Constitution & By-laws of
The Ubyssey Publications Society
Constitution

1. NAME
The name of the Society is "The Ubyssey Publications Society".

2. PURPOSE
The purpose of the Society is to provide the students attending the University of British Columbia, and the university community in general, with newspapers and other publications, based at the University of British Columbia, attentive to the needs of the students and the community, and to provide students at the University of British Columbia an opportunity to learn the practice of ethical, independent journalism.

   **Explanatory Note [C1]:** This amendment makes the purposes of the Society technologically neutral. It also makes explicit that the training of journalists is a purpose of the Society, as it has traditionally been.

These publications shall report on educational issues and provide the university community with alternate, student-focused news sources. This shall be done through the publication of "The Ubyssey" newspaper and other publications related to the University of British Columbia.

   **Explanatory Note [C2]:** This amendment makes the purposes of the Society technologically neutral. It also reduces redundancy by eliminating the prescribed list of other publications.

   **Explanatory Note [C3]:** Section 10(2) of the *Societies Act* specifies that the constitution of a society may only include its name and purposes. The Statement of Principles and Code of Ethics will become policies of the Editorial Board. The provision on “Operations” is otherwise protected through the purposes of the Society. The provision on dissolution of the Society will form part of the revised By-laws.
PART 1 - INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

a) "Academic Year" shall mean the period from September 1st to August 31st of the subsequent calendar year;

b) "Affiliated Institution" shall mean an education institution which is affiliated with the University as determined by the Board of Governors;

Explanatory Note [1.1]: References to the “Alma Mater Society” are removed in exchange for the statutory term “Student Society”. References to “Board Chair” are removed in exchange for “President”, which is defined in Paragraphs 7.1-2.

c) “Annual Fee” shall mean the annual membership fee that each Member has paid in accordance with a referendum of a Student Society;

Explanatory Note [1.2]: “Annual Fee” is defined for clarity within the balance of the by-laws.

dl) "Board of Directors", “Board”, or "directors" shall mean the directors of The Ubyssey Publications Society;

Explanatory Note [1.3]: The term “Board of directors” is expanded to cover all the terms that are used in the By-laws to define the directors.

e) "Board of Governors" shall mean the Board of Governors of the University as defined in the University Act;

Explanatory Note [1.4]: The term “Business Manager” is removed from the By-laws and replaced by language permitting for the designation of an individual as the senior manager of the Society pursuant to the new Paragraph 13.1.

f) "Credit Course" shall mean a course offered by the University or an Affiliated Institution which is allotted credits towards a degree, diploma, or certificate of the University or Affiliated Institution;

Explanatory Note:

g) "Editorial Function" shall mean contributions to the Newspaper of an editorial nature, such as writing, editing, design, layout, photography, or volunteer work on the Newspaper, but shall not include letters to the editor, opinions, press releases and unsolicited contributions to the Newspaper;

h) “Editorial Board” or “Editors” shall mean those Staff Members elected as editors by the
Staff Board;

Explanatory Note [1.5]: “Editors” was not a defined term under the previous By-laws but is frequently used.

i) "Members" shall mean the members of The Ubyssey Publications Society;

Explanatory Note [1.6]: Non-voting memberships are being eliminated because they lack a functional role in the Society.

Explanatory Note [1.7]: “News Conferences” are no longer part of the operations of the Ubyssey and any reference to them is being struck, including the previous definition.

j) "Newspaper” shall mean the publication known as “The Ubyssey”;

k) "Student Number” shall mean the registration student number assigned to a Member by the University;

Explanatory Note [1.8]: “Registration Number” is replaced by “Student Number” to reflect common usage.

l) "School Day” shall mean a period from 8:30 a.m. to 4:30 p.m. on a day during the School Year on which classes are regularly held;

m) "School Year” shall mean the period from September 1st to November 30th and, January 1st to March 31 inclusive;

n) “Staff Board” or “Staff Meeting” shall mean a meeting of the Staff Members of the Society;

o) “Staff Members” shall mean those Members meeting the criteria under the by-laws to sit on the Staff Board;

Explanatory Note [1.9]: The definition of “Staff” is amended to reflect the “Staff” class of members in the By-laws. “Staff Meeting” refers to meetings of the Staff Board.

p) "Society" shall mean The Ubyssey Publications Society;

Explanatory Note [1.10]: “Style Guide” is struck from the By-laws to reflect that it is unrelated to the governance of the Society and should become a policy of the Editorial Board.

q) “Student Society” shall mean an organization constituted under the Societies Act that is recognized by the University of British Columbia or an Affiliated Institution as an organization representing the interests of students taking a Credit Course;
**Explanatory Note [1.11]:** “Student Society” is added to replace references to the Alma Mater Society and establish a broader definition of student societies to reflect the potential conflicts of interest that presently exist between student societies and the Society, such as the Graduate Student Society or the student societies of Affiliated Institutions, and to provide flexibility if the Society ever establishes a publication on another UBC campus, which was identified in consultations as possible.

r) “Summer Session” shall mean the period of the Academic Year inclusive of May 1st to August 31st;

**Explanatory Note [1.12]:** Definitions for “Summer Session” and “Winter Session” are added as a result of their use in the revised By-laws.

s) "Two-Thirds Resolution" shall mean a resolution passed by two-thirds (2/3) of the persons casting a valid vote, excluding abstentions;

**Explanatory Note [1.13]:** The term “Ubyssey Handbook” is struck from the By-laws to reflect that it is unrelated to the governance of the Society and should become a policy of the Editorial Board.

t) "University" shall mean the University of British Columbia; and

u) “Winter Session” shall mean the period of the Academic Year inclusive of September 1st to April 30th.

1.2 In these By-laws, unless the context otherwise requires, expressions defined in the *Societies Act*, as amended from time to time, shall have the meanings so defined in that Act. Words importing the singular shall include the plural, and vice versa, and words importing the feminine gender shall include the masculine gender and vice versa, and words importing persons shall include bodies corporate.

1.3 Subject to the *Societies Act*, these By-laws as amended from time to time, standing resolutions of the Society and resolutions of the members, all general meetings of the Society shall be governed in accordance with the current edition of *Robert's Rules of Order Newly Revised*.

**Explanatory Note [1.14]:** The word “general” is added to limit the application of this By-law to general meetings and not to meetings of the directors, staff, or any other meetings held by the Society.

**PART 2 - MEMBERSHIP**

**Explanatory Note [2.0]:** These amendments set out the classes of membership of the Society as required by Section 68 of the *Societies Act*, and eliminate the categories of non-voting Members and Members in good standing. All Members will be in good standing and be voting members unless they have requested a refund of their membership fee, in which case they will not be members. Membership is
defined as being registered in a course on the last day of September rather than March to provide certainty about membership at an earlier point in the year.

2.1 The Members shall be those persons who have paid the Annual Fee and are registered in a Credit Course approved by the Vancouver Senate of the University or an Affiliated Institution represented on the Vancouver Senate, or were so registered on the last day of September of the current Academic Year.

2.2 The Staff Members shall be:

a) Members who have performed at least three (3) Editorial Functions of the Newspaper in the current Winter Session term and have been approved as Staff Members by a resolution of the Staff Board; and

b) Members who were Staff Members in the most recent Winter Session term, provided that it is currently the Summer Session or that not more than five (5) issues of the Newspaper have been published in the current Winter Session term or that they have performed at least three (3) Editorial Functions of the Newspaper in the current Winter Session term.

2.3 The amount of the Annual Fee shall be set in accordance with a Student Society referendum, from time to time.

**Explanatory Note [2.1]**: The Society is dependent on the statutory power of student societies to levy fees on their memberships, which requires a referendum under Section 27.1 of the *University Act*, and this paragraph is amended to reflect that requirement.

2.4 The "Annual Fee" year shall be the Academic Year.

2.5 Membership dues in the Society shall be refundable at a time and for a duration set by the Board of directors.

2.5 A person shall cease to be a Member of the Society:

a) upon their death;

b) upon failing to meet the requirements of Paragraph 2.1, as the case may be;

c) upon refund of their annual fees;

d) upon the Society’s receipt of their written resignation;

e) upon Two-Thirds Resolution of the Society; or

f) in the case of a breach of Paragraph 2.6, by a Two-Thirds (2/3) Resolution of the Board, held in accordance with Paragraph 5.24.
Explanatory Note [2.2]: Under the previous By-laws, the Board of Directors had the power to remove Members found to be in violation of the Constitution and By-laws. This section is amended to include that method of terminating membership as well as defining the means by which a Member may resign from the Society, which is a required term of the Societies Act.

2.6 Members shall conduct themselves in a manner that is not harmful to the Society, upholds the Constitution and complies with the By-laws of the Society.

2.7 A person shall cease to be a Staff Member of the Society:
   a) upon ceasing to be a Member of the Society;
   b) upon failing to meet the requirements of Paragraph 2.2;
   c) upon the chairperson of the Editorial Board’s receipt of their written resignation; or
   d) upon a vote of the Staff Board pursuant to Paragraphs 10.7-10.10.

PART 3 - MEETINGS OF MEMBERS

3.1 General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors:
   a) may, at any time, convene an extraordinary general meeting; and
   b) within twenty-one (21) days of receipt of a petition requesting an extraordinary general meeting, signed by at least twenty (20) Staff Members of the Society registered pursuant to Paragraph 10.1, or ten percent (10%) of the Members, shall call an extraordinary general meeting of the Society, to be held within sixty (60) days of receipt of said petition.

Explanatory Note [3.1]: The above section is amended to raise the requisition threshold from ten Staff Members to twenty Staff Members, or five-hundred Members to ten percent of the members.

3.4 Twenty-one (21) days’ notice of a general meeting of the Society shall be given to its Members, directors, and, if applicable, auditor, and such notice shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business, including the text of any special resolutions to be submitted to the meeting.

3.5 Provided the membership of the Society is greater than two-hundred fifty (250) Members, notice of a general meeting of the Society may be provided by:
a) email, to the email address of every Member, director or auditor of the Society who has provided an email address to the Society; and

b) posting to the Society website throughout the period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held.

**Explanatory Note [3.2]:** Section 77(2) of the *Societies Act* permits an indirect method of notice being provided to the members of a society that is the size of the Ubyssey Publications Society. This section is amended to include that method of giving notice to the members.

3.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.7 An annual general meeting shall be held at least once in every calendar year and not more than thirteen (13) months after the holding of the last preceding annual general meeting.

3.8 General meetings of the Society shall be held during the School Year.

**PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

4.1 Special business is:

a) all business at an extraordinary general meeting, except:

i) the adoption of rules of order;

ii) the consideration of the financial statements;

iii) the report of the directors;

iv) the report of the auditor, if any;

v) the appointment of the auditor, if required.

b) all business transacted at an annual general meeting, except:

i) the adoption of rules of order;

ii) the consideration of the financial statements;

iii) the report of the directors;

iv) the report of the auditor, if any;

v) the appointment of the auditor, if required; and

vi) the other business that, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by report of the directors issued with the notice convening the meeting.

4.2 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 A quorum at a general meeting shall be seventy-five (75) Members.

**Explanatory Note [4.1]**: The above paragraph is amended to reduce the quorum for a general meeting from five percent of the membership to seventy-five Members.

4.5 If within one-half hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Staff Members or Members, shall be terminated, but in every other case those Members present, provided that there are at least five (5) Members present, shall be deemed to constitute a quorum, but the meeting may only transact such business as is referred to in Paragraph 4.1(a) or (b), as the case may be.

4.6 The Members shall choose a person to chair the general meeting.

**Explanatory Note [4.2]**: The above paragraph is amended to allow for the appointment of an outside party as meeting chair by allowing a “person” to chair a general meeting instead of one of the Members.

4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8 When a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

**Explanatory Note [4.3]**: As notice of a meeting requires twenty-one days, the number of days a meeting can be adjourned without further notice is increased from fourteen to twenty-one to prevent a circumstance where the amount of notice required is greater than the number of days the meeting is adjourned.

4.9 Except as provided in Paragraph 4.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.10 A Member present at a meeting of Members is entitled to one vote.

4.11 All directors and the senior manager may be present at a general meeting or annual general meeting and are entitled to take part in any discussion, but are not entitled to vote, or to move or second resolutions, unless they are a Member.

4.12 Resolutions proposed at a general meeting must be seconded and the chair of the meeting, if they are a Member, may move or propose resolutions provided that they first step down as chair.
4.13 In the case of an equality of votes, the chair of the general meeting shall not have a second or casting vote in addition to the vote to which they may be entitled as a Member and the proposed resolution shall not pass.

4.14 Voting is by show of hands, or by secret ballot when the Board of Directors or the Members by a resolution deem it necessary.

4.15 There shall be no voting by proxy at any general meeting of the Society.

PART 5 - DIRECTORS

Explanatory Note [5.0]: This section substantially re-organizes the description of the Board of Directors and the individual categories of directors, without changing the functional aspects of the Board’s current operations. Furthermore, it establishes the qualifications for directors under section 44 of the Societies Act and creates a mechanism to allow for 16 or 17-year-old directors.

5.1 The directors must manage, or supervise the management of, the activities and internal affairs of the Society and may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society at a general meeting, but subject, nevertheless to:

   a) all laws affecting the Society; and

   b) the Constitution of the Society and these By-laws.

Explanatory Note [5.1]: The By-laws previously made the actions of the directors subject to any rule made at a general meeting. The Societies Act requires directors to manage and/or supervise the management of the society. Language has been added to clarify that management is not a discretionary power of the directors and to reflect the language in the Societies Act. Secondly, the section on rule-making is an unused provision that would allow a very small number of Members to constrain the directors via a vote at a lower threshold than for the amendment of the By-laws, and is therefore removed.

5.2 The directors of the Society shall be:

   a) one (1) director (the “Editorial director”) shall be an editor appointed by the Editorial Board;

   b) three (3) directors (the “Staff directors”) shall be Staff Members, appointed by the Staff Board, who are not also editors;

   c) notwithstanding Paragraph 5.2(b), a person with significant journalism experience may be appointed by the Staff Board to fill one (1) of the three (3) Staff director positions (the “Community director”);
d) five (5) at-large directors (the “At-large directors”) shall be elected by and from among the Members, but must not be:

   i) a current or past Staff member;
   ii) a person who has performed an Editorial Function for any publication of the Society within the past three (3) months; or
   iii) an employee of the Society.

5.3 Despite Paragraphs 5.2(a) to (d), an individual is not qualified to be a director if the individual:

   a) is not qualified pursuant to the Societies Act;

   b) is a director of a Student Society, a voting member of the Student Administrative Commission or Student Court of the Alma Mater Society of the University of British Columbia Vancouver, or a voting member of the Board of Governors or a Senate of the University; or

   c) holds office at the municipal, regional, provincial or federal level, or is a declared candidate for any of these offices.

5.4 If, at any time, a Director ceases to be qualified pursuant to Paragraphs 5.2-5.3, he or she shall be deemed to have resigned, effective on the date of his or her disqualification.

**Explanatory Note [5.2]:** The above sections are amended to consolidate existing definitions of the number of directors and clarifies the classes of directorship. It allows the Community director to be replaced by an additional Staff director if vacant. Furthermore, it restricts At-Large director positions from being filled by Staff Members or those who are “internal” to the Society.

5.5 A person is qualified to be a director of the Society only if the person is at least sixteen (16) years of age, provided that a majority of the directors are at least eighteen (18) years of age.

**Explanatory Note [5.3]:** Paragraph 5.5 is added to permit that all Members, even those younger than 18, are eligible to serve on the Board. The requirement that the majority of directors being at least eighteen is a requirement of the Societies Act.

5.6 The senior manager of the Society shall attend meetings of the Board of Directors as a non-voting member, and take part in any discussions thereat, but may be excluded from any meeting or part thereof by an ordinary resolution of the Board of Directors.

**Explanatory Note [5.4]:** Paragraph 5.6 establishes that the senior manager of the Society can be excluded from Board meetings as required, which is a common practice in order for directors to confidentially discuss matters that may impact management.

5.7 The directors shall take office as follows:
a) May 1st for At-large directors and the Editorial director; and

b) October 1st for Staff directors and Community directors.

**Explanatory Note [5.5]:** The start dates for directors are amended to provide a uniform start date for Staff and Community directors, a new start date for At-large directors that falls after the AMS Elections are held, and a start date for the Editorial director that is the same as the other directors starting in the spring.

5.8 The term of office for directors shall be for the period of one (1) calendar year, except that the term of office for a Community director shall be two (2) calendar years.

5.9 If there are more candidates for an office of At-large director than vacancies:

a) an election shall be conducted by secret ballot and the ballot shall include a “none of the above” option; and

b) the elected candidate(s) shall be the candidate(s) who received the highest number of valid votes for the office, up to the number of candidates to be elected, provided the candidate(s) receive more votes in favour of their election than the number of “none of the above” votes cast.

**Explanatory Note [5.6]:** Paragraph 5.9 consolidates existing rules regarding elections of directors.

5.10 If there are the same number or fewer candidates for an office of director than vacancies, each candidate must run on a "yes"/"no" ballot, and to be elected they must receive more "yes" votes than "no" votes.

5.11 In order to comply with Paragraph 5.5, if the composition of the successful candidates in an election results in a majority of the directors being under the age of eighteen (18), then the successful candidate under the age of 18 shall be disqualified, and the candidate with the most votes who is not under the age of 18 shall become the successful candidate. This procedure shall be repeated, as required, until the composition of the Board of Directors complies with Paragraph 5.5.

**Explanatory Note [5.7]:** The *Societies Regulations* do not permit a majority of the Board of Directors to be under the age of 18. In the unlikely scenario that this circumstance becomes possible, Paragraph 5.11 creates a formula to bring the composition of the Board into compliance with the regulations.

5.12 The Staff Board and Editorial Board may not appoint a Staff director or Editorial director if the composition of the Board of Directors results in a majority of the directors being under the age of eighteen (18).
5.13 If one or more candidates are defeated by reason of receiving more "none of the above" votes or "no" votes, in the case of a vacancy among the At-large directors, the Board of Directors shall fill the vacancy.

**Explanatory Note [5.8]:** Due to the Society’s reliance on the AMS to run its elections, and related inability to independently hold by-elections for At-large director positions, Paragraph 5.13 permits the Board of Directors to fill vacancies of At-large directors if an insufficient numbers of At-large directors are elected. The previous Paragraph 55 required that a by-election be held for At-large directorships, but that paragraph has been struck.

5.14 There shall be no voting by proxy in connection with the election of directors.

5.15 The directors may at any time and from time to time, by a Two-Thirds (2/3) Resolution, appoint a Member as a director to fill a vacancy in the directors, provided that the new director is qualified to represent the same constituency as the director they are replacing.

5.16 A director appointed pursuant to Paragraph 5.15 shall hold office only until the expiry of the former director's term of office or until a replacement is elected by the constituency the director represents, whichever occurs first.

5.17 The Board of Directors shall, within two (2) weeks of a vacancy occurring in the office of a Staff or Editorial director, call on the respective Staff or Editorial board to fill the vacancy, provided that more than one (1) month remains in the director's term of office.

5.18 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office pursuant to Paragraph 6.3.

5.19 Provided a director of the Society has been given twenty-one (21) days’ notice prior to a vote being held, they may be removed from office by special resolution at a general meeting, conducted via a secret ballot, or by referendum.

5.20 In addition to Paragraph 5.19, a Staff or Community director may be removed from office by Two-Thirds (2/3) Resolution of the Staff Board, provided:

a) the director is given fourteen (14) days’ notice prior to a vote being held, said notice contained written reasons for the proposed removal;

b) the director is given opportunities to speak to the written reasons and provide a written response;

c) the vote is held by secret ballot; and

d) at least ten (10) Staff Members vote on the motion.

5.21 Staff Members may not vote on a motion to remove a Staff or Community directors from office under Paragraph 5.20 if they were not present for the director’s response to the written
reasons for the proposed removal, if any.

5.22 In addition to Paragraph 5.19, an Editorial director may be removed from office by Two-Thirds (2/3) Resolution of the Editorial Board, provided:

a) the Editorial Board, including the Editorial director, is given three (3) days’ notice prior to a vote being held, said notice containing written reasons for the proposed removal;

b) the director is given opportunities to speak to the written reasons and provide a written response;

c) the vote is held by secret ballot; and,

d) a majority of the editors vote on the motion.

5.23 Editors may not vote on a motion to remove an Editorial Board director from office under Paragraph 5.22 if they were not present for the director’s response to the written reasons for the proposed removal, if any.

Explanatory Note [5.9]: Paragraphs 5.19-5.23 update the mechanism for removing directors to conform with section 50 of the Societies Act, which requires that Members have the power to remove all directors and not just At-large directors. The new provisions also bring the removal mechanism in line with updated notice, quorum and requisition provisions of these By-laws and the requirements of procedural fairness.

Explanatory Note [5.10]: References to particular job titles are also removed to give flexibility to the Board to determine the employees hired by the Society.

5.24 In the event of an alleged breach of Paragraph 2.6, any Member who is not currently a Staff member or director and who has been accused of conducting themselves in a manner that is harmful to the Society may be disciplined or expelled from membership in the Society by a Two-thirds (2/3) Resolution of the Board of Directors. Before a Member of the Society may be disciplined or expelled, the Board must:

a) send to the Member written notice of the proposed discipline or expulsion, including reasons, no less than seven (7) days prior to the Board of Directors meeting at which it is proposed to discipline or expel the Member; and

b) give the Member a reasonable opportunity to make oral or written representations to the Board of Directors respecting the proposed discipline or expulsion.

Explanatory Note [5.11]: Paragraph 5.24 eliminates a backdoor mechanism for the Board of Directors to force out editors or Staff by expelling them as Members. It also adds a requirement for notice, as required by section 70 of the Societies Act.

5.25 The directors shall present a budget for the following fiscal year of the Society at each
annual general meeting, and at other general meetings if so requested by the members or the directors, for the information of the membership.

**Explanatory Note [5.12]:** Paragraph 5.25 clarifies that the budget is not subject to approval by the membership as it is a power of the Board of Directors.

5.26 The fiscal year end of the Society shall be determined by the Board of Directors, provided however that the fiscal year end shall not be changed so to shorten a current fiscal year to less than four (4) months or to extend it beyond fourteen (14) months.

**Explanatory Note [5.13]:** The former Paragraph 64 is struck as it requires that the budget be developed in consultation with the Staff, but in practice, this does not occur.

5.27 The directors shall not incur any liability or make any expenditure unless that liability or expenditure has been included in the Society's budget, or any amendment thereto.

5.28 The directors shall not be remunerated for being or acting as director, but directors shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

**PART 6 - PROCEEDINGS OF DIRECTORS**

6.1 The directors may meet together at any place or by any method they think fit to dispatch business, and otherwise regulate their meetings and proceedings as they see fit, provided, however, that

a) the directors shall meet at least once each month;

b) all meetings of the directors shall be open to the Members, provided however that, by a majority vote of the directors, matters may be dealt with by the directors in camera;

c) all directors shall be given notice of the meetings of directors and an effort shall be made to inform Members of the meetings of directors at least one (1) week prior to the date of any such meeting; and

d) for motions regarding employment and financial matters, the directors shall be given at least fourteen (14) days’ notice prior to the date of the meeting.

6.2 The directors may pass a directors’ resolution without a meeting or notice if all of the directors consent to the resolution in writing.

**Explanatory Note [6.1]:** Paragraph 6.2 allows directors to make motions by consent without holding a meeting. This provides greater flexibility in decision-making procedure when there is unanimous agreement on the required course of action.
6.3 The quorum necessary to transact business at a meeting of the directors shall be a majority of the directors then in office, provided, however, that at least one (1) Staff director and one (1) At-large director is present.

**Explanatory Note [6.2]:** Paragraph 6.3 establishes a formula for quorum rather than the previous by-law requiring specific numbers of directors be present.

6.4 The President, on the request of three (3) directors shall convene a meeting of the directors, within one (1) week of receiving said request.

6.5 The directors may delegate any, but not all, of their powers provided they continue to supervise the management and affairs of the Society.

6.6 Committees shall conform to any rules imposed on them by the directors, and shall report every act or thing done by them to the earliest meeting of the directors to be held after it has been done.

6.7 All business of committees shall be forwarded to the Board of Directors for approval.

**Explanatory Note [6.3]:** Former paragraphs defining specific procedures for the functioning of committees have been deleted. Provisions regarding the management of committees are normally established through a policy manual or resolution of the Board because committees are creatures of the Board.

6.8 A director who is absent from two (2) meetings during their term of office without prior notice to the President or the Board may be deemed by the Board to have resigned from office.

6.9 A director who is absent from four (4) meetings during their term of office may be deemed by the Board to have resigned from office.

**Explanatory Note [6.4]:** The By-laws currently allow for a director to “waive” their participation on the Board. Paragraphs 6.8-6.9 replace those provisions with a mechanism for removing directors if there are two unexplained absences or four total absences. Neither provision automatically forces the director out of their position but allows the Board to remove the director if they believe it is required. Four absences is the benchmark from the current By-laws wherein the Board is allowed to remove a director.

6.10 Resolutions arising at a meeting of the directors or a committee of the directors shall be decided in accordance with the current edition of Robert's Rules of Order Newly Revised, or other such rules of order as approved by Two-Thirds (2/3) Resolution of the Board.

**Explanatory Note [6.5]:** Paragraph 6.10 establishes that resolutions at meeting of directors, or committees, shall be approved in accordance with Robert’s Rules of Order instead of by a simple majority, as well as allowing the replacement Robert’s Rules of Order.
6.11 In the case of an equality of votes, the chair shall not have a second or casting vote, and the resolution shall not pass.

6.12 A resolution proposed at a meeting of a committee of the directors must be seconded, and the chair of the meeting may move or propose a resolution.

6.13 Voting by proxy shall not be permitted at any meeting of the directors or a committee of the directors.

**Explanatory Note [6.6]:** Previous paragraphs regarding the hiring of a Chief Returning Officer have been consolidated with the election by-laws.

**PART 7 - OFFICERS**

7.1 The officers of the Society shall be as follows:

a) The President, elected by the Board from among the At-large directors;

b) The Treasurer, elected by the Board from among the Staff directors; and

c) The Secretary, elected by the Board from among the directors who are Members of the Society.

**Explanatory Note [7.1]:** Paragraph 7.1 gives effect to the officers all being elected by the Board of Directors rather than directly by the Staff or the Members. It also replaces the “Business Manager” with a new position called “Secretary”, which may be combined with the position of Treasurer if that is preferred by the directors. Functionally, the senior manager may be delegated all of the duties of the Secretary but it separates the position from the Society’s officers to allow the Board to better oversee and supervise management.

7.2 The President shall:

a) coordinate the directors in the performance of their duties;

b) conduct, or cause to be conducted, the correspondence of the Society;

b) issue notices of meetings of the directors and committees of the directors and prepare agendas therefore;

d) have such other duties and responsibilities as the directors may from time to time determine.

7.3 The Secretary shall:

a) keep, or cause to be kept, minutes of all meetings of the directors, general meetings and
annual general meetings;

b) keep, or cause to be kept, all records and documents of the Society;

c) keep, or cause to be kept, the common seal of the Society;

d) maintain, or cause to be maintained, the register of Members of the Society;

e) be a signing officer of the Society; and

f) have such other duties and responsibilities as the directors may from time to time determine.

7.4 The Treasurer shall:

a) be one of the signing officers for the Society;

b) conduct or cause to be conducted the publication of the annual budget on the Society’s website;

c) keep, or cause to be kept, the financial records, including books of account, necessary to comply with the Societies Act;

d) render financial statements to the directors, Members and others as required; and

e) have such other duties and responsibilities as the directors may from time to time determine.

7.5 The same director may be elected as both the Secretary and the Treasurer.

7.6 Any officer may be removed from office by Two-Thirds (2/3) Resolution of the Board, provided:

a) the Board, including the officer, is given three (3) days’ notice prior to a vote being held, said notice containing written reasons for the proposed removal;

b) the officer is given an opportunity to speak to the written reasons and provide a written response;

c) the vote is held by secret ballot; and,

d) a majority of the members of the Board vote on the motion.

Explanatory Note [7.2]: Paragraph 7.6 creates a mechanism for the Board to remove an officer.

**PART 8 - REFERENDUM**
8.1 A referendum of the Society shall be called by the President upon:

a) a resolution of the Board of Directors; or

b) a petition duly signed by ten percent (10%) of the Members as evidenced by their Student Numbers and names, and delivered to the President; or

c) a petition signed by twenty (20) Staff Members registered pursuant to Paragraph 10.1.

**Explanatory Note [8.1]**: Paragraph 8.1 updates the referendum requisition procedure to match the new general meeting requisition procedure, by increasing the number of Staff or Members required to initiate a referendum.

8.2 The text of the referendum shall be drafted to ensure that the question is capable of being answered "yes" or "no" and if in the opinion of the Board of Directors a petition for a referendum does not meet this requirement, or does not comply with the Society’s Constitution, By-laws, provincial or federal law, the directors shall forthwith refer the referendum question to an arbitration board composed of one director selected by the Board of Directors, the Member submitting the petition, and one (1) Member appointed by the other two (2) members of the arbitration board. The arbitration board shall amend the question to comply with this By-law, or if it is not possible to do so, shall dismiss the petition. The decision of the arbitration board shall be final and binding.

**Explanatory Note [8.2]**: Paragraph 8.2 is amended to allow the Society to use the existing arbitration board mechanism in the By-laws to amend or strike a referendum requisition that is outside the powers of the Society.

8.3 Subject to Paragraphs 8.4 and 8.7, a referendum shall be put to the Members not less than ten (10) days and not more than thirty (30) days after the passing of a resolution of the Board of Directors calling for the referendum or the submission to the President of a petition as referred to in Paragraph 8.1, or not less than ten (10) days and not more than thirty (30) days after the arbitration board supplies the Board of Directors with a suitable text for the question if the referendum question is referred to an arbitration board in accordance with Paragraph 8.2.

8.4 The Board of Directors may contract with a Student Society to conduct referenda on its behalf, in which case Paragraph 8.3 shall not be in force and a referendum shall be held concurrently with the next general election, by-election, or referendum held by the Student Society.

**Explanatory Note [8.3]**: As discussed, the Society no longer has the independent ability to run referendums or elections and is dependent on student societies to run them on its behalf. Paragraph 8.4 allows a referendum to be held on the student society’s schedule.

8.5 The referendum shall be held on at least two (2) successive School Days for each class of members.
Explanatory Note [8.4]: Due to the use of web-based voting, Paragraph 8.5 is amended to exclude the requirement for physical polling locations.

8.6 A referendum of the Society may, subject to these By-laws, be acted upon by the Society where:

a) a majority, or such greater percentage as may be required by the Societies Act, of the votes cast support the referendum; and

b) the number of votes cast supporting the referendum is equal to or greater than five percent (5%) of the Members.

Explanatory Note [8.5]: Paragraph 8.6 replaces the phrase “A referendum of the Society shall” with “A referendum of the Society may” to clarify that, due to the Board’s responsibility to manage the Society, a referendum does not compel the Board to act on the results of a referendum unless it is required to do so by the By-laws.

8.7 No referendum shall be held except during the School Year.

PART 9 – AT-LARGE DIRECTOR ELECTIONS

Explanatory Note [9.0]: The Society has no independent ability to run referenda and elections and is dependent upon student societies to hold them on its behalf. Part 9 limits the provisions governing elections to essential safeguards of the democratic process where web-based voting is being used. The Society can also contract the AMS or another student society run its elections, which is the normal practice.

9.1 The directors shall by Two-Thirds (2/3) Resolution select a Chief Returning Officer no later than January 30th of each year, for the current Academic Year. The Chief Returning Officer may appoint a Deputy Returning Officer to assist in all Chief Returning Officer duties.

9.2 The Board of Directors may contract with a Student Society to conduct elections for At-large directors on its behalf, in which case it shall not select a Chief Returning Officer and all of the duties of the Chief Returning Officer shall be transferred to the Student Society or its designate for the period of the contract.

9.3 The duties of the Chief Returning Officer shall include but not be limited to:

a) setting dates for campaigning and voting;

b) using a secure, online voting platform and preparing the online ballot;

c) determining and advertising the opening and closing of nominations for candidates, in two (2) consecutive editions of the Newspaper, over fourteen (14) days;
d) making nomination forms available on the Society’s website;

e) validating the nominations and publicizing them at least ten (10) working days prior to voting;

f) setting guidelines and rules for nominations, campaign materials and campaigning, not in conflict with these by-laws; and

g) publishing the results of the election on the Newspaper’s Society’s website.

9.4 Campaigning shall be permitted once the nominations have been closed and officially accepted by the Chief Returning Officer.

9.5 The closing date and time for receiving nominations shall be announced as part of the notice inviting nominations and shall be at least twelve (12) working days prior to the date of the election.

9.6 Nominations must be proposed and seconded and then agreed to by at least ten (10) other members of the Society who shall all have signed the nomination form and shall have identified themselves by name and Student Number.

9.7 Election campaign guidelines shall include the following:

a) Campaigning must cease by 17:00 hours on the day prior to the election;

b) The maximum each candidate may spend shall be determined in advance of the campaign period. A signed statement of expenses must be submitted to the Chief Returning Officer before polls open and may be subjected to audit;

c) Each candidate shall be interviewed by the Newspaper or permitted to have a two-hundred (200) word statement published in the Newspaper prior to the election; and

d) Candidates shall not campaign as a group of candidates on a similar platform for mutual advantage.

Explanatory Note [9.1]: “Slates” are not a part of the tradition of the Society. This bylaw amendment excludes slates from future elections, similar to the AMS elections.

9.8 Persons handling the election in any capacity shall not be voting Staff Members or persons who have performed an Editorial Function for the Newspaper within the past three (3) months.

9.9 Balloting shall be held on at least two (2) consecutive School Days.

PART 10 – STAFF BOARD
Explanatory Note [10.0]: The Staff Board is the vehicle by which Staff Members are empowered to make decisions without being required to give a vote to the general membership, per s. 84(3) of the Act. The establishment of the Staff class of membership has replaced most of this Part. Aside from certain prescribed powers, the residual powers of the Staff are to be transferred to the Editorial Board, and the By-laws adjusted throughout to reflect that shift of authority. This also makes changes to reflect the elimination of the “News Conference”.

10.1 There shall be a Staff Board composed of every Staff member of the Newspaper.

10.2 The Staff Board shall:

a) determine the number of editors, duties of editors, procedures for electing editors, and qualifications to be an editor;

b) in the case of a real or perceived conflict of interest, restrict a Member from reporting on a story;

c) elect or appoint, and establish procedures for electing or appointing Staff or Community directors, or persons to other positions to be filled by the Staff Board from time to time;

d) elect editors from the Staff Members, or remove editors from their positions;

e) discipline or expel Staff Members pursuant to Paragraphs 10.7-10.10;

f) discipline or remove editors pursuant to Paragraphs 12.5;

g) decide on membership in, and appointment of representatives to, outside groups; and

h) advise the Editorial Board on the direction of the Newspaper.

10.3 The chairperson of the Editorial Board shall maintain a register of all current Staff Members.

10.4 All Staff Members are entitled to attend and vote at meetings of the Staff Board.

Explanatory Note [10.1]: The former Paragraph 111A established a definition of a conflict of interest. It is struck so the Editorial Board may establish its own definitions of conflict of interest. There were also provisions allowing the Staff to deem a person to be in a conflict of interest and unable to vote on a matter, but the shift of authority to the Editorial Board leaves few circumstances in which a conflict can arise.

10.5 An advertisement at least two (2) columns wide and two (2) inches high shall be placed in the first three (3) issues of the Newspaper advising Members of the qualifications for Staff Membership, as well as a permanent notice on the Society website.
10.6 A Member ceases to be a Staff member if they have ceased to meet the qualifications outlined in Paragraph 2.2, or voluntarily resign their Staff Membership in a written letter of resignation submitted to the chairperson of the Editorial Board.

10.7 A Staff member may be expelled from Staff Membership, or disciplined, if they have:

a) contravened the Society’s purposes;

b) contravened the By-laws of the Society;

c) acted on behalf of the Editorial Board or the Society without the authority of the Editorial Board or Society;

d) acted against the orders or rules of the Editorial Board or Staff Board; or

e) created a disruptive or intolerable working atmosphere for one (1) or more Staff Members.

10.8 Subject to any appeal to the Board of Directors pursuant to Paragraph 10.10, a Staff member may be disciplined or expelled by Two-Thirds (2/3) Resolution of the Staff Board, provided:

a) the Staff member is given seven (7) days’ notice prior to a vote being held, said notice contains written reasons for the proposed discipline or removal;

b) the Staff member is given an opportunity to speak to the written reasons and provide a written response;

c) the vote is held by secret ballot; and

d) at least ten (10) Staff Members vote on the motion.

10.9 Staff Members may not vote on a motion to discipline or expel a Staff member under Paragraph 10.8 if they were not present for the Staff member’s response to the written reasons for the proposed removal, if any.

10.10 A decision of the Staff Board made pursuant to Paragraph 10.8, may be appealed to the Board of Directors within two (2) weeks of the date that the decision is made. An appeal may be initiated by the Staff member whose status is in question or by any five (5) Staff Members by delivering a signed petition to the President. Upon receipt of the petition, the President shall call a meeting of the directors to deal with the appeal, such meeting to take place within one (1) week of receipt of the petition.

PART 11 – PROCEEDINGS OF THE STAFF BOARD

Explanatory Note [11.0]: The amendments to this section removes references to the “News Conference”, which is a defunct practice, and give the Staff Board the authority to establish its own rules of procedure for how a meeting is called. They also further transfer
of Staff authority to the Editorial Board by striking the authority to make decisions regarding the organization, administration, overall policy and direction of the newspaper.

11.1 Meetings of the Staff Board shall be held as follows:

a) at least once each week at a recurring time and location, without notice;

b) as called by the chairperson of the Editorial Board at any time or location with twenty-four (24) hours of notice by any means as determined by the rules and procedures of the Staff Board; or

c) as called by five (5) Staff Members at any time or location with forty-eight (48) hours of notice by any means as determined by the rules and procedures of the Staff Board.

**Explanatory Note [11.1]:** Paragraph 11.1 establishes a method of calling meetings that do not require formal notice, in addition to creating a mechanism for the Editorial Board to call a Staff meeting.

11.2 The Staff Board may resolve that a question will be decided by a secret ballot to be conducted over the period of time determined in the resolution.

11.3 Quorum for Staff Meetings shall be fifty percent (50%) of Staff Members or seven (7) Staff Members, whichever is less. However, discipline, expulsion or removal of a director or editor requires a quorum of fifty percent (50%) of Staff or ten (10) Staff Members, whichever is less.

**Explanatory Note [11.2]:** Paragraph 11.3 removes the phrase “contentious issues” to define the circumstances in which a higher quorum is required and replaces it with circumstances involving discipline, expulsion, or removal of a director or editor. the meaning of “contentious issues” by limiting it to discipline, expulsion of a Staff member or impeachment of a director or editor.

11.4 A chair and a minute-taker shall be chosen at the start of each meeting.

11.5 Meetings shall be run in an informal manner, except when at least three (3) Staff Members request that the current edition of *Robert's Rules of Order Newly Revised* be followed.

11.6 A record of all Staff decisions made pursuant to these By-laws shall be kept and communicated to all Staff Members, the President, and the Secretary, within one (1) week of the meeting.

11.7 Each Staff member shall be entitled to one (1) vote.

11.8 There shall be no voting by proxy at any Staff meeting.

11.9 The Staff Board may establish any rules of procedure not in conflict with these By-laws for the conduct of its meetings.
PART 12 - EDITORIAL BOARD

Explanatory Note [12.0]: Paragraph 12.1 increases the authority of the Editorial Board by giving it broad responsibility for the content and management of the newspaper, while establishing that its independence is only circumscribed by the responsibilities of the directors acting in the best interests of the Society, which includes protecting editorial independence. The references to editorial independence, both here and in the Constitution, are intended to clarify that journalistic independence is in the best interests of the Society and must be balanced with other considerations by the directors. Notably, the Board of Directors may establish policy that further defines how the principle of editorial independence shall operate.

Consideration was given to a formal dispute resolution process between the Editorial Board and the Board of Directors, however, without the Editorial Board being established as a second board in a bicameral system of governance, it would be confusing to imply the Editorial Board had ultimate authority over content. Such authority can be established, but may make section 55 of the Act applicable to editors. For the purposes of the Societies Act if a person performs the functions of a director certain statutory requirements will apply. This Part explicitly states editors are not to be considered directors.

12.1 There shall be an Editorial Board responsible for the day-to-day production and operation of the Newspaper, including:

a) assignment, editing, layout, type and assembly of copy, photos, and artwork;

b) coordination of editorial staff;

c) enacting any editorial policies of the paper; and

d) ensuring compliance with the Newspaper’s legal obligations with respect to the written material, photography, and artwork published by the Newspaper, and subject to the rights and responsibilities of management and the directors, exercised in accordance with the principle of editorial independence.

12.2 The Editorial Board shall consist of the editors of the Newspaper. The number of editors, duties of editors, procedures for electing editors, and qualifications to be an editor, may be determined by Two-Thirds (2/3) Resolution of the Staff Board from time to time in consultation with the senior manager.

12.3 The editors shall be chosen from the Staff Members for a term of one (1) year by a resolution of the Staff Board. The Staff Board shall also choose the chairperson of the Editorial Board by resolution.

Explanatory Note [12.1]: In other locations within the By-laws, the phrase “Coordinating Editor” is removed where it has referred to the Editorial director on the Board. Paragraph 12.2 provides flexibility to the Staff to determine the titles of all positions on the Editorial
Board, including who is to be the chairperson of the Editorial Board. It also adds the additional requirement that the senior manager be consulted regarding the editorial structure to prevent any inadvertent violations of employment law.

**Explanatory Note [12.2]:** Previously, Paragraphs 140-58 defined the procedure for holding editorial elections, which shall now be defined by the Staff and not within the By-laws.

12.4 If an editor is believed to be acting contrary to or in contempt of the Constitution or By-laws, or applicable laws, they may be removed from their position by the senior manager, subject to any policies of the Board of Directors and the Board of Directors’ ratification of the decision. If an editor removed pursuant to this Paragraph is the Editorial director, they shall continue to be a director of the Society unless removed pursuant to Paragraphs 5.19 or 5.22.

12.5 Notwithstanding Paragraph 12.4, if an editor is believed to be acting contrary to or in contempt of the Constitution or By-laws or is believed to be acting in an incompetent manner towards their position, the Staff Board may discipline or remove the editor by a Two-Thirds (2/3) Resolution of the Staff Board, provided:

a) the editor is given seven (7) days’ notice prior to a vote being held, said notice contains written reasons for the proposed discipline or removal;

b) the editor is given an opportunity to speak to the written reasons and provide a written response;

c) the vote is held by secret ballot; and

d) at least ten (10) Staff Members vote on the motion.

12.6 If an editor removed pursuant to Paragraph 12.5 is the Editorial director, they shall continue to be a director of the Society unless removed pursuant to Paragraphs 5.19 or 5.22.

**Explanatory Note [12.3]:** Paragraphs 12.4-12.5 continue the existing practice of allowing the Staff Members to remove editors from their positions. It also creates a new power for the senior manager to remove an editor in certain circumstances where required. This makes clear that, on content matters in particular, the Editorial Board must be responsive to the Staff Members, and on legal matters it must be responsive to the Board of Directors. The Board of Directors may further define the circumstances in which removing an editor is allowed through policy. In any event, removal is not a free-standing right of the senior manager but requires ratification by the Board.

12.7 Editors are not directors of the Society.

**PART 13 - MANAGEMENT**

13.1 The Board of Directors may appoint a senior manager of the Society and other such employees and persons as may be required to manage the business, financial and other affairs of
the Society under the direction of the Board of Directors and in accordance with the purposes of the Society.

**Explanatory Note [13.1]:** Part 13 is a new section defining the basic management structure of the Society. It establishes the qualifications for a senior manager, as determined by section 61 of the Act, and establishes the breadth of the mandate for any such position.

13.2 A senior manager may only be appointed on the recommendation of a committee composed of equal numbers of appointees by the Board of Directors and the Staff Board. Notwithstanding this Paragraph, the Board of Directors may appoint a temporary senior manager at its discretion until it has received a recommendation from this committee.

**Explanatory Note [13.2]:** Paragraph 13.2 provides a hiring mechanism based on principles of co-determination where both the Staff and the Directors have a hand in managing aspects of the Society. Due to the quasi-supervisory capacity of the senior manager over the Editorial Board, the Staff are given the power to appoint members to the hiring committee rather than the Editorial Board. In the event of a sudden resignation or dismissal, this provision also makes clear that the Board of Directors has a residual hiring power.

**PART 14 - SEAL AND SIGNING OFFICERS**

14.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

14.2 The common seal of the Society shall be affixed only when authorized by a Resolution of the directors and then only in the presence of the persons prescribed in the Resolution or if no persons are prescribed, in the presence of any two (2) of the Signing Officers of the Society.

14.3 The seal of the Society shall be kept in the custody of the Secretary or their designate.

14.4 The Board of Directors may appoint any director, employee, or editor as a Signing Officer of the Society.

**PART 15 - DOCUMENTS AND RECORDS**

15.1 The corporate records of the Society that must be kept under the *Societies Act*, excluding accounting records and those records that include confidential, privileged, or private information, may be inspected by Members of the Society at the offices of the Society. All documents of the Society, including accounting records, shall be open for inspection by a director on any business day during the hours posted by the senior manager.

**Explanatory Note [16.1]:** Paragraph 15.1 aligns the rights of Members with the fiduciary and privacy obligations of the directors. The *Societies Act* identifies classes of material that must be available for inspection at all times, including: the
certificate of incorporation, governing documents, the register of directors, their consents to serve, and their disclosures of interests, court orders related to the society, disclosures by the senior manager, member meeting minutes and resolutions, financial statements, and directors’ meeting minutes evidencing disclosures by directors and senior managers.

PART 16 - BORROWING

16.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the generality of the foregoing, by the issue of debentures.

16.2 No debenture shall be issued without the sanction of a Special Resolution of the Society.

16.3 The Members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 17 - AUDITOR

17.1 This Part applies only if the Society is required or has resolved to have an auditor.

17.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

17.3 At each annual general meeting the Society will appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

17.4 An auditor may be removed by ordinary resolution of the Members of the Society.

17.5 An auditor shall be promptly informed in writing of their appointment or removal.

17.6 No director or employee of the Society shall be appointed an auditor of the Society.

17.7 The auditor may attend general meetings of the Society.

PART 18 - CONSTITUTION AND BY-LAWS

Explanatory Note [18.0]: The previous Part 19 regarding notices to members is struck. The content has been defined elsewhere, for both referenda and member meetings.

18.1 Each Member is entitled to, at a maximum charge of the cost of copying, a copy of the Constitution and By-laws of the Society which the Society shall furnish upon request.

18.2 The Constitution and By-laws of the Society may be amended by a special resolution passed:
a) at a general meeting, called in accordance with Part 3 of these By-laws; or

b) by a referendum held in accordance with Part 8 of these By-laws.

PART 19 – OTHER PUBLICATIONS

19.1 Upon resolution of the Board of Directors, the Society may acquire, operate, or establish newspapers and other publications related to the University.

PART 20 - DISSOLUTION

20.1 In the event of dissolution of the Society, after paying or adequately providing for its debts and obligations, the Society shall devote any remaining assets to the carrying out of one or more of the objectives of the Society if feasible, and if not, the Society, subject to the restrictions in the Societies Act, shall transfer any remaining assets of the Society to the Alma Mater Society of the University of British Columbia Vancouver for the Alma Mater Society to carry out one or more of the objectives of The Ubyssey Publications Society, as determined by a general referendum of the Alma Mater Society held in accordance with its by-laws. If the Societies Act prohibits or restricts the transfer of assets to the Alma Mater Society, The Ubyssey Publications Society shall dispose of such remaining assets of the Society to a Canadian charity or charities which the Board of Directors of the Society shall select. This provision was previously unalterable.

Explanatory Note [20.1]: Paragraph 20.1 is the paragraph on dissolution that was in the Constitution and moves to the bylaws on transition as required by the new Societies Act.