

W A B CONSTITUTION (Amended June 5, 2010)

ARTICLE 1

The name of the Association shall be **The Western Association of Broadcasters.**

ARTICLE 2 - OBJECTIVES

The objectives of the Association shall be to foster and promote the development of the art of broadcasting amongst its members as hereinafter defined; to encourage interchange of information amongst them, and to protect their interests.

ARTICLE 3 - MEMBERSHIP

Section (i): There shall be three classes of membership in the Association, namely, Active Members, Associate Members and Honourary Life Members.

Section (ii): Active Members

Active membership in the association shall be open to any radio or television broadcast station in Manitoba, Saskatchewan or Alberta .

Section (iii): Associate Members

Any individual, firm, corporation or company engaged in any business connected with broadcasting but not admitted to active membership shall, subject to the approval of the Board of Directors, be eligible to associate membership in the Association. Associate members shall be entitled to such rights and privileges as may from time to time be assigned them by the association or its Directors including representation on the Board or as set forth in the By-Laws, except that such members shall not be entitled to vote at meetings of the Association and may be excluded from attendance at such meetings as the Board of Directors may from time to time by resolution determine.

Section (iv): Honourary Life Members

Individuals recognized by the Western Association of Broadcasters as an Honourary Life Member shall be entitled to all privileges of membership in the Association except that they shall not serve as a Director of the Association.

ARTICLE 4 - ANNUAL MEETING

There shall be an Annual Meeting of the members of this association held at such time and place as the members may decide by majority vote in the annual meeting preceding, or in the event of failure to decide, by the Board of Directors.

ARTICLE 5 - SPECIAL MEETINGS

A special meeting of the members may be called by the President or in his inability, by the Vice-President, or such special meeting shall be called at the written request of one-quarter of the active members of the Association. The meeting may take place in person, by conference call or online.

ARTICLE 6 - QUORUM

A quorum shall consist of one-quarter of the active members in good standing.

ARTICLE 7 - NOTICE OF MEETINGS

Notice of a meeting of the Association shall be e-mailed or delivered to each member at least 14 days prior to the date on which the meeting is to be held.

ARTICLE 8 - VOTING POWER AND PROXY

Each member shall be entitled to all the rights and privileges pertaining to the Association, including the right at annual and special meetings to vote in person or through a duly appointed representative or by proxy. At any meeting of the Association each active member shall be entitled to one vote, such vote to be cast by the duly accredited voting delegate. The voting delegate shall be named in writing to the Secretary not less than five days prior to and duly called meeting. In the event of emergency, the requirement or prior notification may be waived by majority consent.

ARTICLE 9 - MEMBERSHIP FEES

Membership fees shall be determined at the annual meeting of the Association or failing such determination, by the Board of Directors. The membership year will be September 1 to August 31 and fees are due and payable annually. Any member who fails to pay his membership fee as and when same becomes due, or within 120 days thereafter shall thereupon cease to be a member. However, such member may be reinstated by the Board of Directors by resolution passed at a regular meeting thereof, upon payment of all arrears of dues.

ARTICLE 10 - MEMBERSHIP SUSPENSION

Any member of the Association may be suspended for any act which, in the judgement of the Board of Directors, constitutes a wilful violation or breach of any of the terms of these By-Laws or who is guilty of any conduct which may bring discredit upon or be detrimental to the interests of the Association by the affirmative majority vote of the entire Board of Directors by secret ballot at a regular or special meeting, provided however that no such vote shall be taken until such member shall have been advised in writing by registered mail, of the charges preferred against him 15 days before such vote by the Board of Directors. Such statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which such matter will be considered and the member or his representative shall have the right to appear before the Board of Directors and be heard in answer to the charges before final action is taken.

ARTICLE 11 - MEMBERSHIP QUALIFICATION

A member shall automatically cease to be a member if he no longer qualifies for membership under the provisions of these By-Laws.

ARTICLE 12 - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors comprised of **no less than** seven (7) persons, and no more than ten (10) persons representing a minimum of two active members from each of the Provinces of Alberta, Saskatchewan and Manitoba and one (1) Associate member. The Board of Directors shall have power to transact such business of the Association as may come before it and to make a general report at the annual meeting. The Board shall have power to fill vacancies on the Board. Each such Director shall be elected for a period of two (2) years and will assume office immediately following the adjournment of the Annual Meeting and remain in office unless removed pursuant to Article 15 hereof, until their successors are elected.

ARTICLE 13 - TERM OF DIRECTORS

No Director shall serve more than three (3) successive terms.

ARTICLE 14 - DIRECTORS QUORUM

The presence of at least four (4) Directors shall be necessary to constitute a quorum at any meeting.

ARTICLE 15 - DISMISSAL OF DIRECTORS

The office of Director shall be automatically vacated:

- (i) if a Director shall resign his office by delivering a written resignation to the President of the the Association;
- (ii) if he ceases to be a qualified active member of the Association as defined in Article 3;
- (iii) if at a special meeting of members a resolution is passed by the majority of the members present that he be removed from office, or without a meeting, by the Directors with the written approval of a majority of the current voting members.

ARTICLE 16 - PRESIDENT AND VICE-PRESIDENT

The Directors shall elect from amongst themselves a President, a Vice-President and such other officers as the Board may from time to time see fit to elect by process of secret ballot, except that the Secretary-Treasurer need not be a Director. The names of these Officers will be reported to the annual meeting immediately subsequent to the Balloting. Each such officer shall hold office for a period of one (1) year.

ARTICLE 17 - PRESIDENT'S DUTIES

The President shall preside at annual and special meetings of the members of the Association, at all meetings of the Board of Directors of the Association and shall be ex-officio member of all standing committees and such special committees as may from time to time be formed. He will designate the location of the Association's Head Office during his term, will maintain the permanent records in an orderly fashion and will pass them on in good condition upon the completion of his term to the new President. The President shall perform such other duties as may be assigned to him by the Board of Directors.

ARTICLE 18 - VICE-PRESIDENT'S DUTIES

The Vice-President may preside at meetings of members of the Association and of the Board of Directors in the absence of the President. He shall perform such other duties as may be assigned to him by the President or the Board of Directors. In the event of a tie-vote, at any meeting of the Association or of the Board of Directors, the President or the Vice-President, if presiding in his stead, shall have a casting vote.

ARTICLE 19 - PAST PRESIDENT

The Board of Directors may invite the Immediate Past President of the Association to serve it in any advisory capacity, and any Past President accepting such invitation shall have all duties and powers of a Director except the right to vote.

ARTICLE 20 - NOMINATING COMMITTEE

There shall be a Nominating Committee appointed by the President of the Association, consisting of not less than three persons. This Committee shall, at an appropriate and designated time during each annual meeting, report to that meeting its selection of persons to fill forthcoming vacancies in the Board of Directors. The President shall then invite further nominations from the floor of the meeting. If no such

further nominations are offered he shall declare the slate of nominees proposed by the nominating committee duly elected to office for the periods designated. In the event of further nominations being made, the annual meeting shall select its Directors to fill forthcoming vacancies by process of secret ballot. The Nominating Committee shall function otherwise within the framework of directives provided to it by the President or the Board of Directors.

ARTICLE 21 - SIGNING AUTHORITY

All documents of the Association, other than cheques, shall require the signature of the President, Vice-President or one (1) other member of the Board of Directors.

ARTICLE 22 - FISCAL YEAR

The financial year of the Association shall begin September 1 and end August 31 of each year.

ARTICLE 23 - FINANCIAL CONTROL

The President shall determine what expenses may be properly assumed by the Association during his term of office. It is recognized that in the process of running the affairs of the Association, the President may incur certain expenses that are above and beyond those expenses he, or his Company, would incur as an ordinary member. Therefore it is deemed acceptable that the President charge any such reasonable and documented expenses to the Association. The Board of Directors must by motion, approve or disapprove of the President's actions up to the date of each Board meeting. The President, or an officer designated by him, will maintain up-to-date financial records, and appoint an auditor who will provide an interim statement for the Annual Meeting and an audited statement to be sent to the membership not more than two months following the close of the financial year of the Association.

It is incumbent on all Directors of the Board to ensure that the WAB is operated in a fiscally sound manner and does not incur more liabilities than it has assets. Despite the Directors' best efforts, should the association incur a net deficit after discharging all assets, the directors are authorised to discharge all liabilities in a manner to be determined by the board of directors, including if necessary, by billing each member for the pro-rated share of the deficit.

ARTICLE 24 – DISSOLUTION

Should a majority of the Board members of the Western Association of Broadcasters vote in favour of a motion to dissolve the Association, they shall hold a special meeting at the soonest appropriate time for all Members to vote on the motion to dissolve. The vote may be held in person, online or by email. A vote in favour of the motion by a majority of the Members who participate in the vote shall be required to approve the motion to dissolve.

With the approval to dissolve:

1. the Association is authorized to send notice of their dissolution to Industry Canada
2. as incidental and preliminary to dissolution of the Association, the board of directors of the Association is authorized to cause the Association to discharge any liabilities of the Association and is thereafter to distribute any remaining property of the Association in a manner to be determined by the board of directors of the Association; and
3. the directors and officers of the Association are severally authorized to execute such documents including an application for surrender of charter, statutory declaration and a statement of the an officer of the Association certifying certain matters, and to take such other actions as in their discretion they consider necessary or desirable to implement the foregoing.

ARTICLE 25 - AMENDMENTS

These articles may be repealed, amended or altered only by a majority vote of the qualified voting members present at a duly called meeting of the Association, provided the proposed amendment shall have been mailed by the President to all members at least thirty (30) days prior to such meeting or, without a meeting, with the written consent of a majority of the qualified voting members in good standing at a time.

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