

**Alberta Weekly Newspapers Association**

**BYLAWS**

*Amended June 2018*

## THE ALBERTA WEEKLY NEWSPAPERS ASSOCIATION

### BY-LAWS

#### DEFINITIONS:

For these By-laws:

- a) Association: means San Association or Society incorporated under the Societies Act Revised statutes of Alberta 2000 and Amendments thereto;
- b) AWNA: means the Alberta Weekly Newspapers Association – an Association or Society incorporated under the Societies Act;
- c) Board: means the Board of Directors of AWNA;
- d) Calendar Year: means any year commencing January 1<sup>st</sup> and ending December 31<sup>st</sup>;
- e) Financial Year: means from January 1<sup>st</sup> to December 31<sup>st</sup>;
- f) Majority: unless specified otherwise a majority shall be fifty-one (51%) percent of the members present;
- g) Quorum: unless specified otherwise a quorum shall be twenty-five (25%) percent of the membership of the Association as at the time of mailing a notice of the meeting for which the quorum is being determined;
- h) Societies Act: means the Societies Act Revised Statutes of Alberta 2000 and amendments thereto.
- i) News: is meant to include photographs, graphical representation, feature stories, sports stories, bylines, headlines, cartoons, crosswords, columns, editorials, letter to the editor, community service announcements and local news.
- j) Community: is defined as a group of persons tied to a geographical area, specifically an incorporated municipality (village, town or city) and its rural routes or an ethnic community.
- k) Advertising: means paid or non-paid promotional space. This category also includes house advertisements, make goods, advertorials and free classifieds.
- l) Community Newspaper: is a newspaper whose primary distribution area, which must be designated, serves the definition of a community. Its circulation may extend outside that community but a minimum of 40% of its total circulation must be inside the community. An exception may be

made if distribution outside that area does not infringe on a "community" served by another "AWNA community newspaper". Such exceptions are at the sole discretion of the AWNA Board of Directors as recommended by the membership committee.

- j) Regional Newspaper: is defined as a newspaper that circulates into more than 25% of households in each of the communities of two or more AWNA member newspapers other than its designated community.

## **1. A NEWSPAPER**

A newspaper, for purposes of membership in this Association, shall be a publication, which serves a community through the production of a paper copy from a printing press. It shall be evaluated on content in preference to format or appearance. Over the course of a year, the average news content shall not be less than thirty (30%) percent, excluding flyers. The newspaper's flag must appear on the front page of the newspaper.

## **2. APPLICATION FOR MEMBERSHIP**

The application deadlines for new applications and reapplications are May 31 and November 30 of each year.

Each applicant for membership shall have published continuously for at least 18 months prior to its application, such that they will have published for at least two years when they come up for review by the Membership Committee".

To apply for membership, an applying paper must provide:

- a) a completed membership application form;
- b) circulation audit; circulation audits are only required for publications distributing more than 50,000 copies per year.
- c) one copy for each membership committee member, as well as Central Office for two weeks as randomly predetermined by the committee each year for that year and a copy of one issue for each membership committee member and Central Office for one week of the applicant's choosing, i.e., a total of three issues of each applying paper will be evaluated for the year;
- d) application fee;
- e) all membership application materials must be received at Central Office by 5:00 p.m. on the application deadline;

The Membership Committee will meet prior to the Spring Meeting and fall Board of Directors' meeting each year to review and discuss all applications.

The Committee will make its recommendation on each application to the Board of Directors at the Spring Meeting and at the fall Board meeting each year by way of a vote, which will be accompanied by a short report.

The Board may use its discretion to vote either in accordance with or against the recommendations of the Membership Committee so long as that discretion is exercised in good faith, in view to the best interests of the AWNA and in accordance with the provisions set out in Section 3 of the Bylaws dealing with membership.

### 3. **MEMBERSHIP**

#### Criteria for Regular Membership

(A) Membership in the Association shall be comprised of newspapers which are published in Alberta, the Northwest Territories or Nunavut and are regularly issued once a week, but not more than three times a week. They shall have been so issued for a period of not less than one year, prior to applying for membership. Consideration may be given to applicants not published in Alberta, Northwest Territories or Nunavut that are members of other newspaper associations, based upon merit.

(B) The Board shall approve an applicant's newspaper, before the granting of membership.

(C) All member newspapers shall provide documentation showing that they have applied for an audit with approved circulation auditors, AAM, CCAB CMCA or Verified Audit Circulation (VAC) or equivalent. Proof that this audit is in process must be received by the AWNA before a membership application will be considered. Circulation audits are only required for publications distributing more than 50,000 copies per year.

(D) All members' newspapers are obliged to carry Blanket Classified advertisements and up to five (5) '2 X 2' display advertisements each week on behalf of the AWNA at no charge, except in cases where the subject matter of a particular advertisement does not conform, in its wording or form, to the policy of the member newspaper.

(E) Subject to review by the Board, the Association shall be, and remain, a member of the Alberta Press Council. The Association will inform members of activities and decisions of the Press Council and pay dues approved by the Council. While AWNA is a member of the Press Council, a member newspaper must publish verbatim any decision of the Council regarding a complaint against that newspaper.

(F) Members shall adhere to the bylaws of the Association in order to remain in good standing. Members who contravene the bylaws of the Association will have their membership in the Association suspended, pending a hearing by the Board, who shall make any decision regarding reinstatement or termination.

(G) The masthead of the newspaper shall include within it, the identity of the publisher or publishing company and the newspaper's street address.

(H) The newspaper shall contain:

- news and feature stories that deal with its community.
- no less than 60% of copy which shall be material generated by, or for, the publication.
- an editorial page or forum for readers or opinion.

- (I) Members shall adhere to publications standards, which are endorsed by the Board.
- (J) That all members of the AWNA shall upload their newspapers onto the AWSOM archive specifically for purposes of e-tearsheeting within 24 hours of publication.
- (K) A Regional Newspaper may not become a regular member after June 6, 2008. A regular member that meets the definition of Regional Newspaper after June 6, 2008 may continue to be a regular member.

#### **4. SPECIAL MEMBERSHIP**

- (A) Honorary Life Membership may be granted by the Board of Directors to individuals who have been members of AWNA in recognition of special services, or to any other person, under circumstances deemed by the Board of Directors to justify such action. Life membership of an individual publisher does not relieve that person's paper from obligation to remit fees for membership of such newspaper. The honorary members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of the Association, they shall not participate in any distribution of the Association upon dissolution of the Association; and they shall not be required to pay any membership fees or dues or subscriptions as individuals
- (B) Associate Non-Voting Membership may be extended for one year periods at the discretion of the Board of Directors to persons who have previously held membership in AWNA but have ceased to operate as publishers and to persons who have rendered particular service to AWNA. Associate non-voting membership fees shall be one dollar (\$1.00) per year. Associate non-voting members shall be entitled to receive the confidential bulletins of the Association at the discretion of the Board of Directors.
- (C) Commercial sustaining memberships may be extended to firms and individuals who carry out regular dealings with the Association and who wish to be more closely linked with it. This may include, for example, equipment manufacturers or central plants which print member papers. The annual fee for such members will be two hundred (\$200.00) dollars. Commercial sustaining members shall not have voting powers, now will they receive confidential bulletins of the Association. However, there will be an attempt to have them informed of general trends in the industry and of specific developments within the AWNA that may interest them.
- (D) Affiliate Membership

Publications that are not eligible for Regular Membership in the Association, may apply for Affiliate Membership under provisions set out in bylaw #2.

The Board shall establish the annual dues for this category of membership, but in no case shall the dues be less than that established from time to time by the Board for Regular Members.

Affiliate Members shall not have the right to hold office or vote in Association affairs and shall not have the opportunity to participate in the blanket advertising program or be included in the Association's marketing efforts, but may be entitled to other privileges of membership as determined by the Board.

## **5. MEMBERSHIP FEES**

- (A) Membership fees shall be for the calendar year and are due and payable annually or in installments following receipt of statement. Any member whose current fees have not been paid in full by June 30<sup>th</sup> for that calendar year shall automatically cease to be a member of the Association. Reinstatement may be made only by reapplying for membership as a new member and on payment of all arrears and new membership fees.
- (B) 5 (B) The annual fee for membership in the Association shall be set by the Board of Directors.

## **6. REPRESENTATION**

- (A) The official representative of a regular member shall be an individual who is 18 years of age or older, and is a publisher, editor, or person holding a responsible executive position.
- (B) The official representative of a regular member may appoint, in writing, a representative to attend the annual meeting or special meeting of the Association with full power to vote for and represent his newspaper in every way.
- (C) Any member of the staff of a member of the Association may attend the annual meeting or special meeting of the Association.

## **7. CHANGE OF OWNERSHIP**

A reapplication involving full disclosure of the new ownership must be submitted upon any change of ownership. Any reapplications due to ownership changes will be reviewed by the committee prior to the Spring Meeting at which point any concerns will be reviewed with the reapplying publication.

Membership in the association shall not be personal. If there is a change of controlling ownership or majority control of a member, the membership shall automatically transfer to the new OWNER of the newspaper so long as such OWNER meets the membership requirements set forth in Section 3. Such transfer of membership must be affirmed or rejected, based on criteria set forth in that section by a vote of the board.

## 8. WITHDRAWAL OR TERMINATION OF MEMBERSHIP

- (A) A member may withdraw membership from the Association by giving the Executive Director notice in writing of the member's intention to do so. A member may provide in the notice for the effective date of the withdrawal from membership. If the notice fails to provide for the effective date of the withdrawal of membership then the membership shall cease automatically on the last day of the calendar year for which the member has paid the membership fees.
- (B) Any member so withdrawing from membership shall not be entitled to any rebate of any fees. Any member who resigns, withdraws, or is expelled from the Association shall forthwith forfeit all right, claim, interest and equity arising from or associated with the membership in the Association.
- (C) The Board of Directors shall have the power by a vote of three-fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Board in its sole discretion, to be improper, unbecoming, or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the constitution or by-laws of the Association. If the Board decides to expel or suspend any member they shall serve written notice of their decision upon the member.
- (D) The notice shall provide that the member has the right to attend the meeting of the Board which shall be scheduled in the notice no more than twenty-one (21) days after service of the notice on the member and the notice shall set out the charge or complaint against the member.
- (E) The member shall have the right to be heard by the Board at the time of the meeting. The Board may hear such other evidence as it, in its sole discretion, determines applicable.
- (F) The member shall be automatically suspended from the membership in the Association upon receipt of the notice referred to in Section 8 of these by-laws. Upon conclusion of the meeting referred to in Section 8 of these By-laws the Board shall either:
  - i. Confirm their original ruling;
  - ii. Substitute a lesser penalty;
  - iii. Reinstate the member without penalty;
  - iv. Make such other ruling as the Board in its sole discretion determines necessary.

**8a) INTERRUPTION OF PUBLISHING**

Membership in the Association shall terminate automatically if the member ceases publication of the newspaper for more than 60 days.

**9. NAME CHANGE**

A reapplication is necessary when a member newspaper changes its name. Any reapplications due to name changes will be reviewed by the committee at the Spring Meeting at which point any concerns will be reviewed with the reapplying publication.

**10. ANNUAL GENERAL/ GENERAL MEETING**

- (A) The annual general/ general meeting of the Association shall be held in such place and at such time as may be decided upon by the Board of Directors, to receive the annual reports, to elect officers for the ensuing year, and for all other business and general purposes relating to the affairs of the Association. Notice of the Annual General/ General Meeting shall be sent to all members of the Association by prepaid mail at least twenty-one (21) days before the date of the meeting and shall be mailed to the last known address of each member. The notice of motion is sent out as outlined in schedule A "Notice of Annual Meeting".
- (B) At the annual general/ general or special meeting of the Association, the Association shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's Auditor.
- (C) The financial year of the Association shall commence January 1<sup>st</sup> and end on December 31<sup>st</sup> in order that the financial statement and ratified budget may be presented to the annual meeting of the Association.
- (D) Twenty-five (25%) percent of the regular membership shall constitute a quorum in the Association for the transaction of business.

**11. REPORTS**

At each annual general/ general meeting and special meetings of the Association, the President, Executive Director and each of the committee shall submit a written report of their activities during the preceding year.

**12. SPECIAL MEETINGS**

- (A) The President may call a special meeting of the Association at any time.

- (B) The President shall call the special meeting of the Association upon the written request of twenty-five (25%) percent of the membership of the Association.
- (C) Notice of the special meeting shall be sent to all members of the Association by prepaid mail at least twenty-one (21) days before the date of the meeting and shall be mailed to the last known address of each member.
- (D) Twenty-five (25%) percent of the regular membership shall constitute a quorum in the Association for the transaction of business.

### **13. QUORUM**

QUORUM for all meetings of the Association which includes but is not limited to annual and special meetings shall be Twenty-five (25%) percent of the voting members of the Association as determined on the date of the notice of the respective meeting is mailed to the members.

### **14. ADJOURNMENTS**

Any meetings of the Association or of the Directors may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meetings as might have been transacted at the original meetings from which such adjournment took place. No notice shall be required of any such adjournments. Such adjournments may be made notwithstanding that no quorum is present.

### **15. FIRST DIRECTORS' MEETING**

Immediately following an annual meeting the newly elected Directors shall hold a short meeting for the following purposes:

- i. To appoint or re-appoint a Corporate Secretary;
- ii. To appoint or re-appoint an Executive Director;
- iii. To appoint or re-appoint a Returning Officer;
- iv. To pass signing authority for banking purposes;
- v. To set the date of the next Board of Directors' meeting;
- vi. To consider any business necessary.

#### **15.1 Board of Directors**

The Board of Directors of the Association shall consist of the past president, president, vice-president and six directors. The Executive Director attends all board meetings in an advisory capacity as a non-voting member.

## 15.2 Eligibility of Directors

In order to be eligible for nomination and election to the Board of Directors, an individual must be 18 years of age or older and be a publisher, editor or hold another responsible executive position, of a community newspaper that is a regular member in good standing of the Alberta Weekly Newspapers Association.

## 16. NOMINATIONS AND ELECTIONS

- (A) The Board of Directors shall be elected at the annual meeting of the Association.
- (B) The President and Vice-President shall hold office for two years OR until their successor is elected. Directors may be elected to terms totalling not more than six consecutive years except when the Director has been elected to AWNA Executive office.
- (C) Vacancy on the Board  
When a vacancy occurs on the Board, a quorum of directors then in office may appoint a person (from a member in good standing) to fill a vacancy for the remainder of the term. All appointed positions would remain in effect until the association's next annual meeting and election of officers.

## 17. NOMINATION AND ELECTION PROCEDURES

- (A) Acceptance of nomination shall be presented to the Returning Officer in writing.
- (B) Nominations may be accepted by the Returning Officer until immediately prior to the election for that office.
- (C) The Returning Officer shall inform the meeting of those persons who have been nominated on at least two occasions – on the morning of the election and immediately prior to the vote.
- (D) Voting shall take place by secret ballot. The Returning Officer shall not vote except in the case of a tie as outlined in Section 18 (E). Holders of proxy rights shall be given a number of ballots equal to their own vote plus the number of proxies they have been given.
- (E) In the event of a tie for any one position or for the sixth position of a director, the tie shall be settled by first removing any person who garnered fewer votes than those tied from the voting, secondly by holding another vote and finally by a vote cast by the Returning Officer.
- (F) Prior to any election for any position, those seeking that position will be allowed to address the meeting for not more than three minutes.

**18. OFFICERS**

- (A) The Officers of the Association shall consist of the Past President, the President, the Vice-President and six (6) Directors.
- (B) The Corporate Secretary and the Executive Director shall be appointed annually at the annual meeting of the newly elected Board of Directors.

**19. DUTIES OF OFFICERS**

- (A) President:

It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors and to enforce compliance with the By-laws. He shall be ex-officio a member of all committees of the Association. He shall submit a list of committees and appoint a chairman for each committee at the first regular meeting of the Board of Directors.

- (B) Vice-President:

It shall be the duty of the Vice-President to assist the President in the discharge of his duties and further the work and interest of the Association as directed by the President.

- (C) Corporate Secretary:

It shall be the duty of the Corporate Secretary to ensure that minutes of each director's meeting, annual meeting and special meetings are recorded accurately. The Corporate Secretary shall carry out other duties that are required under the Societies Act.

- (D) Executive Director:

The Executive Director shall have custody of the corporate seal, books and records and other official documents of the Association; shall notify members of the time and place of meetings, and perform all duties assigned to him by the Board of Directors. The Executive Director shall receive all monies on behalf of the Association and shall deposit these monies to the credit of the Association in accordance with paragraph 20 of these by-laws. The Executive Director shall sign or direct to be signed all cheques of the Association. He shall prepare a report of the Association's financial position of the annual meeting and for the Board of Directors when requested. He shall prepare a budget for the Association prior to the beginning of the financial year and shall present the budget in accordance with Section 22 of these By-laws. He shall give a bond satisfactory to the Board of Directors for the safe custody of the monies of the Association which may be in his possession.

- D.1 The following have permission to use the corporate seal:

Executive Director, Controller, Professional Development and Communication Coordinator, the President and Corporate Secretary.

## **20. DUTIES OF BOARD OF DIRECTORS**

- (A) The Directors can manage the affairs of the Society. The Board of Directors shall be the committee of the Association with executive power to employ or discharge agents, to suspend or expel members for cause, to make contracts and to expend the monies of the Association for the lawful purposes of the Association. It shall receive and pass upon reports of all committees, advise and instruct the officers of the Association and shall in all matters act as the representative of the Association when the latter is not in session.
- (B) For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.
- (C) There shall be no remuneration for the Directors and Officers of the Association other than that for expenses as is provided for in the regulations to these By-laws.

## **21. REMOVAL OF DIRECTORS AND OFFICERS**

The Board of Directors may remove any Officers or Directors of the Association, with or without cause, at any time, unless the resolution or contract providing for the appointment of such Officer or Directors stipulates otherwise.

## **22. BANKING RESPONSIBILITIES OF THE ASSOCIATION**

The Executive Director shall be responsible for establishing and maintaining the Association's bank accounts and investments which must be located in a chartered bank, recognized financial institution protected by the Canadian Deposit Insurance Corporation, or at the Province of Alberta Treasury Branches and any account established in the name of the Association must be protected by the Canadian Deposit Insurance Corporation unless it is established at one of the Province of Alberta Treasury Branches.

Any other investment must have the prior approval of the Board of Directors which approval shall be decided by a majority of those directors holding office at the time the approval is requested by the Executive Director.

**23. ANNUAL AUDIT**

The Board of Directors shall appoint an auditor whose duty it shall be to audit the books, accounts and records of the Association or of any officers, employees or committees thereof, and report to the annual meeting of the Association. The books of the society must be audited once a year.

**24. ANNUAL BUDGET**

- (A) The Executive Director shall be responsible for the preparation and presentation of the Association's proposed budget to the Board of Directors for each financial year of the Association.
- (B) In preparing the budget the Executive Director shall, whenever possible, attempt to prepare a balanced budget.
- (C) The proposed budget for the upcoming financial year shall be prepared prior to the expiration of the current financial year and shall be presented to the Board of Directors for their approval and ratification at the last meeting of the Board of Directors for the current financial year.
- (D) At all times the Board of Directors shall have the authority to approve, ratify, amend or reject the proposed budget prepared by the Executive Director.
- (E) Should the Board of Directors amend or reject the proposed Budget prepared by the Executive Director, the Executive Director shall prepare an amended budget, which amended Budget shall be prepared in accordance with the instructions received from the Board of Directors and, the Executive Director shall, within twenty-one (21) days of the last meeting of the Board of Directors in which the proposed budget was submitted, provide a copy of the amended budget to each member of the Board of Directors.
- (F) In the event of the Board of Directors amends or rejects the proposed budget presented by the Executive Director, then the amended budget prepared in accordance with Section 22(e) shall be ratified by the Board of Directors at their last Board of Directors meeting held prior to the Association's annual meeting, which annual meeting is specified in Section 9(a) of these By-laws.
- (G) The ratified budget shall be presented to the members at the annual meeting of the Association.

**25. COMMITTEES**

At any annual or special meeting of the Association, the Officers of the Association may designate committees to assist the Association. The committees' duties and members will be determined by the Officers of the Association. Committees shall not contravene nor modify any policy that

has been adopted by an annual or special meeting of the Association or by its Board of Directors without approval of the majority vote of the Board of Directors. Committees shall report to the Officers of the Board of Directors as required by the Officers of the Association. Each committee chairman shall submit in writing a report of his committee activities at the annual meeting.

## **26. VOTING PROCEDURES**

- (A) Every member of the Association shall at all meetings of the Association be entitled to one (1) vote and the voter may vote by proxy. If a single publisher represents more than one (1) member the publisher shall be entitled to cast an equal number of votes as members he represents. A proxy need not himself be a member, but before entering the meeting and voting must produce and deposit at the registration desk a valid proxy. No member shall be entitled, either in person or by proxy, to vote at meetings of the Association unless the member is in good standing of the Association and such determination shall be in the sole discretion of the Board.
- (B) At all meetings of the Association every question shall be decided by a Fifty-one (51%) percent majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Association or by-law.
- (C) Prior to the commencement of the meeting the chairman shall be required to appoint scrutineers the number of which shall be at his sole discretion. In the event of a challenge by any member of the scrutineers will be required to hand out, collect and count all ballots and will be required to sign and certify the count. The form of ballot to be utilized shall be of a general form as determined by the chairman of the meeting and is to be destroyed after the ballot is deemed official and after the scrutineers have certified the results.
- (D) Prior to entering a meeting a representative of the member must register at the registration desk and the representative of the member shall receive one card per voting member upon registration. Every question shall be determined by the representatives raising their hands and displaying their voting cards. Upon a show of cards every member having voting rights shall have one vote, and unless a challenge is demanded by a member, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Association shall be sufficient evidence of that fact without proof of the number of proportion of the votes accorded in favour of or against such Resolution.
- (E) A challenge may be made by a member after any question has been voted on and may be withdrawn but if the challenge is demanded and not withdrawn the question shall be decided by a majority of the votes given by the members present in person or by proxy and such determination shall be taken by ballot in such manner as the chairman shall direct and

the result of such ballot shall be deemed the decision of the Association and general meeting upon the matter in question.

## **27. RIGHT OF CHAIRMAN TO VOTE AND CASTING VOTE**

- (A) The chairman of an annual or special meeting shall not have the right to vote unless a casting vote is required. The chairman of a special meeting shall have the right to vote and shall not have a casting vote.
- (B) In the event of a tie at an annual or special meeting, the chairman shall be entitled to a casting vote. The chairman shall not have the right to a casting vote at any special meeting of the Association.

## **28. PROXIES**

- (A) Members of the Association shall be entitled to use proxies in a form similar to that which is attached to the By-laws as Schedule B. The proxies must state the time for which the proxy is valid and must also state whether the proxy is valid for an adjournment of the meeting for which it is given. Upon the proxy being deposited at the registration desk at the commencement of the meeting it is irrevocable for that meeting, however, unless stated otherwise in the proxy it is not considered valid for an adjournment of the meeting. All questions as to the validity of the proxy shall be determined by the chairman of the meeting for which the proxy has been deposited for. All proxies must be witnessed and the witness may not be the proxy holder.

## **29. AMENDMENTS TO BY-LAWS**

- (A) Any of these By-laws may be amended at any properly convened annual meeting or special meeting of the Association.
- (B) The By-laws of the Association shall not be rescinded, altered or added to except by special resolution of the Association.

## **30. SPECIAL RESOLUTIONS**

A special resolution of the Association shall be passed by any of the following methods:

- (A)
  - 1. At an annual meeting or a special meeting of which not less than twenty-one (21) days notice by prepaid mail is sent to the last known address of each member, specifying the intention to propose the resolution, has been duly given, and;
  - 2. By the vote of not less than seventy-five (75%) percent of those members who, if entitled to do so, vote in person or by proxy;

- (B) By a resolution proposed and passed as a special resolution at an annual meeting, or a special meeting of which not less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the annual meeting or special meeting so agree, or;
- (C) By a resolution consented to in writing by all the members who would have been entitled at an annual meeting or special meeting to vote on the resolution in person or, when proxies are permitted, by proxy.

### **31. EXECUTION OF DOCUMENTS**

All documents to be executed on behalf of the corporation, other than cheques or bills of exchange, shall be signed by the President or in his absence by the Vice-President, and by the Executive Director.

### **32. INSPECTION OF BOOKS AND RECORDS**

The books and records of the Association may be inspected by the members of the Association at the registered office of the Association during the normal working hours.

### **33. RIGHTS AND DUTIES OF MEMBERS**

The members of the Association shall be entitled to such bulletins as the Board of Directors may from time to time determine, and such other service or services as the Board of Directors may consider for the advancement of the interests of the members of the Alberta Weekly Newspapers Association.

### **34. INFORMATION BULLETINS**

- (A) Any information furnished to any member, or members, of the Association by the Association, its officers, or agents, by means of published bulletins, or otherwise, shall be deemed and treated by such member or members, as strictly privileged; and such member, or members, shall not publish nor disseminate, nor permit to be published or disseminated, information received as aforesaid to any person whatsoever save and excepting members of the Association in good standing and a member, or members, receiving the information as aforesaid, shall do so with the knowledge that the correctness thereof is not guaranteed by the Association and that the Association is not, and shall not be liable to any member, or members for damages caused directly, or indirectly, by an act, omission or neglect, of the Association, its officers, agents, or servants.
- (B) All members violating the confidence regarding information referred to in clause (a) of this article shall be liable to suspension or expulsion from the Association.

### **35. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- (A) Except in respect of an action by or on behalf of the Association where the Association procures a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or a person who acts or acted at the Association's request as a Director or Officer of the Association and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of that Association provided that the director and AWNA complete and sign an indemnification agreement as outlined in Schedule C of the bylaws.
  - i) he acted honestly and in good faith with a view to the best interests of the Association and;
  - ii) in the case of criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful;
- (B) The Association may with the approval of the court indemnify a person referred to in subparagraph (A) in respect of an action by or on behalf of the Association to procure a judgment in its favour, to which he is made a party by reason of being or having been a Director or Officer of the Association, against all costs, charges and expenses, reasonably incurred by him in connection with the action if he fulfills the conditions set out in subparagraphs (A), I and ii).

### **36. INDEMNIFICATION OF OTHERS**

Subject to Section 33, the Association may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite, or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Association) by reason of the fact that he is or was an employee or agent of the Association, or is or was serving at the request of the Association as a Director or Officer, employee, agent of or participant in another Association, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgment, fines in any amount actually and reasonably incurred by him in connection with such action, suit, or proceeding if the Board determines that:

- (A) he acted honestly and in good faith with a view to the best interests of the Association; and;
- (B) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

**37. RIGHT OF INDEMNITY NOT EXCLUSIVE**

The provisions for indemnification contained in the By-laws shall not be deemed exclusive of any other right to which a person seeking indemnification may be entitled under any By-laws, agreement, vote of the members or disinterested Directors or otherwise both as to an action in his official capacity and as to action in any other capacity while holding such office and shall continue as to a person who has ceased to be a Director or Officer and shall enure to the benefit of the heirs and legal representatives of such person.

**38. REGULATIONS**

Regulations of the Association may be passed at any annual meeting or any special meeting with a three-fourths majority of those present. Regulations passed shall become an appendix to these By-laws and shall be attached to the By-laws and shall remain in force until rescinded at an annual meeting or a special meeting by a three-fourths majority.

**39. DISTRIBUTION OF ASSETS UPON LIQUIDATION**

In the event of the liquidation, dissolution or winding-up of the Association, whether voluntary or involuntary, the assets of the Association shall be applied to pay any and all liabilities and debts and any assets remaining thereafter shall be distributed to the C. A. MacLean Bursary Fund provided such Fund is a registered charity for purposes of the Canadian Income Tax Act at the time of the distribution of the remaining assets of the Association. In the event that the C. A. MacLean Bursary Fund is not a registered charity within the meaning of the Canadian Income Tax Act at that time, then the remaining assets shall be distributed to one or more registered charities within the meaning of the Canadian Income Tax Act as the majority of the Board of Directors of the Association shall determine. For greater certainty, none of the assets shall be payable to or otherwise available for the benefit of any member of the Association.

## SCHEDULE "A"

## ALBERTA WEEKLY NEWSPAPERS ASSOCIATION

## NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of the Alberta Weekly Newspapers Association (hereinafter called the "Association") will be held at

\_\_\_\_\_ in the City

of

\_\_\_\_\_ in the Province of Alberta, on the

\_\_\_\_\_ day of \_\_\_\_\_, A.D., 20\_\_\_\_ at the hour of \_\_\_\_\_

\_\_\_\_ o'clock for the following purposes:

1. To receive the annual reports of the Association;
2. To elect all officers for the ensuing year;
3. To receive the financial statement of the Association setting out its income, disbursements, assets and liabilities;
4. To transact such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

BY ORDER OF THE BOARD

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CORPORATE SECRETARY

## SCHEDULE "B"

## PROXY

(ANNUAL / SPECIAL) MEETING OF  
THE ALBERTA WEEKLY NEWSPAPERS ASSOCIATION

TO BE HELD ON \_\_\_\_\_, 20\_\_\_\_\_  
\_\_\_\_\_.  
\_\_\_\_\_.

The undersigned member of Alberta Weekly Newspapers Association hereby appoints \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ as the nominee of the undersigned member to attend and act for the undersigned and on behalf of the undersigned at the Annual meeting of the Alberta Weekly Newspapers Association which is to be held on the \_\_\_\_\_ day of \_\_\_\_\_ A.D., 20\_\_\_\_\_, (and at any adjournment or adjournments thereof in the same manner, to the same extend and with the same power as if the undersigned were present at the said meeting or any adjournment or adjournments thereof):

## Restrictions on Proxy

(in here the proxy can state any restrictions on the power of the proxy holder)

DATED the \_\_\_\_\_ day of \_\_\_\_\_, A.D., 20\_\_\_\_\_

\_\_\_\_\_  
SIGNATURE OF MEMBER

\_\_\_\_\_  
NAME OF NEWSPAPER

\_\_\_\_\_  
Witnessed by:

## SCHEDULE "C"

## INDEMNITY

## BETWEEN:

ALBERTA WEEKLY NEWSPAPERS ASSOCIATION  
A society incorporated pursuant  
To the laws of the Province of Alberta  
(herein called the "Association")

OF THE FIRST PART,

- and -

(NAME OF MEMBER BEING INDEMNIFIED SUCH AS A DIRECTOR,  
MEMBER, OFFICER, ETC.)  
of the (City), in the Province  
of Alberta (herein called the "Director")

OF THE SECOND PART.

## Recitals:

A.....As the Director has agreed to serve as a Director of the Association  
effective the (day) of (month), 20 (year).

(B) As the Association is desirous of the Director to act as a Director of the  
Association and has agreed to indemnify and save the Director harmless  
as herein provided.

THIS AGREEMENT WITNESSES that in consideration of the mutual covenants  
and agreements herein contained, the parties covenant and agree, each  
with the other, as follows:

1. The Director agrees to serve as a Director of the Association effective the  
(day) of (month), 20 (year) subject to all legislative enactments which  
restrict his ability to serve as a Director.
2. The Association agrees to indemnify and save the Director harmless  
against all cost, charges, and expenses, including an amount paid to settle  
an action or satisfy a judgment, reasonably incurred by him in respect of  
any civil, criminal or administrative action or proceeding to which he is  
made a party, by reason of being or having been a Director or an Officer of  
the Association, if:
  - a) he acted honestly and in good faith with a view to the best interests of the  
Association, and;

- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 3. The Association agrees to indemnify the Director in respect of an action by or on behalf of the Association to procure judgment in its favour to which the Director is made a party by reason of having been a Director or an Officer of the Association, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in connection with the action if:
  - a) he acted honestly and in good faith with a view to the best interests of the Association, and;
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 4. In the event of a dispute arising from this indemnity agreement or where an application to the Court for approval of this indemnity agreement may be required, the Association agrees that it shall make such application for court approval and shall provide the Director with proper notice of the application. Such notice to be addressed to the last address maintained by the Association for the Director in the records maintained by the Association.
- 5. The Agreement and indemnities herein contained shall continue in full force and effect to the benefit of the Director so long as he shall remain a Director of the Association. The Agreement and indemnity shall also continue in full force and effect for all acts of the Director during the period of time he acted as Director of the Association.
- 6. This Agreement shall be deemed to have been made in the Province of Alberta and shall be construed in accordance with and governed by the laws of such Province.
- 7. This Agreement and the rights and obligations of the parties hereunder are subject to all present and future laws, rules, regulations and orders of any legislative body or duly constituted authority now or hereafter in the jurisdiction of the parties or any of them or the subject matter of this agreement.
- 8. This Agreement shall enure to the benefit of and be binding upon the parties and their respective heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the parties have properly executed this Agreement this (day) of (month), A.D. 20 (year).

Alberta Weekly Newspapers Association

Per: \_\_\_\_\_

Per: \_\_\_\_\_

Signed in the presence of:

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Witness

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Director