

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of:

Radio Queen's University ("CFRC")

Section 1: General

1.01 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;
- e. "President" means President of the Corporation who coterminously serves as Chair of the Board;
- f. "Corporation" means the corporation known as Radio Queen's University that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. "Member" means a member of the Corporation;
- i. "Members" means the collective membership of the Corporation;
- j. "Officer" means an Officer of the Corporation;
- k. "RQU" means Radio Queen's University, the official name of the Corporation;
- l. "CFRC" means the not-for-profit radio station servicing the Queen's University and greater Kingston community and is the common (trade) name for Radio Queen's University;
- m. "AMS" means the Alma Mater Society at Queen's University;

- n. “AMS” Assembly” means the highest legislative body of the AMS.
- o. “SGPS” means the Society of Graduate and Professional Students of Queen’s University;
- p. “Radio Club” means the self-organized body of on-air members of the Corporation;
and
- q. “CRTC” means the Canadian Radio-television Telecommunications Commission, the governing body in Canada that regulates and supervises broadcasting and telecommunications in Canada.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. The secretary of the Corporation shall oversee the corporate seal and its use.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments (inclusive of banking instruments) in writing requiring execution by the Corporation may be signed by

the Treasurer, President, and Executive Director. In addition, the Board may, from time to time, direct the manner in which, and the person by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. 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

2.01 Election and Term

In accordance with CRTC Campus Radio Policy, the Corporation shall ensure the Board includes balanced representation from stakeholders including the Queen's University student body, University faculty and staff, station volunteers, and the community at large. In order to ensure balanced representation on the Board, the following Directors of the Corporation will sit on the Board:

“Invited”: put forward by outside institutions and ratified by members (1 year term)

1. AMS student¹
2. AMS student²
3. SGPS student³
4. Queen’s Faculty or Staff member⁴
5. Queen’s Faculty or Staff member⁵
6. Radio Club president⁶
7. Radio Club AMS student⁷

¹ As appointed per the “AMS” general assembly

² As appointed per the “AMS” executive, an EX OFFICIO member

³ As appointed per the “SGPS” Executive

⁴ As appointed per the “Student Affairs” organization of Queen’s University

⁵ As appointed per the “Student Affairs” organization of Queen’s University

⁶ As appointed per the annual “Radio Club” vote

⁷ As appointed per the “Radio Club”

8. Radio Club community member⁸

Put forward by the CFRC board and ratified by members (2-year terms except where noted)

1. CFRC Executive Director⁹
2. Community member
3. Community member
4. CFRC or Queen's alumnus/alumna
5. Indigenous community member
6. AMS or SGPS student¹⁰

Director terms shall roll over on May 1st, except for student positions, which shall roll over Sept. 1st. Multi-year Director positions shall expire in a staggered fashion. Candidates for **all listed** positions, including renewed positions, shall be discussed and voted upon by the board, **then ratified by the membership** at either the annual general meeting, an alternate meeting of members, or an online vote.

The board may opt to appoint additional directors for a limited term provided that the number of additional Directors appointed does **not exceed 1/3rd of the number of Directors voted upon by the Membership at the previous annual Members' meeting.**

This ability of the Board to appoint directors is separate from the ability of the Board to fill vacancies on the Board.

2.02 Vacancies

The office of a Director shall be vacated immediately:

⁸ As appointed per the "Radio Club"

⁹ A permanent, EX OFFICIO Member

¹⁰ Subject to a 1-year position

1. 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;
2. If the Director dies or becomes bankrupt;
3. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. 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.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. 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;
3. A quorum of Directors may fill a vacancy among the Directors.

Recognizing that vacancies often arise from difficulties with recruitment, where no suitable candidate can be found:

- a. For CFRC internal positions, the Station Manager shall write to the CFRC membership alerting them to the position; if no suitable candidates can be found within 1 month, advertisements shall be played on CFRC airwaves, alongside external efforts (e.g., posting to relevant listservs; advertising in a relevant periodical).

- b. For invited positions, the Station Manager shall write to the outside institution at 1-month intervals for three months.
- c. If no suitable candidate or appointee can be obtained for any CFRC- or Invited seat 3 months beyond the appointment date, then the board may, at its discretion, appoint any community member to fill the empty board seat for the remainder of the term, regardless of any lack of alignment to the position's description. If a candidate or appointee is later found who matches the description, the board may, at its discretion, immediately replace the existing occupant with the new candidate.
- d. If a board position has been filled in this manner (3-month rule) in an expiring term, and no suitable candidate or appointee has been found by the appointment date, then the waiting period does not apply at the beginning of the subsequent term; such that the position may immediately be filled or rolled over without waiting for input from an unresponsive outside organization, or waiting for a suitable candidate of the target demographic.

2.04 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. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

2.05 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However,

Directors may be reimbursed for reasonable expenses that they incur in either of those capacities provided that the amount of any such remuneration or reimbursement is:

- I. Considered reasonable by the Board;
- II. Approved by the Board for payment by resolution passed before such payment is made; and
- III. In compliance with the conflict of interest provisions of the Act.

Section 3: Board Meetings

3.01 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 provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting (s. 32(2)).

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given no less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the 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.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, Directors present shall choose a Director to act as the Chair of the meeting.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote 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 by assent or dissent of each Director with voting rights. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes by the Secretary (or designate minute-taker in absence of the Secretary) shall be admissible in evidence as prima facie proof of the fact resolutions without proof of the number or proportion of the votes recorded in favor of or against such resolution.

3.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director 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. A Director participating by such means is deemed to be present at that meeting.

Section 4: Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on **April 30th in each year** or on such other date as the Board may from time to time by resolution determine in special circumstances.

4.03 Financial Statements

- I. The Corporation shall keep at its registered office a copy of the financial statements of each of its subsidiaries and of each body corporate the accounts of which are consolidated in the financial statements of the corporation.
- II. RQU Members and their attorneys or legal representatives may on request and free of charge examine the financial statements referred to in **subsection (i)** during the corporation's regular office hours and make copies or take extracts of them.

Section 5: Officers

5.01

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer, and secretary at its first meeting following the annual meeting 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 office of Chair and president may also be held by the same person. 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.

5.02 Office and Directorship Held at the 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.

5.02.01 Removal of the Officers and Directors

The members of the Corporation may, by resolution passed by two-thirds of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office. The

members of the Corporation may also, by a majority of the votes cast at that meeting, elect any suitable member in the director's stead for the remainder of that director's term. In the case of the appointed directors, appointing bodies shall be notified of removal and shall be invited to appoint a new director to fill vacancy.

The Board may also remove any officer or director through a two-thirds majority vote in the instance that the officer or director

- I. Is in breach of fiduciary duties
- II. Engages in Illegal activities that tarnish the Corporation's reputation and/or operations
- III. Does not participate. In the event that a Director is absent without cause or notice for a minimum of three (3) consecutive regular meetings of the Board of Directors, or five (five) meetings through the year, that Director may be removed by the Board.
- IV. Engages in harmful behaviours in contravention of the Ontario and Canada Human Rights Codes
- V. Repeatedly violates RQU Bylaws and/or CFRC Policies

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

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

5.05.01 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.

5.06 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.

The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer.

5.07 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.

The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer.

Section 6: Protection of Directors and Others

6.01 Protection of Directors and Others

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

7.01 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

8.01 Members

Membership in the Corporation shall consist of "members" as defined below, or who have been accepted into Membership in the Corporation by resolution of the Board.

Members are persons who:

- I. Not corporate entities; and
 - a. Have paid an annual CFRC membership due within the past 12 months; or
 - b. Are AMS or SGPS students who have paid a student fee levy for the current academic year.

8.01.01 Entitlements Derived from Membership

Each member, if in good standing, shall be entitled to attend and speak at any special or general meeting of the members of RQU. Each member shall also be eligible for regular

volunteer skills training programs or workshops offered by CFRC Radio. Trained members shall be eligible to perform on-air programming related tasks for CFRC Radio. Members in good standing, who have participated in CFRC Radio as a volunteer for at least 3 hours within the previous 12 months, including participation in training programs, and including those in ex-officio positions on the Board, shall be entitled to one vote on each question arising at any special or general meeting of the members of RQU. Membership shall be a prerequisite for holding any non-ex-officio position on the Board.

8.01.02 Membership Dues

Membership dues shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The current annual membership due is 12.00 CAD. The cost of membership for an AMS and SGPS student, and whether paying that due is mandatory or optional, are determined by the policies of those organizations.

Trained volunteer members in financial need may pay their membership dues in the form of 4 hours of non-programming-related volunteer work for the organization, or by some other means as determined by the Executive Director. This work shall be completed outside of the requirement for non-programming-related work by volunteers as stipulated in these by-laws.

The Executive Director shall notify members of the dues at any time payable by them according to **Section 10.01.03**. Any such members may on payment of all unpaid dues be reinstated by unanimous vote of the Board of Directors.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act or Termination of Membership or Directorship for Cause

8.03.01 Termination of Members

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

08.03.02 Termination of Directors

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a special meeting of which 15 days' notice specifying the intention to pass such resolution has been given, remove any director before the expiration of that director's term of office, and may, by a majority of the votes, cast at that meeting, elect any suitable member in the director's stead for the remainder of the director's term. In the case of the appointed directors, appointing bodies shall be notified of removal and shall appoint a new director to fill vacancy. ***Ex officio* directors may not be removed through this procedure.**¹¹

In the event that a Director is absent without cause or notice for a minimum of three (3) consecutive regular meetings of the Board of Directors, that Director may be removed according to the process outlined above.

8.03.03 Director Elected by Class or Group of Members

¹¹ Ex Officio directors may not be removed through procedures outlined in 08.03.02. Their termination may be determined by the board as deemed appropriate per the circumstances of membership.

A director elected by a class or group of members that has an exclusive right to elect the director may only be removed by an ordinary resolution of members of that class or group.

Section 9: Member Meetings

9.01 Annual “General” Meeting

The annual meeting 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 or other number of days that may be further prescribed in regulations 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 annual 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 annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 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 20 votes that may be cast

at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 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.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is **20** of the Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote **per motion** at any meeting;

- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a 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, and shall not have a second or casting vote. 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.

9.07 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 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 of the Members present at the meeting.

Section 10: Notices

10.01 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, facsimile, 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.

10.01.01 Notice of Meetings of the "RQU" Board of Directors

The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. No formal notice of any Directors' meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

The Secretary may also formally call such a meeting on the direction, in writing, of two directors. Notice of special meetings shall be delivered, telephoned, or electronically mailed to each director not less than one day before the meeting is to take place. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A Directors' meeting may also be held, without notice, immediately following the Annual General

Meeting of the Corporation whereby Board elections and composition are voted upon by the membership.

10.01.02 Notice of Annual General Meetings and other General Membership Meetings

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice- President shall have power to call at any time a general meeting of the members of the corporation. All voting members shall have the power to call at any time a general meeting of the members of the corporation by presenting such a request in writing, signed by **[Number]** of voting members in good standing, to the board of directors. Public notice of members' meetings, annual or special shall be given over the air and on-line by CFRC Radio, fourteen (14) days before the time fixed for the holding of such meeting.

10.01.03 Notice of Membership Dues Owed and Termination Upon Non-payment

The Executive Director shall notify members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice, the members in default shall be sent a reminder. After 90 days from the original membership due date, the member may be served at the discretion of the Executive Director with notice of termination through electronic or postal mail and thereupon cease to be members of the Corporation.

10.01.04 Notice of Issuing Financial Statements

RQU shall give notice to the RQU membership no later than the applicable tax filing date of the availability of Radio Queen's University's annual financial statements. RQU will make these financial statements available for viewing at the CFRC office and/or distribute these documents free of charge as requested by individual members

10.02 – Error or Omission in Giving Notice

Where the Corporation has provided notice in accordance with the By-laws, no error or omission (OR “ACCIDENTAL OMISSION”) in giving notice, nor the non-receipt of any notice, to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, as required by section 10.01 of these bylaws, shall invalidate such meeting or make void any proceeding taken thereat. Any member may at any time waive notice of any such meeting and may still attend and ratify, approve, and confirm any or all proceedings taken or had thereat.

Section 11: Adaptation and Amendment of By-Laws

11.01 Amendments to By-Laws

This By-law may be amended by a majority vote of the Board and the Members.

Schedule A

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors as Chair. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. The President is also a signing officer on behalf of the Corporation.

Schedule B

During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President, and if the Vice President, or such other directors as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Schedule C

The Treasurer shall oversee full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. The Treasurer shall oversee disbursement of the funds of the corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all Corporation transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer is also a signing officer on behalf of the Corporation.

Schedule D

The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision they shall be.

Enacted September 17th 2024 by vote of the RQU Membership.

Kenneth Hall, RQU Board President

George Broughton, RQU Board Treasurer

Dinah Jansen, RQU Board Secretary