

## Annual General Meeting Minutes

<b>Date</b>	19 September, 2019
<b>Time</b>	5:00 PM ADT
<b>Location</b>	Society Space, 5th Floor Student Centre
<b>Resource</b>	Braden Newell (Chair)

1. The meeting was called to order at 5:08 PM meeting a quorum of eight people.
2. It was motioned by Mr. Archibald to approve the agenda as presented, seconded by Ms. Navas. Motion carried.
3. It was motioned by Ms. Witter to approve the minutes from the 2018 annual general meeting, seconded by Ms. Navas. Motion carried.
4. Mr. Newell provided a Managing Director's report covering 2018-2019 financials, 2019 budget, and the future outlook of the society.
5. It was motioned by Mr. Archibald to approve the 2019 constitution revision (appendix 1), seconded by Ms. Trottier. Motioned carried.
6. It was motioned by Mr. Amirault to accept the 2019 slate of board of director's candidates consisting of; Braden Newell, Denis Amirault, Emily Trottier, and Mitchell Archibald. Motion seconded by Mr. Mullen. Motion carried.
7. The meeting was adjourned at 5:29 PM.

# **THE JOURNAL PUBLISHING SOCIETY CONSTITUTION**

*Amended September 19, 2019*

## **PREAMBLE**

Whereas the Students of Saint Mary's University seek to establish an independent student voice while promoting journalistic integrity and freedom of the press.

Be it enacted, the Constitution of the Society, the following:

## **1.0 GENERAL**

1.1 The Society shall be officially named "The Journal Publishing Society" and will be hereafter referred to as "the Society."

1.2 The Saint Mary's University Students' Association will be hereafter referred to as "the Association."

1.3 "The members" or "the membership" will refer to members of the Society.

1.4 "The Board" or "the Board of Directors" will refer to the Society's Board of Directors only.

1.5 "The University" will refer to Saint Mary's University.

1.6 The fiscal year of the Society shall be the period from May 1 of any year to April 30 of the following year.

## **2.0 MEMBERSHIP**

2.1 Members of the Society shall be all members of the Association, and by definition be any individuals enrolled in any for credit academic program and be paying the associated fees to the Association.

2.2 Members of the Society are entitled to:

2.2.1 Attend all meetings with the exception of those deemed in-camera by the Board.

2.2.2 Be eligible for election or appointment to the Board.

2.2.3 Vote at any Annual General Meeting or Special General Meeting of the Society.

### **3.0 MEETINGS AND ELECTIONS**

3.1 The Annual General Meeting (AGM) of the Society shall be held between May 1 and November 1 of any given year.

3.1.1 The Annual General Meeting of the Society will be called by the Chair of the Board with at least fourteen (14) days notice provided to membership of the Society.

3.2 A Special General Meeting may be called by the Chair or by majority vote of the Board at, and shall be called if requested in writing that is signed by at least ten percent (10%) of the membership.

3.3 At each Annual General Meeting the membership will:

3.3.1 Approve the minutes from the previous general meeting.

3.3.2 Be provided with an annual report from the Board.

3.3.3 Be provided with the financial statements of the Society including a balance sheet, operating statement, and report from the Society's auditors.

3.3.4 Elect a Board of Directors and approve Directors appointed by the Association and the University.

3.4 No business shall be transacted at any general of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten (10) members.

3.5 The Chair of all meetings of the Society will be the Board Chair.

3.5.1 In the absence of the Chair and Vice-Chair at a Board meeting, the Board members will elect from themselves a new Chair for that meeting.

3.5.2 In the absence of the Chair and Vice-Chair at a General Meeting, the membership will elect from themselves a Chair for that meeting.

3.5.3 The Chair shall not vote except in the event of an equality of votes.

3.5.4 At a General Meeting, the Chair may declare the result of a resolution. If a poll of a result is requested by at least two (2) members, the Chair will take a poll of the resolution from all members. The method of polling shall be at the discretion of the Chair.

3.6 The Board of Directors will meet at minimum once (1) per semester for the Fall and Winter semesters and once (1) between the Spring and Summer semesters. These meetings do not include the Annual General Meeting.

## **4.0 BOARD OF DIRECTORS**

4.1 The number of Board members shall be no fewer than five (5) and no more than nine (7) members.

4.2 The voting members of the Board shall be:

4.2.1 One (1) representative of the Association approved by the Office of the Association President.

4.2.2 One (1) representative of the University from the faculty, staff, or administration approved by the Office of the University President.

4.2.3 No fewer than four (4) and no more than five (5) students at-large.

4.3 The non-voting members of the Board shall be:

4.3.1 The Executive Editor of the Society.

4.3.2 The Sales Manager of the Society.

4.4 Quorum of the Board for normal transaction of business will be two thirds (2/3) of current Board members.

4.5 Non-voting members of the Board will not be counted toward the total number of directors or for quorum of the Board.

4.6 Board members may not also subsequently be staff of the Society with the exception of the Executive Director.

4.7 All Directors shall retire from office upon the dissolution of a general meeting at which their successors are elected and appointed with the exception of the SMUSA representative.

4.8 The SMUSA representative shall serve a twelve month term beginning in May aligning with the SMUSA executive transition.

4.9 Directors will hold office until:

4.9.1 The dissolution of an Annual General Meeting of which they are not elected or re-elected to the Board;

4.9.2 They cease to become members of the Society (students at-large only);

4.9.3 They cease their position with the University (University representative only);

4.9.4 They are replaced with another representative (University and Association representatives only);

4.9.5 They resign their position;

4.9.6 They are removed by a 2/3 resolution of the Board;

4.9.7 They are found by competent authority to be of unsound mind;

4.9.8 They are convicted of an indictable offence in the court of law, or;

#### 4.9.7 Death.

4.10 In the event of vacant Board positions, the Board may appoint Directors to serve until the next General Meeting where elections are held.

4.11 The oversight of the Society shall be the primary priority of the Board of Directors.

4.12 The Board shall have the ability to exercise all powers and authorities expressed in these by-laws.

4.13 The Board shall have the power to engage employees and to determine their responsibilities and remuneration. This power may be delegated, but the responsibility will ultimately fall on the Board.

4.14 The Board will evaluate staff performance through reports from the Executive Director, the Executive Editor, and the Sales Manager.

4.15 The Board will appoint annually, the Auditor of the Society.

4.16 No Executive Member of the Association may serve as a Student-at-Large on the Board.

## **5.0 OFFICERS AND STAFF**

5.1 The Officers of the Society shall be the following:

5.1.1 The Chair (PRESIDENT)

5.1.2 The Vice-Chair (VICE-PRESIDENT)

5.1.3 The Executive Editor or equivalent (SECRETARY)

5.1.4 The Sales Manager or equivalent (TREASURER)

5.2 The Board will appoint from among its Directors a Board Chair.

5.2.1 The Chair will also be the Executive Director or equivalent, who will have general supervision of the activities of the Society and perform duties as assigned by the Board.

5.2.2 The Chair will be responsible for scheduling and presiding over Board meetings.

5.3 The Board will appoint from among its Directors a Board Vice-Chair.

5.3.1 The Vice-Chair will perform the duties of the Chair in their absence and any other duties as assigned by the Board.

5.4 The Board will hire an Executive Editor and a Sales Manager, who along with the Executive Director will manage the general operations of the Society.

5.5 The Executive Editor shall be hired by the Board and will be responsible for overseeing all content set for publication by the Society.

5.5.1 The Executive Editor shall be the Secretary of the Society and be responsible for reporting to the Executive Director and the Board on all editorial and operational matters and will be a non-voting Board member.

5.5.2 The Executive Editor shall be responsible for editing and revising all content, and for overseeing and advising all editorial staff.

5.5.3 The Executive Editor shall approve all content before it is published by the Society.

5.5.4 The Executive Editor shall empower editorial staff and contributors and support the integrity of the Society.

5.5.5 The Executive Editor will record and ensure the publication of the Society's minutes, and any other duties as assigned by the Board.

5.5.6 The Executive Editor shall perform any additional duties as assigned by the Board.

5.5.7 In the event that the Executive Editor is unable to perform their duties a member of the Board or staff may be appointed to act in this capacity until a new Executive Editor is hired.

5.6 The Sales Manager shall be hired by the Board and will be responsible for the advertising sales and the operational finances of the Society.

5.6.1 The Sales Manager shall be the treasurer of the Society and be responsible for reporting to the Executive Director and the Board on all financial matters and will be a non-voting Board member.

5.6.2 The Sales Manager shall be responsible for procuring advertisements and associated revenue for the Society, and for overseeing all advertising content and staff.

5.6.3 The Sales Manager shall approve all advertising before it is published by the Society.

5.6.4 The Sales Manager shall be responsible for creating and maintaining partnerships between the Society and external advertisers.

5.6.5 The Sales Manager shall perform any additional duties as assigned by the Board.

5.6.6 In the event that the Sales Manager is unable to perform their duties a member of the Board or staff may be appointed to act in this capacity until a new Sales Manager is hired.

5.8 The Board will make all decisions on the hiring and termination of staff. The ownership of the hiring process will belong to the Board, but part of the hiring process may be delegated.

5.8.1 The Executive Director may, when delegated, conduct interviews or assist in conducting interviews for all positions, and following interviews will provide recommendations to the Board.

5.8.2 The Executive Editor may, when delegated, conduct interviews of candidates seeking editorial positions, and following interviews provide recommendations to the Board.

5.8.3 The Sales Manager may, when delegated, conduct interviews of candidates seeking marketing and advertising positions, and following interviews will provide recommendations to the Board.

## **6.0 INDEMNIFICATION AND PROTECTION AGAINST LIABILITIES**

6.1 To the extent permissible by the laws of the Province and the Country, the Association does hereby indemnify the following:

6.1.1 Directors and/or officers of the Association;

6.1.2 Former directors and/or officers;

6.1.3 Persons who acting or who have acted at the Associations request; and

6.1.4 The estates, heirs, and legal representatives of the above-mentioned groups.

6.2 To the extent permissible by the laws of the Province and the Country, no Director or Officer of the Association shall be liable for:

6.2.1 The acts, omissions, receipts or defaults of any other Director, Officer, Employee or Agent;

6.2.2 Any loss, damage, or expense to happen to the Association relating to insufficiency or deficiency of title to the property acquired by, or on behalf of the Association;

6.2.3 Any loss, damage, or expense relating to the insufficiency of any security in which the moneys of the Association are placed or invested;

6.2.4 Any losses, or damages of, relating to, or arising from the bankruptcy, insolvency of the Association, or to a tortious act of any person, firm, or Association that is a creditor of the Association;

6.2.5 The misapplication or misappropriation of, or any damage resulting from, any dealings involving the assets of the Association;

6.2.6 Any damages or losses which may occur through execution of a duly elected, appointed or employed office where the individual is deemed to have acted in a prudent, honest, and faithful, manner with a view for to the best interests of the Association.

6.3 To the extent permissible by the laws of the Province and the Country, the Association may additionally elect to indemnify and save harmless any person:

6.3.1 Who was or is party to, or threatened to be made party to, any threatened, pending, or completed action, suit or proceeding of a civil, criminal, administrative, or investigative manner by reason of their employment association or designation as an agent of the Association past, present, or future;

6.3.2 Against expenses, judgements, fines and any amount determined to have been reasonably incurred by him/her in connection with any action or suit subject to the provisions of this article.

6.4 Such indemnifications extend only to those directors, officers, employees or agents of the Association deemed to have acted in a prudent, honest, and faithful, manner with a view for to the best interests of the Association, and with respect to criminal proceedings, possessed a reasonable belief that their actions were lawful.

6.5 Such indemnifications may not extend to any action or activity of a civil criminal, administrative or investigative nature by or in right of the Association.

6.6 These provisions shall not be construed so as to limit or exclude any provision of indemnification or protection outlined by any lawfully executed agreement or vote of the members or directors.

## **7.0 POLICIES, RESOLUTIONS, AND STATEMENTS**

7.1 The Board of Directors is hereby empowered to make additional policies, resolutions and statements not inconsistent with the Act of Incorporation or these bylaws, to govern the affairs of the Association.

7.2 The Board of Directors may with a 2/3 vote direct the Executive Editor to reverse a previous publishing decision.

## **8.0 AMENDMENTS**

8.1 This document, the constitution of the Society may only be amended by a special resolution at an Annual General Meeting, or a Special General Meeting called for such purpose.

8.1.1 Special resolutions to amend this constitution must receive a majority (50% + 1) vote to pass.

8.1.2 Proposed amendments must be approved by the Board of Directors in order to be considered at an Annual or Special General Meeting.



8.1.3 Following Board approval, the proposed amendments will be presented to the membership at least thirty (30) days before the meeting at which they are slated for approval.

8.2 All other policies and by-laws external to this document, the constitution of the Society, may be changed by the Board of Directors by a majority vote.

8.3 In the event that majority of the Board resigns or is unable to perform their duties, the Chair must declare a Special General Meeting to appoint a new Board of Directors.