

CONSTITUTION

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Definitions

In this Constitution,

“Board of Directors” means the Board of Directors of the Society;

“editor” means any person who is a member of the Editorial Board committee under section 5.1 of Bylaw 1 of the Society;

“Daily” means the newspapers published by the Society, also known as *The McGill Daily* and *Le Délit*;

“Society” means the corporate body known as the Daily Publications Society (DPS);

“University” means McGill University at Montreal, Quebec, Canada;

“voting staff” means any person who has gained voting rights under section 3.2 of Bylaw 1 of the Society.

1. Name

1.1 The Publisher shall be known as the “Daily Publications Society” or « Société des publications du Daily » (SPD). The company is a not-for-profit corporation constituted by Letters Patent under the Canada Corporations Act.

2. Objects

2.1 To publish two student newspapers at McGill University: *The McGill Daily* in English and *Le Délit* in French.

2.1.1 To publish, upon approval by the Board of Directors, any other publications that require additional funding or that may benefit the members of the DPS, as described in the Statement of Principles (SOP).

2.2 To oversee and operate such services and departments as may be necessary for the operation of the DPS’s publications.

2.3 To adhere to its own Statement of Principles and Code of Ethics described in the attached Bylaws.

3. Membership

3.1 All students registered at McGill University shall be members of the DPS except the following:

- a) Students governed by the constitution of the Macdonald College Students’ Society, unless and until they choose to join the DPS and take the appropriate measures to do so;
- b) Graduate students who are non-resident students or who are full-time members of the teaching staff, unless and until they choose to join and take the appropriate measures to do so;
- c) Students registered only in the Centre for Continuing Education, unless and until they choose to join the DPS and take the appropriate measures to do so.

3.2 Nobody can be a member of the DPS who is not a student of McGill University.

3.2.1 Once an individual is no longer a student of McGill University her/his membership in the DPS is automatically revoked.

3.3 The Society shall maintain an up-to-date List of members.

3.3.1 The List shall at least include the name of each member, their electronic mail address, and the fee amount they have paid in the ongoing semester.

3.4 No member may act as a director while s/he is subject to any disciplinary measure under the McGill University Handbook of Student Rights and Responsibilities.

3.5 A member of the DPS has the right:

- a) To become a Board member;
- b) To vote at an AGM;
- c) To introduce potential modifications to the DPS Constitution, for consideration by the Board of Directors;
- d) To become a contributor, subject to the criteria below;
- e) To become a staff member, subject to the criteria below;
- f) To become an editor, subject to the criteria below;
- g) To receive notice of and attend meetings;
- h) To vote at duly constituted meetings on various company matters;
- i) To attend and vote on matters;

j) To vote at a campus-wide referendum.

4. Staff of The Daily

- 4.1 Anyone may become a contributor to The Daily.
- 4.2 To become a voting member of the staff of The Daily the applicant must be a member in good standing of the DPS and meet the requirements set out in The Daily's Policy and Procedure Manual.
- 4.3 The voting staff and/or Editorial board of *The McGill Daily* are the sole and final authorities over the written material, photography, and advertising content proposed by advertisers, for publication in *The McGill Daily*.
- 4.3.1 The voting staff and/or Editorial board of *Le Délit* are the sole and final authorities over the written material, photography and advertising content proposed by advertisers for publication in *Le Délit*. The voting staff and/or Editorial board have final authority over the selection and dismissal of editorial personnel.

5. Ethics

- 5.1 The contributors and voting staff should be fair and accurate in their reports, and must equip themselves with facts to support published statements. They must realize their personal responsibility for everything submitted for publication. They must not falsify information or documents, nor distort or misrepresent the facts.
- 5.2 The contributors and voting staff must respect all confidences regarding sources of information and private documents unless this interferes with the freedom of the press or the need to inform readers on vital matters.
- 5.3 The editors and voting staff must be familiar with the laws of libel and contempt of court in Canada and Quebec, and must observe the laws of international copyright.
- 5.4 The editors must rectify errors, in print, at the first available opportunity.
- 5.5 The editors and voting staff should fully realize their collective responsibility for everything published.
- 5.6 Racial, sexual, and socioeconomic bias or prejudice has no place in the editorial policy or content of the newspaper.
- 5.7 Members of The Daily voting staff, defined in Bylaw 1, who are given authority to edit submissions to the newspaper shall exercise that authority to ensure that submissions are

in accordance with this code of ethics and Statement of Principles.

- 5.8 Wherever there is a lacuna in this code of ethics, the Canadian University Press (CUP) code of ethics will apply.

6. Annual General Meeting (AGM)

- 6.1 Each year at a time and place to be determined by the Board of Directors hereinafter described; the membership of the DPS shall be convened to the AGM of the DPS. This meeting must be scheduled between September and April of each year. Every attempt will be made to schedule this meeting on the McGill Campus at a location that is accessible to the members of the DPS
- 6.1.1 Notice of the AGM will be published in The Daily.
- 6.2 **Objectives of the AGM**
- a) To receive a report on the general state and significant policy directions of the DPS;
 - b) To receive and approve the financial statements of the company;
 - c) To appoint the auditors of the company;
 - d) To elect a new Board of Directors from those candidates duly nominated and presented;
 - e) To give members of the DPS a forum within which to discuss the company;
 - f) To give members of the DPS an opportunity to direct questions and make suggestions.

7. Special General Meeting (SGM)

- 7.1 A SGM will be called by the Board of Directors when it decides to present a question to members of the DPS that cannot, for any reason, be accommodated at the AGM. SGMs must be scheduled during the school year (from September to April).
- 7.1.1 Notice of the SGM must be published in The Daily.
- 7.2 **Objectives of the SGM**
- a) To poll the membership for their opinions on various matters concerning the company;
 - b) To present questions to the membership, which require that a vote be taken.

8. Board of Directors

- 8.1 The governing body of the DPS shall consist of the Board of Directors, which shall

endeavour to meet one (1) time per month during the publishing year.

8.2 Composition of the Board of Directors

- a) Six (6) student representatives elected directly by the members of the DPS at the AGM;
- b) Two (2) Daily representatives elected from the voting staff of *The McGill Daily*;
- c) One (1) *Le Délit* representative elected from the voting staff of *Le Délit*;
- d) These representatives are elected by the voting staff of *The McGill Daily* and *Le Délit*;
- e) The General Manager (non-voting member);

8.2.2 The majority of the directors must be Canadian citizens or permanent residents.

8.3 The Board is free to consult with and invite professionals to board meetings. Professionals would include, but not be limited to, those with print media experience, lawyers, accountants, finance or investment counsellors.

8.4 Powers and Duties

The six (6) elected student directors of the Board shall be responsible for bringing matters of concern from the DPS membership to duly constituted meetings.

8.4.1 The Board of Directors shall have general jurisdiction and final authority over the legal and financial affairs of the DPS, and such other matters imposed by law. "Financial affairs" include but are not limited to: the budget, revenue, expenses and capital expenditures of the DPS and all of its publications, and the circulation, frequency and number of pages published annually by its publications.

8.4.2 The Board of Directors of the DPS may, for the purpose of securing bonds, debentures, or debentures stock, which it is by law entitled to issue, hypothecate, mortgage, or pledge any property, moveable or immovable, present or future, which it may own.

8.4.3 Only the Board of Directors, or its authorized delegate can bind the DPS to any legal obligation.

8.4.4 The Board of Directors shall have general jurisdiction and final authority over employee policy and over the hiring and firing of all salaried or paid personnel who are not elected under the provisions of the DPS Bylaw 1 governing editors of *The McGill Daily* and *Le Délit*.

8.4.5 The Board of Directors may appoint committees, provided that no committee shall have final authority over any matter properly within the jurisdiction of the Board. Members of such committees shall be appointed for such terms as the Board of Directors may determine.

8.4.6 The Board of Directors must appoint from among its members a Chairperson and a Secretary. A Vice-chairperson, Treasurer, and any other officers may also be appointed.

8.4.7 The Fiscal Manager or whomever the Board of Directors appoints, shall be custodian of the seal of the corporation.

8.4.8 Contracts, documents, cheques or any instructions in writing requiring the signature of the DPS shall be signed by signing officers designated by the Board of Directors from its members. The seal of the DPS, when required may be affixed to contracts, documents and instruments in writing. The Board of Directors may allow any registered dealer in securities to deal with any stocks, bonds, and other securities of the DPS.

8.4.9 Directors shall not receive any stated remuneration for their services, but by resolution of the Board of Directors, expenses for special meetings of the Board of Directors may be paid by the DPS. The Directors shall serve without remuneration and no director shall receive any profit from their position. Directors may be paid reasonable expenses incurred in the performance of their duties. Upon approval of the Board of Directors, a director whose professional services may be required may act and be paid the usual professional costs for professional services rendered in connection with the administration of the affairs of the corporation.

8.4.10 The Chairperson shall chair all meetings of the Board of Directors.

8.5 Indemnities to Directors

Every director of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against;

- a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her or him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by

her or him, in or about the execution of the duties of her or his office or in respect of any such liability;

- b) all other costs, charges and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.

9. Board of Directors Meetings

- 9.1 The Board of Directors may establish and amend rules and regulations governing its own meetings and procedures for the transaction of business properly before it.
- 9.2 Motions are adopted by a simple majority vote unless the law requires otherwise.
- 9.3 The approval of certain motions at a regular meeting of the Board of Directors shall require 2/3 of the entire Board. These shall include:
 - a) Matters pertaining to the Chief Returning Officer (CRO, described below), and Judicial Board;
 - b) Passage by the Board of Directors of proposed amendments to the Constitution and Bylaws of the DPS;
 - c) Matters pertaining to the employees of the DPS;
 - d) Questions regarding changes to the fee structure of the DPS.
- 9.4 Five (5)-voting members of the Board of Directors, including one (1) representative of the staff of *The Daily* or *Le Délit* shall constitute quorum for a regular meeting of the Board.

10. Chief Returning Officer (CRO)

- 10.1 The DPS shall have a CRO. He/she shall be chosen by the Board of Directors. The CRO is responsible for overseeing any election or vote at an AGM, and any poll or vote at a SGM. The CRO will also be responsible for running any fee increase referendum.
- 10.1.1 The Board of Directors may request that the CRO of the Students' Society of McGill University (SSMU) act on its behalf.
- 10.2 The DPS shall also have Deputy Returning Officers (DROs) to assist the CRO, where necessary. The DROs will be chosen by the Board of Directors.
- 10.2.1 The Board of Directors may request that the DROs of the SSMU act on its behalf.
- 10.3 The CRO for the following year will be chosen not later than at the last meeting of

the Board of Directors for the publishing and financial year.

- 10.4 The CRO will be responsible for the running of elections of Board members and any other voting procedures for the DPS. This shall include, but not be limited to drawing up nomination forms, preparation of ballots and ballot boxes, counting of ballots and advertising elections, special votes and their procedures. This position will be remunerated.

11. Elections of Directors of the Board

- 11.1 Members of the Board of Directors serve for a one-year term. They may seek re-election at the AGM. A director holds office until he/she resigns or until a new director is elected.
- 11.2 Nominations will open fifteen (15) days before the AGM and will be announced in *The Daily* and another campus-wide publication, one (1) week before and during the nomination period. Nominations will close ten (10) days later.
- 11.3 **Election of Student Representatives to the Board**

The members of the DPS shall vote at the AGM to elect six (6) student representatives to the Board of Directors, the whole pursuant to section six (6) of this constitution and the instructions below.

 - 11.3.1 Student representatives take office the first day of May following their election.
 - 11.3.2 Election of student representatives to the Board of Directors at the AGM shall be by a method that the CRO deems appropriate and approved by the Board of Directors with the following provisions:
 - 11.3.3 Sufficient notice of the AGM and its procedure as well as the procedure for the election of the Board and amendments must be given to all those interested or eligible.
 - 11.3.4 Editors and voting staff of *The Daily* cannot work on the election in any capacity.
 - 11.3.5 Nomination forms shall be prepared by the CRO and shall be available at the offices of the DPS and/or other locations approved of by the CRO and the Board. Nominations must include name, faculty, student ID number, and a position statement of not more than one hundred (100) words, in French and/or English.
 - 11.3.6 Only members of the DPS may run or place names for nomination.

- 11.3.7 Nomination forms must be accompanied by twenty (20) DPS members' signatures who shall sign the form with name, student ID number and signature.
- 11.3.8 The closing date for receiving nominations shall be announced as part of the notice inviting nominations and shall be at 5:00 P.M., five (5) days prior to the date of the election at the AGM.
- 11.3.9 The CRO shall validate nominations and publicize them five (5) days prior to the election. The election will occur at the AGM. The CRO will publicize the AGM and instructions for voting. The notices will be published in The Daily and another campus-wide publication.
- 11.3.10 The information to be published by the CRO on each nominee shall contain the following: name, faculty, and a short position statement.
- 11.3.11 Persons nominated to be student representatives to the Board must be members of the DPS who are not voting members, voting staff or editors of The Daily, or holders of internal SSMU positions or members of SSMU committees.
- 11.3.12 Nominees must have agreed beforehand in writing to serve if elected.
- 11.3.13 After the closing date for nominations the names of the nominees shall be printed on ballots.
- 11.3.14 Ballot boxes will be placed at the AGM. Ballots will be given to all members before or at the AGM where the vote will occur.
- 11.3.15 The CRO may request that the Board of Directors appoint DROs to assist him/her
- 11.3.16 Candidates may provide two (2) scrutinisers.
- 11.3.17 Ballots shall be counted in the presence of scrutinisers from the candidates if available, under the supervision of the CRO. The results will be announced and published in the next edition of The Daily.
- 11.3.18 Ballots shall be considered spoiled if they are not marked in accordance the CRO's instructions.
- 11.3.19 The six (6) nominees with the most votes shall be declared the winners. In case of a tie a recount shall be taken. If the recount upholds the tie, a new vote will be taken.
- 11.4 Any member of the DPS who is not satisfied with the result of the vote may submit a request for a recount to the Chairperson of the DPS. If the request is granted the recount shall take place in the presence of

the unsatisfied person, the Chairperson of the DPS and the CRO.

12. Dismissal of Student Representatives

- 12.1 Board Member attendance at meetings is mandatory. A Board member elected from the DPS or from the staff who cannot attend a meeting is required to notify the Chairperson and give him/her or another director a written proxy. No director may hold more than one proxy. Should a member fail to attend two (2) meetings, without this notification, that member will be replaced at the next meeting. The remaining Board members, by majority vote, including the vote of the chairperson, will replace that Board member for failure to serve and replace that member by appointment.
- 12.2 Any member of the DPS may ask to dismiss a student representative from the Board of Directors, for valid cause, by collecting the name, signature, student number and faculty of at least fifty (50) members of the DPS on a petition calling for the dismissal of the student representative. No more than fifteen (15) of the names may come from students in any one faculty.
- 12.3 The member shall deliver the petition to the CRO, who shall validate the petition.
- 12.4 If the petition is proper, the CRO shall notify the members of the Board of Directors. The petition to dismiss the student representative shall be inscribed on the agenda of the next meeting of the Board.
- 12.5 At a meeting to dismiss a student representative, all student representatives to the Board must be present, except the student representative concerned in the motion to dismiss.
- 12.6 The motion to dismiss a Board member must be proposed and seconded by a Board member following which a simple majority vote will dismiss the student representative from the Board of Directors.
- 12.7 The vacant position may be filled by election or by appointment by the Board.

13. Vacancy

- 13.1 In the event of a vacancy occurring in the Board of Directors, the directors then in office may fill that vacancy from eligible DPS members or may choose to fill the position at the next AGM. Any director appointed or elected in this manner shall hold office for the unexpired term of the absent director.

14. Fees

- 14.1 Upon registration at the University, every member of the DPS shall pay a fee to the DPS in an amount determined by the Board of Directors.
- 14.1.1 The fee shall be levied twice per academic year, for each the fall and the winter terms.
- 14.2 Regularly registered students, full and part time, are members of the DPS and pay the full fee.
- 14.3 "Additional session" graduate students are members of the DPS, and pay one half of the full fee.
- 14.4 Graduate students who are non-resident, or who are full time members of the DPS will pay one half of the full fee.
- 14.5 Students registered only in the Center for Continuing Education who elect to become members of the DPS will pay one-half of the full fee.
- 14.6 The Board of Directors may propose to increase the fee(s) assessed by the Society.
- 14.6.1 Such proposals shall be subject to ratification by members in a campus-wide referendum, in keeping with the procedure outlined in the present Constitution and the appended bylaws.
- 14.7 Should the Society change its corporate or legal status, the fees previously collected for the purposes of the DPS shall be transferred without change to the new body which has taken its place.

15. Amendments to the Constitution and Bylaws

- 15.1 A member of the DPS may request an amendment to the constitution at the AGM, or at any time to a director of the Board for proposal at any duly constituted meeting of the Board of Directors. Only amendments moved and seconded by directors of the Board will be submitted to members of the DPS for a vote at the next AGM or SGM called for that purpose.
- 15.2 The proposed amendment shall be passed by a simple majority of the DPS members voting at an AGM or SGM.
- 15.3 The date of the SGM will be set as needed by the Board of Directors in consultation with the CRO. Consideration will be given to notification of the membership and voting procedures. Results only affect subsequent years, not the year in progress.
- 15.4 Amendments to Bylaws may be requested at an AGM or at any time to a director.

Amendments to the Bylaws must be presented in writing by at least two (2) members of the Board of Directors, and shall be distributed to all members of the Board present at that meeting. Any amendments to the Bylaws shall be passed by a simple majority of members of the Board of Directors present only.

15.5 Amendments to Bylaw 1

Amendments to Bylaw 1 shall be presented and ratified at a joint general meeting of the staff of *The McGill Daily* and *Le Délit* as though presented by a mover and seconder who are voting staff members.

- 15.5.1 An amendment to Bylaw 1 shall be passed by a majority vote by those voting staff members present, subject to ratification by the Board of Directors.

16. Questions to be Voted on by Members

- 16.1 Voting on any matter requiring the decision of the membership of the DPS may be held solely by campus-wide referendum.
- 16.1.1 Notwithstanding the above, members convened in a duly constituted AGM or SGM may vote:
- To elect directors of the Board;
 - To appoint the Society's auditors;
 - To approve the Society's financial statements; and
 - To amend the present Constitution.
- 16.2 **Referenda initiated by Society members**
A member of the Society may propose a referendum question to the Society CRO.
- 16.2.1 In order for a referendum question to be deemed receivable by the CRO, the member shall gather the signed support of at least 3% of all Society members ("quorum"), with no more than 50% of quorum belonging to a single faculty, and within which a minimum of five (5) faculties each represent at least 5% of quorum.
- 16.2.2 For the purposes of this article, graduate student members shall be considered to constitute a faculty.
- 16.2.3 Once the member deems that all the conditions regarding the submission of the referendum question have been fulfilled, she/he shall deliver the proposed question and signatures of support to the Society CRO.
- 16.2.4 A member of the Society may also elect to propose a referendum question to a student representative to the Board of Directors. The director shall take the member's

question into consideration, and provide that discussion on said question be added to the agenda of the next duly constituted meeting of the Board.

16.3 Referenda initiated by the Board of Directors

The Board of Directors may place referendum questions directly before the members of the Society.

16.3.1 In order for a referendum question to be deemed receivable, a director must put forward a motion detailing the proposed question at a regular meeting of the Board of Directors.

16.3.2 The motion to approve a Board-initiated referendum question must be seconded, and pass by a single majority vote of the members present.

16.3.3 At a meeting to approve a Board-initiated referendum question, all student representatives to the Board must be present.

16.3.4 The Chairperson of the Board of Directors shall deliver the approved question to the Society CRO.

16.4 Within two (2) working days of receiving a valid request to have a referendum question placed before members of the Society, the CRO shall have determined whether or not the question is constitutional, interpretable, fair and appropriate. The CRO shall report her/his ruling in writing to all members of the Board of Directors, and to the member proposing the question, if applicable.

16.5 Within two (2) working days of receipt of the CRO's decision, any members of the Board and/or any member of the Society may compel the CRO to refer a proposed referendum question to the Judicial Board, whose verdict may be overruled by a unanimous vote of the Board of Directors.

16.6 The CRO shall run the referendum according to the policies established in the Society's bylaws.

16.7 Inadmissible questions

The following referendum questions shall be considered inadmissible:

- a) Questions regarding the restriction or alteration of the right of an individual member of the staff of The Daily to participate in the standing committees or staff of the newspapers;
- b) Questions regarding the restriction or the setting of rules pertaining to what type of editorial content the staff of The Daily may publish in the newspapers;

- c) Questions regarding the hiring or release of DPS employees;
- d) Questions regarding the DPS's budget during the financial year in progress;
- e) Questions allowing members to opt-out of the DPS, or otherwise eliminating or reducing its membership;
- f) Questions reducing or eliminating fees.

16.7.2 A referendum question calling for an official reprimand of the Board of Directors and/or the editorial board of either or both *The McGill Daily* and *Le Délit* shall be considered admissible.

16.8 Reaffirmation referenda

A reaffirmation referendum question shall explicitly (1) detail the reasons for the newspapers to exist, (2) ask members whether they continue to support the fee, and (3) provide and specify that a negative vote would result in the termination of the newspapers' production.

- a) A reaffirmation referendum may not be initiated directly by a Society member.

17. Passage and Quorum

17.1 Quorum for an AGM is the Board of Directors, the General Manager or his/her representative, and the CRO, or election officers.

17.2 Quorum for a SGM is the Board of Directors, the General Manager or his/her representative, and the CRO, or election officers.

17.3 Quorum for a campus-wide referendum vote is ten (10) percent of members of the DPS.

17.4 A motion at an AGM or SGM shall pass if approved by a simple majority of those members voting.

17.5 The motion then voted on by the DPS membership will carry unless its procedure and legality are questioned.

17.6 Any alleged illegality or allegation of procedural irregularity must be presented in writing by any member of the DPS to the CRO, the Board of Directors and the Judicial Board.

18. Judicial Board

18.1 The DPS shall have a Judicial Board, which shall be composed of four (4) senior McGill University law students chosen by the Board of Directors. The Board of Directors may choose the SSMU Judicial Board.

18.2 The Judicial Board shall consider complaints brought to it by members of the DPS

regarding actions on the part of the DPS bodies and/or officers. They will be called on to hear and advise on matters which are allegedly unconstitutional, or which allegedly contravene the Bylaws of the DPS. The Judicial Board shall consider questions referred to it by a resolution of the Board of Directors of the DPS regarding the interpretation of the Constitution or the constitutionality of actions contemplated by the Board of Directors, or procedures for an AGM, SGM or referendum.

- 18.3** The Judicial Board shall have the right to respond to complaints judged by it to be valid in the following manner:
- 18.3.1** The Judicial Board may declare null and void initiatives of DPS bodies judged to be in violation of the Constitution or the Bylaws.
- 18.3.2** The Judicial Board may remove from office any person holding a position within the DPS judged to have blatantly violated the Constitution or the Bylaws.
- 18.3.3** In the case of persons holding office in The Daily under Bylaw 1, the Judicial Board may consider complaints only after *The McGill Daily* or *Le Délit* staffs have been given an opportunity to address the matter.
- 18.4** The Judicial Board is free to ask for and accept advice from a lawyer. •

Ce document est disponible en français.

The English text takes precedence over the French text, and the present version prevails in the case of major differences between either versions.