

CONSTITUTION & BYLAWS

Of

Nexus Publishing Society

Updated April 2, 2004

CONSTITUTION
Of
Nexus Publishing Society

The name of the society

1. The name of the society is the Nexus Publishing Society (the “Society”).

Purpose of the Society

2. The purpose of the Society is
 - a. To publish informative, analytical and entertaining materials with focus on issues affecting Camosun College students; in the pursuit of which the society will strive to maintain current journalistic standards of truth, fairness, and accuracy.
 - b. To provide Camosun College students with a publication that is consistent with and in support of the society’s primary purpose.
 - c. To do all such things as are incidental to & ancillary to the attainment of the foregoing purpose stated and the exercise of the powers of the society.
3. No member of the society shall derive personal gain or profit arising as a result of his or her association with the society. This provision is unalterable.
4. The society shall ensure that at all times it functions as a non-profit institution. This provision is unalterable.

Dissolution

5. On the winding up and dissolution of the society, all assets remaining after all debts have been paid or provision for payment made shall be paid, transferred or delivered to a society with a charitable purpose selected by the directors of the society. This provision is unalterable.

BYLAWS OF the Nexus Publishing Society

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “society” means the Nexus Publishing Society;
 - (d) “employee” means a person hired and paid by the society; excluding work-study staff, honorarium paid staff and commissioned staff;
 - (e) “newspaper” means The Nexus or successor.(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 female person include a male person and a corporation.

Part 2 – Membership

3. A member of the society shall be a student currently enrolled at Camosun College who has paid student fees or levies that contribute to the funding of the society.
4. Every member shall uphold the constitution and comply with these bylaws.
5. A person shall cease to be a member of the society
 - (a) by delivering her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on her death;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 4 consecutive months; or
 - (e) on becoming an employee of the society.
6. (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 to put to a vote.
7. All members are in good standing except a member who has failed to pay her student fees or levies or any other subscription or debt due and owing by her to the society and she is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

8. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
9. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
10. The directors may, when they think fit, convene an extraordinary general meeting.
11. (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) Notice of a general meeting and any proposed amendment to the society bylaws shall be published in The Nexus at least 14 days prior to the meeting.
(3) Eligible voters at a general meeting shall be members of the society carrying valid Camosun College student identification.
12. The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

13. Special business is
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (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 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.
14. (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 10 members of the society or a greater number that the members may determine at a general meeting.
15. 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.
16. Subject to bylaw 17, 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.
17. If at a general meeting
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) 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.
18. (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.
19. (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 she may be entitled as a member and the proposed resolution shall not pass.
20. (1) A member in good standing present at a meeting of members is entitled to one vote
(2) Voting is by show of hands.
(3) Voting by proxy is not permitted.
21. Subject to the Society Act and these bylaws, all matters of procedure shall be resolved in accordance with the rules set out in Roberts Rules of Order, most current edition.

Part 5 – Directors and Officers

22. (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
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) 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
23. (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 shall be 5 or a greater number determined from time to time at a general meeting.
24. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
(2) Separate elections shall be held for each office to be filled.
(3) An election may be by acclamation, otherwise it shall be by ballot.
(4) If no successor is elected the person previously elected or appointed continues to hold office.
25. (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 only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
26. (1) If a director resigns her 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.
27. The members may by special resolution remove a director before the expiration of her term of office, and may elect a successor to complete the term of office.
28. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by her while engaged in the affairs of the society.
29. The directors shall be members in good standing of the society.
30. Directors are required to keep in confidence those things requiring confidentiality.
31. Directors are required to attend min of 75 percent of the meetings during their term in office, Directors missing more than 3 meeting in a row may be removed from office by resolution of directors.

Part 6 – Proceedings of Directors

32. (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.
33. (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.
34. 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.
35. The members of a committee may meet and adjourn, as they think proper.
 36. 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.
 37. 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 letter, email or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meeting of directors shall be sent to that director; and
 - (b) 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.
 38. (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.
 39. 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.
 40. 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

41. (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.
42. The vice president shall carry out the duties of the president during her absence.
43. The secretary shall
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) in a timely manner, file with the Registrar of Companies all reports required as per the Society Act currently in force and effect.
44. The treasurer shall
 - (a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required; and
45. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
(2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may be determined pursuant to bylaw 23 (2).
46. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
47. The directors shall appoint one officer to act as Staff Liaison to employees of the society.

Part 8 – Seal

48. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
49. 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

50. 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.
51. No debenture shall be issued without the sanction of a special resolution.
52. 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

53. This Part applies only where the society is required or has resolved to have an auditor
54. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
55. At each annual general meeting the society shall appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.
56. An auditor may be removed by ordinary resolution.
57. An auditor shall be promptly informed in writing of appointment or removal.
58. No director and no employee of the society shall be auditor.
59. The auditor may attend general meetings.

Part 11 - Bylaws

60. On being admitted to membership, each member is entitled to and the society shall give her, without charge, a copy of the constitution and bylaws of the society.
61. These bylaws shall not be altered or added to except by special resolution.

Part 13 - Code of Ethics

62. Members of the society are bound by and shall adhere to this Code of Ethics and shall maintain the standards of conduct derived therefrom:
 - (1) Duty of Integrity - to act honestly and in good faith;
 - (2) Duty of Loyalty - to give loyalty to the society when acting on behalf of the society;
 - (3) Duty of Care - to act in a prudent and diligent manner, keeping informed as to the policies, business and affairs of the society;
 - (4) Duty of Skill - to use one's level of knowledge and expertise effectively in dealing with the affairs of the society;
 - (5) Duty of Confidentiality - notwithstanding the need of members to make an informed decision on an issue by obtaining input from internal and external sources, members are to ensure that information which is normally considered confidential remains so; and
 - (6) Duty of Inclusion - to participate in and encourage full and free debate, respecting differing opinions and values amongst members and the college community.