



BC Association of Magazine Publishers (dba Magazine Association of BC) Constitution and Bylaws

Last updated June 23, 2016

Constitution

- 1 The name of the society is the British Columbia Association of Magazine Publishers.
- 2 The purpose of this society is to act as a liaison between British Columbian magazine publishers, government and other interested parties with the purpose of promoting and enhancing magazines that are primarily owned by British Columbians; to design and disseminate educational programs and materials that advance knowledge and skills related to magazine publishing; and to showcase Canadian and, more specifically, British Columbian culture through its representation in magazines.

Bylaws

Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - i) “directors” means the directors of the society for the time being;
 - ii) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - iii) “registered address” of a member means his address as recorded in the register of members.(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 — Membership

3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws, and, in either case, have not ceased to be members.

4 There shall be five classes of membership: Active, Probationary, Affiliate, Associate, and Supporting.

(1) Active membership

- i) Active members shall be those publishers who apply for Active membership in respect of a British Columbian magazine, journal, e-zine or other periodical of a cultural, social, economic, political or artistic nature (provided that any publication deemed by the Association to be a house organ, publication circulated exclusively to a club membership, advertising catalogue, promotion publication or daily or weekly newspaper shall be ineligible) which:
 - a) bases its publishing activities primarily in British Columbia;
 - b) has its effective managerial and editorial control in the hands of British Columbians; and financial control in the hands of Canadians;
 - c) uses the original work of Canadian writers, artists or photographers as a substantial part of its editorial content, and in the case of an e-zine, not have more than 50% of its editorial content composed of material that is syndicated from or reproduced from another website or publication;
 - d) has, for a period of twelve months prior to its application, established regular frequency of publication, and in the case of an e-zine, has been live for a period of six months prior to its application
 - e) has maintained accepted standards of editorial and production quality;
 - f) subscribes to and is willing to work on behalf of the objectives of the Association;
 - g) submits a complete Annual Information Form, pays the requisite membership fee and, with the exception of e-zines, submits one copy of each new issue of its periodical on a timely basis to the Association.

ii) The Board of Directors of the Association shall be entitled to require an applicant for membership to file information and evidence as to its compliance with the conditions contained in Part 2 – Section 4 (1) (i) and shall be empowered to rule on the applicant's eligibility, and in the case of corporate owners, such Board shall determine the percentage of BC ownership and such determination shall be final.

iii) Active members shall have the use of all Association services and shall be eligible to stand for office, to vote at Association meetings and to participate in Association referenda. A member can vote by proxy under certain circumstances. See 22 (3)..

(2) Probationary membership

- i) Probationary membership is open to any publisher who meets all the qualifications for Active membership except that provided in Part 2 – Section 4 (1) (i) (d), duration of establishment.
- ii) Probationary members shall have the use of all Association services. Their representatives shall not be eligible to stand for office, to vote at Association meetings or to participate in Association referenda.

(3) Affiliate membership

- i) Affiliate membership is open to allied and trade organizations which share the aims of the Association.
- ii) Affiliate members may participate without voting rights at Annual General Meetings and at other Association proceedings.
- iii) Affiliate members shall have the use of all Association services and are welcome to become members of committees and participate in all activities except those designated by the Board for Active, Probationary, Associate and/or Supporting members only.

(4) Associate membership

- i) Associate membership is open to allied individuals who share the aims of the association.
- ii) Associate members may participate without voting rights at Annual General Meetings and at other Association proceedings.
- iii) Associate members shall have the use of all Association services and are welcome to become members of committees, act as chairs of committees with the approval of the Board, and participate in all activities except those designated by the Board for Active and Probationary members only.
- iv) Associate membership is distinguished by Supporting membership in two ways:
 - 1) Individuals must apply for an associate membership; anyone interested may become a supporting member.
 - 2) Individuals who are accepted for associate membership pay a substantial yearly fee and can attend all MagsBC events for free, except for special events such as fundraisers, just by registering. Supporting members pay a nominal fee, and get a discount on all MagsBC events they attend.

(5) Supporting membership

Supporting membership is intended to introduce individuals to the association as well as encourage support for and awareness of the association beyond the confines of the magazine industry. As well, we hope to create access to opportunities for new industry professionals and keep dues low to encourage involvement.

Therefore, freelancers, photographers, bloggers, zine publishers, students and recent graduates, new media producers and other professionals from any industry or organization are invited to become members.

- i) Supporting membership is open to any individual who shares the aims of the association.
- ii) Supporting members may participate without voting rights at Annual General Meetings and at other Association proceedings.
- iii) Supporting members shall have the use of all Association services and are welcome to become members of committees and participate in all activities, except those designated by the Board for Active, Probationary, Affiliate and/or Associate members only.

5 Every member shall uphold the constitution and comply with these bylaws.

6 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.

- 7 A person shall cease to be a member of the society
 - (1) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (2) on his death or in the case of a corporation on dissolution;
 - (3) on being expelled; or
 - (4) on having been a member not in good standing for 12 consecutive months.

- 8
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- 9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

Part 3 — General Meetings

- 10 General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.

- 11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 12 The directors may, when they think fit, convene an extraordinary general meeting.

- 13
 - (1) Notice of a general meeting shall specify the place, day and hour of meeting, and in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- 14 The first annual general meeting of the society shall be held not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is:
 - (1) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (2) 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 election of directors;
 - vi) the appointment of the auditor, if required; and

- vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) 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.
- (3) A quorum is 3 members, plus a majority of Board directors then in office or 3 directors, whichever is greater.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 19 If at a general meeting
- i) there is no president, vice president or other director present within 15 minutes after the time appointed for, holding the meeting; or
- ii) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 20 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 21 (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, or verbally via telephone or computer.
- (3) Voting by proxy is permitted if:
- i) a resolution put forward for approval has been circulated at least two weeks in advance of the meeting to all members;
- ii) the resolution is not substantively altered at the meeting; and,
- iii) the person holding the proxy vote is also a member of the association.

- 23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

Part 5 — Directors and Officers

- 24 (1) The directors 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 bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- i. all laws affecting the society;
 - ii. these bylaws; and
 - iii. rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (2) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 25 (1) The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
- (2) The number of directors elected shall be five or more as per clause 25 (1) above, or a greater number as determined from time to time at a general meeting.
- (3) The directors shall make every effort to maintain five or more of their number during their term, and shall actively and in a timely manner recruit potential directors if the number goes to four or less.
- (4) Chairs of committees, if not also directors of the board, may sit as ex officio members-at-large to assist with communication, liaison and information sharing between the board and the committees. They may not vote and their presence cannot be counted as part of a quorum, but in all other ways they may participate in the business of the board, unless directed by the board to exclude themselves, such as when confidential issues are being discussed.
- (5) Up to two advisors may be recommended to and appointed as directors by the board either for a short, defined period of time or for a 2-year term, to encourage the recruitment of experts outside of the magazine industry. Conditions of their involvement are the same as 25 (4) above.
- 26 (1) A director's term is two years from the last annual general meeting.
- (2) If the director is appointed to the board mid-way through the year, their term is up at the second annual general meeting following their appointment.
- (3) Separate elections shall be held for each office to be filled.
- (4) An election may be by acclamation; otherwise it shall be by ballot.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office for two years, which concludes at the end of the second annual general meeting of the society after his election or appointment, where he is eligible for re-election.
- 28 (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 29 Removal of a director:
- (1) The members may by special resolution remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.
 - (2) The board may remove one of their directors from office by a 2/3rds majority vote of the board, but only in situations where the director is:
 - i. In violation of the qualifications for directorship;
 - ii. Found to be demonstrably and repeatedly incompetent, obstructive or abusive;
 - iii. Unable or unwilling to attend at least three-quarters of scheduled board meetings; or,
 - iv. Unable or unwilling to promote the association and its goals through documented evidence.
 - (3) The board will seek mediation prior to director removal.
 - (4) Proxy voting will not apply.
- 30 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of society.

Part 6 — Proceedings of Directors

- 31
- (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 32
- (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 33 A committee shall elect a chairman of its meetings: but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 34 The members of a committee may meet and adjourn as they think proper.
- 35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

- 36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by email or letter, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- i) no notice of meeting of directors shall be sent to that director; and
 - ii) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 37 (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
(2) In case of an equality of votes the chairman does not have a second or casting vote.
- 38 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 39 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

- 40 (1) The president shall preside at all meetings of the society and of the directors.
(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 41 The vice president shall carry out the duties of the president during his absence.
- 42 The secretary shall:
- i) conduct the correspondence of the society;
 - ii) issue notices of meetings of the society and directors;
 - iii) keep minutes of all meetings of the society and directors;
 - iv) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - v) have custody of the common seal of the society; and
 - vi) maintain the register of members.
- 43 The treasurer shall:
- i) keep the financial records, including books of account, necessary to comply with the *Society Act*; and
 - ii) render financial statements to the directors, members and others when required.
- 44 (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- 45 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 — Seal

- 46 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

47 The common seal 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 the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

48 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 foregoing, by the issue of debentures.

49 No debenture shall be issued without the sanction of a special resolution.

50 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 10 — Auditor

51 This Part applies only where the society is required or has resolved to have an auditor.

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

53 At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

54 An auditor may be removed by ordinary resolution.

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

56 No director and no employee of the society shall be auditor.

57 The auditor may attend general meetings.

Part 11 — Notices to Members

58 A notice may be given to a member, either personally, by mail to him at his registered address or by email.

59 A notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle, or sent to a mail server.

60 (1) Notice of a general meeting shall be given to
i) every member shown on the register of members on the day notice is given; and
ii) the auditor, if Part 10 applies.
(2) No other person is entitled to receive a notice of general meeting.

Part 12 —Bylaws

61 On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

62 These bylaws shall not be altered or added to except by special resolution.

Part 13 – No Financial Gain

63 The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society. This provision was previously unalterable.

Part 14 – Dissolution of the Society

64 Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the Income Tax Act, as are designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to "qualified donees" carrying on work of a similar nature to such specific purposes, refunded to the original funder if part of a grant, or returned to a donor, as appropriate. This provision was previously unalterable.