



## **Circulation Management Association of Canada**

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# **BY-LAWS**

**Original by-laws dated November 19, 1985, with amendments adopted as a result of an Annual General Meeting consensus June 8, 1999.**

# **Mission Statement**

**To provide professional development, promote fellowship within the circulation profession, and to raise the profile of circulation professionals by rewarding outstanding achievement.**

## **BY-LAWS**

BY-LAW #1/Constitution

### **OBJECTS**

1. The CMC CIRCULATION MANAGEMENT ASSOCIATION is a non-profit organization formed to assist persons in the periodical circulation management profession in Canada. The objectives of the corporation are:
  - (a) to provide educational programs related to periodical circulation in the form of seminars, workshops, etc. for members and non-members;
  - (b) to encourage sharing of information and ideas by publishing a newsletter and providing other forums for interaction among members;
  - (c) to set up and maintain a list of members and potential members which list will be available for rent to persons or firms approved by the Board of Directors at a price determined by them.

### **HEAD OFFICE**

2. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

### **BOARD OF DIRECTORS**

3. The affairs of the Corporation shall be managed by a board of eight (8) directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. At each annual meeting, four (4) directors shall be elected for a term of two (2) years. If there are more than four (4) positions available on the board at the annual meeting, the four (4) candidates receiving the most votes shall serve for a two (2) year term, and the remaining positions will be filled by the candidates receiving the next highest number of votes, and the term shall be for one (1) year.

At least forty (40) days prior to the annual meeting/election, members shall be mailed a notification inviting nominations for the directors' positions. Nominations must be submitted to the then current board of directors at least ten (10) days before the date of the annual meeting. If the total number of nominations equals the total number of positions available on the board, the election shall be by a show of hands. Otherwise, the election shall be by ballot. A member who is elected or appointed a director is not a director unless the member was present at the meeting at which he was elected or appointed and consented to act as a director, or unless he consented to act as a director in writing before such election or appointment or within ten (10) days thereafter.

### **REMOVAL OF DIRECTORS FROM BOARD**

4. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

#### **VACANCIES, BOARD OF DIRECTORS**

5. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, after first calling for nominations as outlined above.

#### **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

6. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may be from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or one of the Vice-Presidents or by the Secretary on direction of the President or one of the Vice-Presidents, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than three days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

#### **ERRORS IN NOTICE, BOARD OF DIRECTORS**

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

#### **VOTING, BOARD OF DIRECTORS**

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman

that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by a Vice-President or such other director as the board may from time to time appoint for the purpose.

## **POWERS**

9. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, and kind of contract which the Corporation may lawfully enter into and, save as hereinafter provide, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorised to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **REMUNERATION OF DIRECTORS**

10. The directors shall receive no remuneration for acting as such.

## **OFFICERS OF THE CORPORATION**

11. There shall be a President, a past-President, two Vice-Presidents, a Secretary and a Treasurer and such other officers as the board of directors may determine by by-law from time to time. Any such officers or appointees must be members of the corporation during the time of their service. The immediate past-President shall be an officer of the Corporation ex officio, for the year following his presidency or until such time as there is a new immediate past-President.

The President and Vice-Presidents shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## **DUTIES OF THE PRESIDENT AND VICE-PRESIDENT**

12. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by a

Vice-President, and if a Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### **DUTIES OF SECRETARY**

13. The Secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for the purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

### **DUTIES OF TREASURER**

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

### **DUTIES OF OTHER OFFICERS**

15. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

### **EXECUTION OF DOCUMENTS**

16. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President and one of the Vice-Presidents and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the an may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-law of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

## **BOOKS AND RECORDS**

17. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **MEMBERSHIP**

18. The membership shall consist of all applicants for the incorporation of the Corporation, and subsequent members as admitted as members by the board of directors. The directors' admission of members shall be based on the following membership guidelines:

- \* Any individual employed by a firm or corporation involved with periodical circulation or suppliers thereto are eligible for membership. Such individuals will include circulation directors, managers and staff; publishers and their employees; suppliers of goods and services to the periodical circulation industry.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation. Membership fees are not refundable. However, memberships may be transferred to another person employed by the same firm as the resigning member.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member in good standing shall be promptly informed by the Secretary of his admission as a member.

## **DUES**

19. Dues or fees payable by members shall from time to time be fixed by unanimous vote of the board of directors. The Secretary shall notify the members of the dues or fees at any time payable by them and, if they are not paid within 60 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

20. The annual or any other general meeting of the members shall be held in Ontario at a place determined by the board of directors and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented, directors shall be elected to the board as outlined above,

and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members of the Corporation. No public notice nor advertisement of the members; meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by pre-paid mail or telegraph, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

#### **ERROR OR OMISSION IN NOTICE**

21. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be the address recorded on the books of the Corporation.

#### **ADJOURNMENTS**

22. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **QUORUM OF MEMBERS**

23. A quorum for the transaction of business at any meeting of members shall consist of not less than one-half of members present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten (10) members present in person.

#### **VOTING OF MEMBERS AND PROXIES**

24. Subject to the provision, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question, other than nominations for and the election of the board of directors as described above in paragraph 3, shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member

having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and the result of such poll shall be deemed the decision of the Corporation in general meetings upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

With the exception of the election of directors at the annual meeting, it shall be permissible to hold a members; vote by mail, allowing at least 2 business days for the mailing to reach the members and at least 5 business days for the return of votes.

### **FINANCIAL YEAR**

25. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of July in each year.

### **CHEQUES, ETC.**

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **NOTICE**

28. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is given or if delivered to his recorded address or if mailed to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

### **BORROWING**

29. The directors may from time to time
- a) borrow money on the credit of the Corporation
  - b) issue, sell or pledge securities of the Corporation; or
  - c) charge, mortgage, hypothecate or pledge all or any securities or power, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation

From time to time the directors may authorise any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### **INTERPRETATION**

30. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### **LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

31. Except as otherwise provided by law, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or:

- (a) for any loss, damage or expense happening to the Corporation due to the insufficiency or deficiency of title to any property acquired by the Corporation; or

- (b) for the insufficiency or deficiency of any security in or upon which any monies belonging to the Corporation shall be invested; or
- (c) for any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation; or
- (d) for any loss, conversion, misapplication or misappropriation of any monies, securities or other assets belonging to the Corporation; or
- (e) for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office,

unless the same shall happen through his failure to exercise the powers and discharge the duties of his office honestly, in good faith and in the best interest of the Corporation, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Corporation shall at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:

- (a) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him in respect of any act, deed or matter made or permitted by him in the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in relation to the affairs of the Corporation, except such costs, charges and expenses as are occasioned by his own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

Passed by the board of directors and sealed with the corporate seal this **nineteenth day of November 1985**.

Originally signed by:

\_\_\_\_\_  
President  
Susan McLeod

Originally signed by:

\_\_\_\_\_  
Secretary  
Catherine Lewis