



Briarpatch Incorporated

Constitution & Bylaws

Article 1: Name

There is constituted hereby an organization incorporated as Briarpatch.

Article 2: Masthead and Objectives

2.1. Masthead

Briarpatch is a non-profit Canadian magazine that publishes six times yearly. On the cutting edge of Canada's alternative media movement, *Briarpatch Magazine* embraces complexity, controversy, and debate, exploring political, social and environmental issues from a radical, grassroots perspective. Fiercely independent, often irreverent and never irrelevant, *Briarpatch* shines a light on oppressive power structures and gives voice to those working for a sustainable society built on social justice and mutual aid.

2.2. Objectives

- A) To publish a magazine and related materials that reflects our masthead.
- B) To strive to put our principles of social and environmental justice into practice in all decisions of the organization.
- C) To provide opportunities for growth and development in the field of independent media and grassroots activism.
- D) To serve as a resource for community action, empowerment, and social justice.

Article 3: In the event of dissolution

- 3.1. In the event of dissolution, the properties and assets of the Corporation shall, after payment of all liabilities, be donated to a recognized charitable organization as may be decided by a general meeting.

Article 4: Membership

- 4.1. The membership shall consist of individuals and organizations.
 - 4.1.a. Any individual or community group may become a member of the Corporation upon application and payment of the membership fee.
 - 4.1.b. Each individual member shall be eligible to attend the annual general meeting, and shall have one vote and shall be entitled to seek election to office. Members may make requests to the chair to attend a regular meeting of the Board.



- 4.1.c. Each group shall elect one delegate who shall be entitled to the same privileges as an individual member (as in (b) above).
- 4.1.d. Members may resign in writing which shall be effective upon acceptance by the Board of Directors.
- 4.2. The membership fee shall be determined by the Board of Directors and collected at the Annual General Meeting. This fee entitles members to one year membership in the Corporation.

Article 5: Board of Directors

- 5.1. The affairs of the Corporation shall be managed and administered by a Board of Directors. The Board of Directors shall consist of eight to fourteen directors elected at the Annual General Meeting from among the membership.
 - 5.1.a. No fewer than four directors must be women.
 - 5.1.b. The Board of Directors shall elect a chairperson, secretary and treasurer.
- 5.2. The Board shall meet bi-monthly, with directors of the Board meeting as required in the interim. The date of a regularly scheduled meeting may be changed by a motion approved by the majority of the Board. Any two Directors may call other Board meetings as deemed necessary.
- 5.3. Directors shall determine by a simple majority vote whether or not a director has a conflict of interest. A director who declares a conflict of interest or who has been declared to be in a conflict of interest by the Board shall not enter into debate or vote concerning the matter.
- 5.4. Any vacancies that exist prior to the annual general meeting may be filled at a regular Board meeting.
- 5.5. If in the opinion of the Board a Director is not acting in the best interests of Briarpatch, the Board may by a simple majority vote call an extraordinary meeting of the Board to determine whether or not the director concerned shall be dismissed from the Board.
- 5.6. Any director missing three (3) consecutive meetings of the Board without notice of intent to be absent may be removed from the Board.
- 5.7. Upon suspension or expulsion the director concerned shall vacate any office or position in the corporation held by him/her. There shall be a right of appeal to the membership at the next general meeting in the event of suspension or expulsion.
- 5.8. Five directors present shall constitute a quorum for a meeting of directors.



Article 6: Powers

- 6.1. The Board of Directors may administer the affairs of the corporation in all things and make or cause to be made for Briarpatch, in its name, any kind of contract which the Corporation may lawfully enter into.
- 6.2. The Board will be responsible for the hiring and releasing of all employees.
- 6.3. The Board shall set up director portfolios and ad hoc committees as they deem necessary to adequately serve the needs of the Corporation. Each portfolio or ad hoc committee shall consist of at least one director to be named by the Board. An ad hoc committee shall exist only so long as it serves a current, useful purpose. An ad hoc committee may be dissolved by the Board if, in the Board's opinion, it no longer serves the current, useful description above.

Article 7: Standing Portfolio's

- 7.1. The Board shall consist of the Personnel Portfolio and the Treasurer Portfolio.
- 7.2. Personnel shall advise the board on all matters related to the hiring, releasing, and maintenance of good relations with employees.
- 7.3. The Treasurer shall periodically review all financial records of the corporation, and shall report to the Board each quarter on the financial health of the corporation. The Treasurer shall have the accounts examined by an accountant appointed by the members at the annual meeting and shall present an audited financial statement or review engagement at the annual meeting.
- 7.4. The directors may appoint or elect any portfolio members as may be required and shall assign duties to them.

Article 8: Annual & Special Meetings of Members

- 8.1. The annual meeting shall be held each year on a date set by the Board.
- 8.2. At every annual general meeting, in addition to any other business, the board releases their portfolio reports which are reviewed alongside the staff reports, the financial statement, the minutes of the previous annual meeting and the report of the auditor shall be presented. A review engagement or audit shall be approved for the subsequent fiscal year.
- 8.3. The terms of office of all elected directors shall terminate at the annual general meeting.
- 8.4. Directors retiring from office shall be deemed to hold office until conclusion of the meeting at which they retire.



- 8.5. Notice of an annual meeting of the Corporation shall be posted in Briarpatch Magazine in the issue prior to the meeting.
- 8.6. A special meeting of the Corporation may be called by a majority of Directors as and when they consider it necessary. They shall call a special meeting when requested to do so in writing by no less than 10 per cent of the Corporation's members. Such requests shall state the purpose of such meetings.
- 8.7. Notice of a general meeting shall be given in writing to the members 15 days prior to the meeting.
- 8.8. At annual and general meetings, 10 per cent of the members of the Corporation shall be considered a quorum.
- 8.9. Voting on board decisions will be made by consensus decision making. Consensus decision making training will be made available to all board members as needed.

Article 9: Financial Year

- 9.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

Article 10: Bylaws, Resolutions and Amendments

- 10.1. The bylaws of the Briarpatch Corporation may be amended by special resolution. Special resolution means a resolution passed by at least two thirds of the votes cast at a general meeting of the Corporation of which not less than 15 days notice specifying the intention to propose the resolution has been given. Article 6 ("Powers") shall not be added to, amended or in any way altered except by a unanimous vote.

Article 11: Liabilities

- 11.1. Every Director and every officer of the Corporation and heirs, executors, administrators and other legal personal representatives shall, at all times, be indemnified and saved harmless by the Corporation from and against:
 - 11.1.a. Any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a Director for or in respect of the execution of duties of office; and
 - 11.1.b. all other costs, charges and expenses that a Director sustains or incurs in respect of the affairs of the Corporation except by his/her own willful neglect or default.



- 11.2. No Director of the Corporation shall be liable for the acts, receipts, neglects or defaults by any other director or employee, or for joining in any act of conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of to the Corporation shall be invested or for any loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by any error or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trusts or in relation thereto unless the same shall happen by or through his/her own willful act or default.
- 11.3. Any act or proceeding of any director of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such director or directors.
- 11.4. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Passed by the Board of Directors

June 27th 2013