

By-Laws of
Amherst Island Radio Broadcasting Inc.

Enactment Date: 09 October 2024

Section 1 – General

1.1 Definitions

In this By-Law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “By-Laws” means this By-Law (including the schedules to this By-Law) and all other By-Laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board and this role is also defined as the “President” of the Corporation;
- e. “Corporation” means the corporation that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act;
- f. “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called. Directors are elected by Members, sit on the Board to oversee the Corporation, they make decisions collectively through Board resolutions and they can vote on Board decisions;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation. The Board appoints Officers, they carry out specific tasks, they cannot vote on Board decisions unless they are also Directors.

1.2 Objects

The objects for which the Corporation is incorporated are:

- a. To promote volunteerism in the community-at-large through broad-based activities;
- b. To administer and maintain a federally-licensed volunteer operated community radio station for the use of the residents of the communities of its official licensing area (as defined by the Canadian Radio-television and Telecommunications Commission (CRTC));
- c. To promote public awareness and participation in volunteer community organizations through the use of its broadcasting facilities with an air to foster good citizenship and

encourage community involvement;

- d. To educate the public by providing courses, seminars, workshops and hands-on training so that they may use the radio station facilities to serve their community;
- e. To provide services to qualified donees and non-profit organizations in the community-at-large, and making itself available to local non-profit community service groups as needed;
- f. To promote healthy and involved communities through production and presentation of community-based radio shows and events, local and regional multi-cultural news, information and announcements.
- g. To educate the public about Canadian authors, composers and performers of both music and spoken word.
- h. To educate the public about rural life in the municipality of Loyalist Township including topics such as farming, agriculture and the environment;
- i. To produce performing arts festivals which spotlight local, regional and national Canadian musical talent and other branches of the arts for the purpose of educating and advancing the public's understanding and appreciation of the performing arts, and to educate artists through participation in such performances and related workshops;
- j. To produce locally created radio-plays and performances by community authors with casts of community members;
- k. To establish and operate a resource library for locally written community information on a variety of subjects and for local musical research; and
- l. To provide vital information by communicating with the public using its community radio station in the event of public safety emergencies and disasters.

1.3 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing as approved pursuant to the bylaw requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the way and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.1 Election and Term

The Directors shall be elected by the Members at every annual general meeting (AGM). The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next AGM or until their successors are elected or appointed. The total number of Directors of the Corporation shall be between seven and eleven in number.

The Directors shall be made up of persons who total among their number greater than fifty percent plus one member who have an arm's length relationship to one another. Directors who are related to each other by blood, marriage, adoption, common law relationships, or close business ties must total a minority number on the Board. Any changes in status that conflict with this by By-Law must be declared and rectified at, or before, the next AGM.

The majority of the Directors shall be residents of Loyalist Township (i.e. 50% or greater).

2.2 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.3 Filling Vacancies

- a. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b. A quorum of Directors may fill a vacancy among the Directors; and
- c. If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

2.4 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties or Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors.

Section 3 – Board Meetings

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair/President or any two Directors at any time and any place on notice as required by this By-Law. Quorum at such meetings shall be a majority of Directors (i.e. 50% or greater).

3.2 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-Law to every Director of the Corporation not less than three days before the date that the meeting is to be held. Notice of a meeting is not necessary if all Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.3 Chair

The Chair/President shall preside at Board meetings. In the absence of the Chair/President, the Vice-President shall act as chair. In the absence of both the President and Vice-President, the Directors present shall choose one of their number to act as the Chair.

3.4 Voting

Each Director has one vote, except the Chair/President who will not normally vote. Questions arising at any Board meeting shall be decided by a majority of votes (i.e. 50% or greater). In case of an equality of votes, the Chair/President shall have the deciding casting vote.

3.5 Participation by Telephone or Other Communication Technologies

Directors may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Directors participating by such means are deemed to be present at that meeting.

Section 4 – Financial

4.1 Financial Year

The financial year of the Corporation ends on August 31 in each year. This date has been chosen to comply with reporting requirements of the CRTC.

Section 5 – Officers

5.1 Officers

The Board shall appoint from among the Directors a Chair/President and may appoint any other person to be Vice-President, Treasurer and Secretary at its first meeting following the AGM of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of i) the Officer's successor being appointed, ii) the Officer's resignation, or iii) such Officer's death.

5.3 Duties of the Chair/President

The Chair/President shall perform the duties described in sections 3.3, 9.5 and Schedule A, and such other duties as may be required by law or as the Board may determine from time to time.

5.4 Duties of the Vice-President

The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.6 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Others

6.1 Protection of Directors and officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-Laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.1 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes.

8.1 Membership

A membership in the Corporation is deemed issued to any person who provides a monetary or in-kind contribution to the Corporation. Membership fees or in-kind contributions are not refundable.

Section 9 – Members’ Meetings

9.1 Annual General Meeting (AGM)

The AGM shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-Laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous AGM and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for AGM unless a Member’s proposal has been given to the Secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of AGM.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum for AGM and Members' Special Meetings

A quorum for the transaction of business at a Members' Meeting is seven of the Members entitled to vote at the meeting, whether present in person or by proxy (Section 64(1)). If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

The Chair/President shall be the chair of the Members' meeting; in the Chair's absence, the Vice-President will be the Chair. If both the President and Vice-President are absent, Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. The Chair of the meeting shall not have a casting vote.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes (i.e. 50% or greater) unless otherwise required by the Act or the By-Law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present. The Chair of the meeting shall not have a casting vote.
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall require a written ballot. If there is a tie vote upon written ballot, the motion is lost; and,
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be

present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent (i.e. 50% or greater) of the Members present at the meeting.

Section 10 – Notices

10.1 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, FAX, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Adoption and Amendments of By-Laws

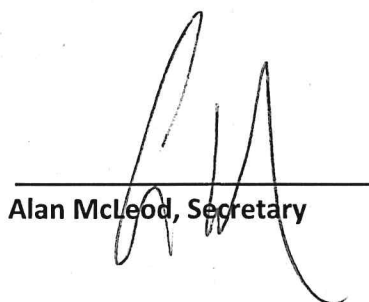
11.1 Amendments to By-Laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-Law.

These By-Laws were enacted 09 October 2024 in Loyalist, ON.



Colin Kennedy, President



Alan McLeod, Secretary

Schedule A – Position Description of the President

Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-Laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Schedule B – Position Description of the Vice-President

Role Statement

The Vice-President assists the President in providing leadership to the Board and ensuring the integrity of the Board's process.

Responsibilities

In the absence of the President at any meetings, or in situations where the President is otherwise unavailable, the Vice-President shall assume the responsibilities of the President as listed in Schedule A.

Schedule C - Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall prepare a budget on an annual basis that is presented to the Annual General Meeting for approval, and also maintain a draft budget and other financial records on a monthly basis to be reviewed at each meeting of the Board. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the AGM as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule D – Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

-- End of By-Laws --