

# DALHOUSIE GAZETTE

NORTH AMERICA'S OLDEST CAMPUS NEWSPAPER, EST. 1868

## **Dalhousie Gazette Publishing Society Constitution**

*Amended March 21, 2022*

### **INTERPRETATION**

1. In this document:
  - a. "Society" means the Dalhousie Gazette Publishing Society.
  - b. "Board" means the Board of Directors of the Dalhousie Gazette Publishing Society.
  - c. "Chair" means the Chair of the Dalhousie Gazette Publishing Society's Board of Directors.
  - d. "Council" means the Council of the Dalhousie Student Union.
  - e. "Dalhousie" means Dalhousie University.
  - f. "Kings" means University of Kings College.
  - g. "Student Union" means the Dalhousie Student Union.
  - h. "Member" or "Membership" will refer to the members of the Society.
  - i. "Special Resolution" is a resolution passed at a General Meeting by a two-thirds (2/3) majority of members present at the meeting. This resolution is considered special business.

### **GENERAL**

2. The name of the society is the DALHOUSIE GAZETTE PUBLISHING SOCIETY, also known and operated as the DAL GAZETTE.
3. The objectives of the society are:
  - a. To operate a student-lead news publication that reports fairly and objectively on issues of importance and interest to students of Dalhousie University, as well as broader issues of interest to university students, of regional importance, and which may interest the broader community at-large.
  - b. To provide an open forum for free expression of ideas and opinion in order to stimulate meaningful debate, while respecting the rights of individuals.
  - c. To provide mentorship and training to student writers and journalists through a skilled staff of university students and professionals.
4. As an incorporated provincial society, the Society's activities must be compliant with the Societies Act of Nova Scotia.
5. The Society's activities must not infringe upon the Bylaws and Policies of the Student Union.

## **MEMBERSHIP**

6. All Dalhousie students who pay a levy towards the Dalhousie Gazette are general members of the Society.
7. Any other person holding office as an Editor, Manager, or Board Member of the Society will hold status as an honorary member of the Society, but will not be able to vote at general meetings of the Society unless they are also a General Member.
8. The Society does not place any limits on membership based on age, gender identity or expression, sexuality, race, ethnicity, immigration status, religion, language, or disability.
9. All members of the Society have the right to:
  - a. Stand for election to the Society's Board of Directors
  - b. Apply and be considered for any vacant staff position at the Society, provided they meet the eligibility criteria determined by the Board.
  - c. View all of the minutes and financial records of the Society upon request.
  - d. Propose motions at General Meetings of the Society
  - e. Attend and vote at General Meetings of the Society.
  - f. Contribute articles, photos or other content for consideration by the staff of the Society. Additionally, the staff may occasionally consider worthy content from the broader community for publication, provided they are relevant to the goals of the Society.
  - g. No Director or staff member of the Society may be a member of the Dalhousie Student Union's Council or Executive, the Dalhousie Board of Governors, or the Dalhousie Academic Senate while they hold their position with the Society.

## **MEETINGS OF THE SOCIETY**

10. The Annual General Meeting of the Society shall be held no later than March 31<sup>st</sup> of each year.
11. A special general meeting of the society may be called by the Board Chair at any time and must be called if requested in writing by at least fifty (50) members of the society.
12. The Society must provide at least one week's notice of a Special General Meeting, and at least two weeks' notice of an Annual General Meeting.
13. Notice of General Meetings must specify the place, date, and time of the meeting. In the case of special business, the nature of such business must also be provided. This notice shall be advertised through the Society's regular publication.
14. The following items will be regular business at every Annual General Meeting of the Society:
  - a. Adoption of the agenda.
  - b. Approval of minutes of the previous General Meeting.
  - c. Consideration of the financial statements.
  - d. Appointment of members to the Board of Directors.
  - e. Annual report of the Executive, which can be delivered electronically or orally to all members present by a member of the Executive or their designate.

15. No business shall be transacted at any General Meeting of the society unless a quorum consisting of twenty-five (25) members of the society is present at the commencement of such meeting.
16. Advisors or other members of the public may only be present at General Meetings if invited by the Society, and for such portion of the meeting for which their attendance is requested.
17. The Board Chair will serve as Chair for all general meetings of the Society. Members may assign this role to another individual by special resolution. The Chair will only vote in the event of a tie.
18. The Society will endeavour to conduct all meetings in a collaborative manner using a consensus-based decision model. When this cannot be achieved, meetings will be conducted according to the most recent version of Robert's Rules of Order.

## **BOARD OF DIRECTORS**

19. The Board will have at least three (3) and no more than ten (10) Directors, including:
  - a. At most three (3) independent directors, who are not general members of the Society. These directors are appointed by the Board.
  - b. At most one (1) faculty member of either Dalhousie University or Kings College. These directors are appointed by the Board.
20. Directors shall be appointed by the membership at each Annual General Meeting of the Society.
21. To be considered for appointment as a Director, a member must submit their desire in writing to the Chair at least seven (7) days before the next Annual General Meeting.
22. The Board may fill vacant Director positions by a two-thirds (2/3) majority vote. Any Director appointed by the Board will hold office until the next Annual General Meeting.
23. At least 51% of the Board must be comprised of general members of the Society. These are referred to as ordinary Directors.
24. Society membership may remove a Director through a Special Resolution at a General Meeting when proper notice of this resolution has been provided in accordance with these by-laws.
25. The Board may remove a Director through a two-thirds (2/3) majority vote, when the Board has been given at least one week's notice of said vote.
26. If an ordinary Director ceases to be a member of the Society they will cease to be a Director unless otherwise provided in these by-laws, or if permitted to remain on the Board by a two-thirds (2/3) majority vote of the Board.
27. Notwithstanding the item 24 above, in the event a Director misses more than two (2) Board meetings in a row, their term will be ended automatically unless the Board of Directors votes to allow them continue to be a Director.
28. Directors may not also be employees of the Society. However, Directors may contribute to the Society's publication at the discretion of the Chair and Editor-in-Chief, or equivalent.

## **MEETINGS OF THE BOARD OF DIRECTORS**

29. The Board of Directors will meet at least once per semester.
30. Notice will be provided to the Board of the date, time, and location of each meeting at least five (5) days prior to the start of such meeting. The Board may waive this period of notice with unanimous consent. If a Director does not receive notice of a meeting, the work done at the meeting will still be valid.
31. The Board of Directors will also meet after every General Meeting of the Society without notice.
32. The Chair shall be responsible for calling and chairing all Board meetings.
33. The Chair must call a meeting if at least one-third (1/3) of the Directors request a meeting in writing. If this occurs, said meeting must be held within two (2) weeks.
34. Quorum of any Board Meeting will be achieved if these two conditions are met;
  - a. At least two-thirds (2/3) of Directors are present.
  - b. At least 51% of the Directors present are members of the Society (Ordinary Directors).
35. The Chair will be the chair of all Board Meetings. If the Chair is not present, the Vice-Chair will chair the meeting. If both the Chair and Vice-Chair are not present, the Directors who are present will appoint a chair from among themselves to act as chair until the end of the meeting.
36. The Chair will not vote except in the event of a tie. In this case, the Chair will vote to make the decision.
37. Meetings of the Society's Board of Directors and its committees are closed to the public unless otherwise determined by the Board. The Society may choose to hold public meetings/forums at its discretion.

## **DUTIES, AUTHORITY, AND RESPONSIBILITIES OF DIRECTORS**

38. The Board shall be responsibility for overseeing and managing the activities of the Society the, including:
  - a. Ensuring that the Society's finances are responsibly administered.
  - b. Ensuring the society fulfills its obligations to the Union.
  - c. Investigating any formal charge of libel subject to litigation.
  - d. Investigating and mediating formal complaints.
  - e. Directing, managing, inspiring, and coaching the staff of the Society.
39. The Directors may appoint an executive or other committees to do the work of the Society.
40. The members cannot undo in a General Meeting any decision of the Directors provided that such decision relates to the powers granted to the Directors by these by-laws and the Societies Act of Nova Scotia.
41. The Board will, through the Hiring Committee, be responsible for the annual hiring and management of Society staff, and may sign contracts with other people or companies to assist with managing the Society.

42. If Board Members find themselves in a conflict of interest, they must disclose it to the Board and recuse themselves from any voting and discussion on the matter.
43. The Board has the authority to enact and change policies to govern the Society, so long as they do not conflict with these by-laws. All policies of the Society will be made available to Members at their request.

#### **HIRING AND MANAGEMENT OF SOCIETY STAFF**

44. The Board has the sole authority to hire, discipline, and terminate Society staff. Any decision of this nature must occur through a two-thirds (2/3) majority vote of the Board.
45. The Board will be responsible to form a Hiring Committee in accordance with the Committee's Terms of Reference, which will be amended from time to time by the Board. The Hiring Committee's Terms of Reference and the Society's Hiring Policies shall be made publicly available at the request of any Member.
46. The Hiring Committee will be responsible for hiring an Editor-in-Chief, Business Manager, or positions of an equivalent nature, along with Section Editors and other Society staff. Specific positions and associated descriptions and responsibilities will be determined from time to time by the Board. All descriptions and responsibilities will be made available to Members at their request.
47. The Board will manage the performance of the Society's staff and set outcomes as required.

#### **OFFICERS OF THE SOCIETY**

48. The Officers of the Society will be the Chair, Vice Chair, Editor-in-Chief (or equivalent), and Business Manager (or equivalent).
  - a. The Board Chair will be the President of the Society.
  - b. The Vice Chair will be the Vice President of the Society.
  - c. The Editor-in-Chief (or equivalent) will be the Secretary of the Society.
  - d. The Business Manager (or equivalent) will be the Treasurer of the Society.
49. The Board will elect a Chair and Vice Chair from amongst themselves. In the event of a vacancy in either of these roles, the Board shall appoint a Director to fill this vacancy.
50. The Board may choose to remove a Chair or Vice Chair from their role through a two-thirds (2/3) majority vote.
51. Although the Secretary and Treasurer are Officers of the Society, they are not Directors of the Society.
52. The Chair and Vice Chair will hold office until the first meeting which follows the next Annual General Meeting of the Society, or earlier if determined by the Board.
53. The Chair is responsible for supervising the activities of the Society on behalf of the Board. The Chair is a member ex-officio of all committees of the Society. The Chair is responsible for ensuring that the Board and the Society meet their obligations and adhere to these by-laws.
54. The Vice Chair will perform the duties of the Chair if the Chair is not present or otherwise unable to perform their duties, or if the Board or the Chair ask the Vice Chair to do this.

55. The Treasurer will be responsible for the creation and stewardship of the Society's annual budget and ensuring the Society meets its financial and audit obligations, and any other duties determined by the Board.
56. The Secretary will record the decisions of General Meetings of the Society and Board of Directors meetings. The Secretary will prepare minutes, keep records, and store the minutes of the Society's General and Board meetings, along with any other duties determined by the Board. The Secretary may delegate these tasks with the consent of the Board; however, the Secretary will remain wholly responsible for these tasks.

## **FINANCES**

57. The fiscal year of the Society shall be the period from May 1<sup>st</sup> of a given year to April 30<sup>th</sup> of the following year.
58. The Budget of the Society must be approved by the Board each fiscal year and may be amended from time to time. Any non-budgeted must be approved by the Board as they arise. The Board may delegate this approval to a committee.
59. Salaries and honoraria will be determined by the Board at the beginning of each fiscal year.
60. The Treasurer will submit a budget update to the Board for approval in the first thirty (30) days of each semester, along with an overview of transactions from the previous semester.
61. There will be four (4) signing officers of the Society. These officers will be the Chair, Treasurer, the Secretary, the Gazette's accountant.
62. Each cheque issued by the society must be signed by at least two (2) signing officers.
63. Any contract that exceeds either \$10,000 or two (2) years in length must be executed by three (3) members.
64. The Treasurer will ensure that the Society complies with DSU requirements regarding Society audits and financial reporting.

## **MISCELLANEOUS**

65. The Society will give the Registrar of Nova Scotia Registry of Joint Stock Companies a list of Directors with its annual statement. The list will also give the Directors' addresses, occupations, and dates of appointment of election. If a new Director is appointed, the Society will tell the Registrar about the new appointment within (fourteen) 14 days.
66. The Society will give the Registrar two copies of every Special Resolution within fourteen (14) days and request the return of the duplicate copy stamped as to filing particulars by the Registrar.
67. No funds of the Society shall be paid or be available for the personal benefit of any member. The Society shall not make loans, guarantee loans or advance funds to any Director.
68. Any changes to these by-laws must be approved by the membership through a Special Resolution of a General Meeting of the Society.