

**NOTICE OF ANNUAL MEETING OF MEMBERS OF
PRESS FORWARD MEDIA ASSOCIATION**

To be held on July 7, 2021 at 3 pm (EDT)/Noon (PDT)

NOTICE is hereby given that the first annual and special meeting (the “**Meeting**”) of the Members of the **Press Forward Media Association** (the “**Corporation**”) will be held via tele/video conference.

To access the meeting, join via Zoom: <https://zoom.us/j/2506617277>; or call 778-907-2071, meeting ID 250 661 7277. The meeting will be held July 7, 2021, at 3 pm EDT/Noon PDT for the following purposes:

1. To receive the financial statements of the Corporation for the financial year ended **December 31, 2020** together with the Notice to Reader thereon;
2. To confirm that the following directors shall continue as directors of the Corporation until the next annual meeting of the Members in 2022:

- a) Stacy Lee Kong
- b) Lela Savic
- c) Mike De Souza
- d) Jeanette Ageson
- e) Brent Jolly
- f) Rachel Pulfer
- g) Hamdi Issawi

3. To appoint an auditor of the Corporation for the ensuing year;
4. To approve the following resolution to reflect the appropriate designation of members:

Subject to the Articles, there shall be one class of members of the Corporation. Membership in the Corporation shall be available only to corporations interested in furthering the Corporation’s purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member is allowed to cast one (1) vote.

5. To approve By-law Number 1, being a general operating by-law of the Corporation;

6. To confirm past corporate proceedings of the directors and members of the Corporation from the date of incorporation to the date hereof; and
7. To transact any other business which may properly come before the Meeting and at any adjournment or adjournments thereof.

The directors are entitled to receive notice of the Meeting. Every member of record of the Corporation is entitled to receive notice of and vote at the Meeting.

** If you cannot attend the Meeting in person, you may vote by using the attached form of Proxy. If voting by Proxy, please complete, sign and return it by email to Jillian van der Geest, co-ordinator (jillian@pressforward.ca) or by mail or courier to the registered office of the Corporation, 147 Spadina Ave, Ste 206, Toronto, Ontario, M5V 2L7. The Proxy must be received by the Corporation by no later than **5:00 p.m. EDT** (Toronto time) on **July 6, 2021** in order to be valid. A Proxy given by a member for use at the Meeting may be revoked at any time up to 10:00 a.m. EDT (Toronto time) on July 7, 2021.

This Notice may be signed and delivered by electronic facsimile, email or by such other electronic means.

DATED at Victoria, British Columbia this 14th day of June, 2021.

BY ORDER OF THE BOARD

DocuSigned by:
Emma Gilchrist
A7329A3AC6EC471

Emma Gilchrist, chair

Notice is given of the Annual General Meeting of the Press Forward Media Association to be held on July 7, 2021 at 3 pm EDT. (21 to 60 days' notice by mail required, 21 to 35 by electronic).

To access the meeting, join via Zoom: <https://zoom.us/j/2506617277>; meeting ID: 250 661 7277; or call via 778-907-2071.

AGM AGENDA

A) CALL TO ORDER/CONFIRMATION OF QUORUM

B) APPROVAL OF AGENDA

C) WELCOME FROM THE CHAIR

D) REPORTS:

- I. Chair's report
- II. Committee reports
- III. Financial report for previous year

E) ITEMS FOR APPROVAL:

- I. By-law ratification
- II. Appointment of auditor
- III. Ratification of confidentiality statement
- IV. Motion to confirm past proceedings

- V. Motion to approve members
- VI. Election of: a) board of directors
b) chair and vice-chair
- VII. Motion to transact other business

F) ACTIVITIES FOR THE UPCOMING YEAR:

- I. Refinement of disclosure statement and expectations for disclosure of conflicts of interest going forward
- II. Hiring of executive director
- III. Strategic planning process
- IV. Fundraising
- V. Advocacy work
- VI. Expanding and engaging membership
- VII. Striking of committees
- VIII. Director's liability insurance

G) OTHER BUSINESS

H) TERMINATION

Financial Report

Project period: November 1, 2019 to October 31, 2020 (extended to March 31, 2021)

Grant provided by Trottier Family Foundation in the amount of \$75,000 CAD

Allocation of grant funds proposed:

Budget Headings	Amount	Unit/ months	Total Budget
67.01 Government outreach materials on relevant policy: research, deck preparation and printing, travel when required etc.	\$5,000.00	1	\$5,000.00
67.02 Travel (train/flight/accommodation) for Association gathering in Q2 2020	\$11,000.00	1	\$11,000.00
67.03 External (public) outreach materials: research, deck preparation and printing, travel when required etc.	\$5,000.00	1	\$5,000.00
67.04 Development and maintenance of online platform to house resources	\$9,000.00	1	\$9,000.00
67.05 Recruitment campaign costs	\$3,000.00	1	\$3,000.00
67.06 Association gathering held in Q2 2020 (venue rental, refreshments, document preparation etc.)	\$4,500.00	1	\$4,500.00
67.07 Legal fees	\$3,000.00	1	\$3,000.00
67.08 IMAC Program Coordinator Salary (JHR)	\$3,500.00	6	\$21,000.00
67.09 Finance Associate salary	\$1,000.00	6	\$6,000.00
67.10 Administration (equipment, website update etc.) - 10% of activity costs	\$1,250.00	6	\$7,500.00
Total Amount			\$75,000.00

Actual expenses:

Budget Headings	Total Expenses up	Balance as of MAR 31, 2021	Note
67.01 Government outreach materials on relevant policy: research, deck preparation and printing, travel when required etc.	5,030.00	(30.00)	Reallocated to support communications coordinator Jillian Van Der Geest's time through April/May
67.02 Travel (train/flight/accommodation) for Association gathering in Q2 2020	13,573.63	(2,573.63)	Reallocated to Predrag/Jillian salaries through extension period
67.03 External (public) outreach materials: research, deck preparation and printing, travel when required etc.	7,875.86	(2,875.86)	Reallocated to Predrag/Jillian salaries through extension period
67.04 Development and maintenance of online platform to house resources	1,620.53	7,379.47	was reallocated to Predrag/Jillian salaries through extension period
67.05 Recruitment campaign costs	3,000.00	-	Reallocated to Jillian salary
67.06 Association gathering held in Q2 2020 (venue rental, refreshments, document preparation etc.)	6,581.17	(2,081.17)	Reallocated to Predrag/Jillian salaries through extension period
67.07 Legal fees	3,405.98	(405.98)	
67.08 IMAC Program Coordinator Salary (JHR)	21,000.00	-	
67.09 Finance Associate salary	5,948.67	51.33	
67.10 Administration (equipment, website update etc.) - 10% of activity costs	6,964.16	535.84	
	75,000.00	0.00	

A by-law relating generally to
the conduct of the affairs of
Press Forward Media Association
(the “Corporation”)

TABLE OF CONTENTS

BY-LAW NO.1

Contents

ARTICLE 1 DEFINITIONS AND INTERPRETATION	1
1.1 Definitions	1
1.2 Interpretation	2
ARTICLE 2 BOARD OF DIRECTORS	2
2.1 Number of Directors	2
2.2 Qualifications	2
2.3 Election and Term	2
2.4 Management Committee	2
ARTICLE 3 DIRECTORS’ MEETINGS	3
3.1 Calling of Meetings	3
3.2 Notice of Meetings	3
3.3 Quorum	3
3.4 Meeting Held Entirely by Electronic Means	3
3.5 Votes to Govern	3
3.6 Casting Vote	3
3.7 Decision Making by Consensus	4
3.8 Resolution in Lieu of Meeting	4
3.9 Confidentiality	4
3.10 Conflict of Interest	4
3.11 Procedure	4
ARTICLE 4 APPOINTMENT AND DUTIES OF OFFICERS	4
4.1 Appointment of Officers	4
4.2 Description of Offices	4
4.3 Variation of Duties	5
4.4 Term of Officers	5
4.5 Remuneration of Officers	5
4.6 Termination of Officers	6
ARTICLE 5 INDEMNIFICATION	7
5.1 Limitation of Liability	7
5.2 Indemnity of Directors and Officers	7
5.3 Insurance	7
ARTICLE 6 MEMBERSHIP CONDITIONS	8
6.1 One Membership Class	8
6.2 Term of Annual Membership	8
6.3 Membership Dues	8

6.4	Termination of Membership	8
6.5	Discipline or Termination of a Member	8
6.6	Procedure for Discipline, Suspension or Termination	9
ARTICLE 7 MEETINGS OF MEMBERS		9
7.1	Notice of Meetings	9
7.2	Place of Meetings	9
7.3	Special Business	9
7.4	Persons Entitled to be Present	10
7.5	Chair of Meeting	10
7.6	Quorum	10
7.7	Votes to Govern	10
7.8	Participation by Electronic Means	10
7.9	Meeting Held Entirely by Electronic Means	11
7.10	Absentee Voting at Members' Meetings	11
7.11	Voting by Proxy	11
7.12	Resolution in Lieu of Meeting	12
7.13	Decision Making by Consensus	12
7.14	Procedure	12
ARTICLE 8 BANKING ARRANGEMENTS, CONTRACTS, ETC.		12
8.1	Execution of Documents	12
8.2	Banking Arrangements	12
ARTICLE 9 NOTICES		13
9.1	Giving Notices	13
9.2	Methods of Giving	13
9.3	Errors or Omissions	13
9.4	Computation of Time	13
9.5	Undelivered Notices	14
9.6	Waiver of Notice	14
ARTICLE 10 AMENDING THE BY-LAWS		14
10.1	By-laws, Amendment, or Repeal	14
10.2	Effect of Repeal of By-laws	14
ARTICLE 11 GENERAL		14
11.1	Corporate Seal	14
11.2	Financial Year End	14
11.3	Unanimous Members Agreement	15
11.4	Annual Financial Statements	15
11.5	Operating Policy	15
11.6	Invalidity of any Provision of This By-Law	15

THE PURPOSE OF THIS BY-LAW IS TO SET OUT RULES AND PROCEDURES TO BE FOLLOWED BY THE CORPORATION IN THE GOVERNANCE OF ITS AFFAIRS. THE BY-LAW IS INTENDED TO APPLY TO THE MOST COMMON CORPORATE EVENTS. CERTAIN PROVISIONS OF THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT* AND REGULATIONS MADE UNDER IT (THE "ACT") HAVE BEEN INCORPORATED WHERE APPLICABLE.

HOWEVER, THIS BY-LAW IS NOT IN ITSELF A COMPLETE CODIFICATION OF THE PROVISIONS OF THE ACT AND OTHER LAWS APPLICABLE TO THE CORPORATION. MANY PROVISIONS OF THE ACT HAVE NOT BEEN INCORPORATED IN THE BY-LAW AND REFERENCE TO THE ACT SHOULD BE MADE TO ENSURE THAT ALL RELEVANT LEGAL REQUIREMENTS HAVE BEEN COMPLIED WITH.

BE IT ENACTED as a by-law of Press Forward Media Association (the "Corporation") as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Auditor**" means a public accountant within the meaning of the Act.
- (d) "**Board**" means the board of Directors of the Corporation and "Director" means a member of the Board;
- (e) "**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "**Meeting of Members**" includes an annual meeting of members or a special meeting of members and "Special Meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all members entitled to vote at an annual meeting of members;
- (g) "**Member**" means only a person who has been admitted to membership in the Corporation pursuant to the provisions of this By-law;
- (h) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution;
- (i) "**Proposal**" means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 (Members Proposals) of the Act;
- (j) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

- (k) “**Special Business**” has the meaning set out in Section 7.3 hereof; and
- (l) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 BOARD OF DIRECTORS

2.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary resolution or, if the Ordinary resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a soliciting corporation the minimum number of Directors may not be fewer than three, at least two of whom are not officers or employees of the Corporation or its affiliates.

Pursuant to Section 197(1)(i) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to increase or decrease the minimum or maximum number of Directors fixed by the Articles.

2.2 Qualifications

Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who has been found under the laws of any province to be unable to manage his or her property or declared to be incapable by any court outside of Canada, who has the status of a bankrupt.

2.3 Election and Term

The Directors shall be elected at an annual Meeting of Members to hold office for a term expiring not later than the close of the third annual Meeting of Members following their election (i.e. to a three year term).

Unless otherwise determined by the Members by Ordinary Resolution, Directors may serve no more than three consecutive terms (nine consecutive years). Notwithstanding, Directors shall again be eligible for election after an absence from the Board of not less than one year.

2.4 Management Committee

Whenever the Board consists of more than five Directors, the Board may elect from its Members a management committee (which may be known as the “**Executive Committee**”) of not less than 3 Directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act.

ARTICLE 3 DIRECTORS' MEETINGS

3.1 Calling of Meetings

Meetings of the Board may be called by the chair of the Board (if any), the president or any one Director at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

3.2 Notice of Meetings

Notice of a meeting of the Board shall be sent to each Director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived in any manner by any Director either before or after the meeting. For the first meeting of the Board to be held following the election of Directors at a meeting of the members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. For any meeting where Special Business will be transacted, the notice shall contain sufficient information to permit the Directors to form a reasoned judgment on the decision to be taken.

3.3 Quorum

Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be:

- (a) where the Articles set out the number of Directors, a majority of that number; or
- (b) where the Articles set out the minimum and maximum number of Directors, a majority of the number of Directors which then constitutes the Board.

3.4 Meeting Held Entirely by Electronic Means

If the chair of the Board (if any), the president or any one Director calls a meeting of Directors pursuant to the Act, the chair of the Board (if any), the president or any one Director, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.5 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.

3.6 Casting Vote

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall not be entitled to a second or casting vote.

3.7 Decision Making by Consensus

Unless otherwise required by the Act or the Articles, questions arising at any Board meeting may be decided by consensus of the Directors present. Consensus will be considered to have been reached when no Director objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the Directors pursuant to Section 3.5.

3.8 Resolution in Lieu of Meeting

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

3.9 Confidentiality

Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each Director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.

3.10 Conflict of Interest

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

3.11 Procedure

The chair of a meeting of Directors will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of Directors shall be determined by the latest edition of *Nathan and Goldfarb's Company Meetings* (currently 12th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 4 APPOINTMENT AND DUTIES OF OFFICERS

4.1 Appointment of Officers

The Directors may, from time to time, designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

4.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board - The vice-chair of the Board, if one is to be appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.
- (c) Executive Director – The Board shall appoint an Executive Director, who shall not be a Director, and who shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation, and shall report directly to the Board. The Executive Director shall have all duties as assigned by the Board.
- (d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the auditor and Members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (e) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.
- (f) Other Officers - The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them.

4.3 Variation of Duties

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.4 Term of Officers

The Executive Director shall serve until their successor is appointed, or until otherwise removed pursuant to section 4.6. All other officers shall serve for a term expiring at the first annual meeting from the date of their appointment (i.e. a one year term), or until their successor is appointed. All officers shall be eligible for reappointment.

4.5 Remuneration of Officers

Any officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Executive Director. The Board shall fix the remuneration of any other officers, or may delegate such responsibility to the Executive Director.

4.6 **Termination of Officers**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 5 INDEMNIFICATION

5.1 Limitation of Liability

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation 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 the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

5.2 Indemnity of Directors and Officers

Every Director and officer of the Corporation, every former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the corporation or such body corporate if,

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

5.3 Insurance

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 151(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or officer of the Corporation; or
- (b) in the individual's capacity as a Director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6 MEMBERSHIP CONDITIONS

6.1 One Membership Class

Subject to the Articles, there shall be one class or group of Members in the Corporation. Membership in the Corporation shall only be available to corporations who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

Pursuant to subsection 197(1)(e) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to change a condition required for being a member.

6.2 Term of Annual Membership

Membership shall be effective from the date of admission until terminated.

6.3 Membership Dues

There shall be no dues or fees payable by Members for membership except such dues and fees, if any, as shall from time to time be fixed by resolution of the Board.

6.4 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member is liquidated or dissolved;
- (b) the Member is expelled or his, her or its membership is otherwise terminated in accordance with the Articles or By-laws;
- (c) the member's term of membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.5 Discipline or Termination of a Member

The Board shall have authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

6.6 Procedure for Discipline, Suspension or Termination

- (a) Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 6.5.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
- (c) If written submissions are received, the board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Notice of Meetings

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's auditor, by the following means:

- (a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to during a period of 21 to 35 days (or 21 to 60 days in the case of notice to the Directors and to the auditor) before the day on which the meeting is to be held.

Pursuant to subsection 197(1)(l) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of members.

7.2 Place of Meetings

Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

7.3 Special Business

All business transacted at a Special Meeting of Members and all business transacted at an annual meeting of members, except consideration of the financial statements, auditor's report, election of Directors and re-appointment of the incumbent auditor, is Special Business.

7.4 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

7.5 Chair of Meeting

If the chair of the Board and the vice-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to chair the meeting.

7.6 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (b) If a quorum is not present at the opening of a meeting of members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (c) The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

7.7 Votes to Govern

At any meeting of the Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote. After a show of hands has been taken upon any question, the chair may require, or any Member or proxyholder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

7.8 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to

vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

7.9 Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.10 Absentee Voting at Members' Meetings

Pursuant to Subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Pursuant to subsection 197(1)(m) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of members.

7.11 Voting by Proxy

Pursuant to Subsection 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing and shall be executed by the Member or such member's attorney;
- (e) any form of proxy which is created by a person other than the Member by or for whom it is executed shall conform to the requirements set out in the Regulations; and

- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

Pursuant to subsection 197(1)(m) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of members.

7.12 Resolution in Lieu of Meeting

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the members.

7.13 Decision Making by Consensus

Unless otherwise required by the Act or the Articles, questions arising at any Meeting of Members shall be decided by consensus of the Members present. Consensus will be considered to have been reached when no Member objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the members.

7.14 Procedure

The chair of a Meeting of Members will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of Members shall be determined by the latest edition of *Nathan and Goldfarb's Company Meetings* (currently 12th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 8 BANKING ARRANGEMENTS, CONTRACTS, ETC.

8.1 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

8.2 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

ARTICLE 9 NOTICES

9.1 Giving Notices

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or Member of a committee of the Board or to the auditor shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

9.2 Methods of Giving

A notice so delivered shall be deemed to have been given when it is delivered personally or to 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 so 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, auditor or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.3 Errors or Omissions

The accidental omission to give any notice to any member, Director, officer, Member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.4 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.5 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

9.6 Waiver of Notice

Any Member (or such member's duly appointed proxy), Director, officer or auditor may waive any notice required to be given under the Act, the Articles or the By-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

ARTICLE 10 AMENDING THE BY-LAWS

10.1 By-laws, Amendment, or Repeal

Unless the CNCA, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next Annual Meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Changes) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

10.2 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

ARTICLE 11 GENERAL

11.1 Corporate Seal

If adopted by the Corporation and until changed by resolution of the Board of Directors, the seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.

11.2 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

11.3 Unanimous Members Agreement

If the Corporation is a non-soliciting Corporation, a lawful agreement among all of the Members or among the Members and one or more persons who are not Members may be entered into that restricts in whole or in part the powers of the Directors to manage, or supervise the management of, the activities and affairs of the Corporation.

11.4 Annual Financial Statements

The Corporation may give Members notice in the manner referred to in this By-law that the documents referred to in Subsection 172(1) (Annual Financial Statements) are available at the registered office of the Corporation and that any Member may, on request, obtain a copy free of charge at the office or by prepaid mail.

11.5 Operating Policy

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

11.6 Invalidity of any Provision of This By-Law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ENACTED BY THE DIRECTORS on the 29th day of October, 2020.

CONFIRMED BY THE MEMBERS on the 29th day of October, 2020.

DocuSigned by:

Emma Gilchrist

A7326A3AC6EC471...

Chair

DocuSigned by:

Erin Millar

8347E188D2C044A...

Vice-Chair

Confidentiality Agreement

All staff and Directors will sign a confidentiality agreement which will be kept on file at the Council office. Directors will be reminded at the first meeting following the AGM that the Confidentiality Agreement remains in effect.

Confidentiality/Conduct agreement

For Board Members and Staff

I _____

agree that I will maintain confidentiality in respect to all personal information about complainants. I further agree to maintain confidentiality on all matters related to Press Forward Media Association staff members; the business information about member publications; matters of a confidential nature, including financial information, brought to the Board; and any other such matters that could be reasonably be considered confidential matters.

I will not speak on behalf of Press Forward Media Association without authority of the Board, nor will I jeopardize the perception of impartiality of Press Forward Media Association or myself as a Press Forward employee/Press Forward director.

I will not use my position with Press Forward to gain advantage in personal or business dealings.

Signed: _____

Witness: _____

Date: _____

List of Press Forward Media Association members

1. The Sprawl
2. The Discourse
3. The Narwhal
4. West End Phoenix
5. Village Media
6. The Coast
7. Canada's National Observer
8. The Tyee
9. The Independent
10. La Converse
11. Oakville News
12. The Local
13. Sun Peaks Independent News
14. Committee Trawler
15. New Canadian Media

Nominations and Governance Committee report

The Nominations and Governance Committee met on June 8, 2021 and recommends the appointment of the individuals listed below to serve as directors of the corporation, pursuant to the terms described in article 2.3 of the corporation's bylaws.

Each of these individuals will be appointed until the time of the 2022 Annual General Meeting.

- a) Stacy Lee Kong
- b) Lela Savic
- c) Mike De Souza
- d) Jeanette Ageson
- e) Brent Jolly
- f) Rachel Pulfer
- g) Hamdi Issawi

At the 2021 Annual General Meeting of members, the board must appoint a chair and vice-chair.

Biographies for the nominees follow.

Candidate Biographies

a) Stacy Lee Kong

Stacy Lee Kong, a writer, editor, cultural critic and the founder of Friday Things, a weekly newsletter that delivers smart takes on the week's biggest pop culture stories. She is also the deputy editor at the West End Phoenix.

Her bylines have appeared in publications including *Maclean's*, the *Globe & Mail*, *Reader's Digest* and *enRoute*. She has worked as an editor at some of the largest magazine brands in Canada, including *Flare*, *Canadian Living*, *House & Home* and *Chatelaine*. She is also a journalism instructor at Centennial College in Toronto.

b) Lela Savic

Lela Savic is the founding editor of La Converse, a former society reporter for Journal Métro in Montreal, covering politics and human rights. She has worked at CBC's investigative show *Enquête*, *La Presse* and regularly presents lectures on biases and positionality in the media in Canada, the U.S. and Europe. She holds a bachelor's degree in Communications and Psychology from Concordia University and a certificate in Journalism from the University of Montreal. The misrepresentation of her people in the media, the Roma, pushed her to the world of media. She became a journalist to be part of change in the world.

c) Mike De Souza

Mike De Souza is the managing editor of the Narwhal. He is one of Canada's pre-eminent energy and environment reporters. He previously served as the managing editor of enterprise and investigations at Global News. His journalism career has also included stints at Reuters, Postmedia, the Montreal Gazette and the National Observer.

His work has been recognized by the Michener Foundation, the National Newspaper Awards, World Press Freedom Canada, and the Canadian Association of Journalists.

d) Jeanette Ageson

Jeanette Ageson is publisher of The Tyee, an independent online news magazine based in Vancouver, British Columbia.

e) Brent Jolly

Brent Jolly is the managing director of the National NewsMedia Council of Canada (NNC) and president of the Canadian Association of Journalists (CAJ).

f) Rachel Pulfer

Rachel Pulfer is the executive director of Journalists for Human Rights. Prior to running JHR, Rachel was the 2009-2010 Webster-McConnell William Southam Journalism Fellow at Massey College, University of Toronto. Prior to that, she was the U.S. correspondent for Canadian Business magazine. She is a contributing editor to Corporate Knights magazine, a fellow of the Brookfield Institute for Innovation and Entrepreneurship and a member of the Banff Forum.

g) Hamdi Issawi

Hamdi Issawi is the deputy editor with the Sprawl. He has previously worked for Star Metro Edmonton, and Maclean's.