



CONSORTIUM

des médias communautaires
de langues officielles
en situation minoritaire

of Official Language Minority
Community Media

BYLAWS

(Adopted during the March 31, 2025)

(Amended on the November 21, 2025)

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ARTICLE 1 - DEFINITIONS

Unless otherwise indicated, the following terms mean:

- **Act:** The Canada Not-for-profit Corporations Act, which governs non-profit organizations in Canada, including their incorporation, tax obligations, and governance.
- **Board of Directors:** The governing body of the Consortium, composed of directors representing the four sub-sectors of the official language minority community media sector.
- **Conflict of Interest:** A situation in which an individual's personal, professional, or financial interests could influence or appear to influence the impartial and objective fulfillment of their responsibilities within an organization.
- **Consortium:** A non-profit organization known as the Consortium of Official Language Minority Community Media, duly incorporated on November 29, 2024, under the Canada Not-for-profit Corporations Act.
- **Director:** A person duly elected by the general meeting to serve on the Consortium's Board of Directors.
- **Equitable:** A fair and proportionate distribution based on objective and transparent criteria, ensuring balanced access to funds according to needs, regional and sectoral realities, and established priorities.
- **Ex officio Status:** A person serving on the Board of Directors or a committee of the Consortium by virtue of their position and without voting rights.
- **General Meeting :** Any annual or special meeting of the Consortium's members as defined in these bylaws.
- **Independent Expert Panel:** A panel composed of at least four bilingual members from official language minority communities, representing different regions of Canada, and collectively possessing experience and expertise in local media, journalism, radio programming, business development, community development and program delivery. This panel is responsible for evaluating grant applications for funding programs under the Consortium's jurisdiction based on established criteria and making recommendations on grant allocation.
- **Member:** A recognized advocacy organization representing one of the four sub-sectors of the official language minority community media sector, as per the Consortium's articles of incorporation.
- **Official Language Minority Community Media sector:** Written media, community radio or television stations serving OLMC and that fall under the eligibility criteria established by

the Consortium's Board of Directors.

- **Official Languages Act:** Canadian federal legislation that establishes the equality of status and use of French and English in government institutions and mandates support for official language minority communities.
- **OLMC (Official Language Minority Communities):** English-speaking populations in Quebec and French-speaking populations in the other nine provinces and three territories, recognized as official language minorities in Canada under the *Official Languages Act*.
- **Recognized Advocacy Organization:** A duly incorporated organization representing the interests of a sub-sector of official language minority community media sector and recognized as a Consortium member in its articles of incorporation.
- **Sector :** The collective group of independent community media serving official language minority populations in Canada, meeting the established eligibility criteria, and dedicated to providing relevant local information to support the vitality and development of the communities they serve.
- **Sub-sectors of Official Language Minority Community Media sector:** The four recognized sub-sectors within the community media sector in official language minority situations are:
 - **English language community radio:** English-language community radio stations serving OLMCs in Quebec.
 - **English language written community media:** Print or digital newspapers serving OLMCs in Quebec.
 - **French language written community media:** Print or digital newspapers serving OLMCs in nine provinces and three territories.
 - **French language community radio or television:** French-language community radio or television stations serving OLMCs in nine provinces and three territories.

ARTICLE 2 - GENERAL PROVISIONS

2.1. Legal Name

The organization is designated as the Consortium of Official Language Minority Community Media.

2.2. Head Office

Given its national mandate, the Consortium's head office is located in Ottawa, Ontario.

2.3. Working Languages

The Consortium conducts its activities in Canada's both official languages, English and French.

2.4. Fiscal Year

The Consortium's fiscal year begins on April 1 and ends on March 31 of the following year.

2.5 Interpretation

In interpreting these bylaws and singular terms include the plural, and vice versa.

Unless otherwise specified, words and expressions defined in the *Act* retain the same meaning in these bylaws.

ARTICLE 3 – MANDATE AND GENERAL OBJECTIVES

3.1 Mandate

The Consortium's mandate is to coordinate advocacy and collective action efforts of the official language minority community media sector in order to maximize its impact, ensure its sustainability, and strengthen its ability to serve Canada's OLMC.

3.2 General Objectives

To fulfill its mandate, the Consortium pursues the following general objectives:

- Through structuring sectoral initiatives, promote the recognition, support, and sustainability of the minority official language community media sector among various stakeholders.
 - Support the coordination of strategic initiatives benefiting media from the four (4) sub-sectors of minority official language community media to strengthen collaboration and enhance the sector's collective impact and strategic influence.
 - Administer grant programs that support the stabilization and ongoing development of eligible minority official language community media.
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ARTICLE 4 - MEMBERS

4.1 Members and Represented Sub-sectors

In accordance with its articles of incorporation, the Consortium's members are the following four (4) recognized representative organizations (listed alphabetically):

- **Alliance des radios communautaires du Canada** – Representing the French language community radio or television sub-sector.
- **English Language Arts Network** – Representing the English language community radio sub-sector.
- **Quebec Community Newspapers Association** – Representing the English language written media sub-sector.
- **Réseau.Presse** – Representing the French language written media sub-sector.

4.2 Rights and Obligations of Members

4.2.1 Members of the Consortium have the following rights:

- Submit nominations for the position of director representing their sub-sector on the Consortium's Board of Directors, ensuring that each sub-sector represented by the members is represented by a director elected at a general meeting, in accordance with the Law and the provisions and requirements of Article 6 of these bylaws.
- Receive notices of all general meetings of the Consortium in accordance with the Law and the provisions and requirements of Article 6 of these bylaws.
- In accordance with Article 5.6 of these bylaws, have a representative with the right to speak and vote at the Consortium's general meetings.
- Submit proposals to the Consortium's general meetings.

4.2.2 Members of the Consortium have the following obligations:

- Comply with the Consortium's bylaws and actively adhere to and contribute to the fulfillment of its mission and general objectives.
- Represent the interests of all media outlets within the sub-sector they represent and that meet the eligibility criteria established by the Consortium, regardless of whether these media outlets are members of their organization or not.

4.3 Admission and Withdrawal

4.3.1 Membership is limited to organizations recognized in accordance with the Consortium's constitutive statutes.

4.3.2 A member may renounce its membership status by adopting a resolution from its Board of Directors and submitting it to the Consortium's Board of Directors.

4.3.3 The Consortium may only add or remove a member by a resolution adopted by 75% of its members during a general meeting.

4.4 Membership fees

The annual membership fee is determined by a resolution of the Consortium's Board of Directors, which must then be ratified at the annual general meeting.

ARTICLE 5 – ANNUAL AND SPECIAL GENERAL MEETINGS

5.1 Annual General Meeting (AGM)

5.1.1 Pursuant to the Act, the AGM must be held within 180 days following the end of the Consortium's fiscal year.

5.1.2 The agenda of the AGM includes, but is not limited to the :

- adoption of the minutes of all previous general meetings,
- presentation of the audited financial statements for the previous fiscal year,
- appointment of the accounting auditor for the current fiscal year,
- presentation of the report on activities and results of the previous fiscal year,
- determination of the membership fee for the next fiscal year.
- election of directors on the board.

5.2 Special General Meeting (SGM)

An SGM may be convened at any time by resolution of the Board of Directors and upon the written request of at least 50% of the voting members. The resolution must outline the subject(s) to be discussed and accompanied by any required supporting documents.

5.3 Notice of Meeting

5.3.1 In accordance with the Act, members must receive a notice of an AGM or SGM at least 21 days before the scheduled date of the general meeting.

5.3.2 Notices of meeting are sent exclusively by email.

5.4 Quorum

5.4.1 The quorum for an AGM or an SGM is constituted by 100% of the voting members present.

5.4.2 If quorum is not met, the AGM or SGM is postponed for a maximum of fifteen (15) business days, and quorum will then be constituted by 75% of the voting members present.

5.5 Voting Rights

5.5.1 Each member is entitled to one (1) vote.

5.5.2 In the absence of consensus, decisions are adopted by resolution with a majority of the votes cast, unless otherwise specified in these bylaws.

5.5.3 In the event of a tie, the proposal is rejected, and the matter is automatically referred to the Board of Directors, which may decide on the issue or propose an alternative.

5.7 Persons Allowed to Attend

5.7.1 The only persons allowed to attend a general meeting of Consortium members are:

- representatives of the members duly appointed by their respective Boards of Directors pursuant to article 5.6 of the these bylaws,

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- if, pursuant to Article 5.6 of these bylaws, the Board of Directors of a member chooses to appoint another person with voting and speaking rights at any AGM or SGM of the Consortium instead of the administrator representing its sub-sector on the Consortium's Board of Directors, the said administrator may still attend,
 - the Executive Secretary and Coordinator of the Consortium,
 - the accounting auditor,
 - the Executive Directors of member organizations.

5.7.2 However, the Consortium's Board of Directors may invite other individuals as observers without the right to speak, such as government representatives, partners, etc.

ARTICLE 6 – ELECTION OF BOARD MEMBERS

6.1 Opening and Closing of the Nomination Period

6.1.1 The nomination period opens at least sixty (60) days before the AGM and closes thirty (30) days before the AGM.

6.1.2 A notice is sent to all members specifying the number of positions to be filled, and explaining the election process. The nomination form to be submitted is also sent to the members with this notice.

6.2 Nomination Procedure

Any candidacy for a Board of Directors' position must:

- be proposed by the president or their duly authorized representative of the Board of Directors of the Consortium member organization representing the sub-sector (see article 4.1 of these bylaws) to be represented,
- be supported by the president or their duly authorized representative of the Board of Directors of another Consortium member organization,
- be submitted via a duly completed nomination form, signed by the candidate, the proposer, and the seconder before the deadline set pursuant to article 6.1.1 of these bylaws.

6.3 Eligibility Criteria

6.3.1 To be eligible, any individual seeking a position on the Consortium's Board of Directors must:

- commit to adhering to the mandate, general objectives, bylaws, and policies of the Consortium,
- attest that they:
 - can communicate fluently in both official languages,
 - have not been declared legally incapable by a competent court,

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- are not bankrupt,
 - are at least 18 years old.

6.3.2 The Board of Directors may reject a nomination that does not meet the eligibility criteria set out in Article 6.3.1 or the nomination procedure outlined in article 6.2 of these bylaws.

6.4 Election of Board Members

Eligible nominations are sent to the members along with the notice of meeting (Article 5.3.1) and are subsequently presented at the general meeting, where the designated representatives, in accordance with Article 5.6 of these bylaws, proceed with voting for each of them.

6.5 Beginning of Board Members' Term

The mandate of a Board member begins at the end of the general meeting where they were elected.

6.6 Vacant Board Positions

If a board position becomes vacant before the end of a term, the Board of Directors may fill the position until the next annual general meeting in consultation with the member organization representing the relevant sub-sector and in accordance with the provisions of articles 4.21 and 6.2 of these bylaws.

6.7 Removal of a Director

6.7.1 The mandate of a director on the Consortium's Board of Directors may be revoked by a resolution adopted by 75% of the members during a duly convened general meeting.

6.7.2 Possible grounds for removal include:

- Breach of fiduciary duty, compromising the integrity and transparency of governance;
- Failure to fulfill responsibilities, affecting the proper functioning of the board and/or the organization;
- Conduct detrimental to the mission and objectives of the Consortium, harming its reputation or effectiveness.

6.7.3 The Board of Directors is required to adopt and periodically review a removal policy, clearly defining the framework, criteria, and procedures to ensure its fair and transparent application.

ARTICLE 7 – BOARD OF DIRECTORS

7.1 Composition

The Board of Directors consists of four (4) members elected by the general meeting, each representing a sub-sector of minority-language community media.

7.2 Length of Term

Board members serve for a two-year term, renewable for a maximum of three (3) terms.

7.3 Responsibilities

The Board of Directors is responsible for ensuring the fulfillment of the Consortium's mandate and has the following responsibilities:

- Ensuring compliance with all provisions of these bylaws and all legislation applicable to the legal status or activities carried out by the Consortium.
- Adopting policies and ensuring their enforcement to support sound governance and effective management of the organization.
- Appointing officers amongst the directors elected by the general meeting;
- Naming the Executive Secretary and Coordinator.
- Establish necessary standing or ad-hoc committees, appoint a president and members, and adopt the committees' terms of reference.
- Designating the authorized signatories.
- Adopting budget forecasts at the beginning of each fiscal year and receiving financial reports throughout the year.
- Adopting the audited financial statements, receiving the accounting auditor's report, and recommending the appointment of the external audit firm at the annual general meeting.
- Adopting amendments to the bylaws until the next general meeting is held.

7.4 Fiduciary Duty

All board members have, jointly and collectively, a fiduciary duty to the Consortium and all media of the official language minority community media sector, including but not limited to:

- Acting in the best interests of the sector as a whole, without favoring their appointing organization's interest, of the members of this organization and of any media outlets to which they are affiliated,
- Making informed and ethical decisions in alignment with the Consortium's mandate.
- Declare any conflict of interest and refrain from participating in discussions and decisions when a conflict of interest arises.
- As part of the implementation of programs under the Consortium's responsibility, ensure fair decision-making by applying the following principles:
 - Geographical distribution: Ensure a fair distribution of available funds among eligible media across Canada, acknowledging regional characteristics.
 - Equitable allocation among sub-sectors: Ensure an equitable allocation of funds among the four sub-sectors served by the programs under the Consortium's responsibility.

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- Funding priorities: Allocate funds based on established priorities, taking into consideration the needs and realities of the media sector, as well as the relevance and potential impact of projects on the beneficiary media and the sector as a whole.
 - Independent evaluation: Ensure that an independent panel is mandated to objectively, impartially, and transparently assess grant applications.

7.5 Meetings

7.5.1 The Consortium's Board of Directors must meet at least four (4) times per year and according to a meeting calendar adopted annually by the Consortium's Board of Directors.

7.5.2 A quorum of three (3) board members is required for a meeting.

7.5.3 Minutes are recorded for each Board of Directors meeting, adopted by resolution, and signed by the Chair and the Executive Secretary and Coordinator at a subsequent meeting.

7.5.4 The minutes of the Board of Directors meetings are confidential and may only be consulted by directors and officers.

7.5.5 The Executive Directors of the Consortium's member organizations are invited to attend Board of Directors meetings as observers, without voting rights.

7.5.6 In the absence of consensus, decisions are adopted by resolution with a majority of the votes cast, unless otherwise specified in these bylaws.

7.5.7 In the event of a tie, the chairperson will cast the deciding vote.

7.6 Signing Authority

7.6.1 Documents binding the Consortium must be signed by the president of the Board of Directors.

7.6.2 The Board of Directors may appoint other authorized co-signatories for specific agreements, contracts, funding applications, or banking matters of the Consortium.

7.7 Reimbursement of Expenses

7.7.1 The Consortium's directors do not receive any compensation.

7.7.2 Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, in accordance with the provisions of the applicable policies.

7.8 Protection of Directors and Officers

7.8.1 No director or officer of the Consortium shall be held liable for the acts, negligence, or failures of any other director or officer, nor for being associated with any collection, loss, damage, or expense incurred by the organization due to any deficiency or defect in the titles of any property acquired by resolution of the Board of Directors on behalf of the Consortium. They shall also not be liable for any deficiencies or defects in any securities in which the organization's funds or assets have been placed or invested, nor for any loss or damage resulting from the bankruptcy, insolvency, or wrongful act of any individual, firm, or corporation to whom or with whom any funds, securities, or assets have been entrusted or deposited. Additionally, they shall not be held liable for any other loss, damage, or incident that may arise in the performance of their duties, provided that they have complied with the law, as well as the articles of incorporation, bylaws, and policies of the Consortium, and have exercised their powers and fulfilled their duties in accordance with the law.

7.8.2 The Consortium shall maintain, at all times, sufficient insurance coverage to protect its directors and officers from liability.

ARTICLE 8 – APPOINTMENT OF OFFICERS

8.1 Officers

The officers of the Consortium are the:

- President
- Vice-President
- Treasurer

8.2 Appointment Process

8.2.1 Officers are appointed at the first board meeting following the general meeting.

8.2.2 Each appointment must be formally adopted by a resolution of the Board of Directors.

8.3 Term Duration

Officers serve a one-year term, renewable.

8.4 General Responsibilities of Officers

The general responsibilities of the officers of the Consortium's Board of Directors are as follows:

- President
 - Chairs board meetings and general meetings.

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- Supervises the Executive Secretary and Coordinator..
 - Vice-President
 - Assists the president and acts in his absence.
 - Treasurer:
 - Oversees financial management and reporting.

8.5 Removal of an Officer

8.5.1 The mandate of an officer on the Consortium's Board of Directors may be revoked by a resolution adopted by 75% of the directors of the Board during a duly convened board meeting.

8.5.2 Possible grounds for removal include:

- Breach of fiduciary duty, compromising the integrity and transparency of governance;
- Failure to fulfill responsibilities, affecting the proper functioning of the board and/or the organization;
- Conduct detrimental to the mission and objectives of the Consortium, harming its reputation or effectiveness.

8.5.3 The Board of Directors is required to adopt and periodically review a removal policy, clearly defining the framework, criteria, and procedures to ensure its fair and transparent application.

ARTICLE 9 – EXECUTIVE SECRETARY AND COORDINATOR

9.1 Appointment

The Executive Secretary and Coordinator is appointed by a resolution of the Board of Directors and acts as the main executive of the Consortium.

9.2 Ex officio status

The Executive Secretary and Coordinator holds an ex officio status on the Board of Directors without voting rights.

9.3 Primary role and responsibilities

The Executive Secretary and Coordinator is responsible for the management of the Consortium's affairs, in accordance with the priorities and policies adopted by the Board of Directors.

9.4 Mandate

The Executive Secretary and Coordinator has the following mandate:

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- Act as the spokesperson for the Consortium, unless otherwise specified or delegated by the Board of Directors.
 - Implement the decisions of the Board of Directors and ensure their execution.
 - Ensure sound management of the Consortium's human, financial, and material resources.
 - Develop and implement political strategies.
 - Propose initiatives aimed at strengthening the capacity of all official language minority community media.
 - Establish budgets for approval by the Board of Directors and ensure compliance.
 - Represent the Consortium before stakeholders, such as governments, partners, and other key actors.
 - Oversee the activities and programs under the Consortium's responsibility to guarantee their quality, effectiveness, and compliance with governmental objectives and requirements.
 - Ensure proper accountability for grants awarded to the Consortium in accordance with governmental requirements.
 - Produce periodic reports for the Board of Directors, including:
 - progress on strategic and policy actions,
 - financial and operational results,
 - any issue or opportunity requiring special attention from the Board of Directors.
 - Ensures the integrity of meeting minutes and governance documents.
 - Ensure the implementation of all quality control and accountability mechanisms, compliance with service standards, and the enforcement of all applicable regulations and policies.

9.5 Term and Revocation

9.5.1 The term of the Executive Secretary and Coordinator is determined by the Board of Directors.

9.5.2 The Executive Secretary and Coordinator may be removed by a resolution of the Board of Directors for valid reasons, including but not limited to the inability to perform their duties or serious violations of the Consortium's regulations or policies.

ARTICLE 10 – AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS

10.1 Amendments to the Articles of Incorporation

In accordance with the Law, any amendment to the Consortium's Articles of Incorporation requires a resolution adopted during an annual or special general meeting.

10.2 Amendments to the Bylaws

10.2.1 The Consortium's Board of Directors may, by a resolution adopted by 75% of the directors, amend or repeal any bylaw governing the activities of the Consortium.

10.2.2 Any amendment or repeal of a bylaw takes effect on the date of adoption of the Board of Directors' resolution until the next general meeting, where the amendment or repeal will be ratified, rejected, or further amended by a resolution adopted by at least 75% of the voting members.

10.2.3 The provision in article 10.2.2 of these bylaws does not apply to bylaws requiring a special resolution of the members at a general meeting, in accordance with subsection 197(1) (Fundamental Changes) of the Law, as amendments or repeals of such bylaws can only be adopted by a general meeting.

10.2.4 If the general meeting ratifies, by resolution, the amendment or repeal of a bylaw or adopts an amended version, the bylaw shall come into effect in the form adopted by the general meeting.

10.2.5 Any amendment or repeal of a bylaw shall become null and void if it is not submitted to the members at a general meeting or if it is rejected by the members at a general meeting.

10.3 Amendment Proposals

Proposals for amendments to the Consortium's Articles of Incorporation or Bylaws must be sent to the members along with the notice of the general meeting within the timeframes specified in Article 5.3 of these bylaws.

ARTICLE 11 – DISSOLUTION

11.1 Special General Meeting for Dissolution

The dissolution of the Consortium must be approved by a resolution adopted by at least 75% of the voting members during a duly convened special general meeting for this purpose.

11.2 Responsibilities of the Board of Directors

The Board of Directors is responsible for overseeing and executing the necessary administrative procedures for the dissolution of the Consortium, including but not limited to, closing bank accounts and terminating all contracts or commitments.

11.3 Notification to Competent Authorities

In the event of dissolution, the Consortium's Board of Directors must ensure compliance with all applicable legal requirements, including but not limited to submitting a notice of dissolution to Corporations Canada and the Canada Revenue Agency.

11.4 Payment of Debts

Before any distribution of the Consortium's residual assets in accordance with the provisions of Article 10.5 of these bylaws, the Board of Directors must ensure that all debts and obligations of the Consortium are settled.

11.5 Distribution of Residual Assets

11.5.1 In accordance with the requirements of the Canada Not-for-profit Corporations Act, the residual assets of the Consortium, after the payment of debts and obligations, must be distributed to one or more registered charities under the Income Tax Act or to one or more duly registered not-for-profit organizations in accordance with the Act, pursuing similar objectives to those of the Consortium and as designated by resolution of the special general meeting for dissolution.

11.5.2 No part of the assets may be distributed to the directors or officers of the Consortium, except for the reimbursement of expenses.
