' constituency.

**3.02.02** Directors owe a fiduciary duty to AMS Inc. such that their obligation is to act in the best interests of the corporation and act in loyalty, honesty and good faith.

**3.02.03** The duty of diligence requires a director to attend meetings and to become as fully informed as possible about AMS Inc.'s mandate and gain an oversight understanding of all its operations.

**3.02.04** Duty of diligence requires active and concerted effort to be knowledgeable and engage in making informed decisions affecting the corporation.

**3.02.05** Directors make decisions affecting AMS Inc. based on full consideration of all appropriate material and on the advice of professionals where required.

**3.02.06** Directors should exercise independent judgement when voting.

**3.02.07** Directors should carefully review all reports relating to AMS Inc.'s financial affairs and carefully review and participate in formulating the annual budget and strategic plan.

**3.02.08** Directors must act loyally and stringently avoid conflicts of interest. Directors may not profit in any way from their relationship with AMS Inc. If they do, they must account to the Corporation for the profit. Directors cannot place themselves in a situation where their duty as a director conflicts with their interest or with their duty to others.

**3.02.09** Directors oversee the strategic direction of AMS Inc and entrust the general operations of AMS Inc. to officers and ex-officio members of the Board.

**3.02.10** Directors should be aware of all internal policies affecting the organization and ensure they are compliant with laws to the best of their abilities.

**3.02.11** Directors shall fulfil all the responsibilities and tasks that are associated with their role on Board committees as determined by the approved committee goal plan and by the Chair of the Board in conjunction with the Chair of the committee.

**3.02.12** No director can delegate all of their responsibilities to a member outside the Board of Directors, with the exceptions of 4.02. In extreme circumstances, it is permissible to delegate particular tasks related to management of the Corporation, provided there is proper supervision of the Board member to whom the task is delegated. Such a decision can only be made with Board approval.

### **Section 3.03 Election and Removal of Directors**

**3.03.01** Both the incoming and outgoing members of the Corporation, at the Corporation Annual Meeting, shall elect a full complement of voting Directors, with the exception of the six (6) positions filled by the President-Elect, the Vice-President (Operations)-Elect, Vice-President (University Affairs)-Elect and the three (3) non-student Directors, to constitute the new Board. Any Assembly member who is both finishing and beginning a term as a member of the Corporation shall have two votes.

**3.03.02** Eligible candidates for election to the Board shall submit an application package comprised of a completed application form and written responses to a questionnaire/information sheet tailored to the position/responsibilities of a Director. The application package shall be submitted to a Nominating Committee composed of the outgoing Chair, the outgoing President, one outgoing appointed member of the Corporation, and the General Manager who shall sit as a non-voting advisor. The Nominating Committee shall interview each candidate, with candidates making the committee aware of any current or potential conflicts of interest that may arise in the course of their duties as a member of the Board. The Committee shall then forward only the names of those candidates it deems are qualified, capable and engaged. Nominated candidates shall then stand for election to the Board at the Corporation Annual Meeting in accordance with a format determined under 3.03.03. The Committee shall seek to put forward only and all qualified, capable and engaged applicants.

**3.03.03** The Chair shall have discretion over the precise format of the election, but shall ensure that prior to voting, the candidates have an opportunity to speak to their suitability for the Board and that members of the Corporation are afforded an opportunity to direct questions to the candidates. The format shall be communicated to members of the Corporation at the Assembly meeting prior to the Corporation Annual Meeting. Election results shall be released no later than forty-eight (48) hours following the election.

**3.03.04** A Director shall cease to hold her/his office:

- (i) if he/she ceases to be a member of the Corporation in accordance with by-law 5;(s. 286 (i))
- (ii) if she/he becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent;
- (iii) if he/she becomes bankrupt; (s.286 (5));
- (iv) if she/he submits his/her written resignation from such office; or
- (v) if he/she is removed from such office in accordance with subsection 3.03.05 or 3.03.06.

**3.03.05** At the discretion of the Chair of the Board, any Director who is missing meetings as seen in the procedure below and, or is not fulfilling the duties of director as outlined in 3.02 may need to have a meeting regarding their performance. Primarily, a Director's reasonable contributions to board deliberations, or lack thereof and commitment to the Board should be reviewed. A "missed meeting" includes any meeting that a Director is absent from or leaves prior to two and a half (2.5) hours passing. In the case a meeting is cancelled, only those who could not make it originally shall be assessed an absence; although, this would only apply for regularly scheduled meetings, not emergency ones. The policy would work best if all regular meeting dates were finalized within the first week of each term. The missed meeting procedure follows:

Where a Director fails to attend two (2) consecutive or (3) total meetings of the Board of Directors during one fiscal year, or is not meeting multiple expectations as laid out in 3.02 above, the Chair shall bring this matter to the immediate attention of the Board. Unless it is determined there are extraordinary and unavoidable mitigating factors (including health, family, etc., not including academics or other extracurricular commitments), the matter must be brought before Board, where it shall vote to remove the Director from office, subject to ratification by members of the Corporation at a Corporate General Meeting. The vacancy shall be filled in accordance to section 3.04.

**3.03.06** Any Director, other than the President or Vice- President (Operations) or Vice-President (University Affairs), may be removed from office before the expiration of her/his term by a resolution passed at a Corporation Annual Meeting or a Corporation Special General Meeting by two-thirds (2/3) of the total membership of the Corporation. Such a resolution requires two (2) weeks written notice to all Corporation members. At a meeting where a Director is removed

in accordance with this subsection, the members of the Corporation may, by a majority of the votes cast at the meeting, elect a replacement for the remainder of his/her term. (s. 67 (1))

**3.03.07** The President, Vice-President (Operations) and Vice-President (University Affairs) shall cease to hold office in the Corporation upon being removed from their offices as President, Vice-President (Operations) and Vice-President (University Affairs) of the Society according to the rules of the Society.

#### **Section 3.04 Vacancies on the Board of Directors**

**3.04.01** Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remains in office. (s. 233 (4))

**3.04.02** So long as a quorum of Directors remains in office, the Board may fill any vacancy by appointing a replacement, which will serve for the remainder of the term (s.288 (2)) Any two-year position that becomes vacant at the end of the year will be replaced with a board member serving for a one-year term.

**3.04.03** If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a Corporation Special General Meeting to fill vacancies. (s.283 (3))

**3.04.04** If the number of Directors is increased between terms, pursuant to subsection 3.01.02 of this by-law, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, and shall be filled in one of the manners above provided.

#### **Section 3.05 Calling of and Notice for Board of Directors' Meetings**

**3.05.01** Board meetings may be called by the Chair. The Chair shall also call a Board meeting on direction in writing from three voting (3) Directors.

**3.05.02** The Board may appoint a day or days in any month or months for regular meetings at a named hour.

**3.05.03** Notice of all regular Board meetings shall be e-mailed to each Director at least seventy two (72) hours prior to the meeting. The Chair must make an attempt to inform the Board of regular meetings as early as possible.

**3.05.04** Notice of all emergency Board meetings shall be up to the discretion of the Chair so as to ensure reasonable attendance can be expected.

**3.05.05** Only a deliberate error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void all proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **Section 3.06 Board of Directors' Meetings, Quorum, Adjournment and Voting**

**3.06.01** Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time-to-time determine. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

**3.06.02** All meetings of the Board, subject to Board policy, shall be open to members of the Corporation unless otherwise decided by a majority of the Directors present. The Chair reserves the right to approve attendance to a Board meeting prior to the start of the meeting. If meeting in closed session, the Chair shall report to the public session any motions arising from closed session as deemed appropriate by the Board.

**3.06.03** Any student staff will not be present in any confidential sessions which deal with human resource issues of the permanent staff, excepting elected Directors.

**3.06.04** A simple majority of voting Directors, which shall include no less than 2/3 of voting directors, shall form a quorum for the transaction of business.

**3.06.05** From time-to-time, any meeting of the Board may be adjourned to any future time or to a different place. Such business may be transacted at such future meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required for a motion for adjournment. A motion for adjournment may be made notwithstanding that no quorum is present.

**3.06.06** Questions arising at any Board meeting shall be decided by a majority of votes with each Director entitled to one (1) vote. In case of an equality of votes, the Chair, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be made.

**3.06.07** Directors shall not be entitled to vote at Board meetings by proxy.

**3.06.08** The Chair of the Board of Directors shall be responsible for establishing a minimum of three (3) dates during the May 1 through August 31 period for the Board of Directors to meet. These dates shall be established at the best conveniences of the entire Board and must be conveyed to all Directors before May 1.

**3.06.09** The Chair shall also be responsible for establishing a minimum of nine (9) dates during the September 1 through April 30 period for the Board of Directors to meet. These dates shall be established at the best convenience of the entire Board..

### **Section 3.07 Remuneration and Expenses of Directors**

**3.07.01** The Directors shall receive no remuneration for acting as such, though they may receive such honoraria as the Board has set.

**3.07.02** The Board shall authorize the reimbursement of the reasonable expenses incurred by Directors in carrying out their duties, including their attendance at meetings of the Board.

### **Section 3.08 Responsibilities and Powers of the Board of Directors**

**3.08.01** As required by the law of Ontario, the Board shall have full responsibility for managing the affairs of the Corporation. (s.283 (1))

**3.08.02** The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent, by-laws or otherwise authorized to exercise and do.

**3.08.03** Without derogating from the foregoing, the Board is hereby authorized from time-to-time:

- (i) to borrow money upon the credit of the Corporation in such amount and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (ii) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (iii) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property, real and personal, immovable and moveable, or any interest therein owned by the Corporation, present and future, for such consideration and upon such terms and conditions as the Board may deem advisable;
- (iv) to delegate to such Officers or Directors of the Corporation as the Board may designate all or any of the foregoing powers to such extent and in such manner as the Board may determine.

**3.08.04** In emergency situations the General Manager shall have full control for the safe-keeping and proper administration of all Corporation monies pending any decision or action by the Board dealing with the situation.

**3.08.05** Where the Board deems it appropriate, the Chair shall bring issues to members of the Corporation for consultation prior to a decision being taken.

**3.08.06** The Board shall direct the Chair to give a regular and full report to the Assembly, as members of the Corporation, on the affairs of the Corporation. The fullness of the report, however, shall be at the discretion of the Board where confidential material or conflicts of interest are involved.

**3.08.07** Directors of the Board, as officers of the Corporation have complete jurisdiction over Corporation finances and operations.

#### **BY-LAW 4: OFFICERS OF THE CORPORATION**

##### **Section 4.01 Officers of the Corporation**

**4.01.01** The Officers of the Corporation shall be the President, Vice-President (Operations) and Vice-President (University Affairs) of the Society, the Chair, Vice-Chair, General Manager and any other person designated an Officer by a by-law.

##### **Section 4.02 Duties of Officers of the Corporation**

**4.02.01** The Vice-President (Operations) shall be the Chief Executive Officer of the Corporation shall be responsible for day-to-day management and supervision of its operations. Officers appointed by the Board, for the purpose, shall sign all by-laws.

**4.02.02** In the absence or disability of the Vice-President (Operations/CEO, his/her duties and powers shall be exercised by the President. In the event that the President is unable to assume the duties and powers of the President, his/her duties shall be exercised by the Vice-President (University Affairs). In the event that the Vice-President (University Affairs), such duties and powers shall be exercised by the person appointed by Assembly in accordance with 2.02.05 of the AMS Constitution.

**4.02.03** The Chair shall ensure that an agenda is prepared for every meeting of the Board and that the agenda, along with any associated materials, is distributed to the other Directors. The Chair shall ensure that all notice requirements for Board meetings are met and, when present; he/she shall chair all Board meetings. In the carrying out of his/her responsibilities the Chair shall attempt to bring about consensus on the Board. The Chair shall also hold the office of Secretary.

**4.02.04** In the absence or disability of the Chair, the Vice-Chair or such other Director as the Board may appoint shall exercise the duties and powers of the Chair.

**4.02.05** The Chair as Secretary shall be ex-officio clerk of the Board and shall ensure that all facts and minutes of all proceedings are recorded. She/He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall store on AMS premises.. At his/her discretion the Chair may delegate some or all of his/her duties, except attendance at Board meetings, to a second party, not necessarily a member of the Board. He/She shall continue to be responsible, however, for the above duties during her/his term of office. At the Chair's discretion, a Corporate Secretary may be employed and assume administrative and secretarial duties.

**4.02.06** The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or as the Board requires of them.

## **BY-LAW 5: MEMBERS OF THE CORPORATION AND THEIR RIGHTS AND PRIVILEGES**

### **Section 5.01 Members of the Corporation**

**5.01.01** There shall be two classes of membership in the Corporation: voting and non-voting. The voting members of the Corporation shall be the voting members of the Assembly as set out in section 5.01 of the AMS Constitution. The non-voting members of the Corporation shall be the non-elected, non-voting members of the Assembly as set out in subsection 5.01.05 of the Constitution.

**5.01.02** If a person is elected as a Director but such person is not a member of the Corporation, the Board shall, at the next Corporate General Meeting, appoint such person as a non-elected, non-voting member of the Corporation as permitted by paragraph (vi) of subsection 5.01.05 of the Constitution.

### **Section 5.02 Rights and Privileges of the Members of the Corporation**

**5.02.01** In addition to the rights and privileges given the members of the Corporation by virtue of the Act and other by-laws, the members shall have such further rights and privileges as are set out in this section.

**5.02.02** The members of the Corporation shall have a right to a regular and full report from the Board in accordance with subsection 3.07.06.

**5.02.03** At the fall Corporation Special General Meeting, the members of the Corporation shall be provided with a full report on the audited financial statements of the previous fiscal year.

## **BY-LAW 6: EXECUTION OF DOCUMENTS**

### **Section 6.01 Execution of Documents**

**6.01.01** Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President (Operations) and by the Chair or her/his delegate. The Chair or his/her delegate shall affix the seal of the Corporation to such instruments as require the same.

**6.01.02** Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, the Vice-President (Operations) or by any person authorized by the Board from time-to-time.

**6.01.03** The President, Vice-President (Operations) or any person or persons, may from time-to-time as designated by the Board, transfer any and all shares, bonds or other securities standing in the name of the Corporation, and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time-to-time transferred to the Corporation. Such persons may affix the Corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the Corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

**6.01.04** Notwithstanding any provisions to the contrary contained in the by-laws, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

**BY-LAW 7: BOOKS AND RECORDS**

**Section 7.01 Books and Records**

**7.01.01** The Board shall see that all necessary books and records of the Corporation and its services are kept as required by the by-laws or by any applicable statute of law.

**7.01.02** The Board shall duly authorize the General Manager whose responsibility it will be to ensure that all such books and records are kept in a proper manner consistent with good business and accounting practice subject to such conditions as the Directors may from time-to-time set down.

**BY-LAW 8: CHEQUES AND ELECTRONIC FUND TRANSFERS**

**Section 8.01 Cheques and Electronic Fund Transfers**

**8.01.01** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed or electronically authorized by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board. Any one of such Officers or agents may also endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

**BY-LAW 9: DEPOSIT OF SECURITIES**

**Section 9.01 Deposit of Securities**

**9.01.01** The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time-to-time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**BY-LAW 10: PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES**

**Section 10.01 Protection of Directors, Officers and Employees**

**10.01.01** Every Director, Officer and employee of the Corporation and her/his heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Corporation from and against:

- (i) any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against her/him for or in respect of anything done or permitted by him/her in respect of the execution of her/his duties; and
- (ii) all other costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the Corporation.

**10.01.02** Notwithstanding subsection 10.01.01, no Director or Officer of the Corporation shall be indemnified by the Corporation in respect of any liabilities, costs, charges or expenses that she/he sustains or incurs in or about any action, suit or other proceeding as a result of which he/she is adjudged to be in breach of any duty or responsibility imposed upon her/him under the Act or under any other statute unless, in an action brought against him/her in his capacity as Director or Officer, she/he has achieved complete or substantial success as a defendant.

**10.01.03** Subject to the provisions of the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors, Officers and employees as the Board may from time-to-time determine.

## **BY-LAW 11: GENERAL MANAGER AND SERVICES DIRECTORS**

### **Section 11.01 General Manager**

**11.01.01** The General Manager shall be an employee of the Corporation. He/She shall be responsible for the accounting for all services, commissions, office functions, and such other activities as the Corporation or the Society undertakes from time-to-time. The General Manager shall be a signing Officer of the Corporation.

#### **11.01.02**

The General Manager shall be authorized (at their discretion) to place a temporary hold on all budgetary expenditures by any service, group, or organization if one of the following conditions is met:

- A. Expenditures within a particular budget have exceeded 150% of plan for any given quarter approved by the Assembly or Board
- B. Proposed expenditures involve real or potential conflicts of interest
- C. Proposed expenditures are inconsistent with approvals/motions passed by the Assembly or Board
- D. Proposed expenditures exceed designated approval limits

The hold shall last until the Board decided on its validity. Whenever this authority is invoked, the Chair of the Board must be notified immediately and a meeting of the Board shall be called to review the grounds for the hold, and to determine whether or not to disburse the held funds. Whenever this authority is invoked, Board will make a special report to the Assembly informing them of the specifics of the issue and all decisions taken.

### **Section 11.02 Service Directors**

**11.02.01** The positions of the Service Directors shall be filled each year in accordance with the AMS Hiring and Appointments Policy and Procedures Manual.

**11.02.02** The appointments by the President, Vice-President (Operations) and Vice-President (University Affairs) of the Services Directors are subject to ratification by the Board. Any Service Director shall be removed from the Board only upon a vote of two-thirds (2/3) of the total membership of the Board.

**11.02.03** The Hospitality & Safety Services Director shall be an employee of the Corporation and be responsible to the Vice-President (Operations) for the financial affairs of designated services of the Corporation. She/he shall be responsible for the proper administration of these services on a day-to-day basis including financial management, evaluation of management personnel, and implementation of policies as recommended by the Vice-President

(Operations) and approved by the Board. Without limiting the generality of the foregoing, the Hospitality & Safety Services Director shall be responsible for:

- (i) The AMS Pub Services
- (ii) Queen's Student Constables
- (iii) Common Ground Coffeehouse

**11.02.04** The Media Services Director shall be an employee of the Corporation and be responsible to the Vice-President (Operations) for the financial affairs of designated services of the Corporation. She/he shall be responsible for the proper administration of these services on a day-to-day basis including financial management, evaluation of management personnel, and implementation of policies as recommended by the Vice-President (Operations) and approved by the Board. Without limiting the generality of the foregoing, the Media Services Director shall be responsible for:

- (i) Queen's Journal
- (ii) Studio Q
- (iii) Walkhome

**11.02.05** The Retail Services Director shall be an employee of the Corporation and be responsible to the Vice-President (Operations) for the financial affairs of designated services of the Corporation. She/he shall be responsible for the proper administration of these services on a day-to-day basis including financial management, evaluation of management personnel, and implementation of policies as recommended by the Vice-President (Operations) and approved by the Board. Without limiting the generality of the foregoing, the Retail Services Director shall be responsible for:

- (i) Tricolour Outlet
- (ii) Publishing and Copy Centre

## **BY-LAW 12: CORPORATION ANNUAL MEETINGS AND CORPORATION SPECIAL GENERAL MEETINGS**

### **Section 12.01 General**

**12.01.01** There shall be two (2) types of meetings of the members of the Corporation: Corporation Annual Meetings and Corporation Special General Meetings.

**12.01.02** Corporation Annual Meetings and Corporation Special General Meetings shall be held in a location determined by the Board. Such meetings shall be chaired by the Chair. The Chair may, at her/his discretion, turn the chair over to the Speaker of the Assembly or to any other member of the Society.

**12.01.03** On the authority of the Chair, the Internal Affairs Commissioner shall give notice of the time and place for holding Corporation Annual Meetings and Corporation Special General Meetings. Written notice to each member shall be given at least ten (10) days prior to the date of the meeting. The notice shall specify the general nature of business to be carried out and include a blank proxy form that conforms with the requirements set out in subsection 12.01.05. The notice requirement of this subsection may be dispensed with if all the members of the Corporation entitled to notice waive the right to such notice in writing.

**12.01.04** No error or omission in giving notice of Corporation Annual Meetings or Corporation Special General Meetings shall invalidate such meetings or make void any proceedings taken there at.

**12.01.05** Every member of the Corporation who is entitled to vote at Corporation Annual Meetings and Corporation Special General Meetings may by means of a proxy appoint a person, who need not be a member of the Corporation, as

his/her nominee to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. The member of the Corporation shall email the Chair of the Board with the name of the proxy ahead of the meeting. Further, the email may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which votes are to be exercised.

**12.01.06** Solicitation of proxies shall not be permitted.

**12.01.07** Any member of the Corporation wishing to have items placed on the agenda for Corporation Annual Meetings or Corporation Special General Meetings shall give written notice to the Chair of the Board in time to be circulated with the agenda. The agenda shall be available to members of the Corporation at least forty-eight (48) hours prior to the meeting.

**12.01.08** A majority plus one (1) of the voting members of the Corporation shall form a quorum for the transaction of business. Voting members represented by a proxy shall not be included in determining if a quorum of members of the Corporation are present. If quorum is not maintained, the meeting shall be adjourned and the time and names of members still present shall be recorded in the minutes.

**12.01.09** The rules of order for Corporation Annual Meetings and Corporation Special General Meetings shall be the rules of order for Assembly meetings as set out in the Constitution.

**12.01.10** All members of the Corporation:

- (i) may be present at Corporation Annual Meetings or Corporation Special General Meetings;
- (ii) may speak to any motion under consideration;
- (iii) may move or second motions;
- (iv) may exercise their voting privileges according to their membership class.

**12.01.11** Motions at Corporation Annual Meetings and Corporation Special General Meetings shall be decided by a majority of votes present in person or represented by proxy unless otherwise required by the by-laws or the law. If there is an equality of votes the motion shall fail. All votes at such meetings shall be taken by ballot if so demanded by any member present, but if no such demand be made, the vote shall be taken by a show of hands. A declaration by the chair that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. Should a ballot be demanded, it shall be taken in such a manner as the Chair shall direct.

**12.01.12** Corporation Annual Meetings and Corporate Special General Meetings may, from time-to-time, be adjourned to any future time or to a different place. Such business may be transacted at such future meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required for the motion for adjournment. The motion for adjournment may be made notwithstanding that no quorum is present.

## **Section 12.02 Corporation Annual Meetings**

**12.02.01** At the Corporation Annual Meeting:

- (i) the Chair shall present the report of the Board;
- (ii) the members of the Corporation shall elect the new Board.

## **Section 12.03 Corporation Special General Meetings**

**12.03.01** The Board or the President may call a Corporation Special General Meeting. A Corporation Special General Meeting shall be held in the fall.

**12.03.02** Members of the Corporation making up at least one tenth (1/10) of the voting members may request the Board to call a Corporation Special General Meeting. The requisition shall state the general nature of the business to be presented at the meeting, be written and signed by the requisitionists, and be deposited at the head office of the Corporation. Upon deposit of the requisition, the Board shall forthwith call the Corporation Special General Meeting.

**12.03.03** At the Corporation Special General Meeting:

(i) the following reports shall be presented for reception and approval by the members of the Corporation:

- a) the Financial Statements;
- b) the Report of the Auditors which shall be available for inspection by any member, and be read at the meeting;
- c) a full report on the AMS corporate services

(ii) the members of the Corporation shall appoint the Auditor and authorize the Board to fix the Auditor's remuneration.

**12.03.04** The Board shall forthwith give the newly appointed Auditor notice of her/his appointment after the Corporation Special General Meeting. The Auditor may attend and speak at any Corporation Special General Meeting, or Corporation Annual Meeting, and is entitled to receive notice of any such meetings.

## **BY-LAW 13: QUEEN'S JOURNAL**

### **Section 13.01 General**

**13.01.01** The Corporation shall, on behalf of the Society, publish a newspaper known as the Queen's Journal or the Journal which:

- (i) shall be published at least once a week during the fall and winter terms except for weeks immediately preceding examination periods in December and April;
- (ii) shall be subject to budgetary constraints, and decisions of the Editorial Board regarding the size and dates of its issues;
- (iii) shall maintain a consistency with the normal standards of good journalism while attempting to fulfil its purposes, specifically:
  - (a) to give an accurate account of news and events relevant to the University, and to discuss questions of current interest;
  - (b) to provide experience for those students interested in the fields of journalism; writing, layout and design, photography, financing, etc., and public affairs.

**13.01.02** The editorial autonomy of the Queen's Journal is guaranteed by the AMS Corporate By-laws and Constitution. It shall be honoured by all Officers of the Society, the Corporation and the University. Opinions published in the Queen's Journal shall not necessarily be those of the Society, the Corporation, the University, or any officer thereof. The Queen's Journal shall regularly bear notice to this effect.

**13.01.03** It is recognized and affirmed that it is in the best interests of the Society members, and of the University community, that the Queen's Journal be free from the influence of student government and outside institutions with regards to its editorial integrity and accordingly, that it be independent of the Board both as to management and editorial control, and that the Board will not exercise financial control over the operation of the Queen's Journal, except as specifically provided in this by-law. In accordance with this provision, after being approved by the Journal Board of Directors, the Budget and Advertising Rate of the Queen's Journal will go directly to the AMS Board of Directors for approval.

**13.01.04** Funds for the financing of the Queen's Journal shall be secured from:

- (i) the Student Interest Fee levy as outlined in section 3.03 of the Constitution;
- (ii) the sale of advertising space;
- (iii) the sale of subscriptions to the Queen's Journal;
- (iv) the sale of Journal assets;
- (v) the Journal Reserve Fixed Asset Replacement Fund;
- (vi) other fundraising and revenue generating projects which the Editorial Board considers appropriate, provided that the assets of the Queen's Journal are not invested without the approval of the Journal Board and the AMS Board of Directors.

**13.01.05** The staff of the Queen's Journal shall include:

- (i) the Editor(s)-in-Chief;
- (ii) a Business Manager, who shall be a student employee of the Queen's Journal;
- (iii) as many Editors and Assistant Editors as required and appointed by the Editor(s)-in-Chief;
- (iv) as many other assistants, reporters, photographers, and other editorial personnel as required and appointed by the editorial staff;
- (v) as many administrative staff members as appointed and ratified by Journal Board of Directors;
- (vi) an Advertising Manager, who shall be a student employee of the Queen's Journal;
- (vii) Sales Representative (s) who shall be a student employee (s) of the Queen's Journal;
- (viii) a Web Manager who shall be a student employee of the Queen's Journal
- (ix) Ad Designers (s) who shall be student employee (s) of the Queen's Journal

### **Section 13.02 Editor(s)-in-Chief**

**13.02.01** The Editor(s)-in-Chief shall be the Chief Administrative Officer(s) of the Queen's Journal. He/She (They) shall initiate editorial policy subject to review by the Editorial Board and the Journal Board and is (are) answerable to the Editorial Board of his/her (their) actions. This subsection, however, shall be subject to the subsection 16.01.04 of the Constitution.

**13.02.02** Further to the above, the Editor(s)-in-Chief shall be accountable to the Journal Board for adherence to the annual budget and strategic plan of the Queen's Journal.

**13.02.03** The Editor(s)-in-Chief shall appoint all necessary Editorial Board members as soon as possible after being elected in the spring and participate in the hiring of other Journal employees (subsequent appointments shall be made by the Editorial Board).

**13.02.04** The Editor(s)-in-Chief and the Business Manager both shall have signing authority for all vouchers. They shall co-sign all vouchers for cheques exceeding \$250.00.

**13.02.05** The Editor(s)-in-Chief ultimately have the final decision on paper sizes and percentage of advertising/editorial content for each issue, although this decision will in best practice be understood as a discussion made with the Business Manager with regard to the financial year as a whole and dependent on the amount of content. In the case where differences cannot be resolved, then either party may take the matter to Journal Board for resolution.

**13.02.06** The Editor(s)-in-Chief shall submit for approval to the Journal Board the annual budget and strategic plan of the Queen's Journal, the advertising rates, capital expenditure proposals, national advertising contracts as well as present regular reports as to the progress of the finances of the newspaper.

### **Section 13.03 Editorial Board**

**13.03.01** The Editorial Board of the Queen's Journal shall include:

- (i) the Editor(s)-in-Chief;
- (ii) the various section editors and assistant editors;
- (iii) any staff members appointed by the Editorial Board after its first meeting;
- (iv) the Business Manager as a non-voting member.

**13.03.02** The Editorial Board shall review Editorial Policy and shall act as a governing body for decisions concerning the newspaper as a whole, except with regards to the percentage of advertising content, which is regarded as a financial decision emanating from the Journal Board. The Editorial Board shall:

- (i) be responsible for devising editorial policy;
- (ii) participate in the formulation of editorials which are to reflect the opinion of the Editorial Board;
- (iii) be responsible for soliciting submissions, editing and fulfilling all the press night duties as required by each section of the paper;
- (iv) be responsible for monitoring the content of the Queen's Journal for potentially libellous material;
- (v) review both the overall and the section-by-section performance of the Queen's Journal;
- (vi) mediate disagreements which may arise amongst Queen's Journal staff regarding matters concerning the Queen's Journal;
- (vii) monitor newspaper content, advertising content included, for degrading or objectifying material, subject to definition by each year's editorial board;
- (viii) make recommendations to the Journal Board regarding capital expenditures.

**13.03.03** Meetings of the Editorial Board shall be held at regular intervals as established at the opening meeting. Procedure at meetings shall be such that:

- (i) editorials must be discussed by at least one-third (1/3) of Editorial Board and general agreement must be reached by members present for an editorial to be published;
- (ii) quorum shall be one-half (1/2) Editorial Board membership, plus one (1):
  - (a) for policy, decisions;
  - (b) to appoint/remove a person to fill/vacate a seat on the Editorial Board or to create/remove a position on the Editorial Board, after the first editorial meeting;
- (iii) the Editor(s)-in-Chief or his/her/their delegate shall chair all meetings.

#### **Section 13.04 Journal Board**

**13.04.01** The Queen's Journal shall have a Journal Board which shall be charged with the responsibility for the long term strategic planning and financial operations of the Queen's Journal and shall be accountable to the A.M.S. Board of Directors. If the AMS Board deems the Journal Board incapable of certain or all of its responsibilities, the AMS Board may assume direct responsibility for financial and legal concerns of the Queen's Journal. The AMS Board shall only exercise this right after raising its concerns to the Journal Board and giving them a chance to respond to these concerns in a way that satisfies the AMS Board.

**13.04.02** Without limiting the responsibilities set out above, the Journal Board will:

- (i) approve any document (such as the Strategic Plan and subsequent Budget) of the Queen's Journal required by the AMS Board and recommend it for approval to the AMS Board;
- (ii) review the annual report from the auditors concerning the Queen's Journal;
- (iii) regularly review the financial position of the Queen's Journal;
- (iv) approve all changes to advertising policy;
- (v) approve Editor-in-Chief(s) contracts;
- (vi) accept and approve tenders for printing and other contracts;
- (vii) establish and maintain financial and legal policy for the Queen's Journal;
- (viii) review on an annual basis all agreements between the Corporation and the Queen's Journal with respect to the Queen's Journal house;

(ix) review on a yearly basis the section of the AMS Full-Time Staff Policy which pertains to the Journal's Administrative Assistant and recommend changes.

The AMS Board of Directors student representative to Journal Board, the Vice-President (Operations) and/or the Campus Services Director, or the Journal Board Chair may, at any time, pass any documents approved by the Journal Board to the AMS Board of Directors for information purposes. However, the only documents that require AMS Board approval to take effect are changes to AMS Corporate Bylaw 13, the Journal's strategic plan and budget, changes to the recommended ratio of editorial content to advertising content, tenders for printing and other contracts, and capital expenditures. The AMS Board of Directors student representative to Journal Board or the Campus Services Director shall be responsible for ensuring these documents are brought to AMS Board of Directors meetings. In addition, if the AMS Board of Directors is deciding to change policy that directly affects the Journal, the Journal Board, as primary stakeholders of the financial operations of the Journal, shall be notified in advance of the policy and have an opportunity to offer their thoughts and recommendations to the AMS Board of Directors.

**13.04.03** The annual budget and strategic plan of the Queen's Journal, as approved by the Journal Board, shall be subject to ratification by the AMS Board. Once ratified by the AMS Board, the Journal Board shall be responsible for ensuring that the annual budget and strategic plan of the Queen's Journal are adhered to. If, however, material deviations from either document come about and the Journal Board does not take the necessary action to bring performance in line with the relevant document, the AMS Board may intervene and take whatever action it deems necessary to ensure that the annual budget and strategic plan of the Queen's Journal are adhered to. Such action shall be binding on the Journal Board. The AMS Board shall only exercise this right after raising its concerns to the Journal Board and giving them a chance to respond to these concerns in a way that satisfies the AMS Board.

**13.04.04** The Journal Board shall take office immediately after the last issue of the Queen's Journal of a publishing year. The Journal Board shall meet at regular intervals and hold responsibility until the end of the publishing year. The Journal business manager shall act as interim Chair of the Journal Board until the first meeting after the staff election.

**13.04.05** The Journal Board shall consist of eleven (11) voting members as follows:

- i. The Editor-in-Chief; if there is more than one Editor-in-Chief, the two Editors shall each receive a vote;
- ii. The Vice-President (Operations) or Media Services Director, if requested by the Vice-President (Operations);
- iii. The Business Manager of the Queen's Journal as an ex-officio member;
- iv. One student Director of the AMS Board of Directors
- v. One member of the Queen's Journal Editorial Board, other than the Editor-in-Chief, who is elected by the incoming Editorial Board in March or April of the previous fiscal year;
- vi. One member of the Queen's Journal staff, elected by the incoming staff of the Queen's Journal ideally in March or April of the previous fiscal year, who meets the qualifications of a staff member and is not an Editorial Board member; it is understood that this position may often need to be filled in September due to the often small number of Journal staff members that carry on from year to year as non-Editorial Board staff members;
- vii. One Professor or other qualified non-student with a knowledge of Queen's and a knowledge of the nature and functions of the Queen's Journal; this position shall normally be a two (2) year term;
- viii. Three (3) student members-at-large from the Alma Mater Society (AMS).
- ix. One student member-at-large from the Society of Graduate and Professional Students (SGPS), contingent on that Society's financial contribution to the Journal.

x. The members-at-large in (viii) and (ix) will be selected by the outgoing Journal Board Chair, one outgoing Editor-in-Chief, the outgoing Vice-President (Operations) or outgoing Media Services Director, and the AMS Board of Directors student representative after a minimum of two (2) announcements for the position have appeared in the Queen's Journal in March or April of the previous year.

xi. The Campus Services Director sits as an ex-officio member

xii. The AMS Executive Director sits as an ex-officio and non-voting member and s/he may send another permanent staff member as his/her delegate

xiii. The chair may only be selected from (iv), (vi), one of (viii), or (ix)

The Journal Board may appoint any member(s) of the Queen's staff or community who is (are) deemed appropriate and beneficial to the running of the Board as non-voting members.

**13.04.06** A member of the Journal Board shall cease to be eligible to remain in such office:

(i) if he/she ceases to hold the status by which she/he was elected/appointed to the Journal Board;

(ii) if at any time he/she becomes of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent;

(iii) if she/he submits his/her written resignation from such office; or

(iv) if two-thirds (2/3) of the Journal Board votes to remove that member for reasons of incompetence or neglect of his or her responsibilities, including that member's absence from more than three (3) meetings of Journal Board without good cause; those members selected in accordance with paragraphs (ii) and (iv) of subsection 13.04.05 shall not be removed by such a vote, although a non-confidence vote may be taken and sent to AMS Board of Directors for information.

**13.04.07** A voting member of the Journal Board shall be elected chair of the Journal Board at the first meeting of the new Journal Board during March or April of the previous fiscal year.

i) The Chair's administrative duties include, but are not limited to the following: calling meetings, sending out agendas, posting meeting minutes online, receiving grievance complaints, and writing rulings.

ii) In addition, the Chair shall write a brief report of Journal Board's activities to present at AMS Board of Directors meetings. In the event that the Chair cannot attend the AMS Board meeting, he/she shall pass the report to the Journal Board's AMS Board student representative or the Campus Services Director to present at the AMS Board meeting.

iii) During meetings, the Chair is responsible for ensuring that the Editor(s)-in-Chief, the Business Manager, the Vice-President (Operations), the Campus Services Director, and the AMS Board of Directors student representative present brief verbal reports at the beginning of each Journal Board meeting summarizing their activities since the last Journal Board meeting.

iv) In cases where the Chair is unable to fulfill his or her duties, the Business Manager shall serve as acting Chair of Journal Board.

**13.04.08** Quorum for meetings of the Journal Board shall be six (6) voting members. Quorum shall include Journal Board members who participate in the meeting via conference call.

**13.04.09** If a vote of the Journal Board results in a tie, the Chair shall cast a second vote.

**13.04.10** Notice of meetings of the Journal Board shall be provided to all members at least forty-eight (48) hours in advance unless a number equivalent to quorum agree to waive such notice.

**13.04.11** The Journal Board shall meet throughout the year, twice monthly. Meetings outside of this may be called by the Chair, the Editor-in-Chief or the Vice-President (Operations) or his/her delegate. Further, a meeting shall be called by the Chair on receipt of a written request by three (3) Journal Board of Directors' members.

**13.04.12** These meeting shall be open to the public and meeting times and locations should be advertised on the Journal's website at least forty-eight (48) hours in advance. In cases of confidential matters, the Board may move to closed session. Minutes of these meetings shall be available to the public-at-large on the Journal's website once approved at a later Journal Board meeting.

### **Section 13.05 Business Manager and Advertising Department**

**13.05.01** The Business Manager shall be selected by a Committee consisting of the Editor(s)-in-Chief and any two (2) members of the appropriate hiring committee as set out in AMS Hiring Policy.

**13.05.02** The Business Manager shall be responsible to the Editor(s)-in-Chief and shall be responsible for the generation of revenue for the Journal and all associated tasks. The Business Manager shall also act as an advisor to the Editor(s)-in-Chief on financial matters. If the Business Manager feels that the Editor(s)-in-Chief are consistently overruling his or her decision without good cause, and the outcome affects the Journal's ability to carry out its strategic plan and/or adhere to its budget, then either party may take the matter to Journal Board for resolution.

**13.05.03** The Business Manager shall be responsible for monitoring all agreements between the Corporation and the Queen's Journal with respect to the Queen's Journal house, as well as for upholding the duties of the Queen's Journal as specified in any such agreements.

**13.05.04** The Business staff (Advertising Manager(s), Sales Representative(s), Ad Designer (s)) shall be selected by the Editor-in-Chief and the Business Manager. Such selection shall not be final until approved by the Journal Board of Directors. The Editor-in-Chief shall select those who will work for summer editorial employment, subject to ratification by Journal Board.

**13.05.05** The Sales Representative(s) shall report to the Business Manager and be responsible for adhering to his/her/their job descriptions.

**13.05.06** The Advertising Manager(s) shall report to the Business Manager and be responsible for adherence to his/her/their job descriptions.

**13.05.07** The Ad Designers (s) shall report to the Business Manager and be responsible for adherence to his/her/their job description.

### **Section 13.06 Office Administrator**

**13.06.01** The Office Administrator shall be selected by a Journal Hiring Committee composed of the Editor(s)-in-Chief.

**13.06.02** The Office Administrator shall report to the Editor(s)-in-Chief and the Business Manager and be responsible for the general office administration of the Journal.

### **Section 13.07 Elections**

**13.07.01** The Editor(s)-in-Chief shall be chosen through an election in the winter term of each year by members of the Queen's Journal staff who have made four (4) forms of contribution to the current volume of the Queen's Journal. A submission classified as a contribution shall include photographs, written articles or graphics. Journal Board students at large shall also be eligible to vote. The voting list shall be compiled by a member of the retiring Editorial Board, and be published in at least three (3) consecutive issues of the Journal before the election, at least once on the Editorial Page.

**13.07.02** Subject to restrictions contained in this By-law, the election shall be run in accordance with the Society Policy on Elections and Referenda except as otherwise provided for in the Queen's Journal, Elections of the Editor (s) Policy.

**13.07.03** The Queen's Journal staff representative on the Journal Board of Directors shall be elected at a separate election held no later than September 30. Two (2) contributions shall be required for eligibility to vote.

**13.07.04** The Editorial Board representative on the Journal Board of Directors shall be elected by the incoming Editorial Board during a meeting in the Spring after notification of the position being given to each Editorial Board member prior to the member.

**13.07.05** Internal Referenda may be conducted by the Journal where deemed appropriate by the Editor(s)-in-Chief or the Editorial Board. Two (2) weeks notice and appropriate advertising are necessary. The Editor(s)-in-Chief or his/her/ their appointee shall act as Chief Returning Officer.

### **Section 13.08 Termination of Employment**

**13.08.01** The Editor(s)-in-Chief shall not be removed from office except by one of the following methods:

- (i) a campus-wide referendum which shall be in the following form: "Shall the present Editor(s)-in-Chief of the Queen's Journal \_\_\_\_\_ (name(s)) cease to hold that position?";
- (ii) a two-thirds (2/3) vote by each of Journal Board and the Editorial Board with approval by AMS Board of Directors and final approval by two-thirds (2/3) of AMS Assembly;
- (iii) a motion by AMS Board of Directors, then approved by two-thirds (2/3) of Journal Board, two-thirds (2/3) of the Editorial Board with final approval by two-thirds (2/3) of Assembly.

### **Section 13.09 Advertising**

**13.09.01** Any volume of The Queen's Journal shall not contain more than forty-five(45) percent paid display advertising in its tabloid form. The Journal Board of Directors shall be responsible for overseeing this average.

**13.09.02** All advertisements placed by the Alma Mater Society will be paid for at the student rate, or otherwise negotiated..

### **Section 13.10 Queen's Journal House**

**13.10.01** The Queen's Journal operates out of 190 University Avenue. This location may only be used for publication of the Queen's Journal.

### **Section 13.11 Amendments to this By-law**

**13.11.01** Because of the recognized need for autonomy within the Queen's Journal, the following sections of this By-law shall not be amended except in the usual way combined with ratification by referendum, Society Annual Meeting or Society Special General Meeting:

- (i) 13.01.01 - .04;
- (ii) 13.02.01 - .03;
- (iii) 13.03.01;
- (iv) 13.04.01;
- (v) 13.07.01;
- (vi) 13.11.01.

## **BY-LAW 14: STUDIO Q**

## **Sections 14.01 General**

**14.01.01** The Corporation shall, on behalf of the Society, ensure the existence of a service dedicated to production of creative content, spanning a multitude of disciplines. This service, known as Studio Q, shall aim to:

- (i) depict and present an accurate and fair representation or account of the people, facilities, qualities, issues, and events that are relevant to the University, and to address questions of current interest;
- (ii) provide an opportunity to those students who desire experience in the fields of videography, broadcasting, photography, design, and marketing.

**14.01.02** The editorial autonomy of Studio Q shall be respected by all officers of the Society, the Corporation and the University. Opinions expressed by Studio Q shall not necessarily be those of the Society, the Corporation, the University, or any officer thereof. Studio Q shall regularly publish notice to this effect.

**14.01.03** Studio Q management shall be responsible to the AMS Board of Directors and, by extension, to the Society, for ensuring that it does not produce any material which is of a seditious, libelous or slanderous nature, or that which constitutes an invasion of privacy, violation of copyright or proprietary right.

**14.01.04** At least two Studio Q personnel shall be admitted free of charge to any on-campus event which Studio Q management considers to be of sufficient interest to be included in the Tricolour Yearbook or other Studio Q production.

## **Section 14.02. Tricolour Yearbook**

**14.02.01** Studio Q shall annually publish and distribute the Tricolour Yearbook on behalf of the Society. The yearbook shall attempt to display:

- (i) a comprehensive pictorial and written summary of life and events during the year at the University;
- (ii) pictures of all members of graduating classes who wish to be included;
- (iii) a recognition of newly selected members of the Tricolour Society.

**14.02.02** An official graduate photographer(s) and yearbook publisher will be appointed by the Head Manager, Assistant Manager and Editor(s)-in-Chief and the Media Services Director after receiving tender bids from all interested parties. The appointments must be ratified by the Board.

**14.02.03** Up to twenty-five (25) complimentary copies of the Tricolour Yearbook may be given to the editorial staff and/or such other persons at the discretion of the Head Manager.

## **Section 14.03 Amendments**

**14.03.01** Due to the need for editorial autonomy, the following sections and subsections shall not be amended except in the usual way combined with ratification by referendum, Society Annual, or Society Special General Meeting:

- (i) 14.01.02
- (ii) 14.03

## **BY-LAW 15: BUDGETS**

### **Section 15.01 Budgets**

**15.01.01** There shall be a Society Budget prepared by the Vice-President (Operations) which sets out the budget for the whole Society, including the Corporation, based on the fiscal year of the Corporation. The Society Budget shall contain all AMS cost centre budgets.

**15.01.02** The Assembly budget shall include those matters associated with the Assembly, the Executive, the Commissions, and the day-to-day operation of the Society office. The Assembly shall have no financial control of Corporation monies other than the allocation of revenues properly accruing to the Society by means of the A.M.S. Specific Fee, a percentage of interest revenues not to exceed 40% and set by the Executive of the Board prior to the beginning of each fiscal year in accordance with the principles set out in 15.01.03, and any revenues generated out of any year fees within its power to control or out of any services it may operate. The Assembly shall not run a deficit. The Assembly budget shall be approved by the Assembly and the Assembly shall be responsible for ensuring that it is properly adhered to. If, however, material deviations from the Assembly budget come about and the Assembly does not take the necessary action to bring performance in line with the budget, the Board may intervene and take whatever action it deems necessary to ensure that the Assembly budget is adhered to. Such action taken by the Board shall be binding on the Assembly and the Society.

**15.01.03** The Corporation budget shall include those matters associated with the Board, the Services and Publications, the Student Life Centre and other funds. For greater certainty the Service departments shall include, but not be limited to, the following:

- (i) Hospitality and Safety
- (ii) Media
- (iii) Retail

The Corporation shall, regardless of any circumstances, attempt to maintain its not-for-profit status, however, shall not necessarily target to break-even. It is recognized that certain responsibility centres may realize a profit in any given fiscal year and that corporate budgeting policies must reflect this potential for those services funded solely by operating or advertising revenues. Any revenues generated should accordingly be directed towards the operations of the corporation or the appropriate surplus for the following fiscal period, as deemed suitable by both the incoming and outgoing Vice-President (Operations) and subject to approval by both the Board of Directors and the Assembly.

The Board of Directors shall prepare a budget at the beginning of each fiscal year, after the release of the audited financial statements, so as to accurately determine the funds required for Board special projects. Board shall obtain its required funds from the interest revenue of the Society surplus.

## **BY-LAW 16:    TRANSITION AND FISCAL YEAR**

### **Section 16.01    Transition**

**16.01.01** The President, Vice-President (Operations) and Vice-President (University Affairs) shall cease to hold office in the Corporation upon being retired from their position as the Executive according to the rules of the Society. At that time the Executive-Elect shall assume the powers vested in the offices of President, Vice-President(Operations) and Vice-President (University Affairs) in the Corporation.

**16.01.02** The members of the Corporation shall cease to hold such position upon being retired from the Assembly according to the rules of the Society. At that time the Assembly-Elect shall become the members of the Corporation.

**16.01.03** The Board shall retire itself upon the completion of its business at the end of the AMS fiscal year on April 30.

## **BY-LAW 17: PERMANENT STAFF**

### **Section 17.01 General**

**17.01.01** The AMS as an organization recognizes the critical position that the permanent staff holds in the Corporation and as such it is important that the corporation take measures to ensure they have a stable work environment.

**17.01.02** The Corporation has a responsibility to provide its permanent staff with fair and accessible administration and to promote an atmosphere of reasonable job security. The Corporation also has the responsibility to address the concerns of the permanent staff in a legitimate, timely manner and to ensure that they are involved in the planning and implementation of organizational changes and in particular, the planning of changes that affect the nature and existence of their positions.

**17.01.03** The Board must keep an up to date copy of some governing policies that outline the role and responsibilities of the permanent staff, the responsibilities the AMS has to its permanent staff, and how the Board interacts with permanent staff given the lower rate of turnover in the Board compared to other student parts of the AMS.

## **BY-LAW 18: NEW BY-LAWS AND AMENDMENTS TO EXISTING BY-LAWS**

### **Section 18.01 New By-laws and Amendments to Existing By-laws**

**18.01.01** The Board may pass a new by-law or amend or repeal an existing by-law as long as such new by-law, amendment or repeal is not contrary to the Act or the Letters Patent and the procedure followed conforms to any special ratification requirements set out in an existing by-law.

**18.01.02** A new by-law, amendment or repeal passed under subsection 20.01.01, unless in the meantime confirmed at a Corporation Special General Meeting duly called for that purpose, is effective only until the next Corporation Annual Meeting unless confirmed thereat. In default of confirmation at such Corporation Annual Meeting, the new by-law, amendment or repeal ceases to have or repeal of the same or like substance has any effect until confirmed at a Corporation Special General Meeting or Corporation Annual Meeting.(s.129 (2))

**18.01.03** The members of the Corporation may at the Corporation Annual Meeting or Corporation Special General Meeting mentioned in subsection 20.01.02 confirm, reject, amend or otherwise deal with any new by-law, amendment or repeal passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under any such new by-law, amendment or repeal is prejudicially affected by the action taken by the members. (s.129 (s))

**18.01.04** Every new by-law, amendment, or repeal should be approved by the Corporation's lawyer except where it is reasonable to believe it will be unaffected by external regulation or legislation.