

A constitution relating to the conduct of affairs of

~~The~~ **Charlatan Incorporated** Publications Inc.

(the “Corporation”)

~~Last changes made by Jayden Dill, Chair of the Board of Directors, on May 30<sup>th</sup>, 2024.~~

**I. NAME AND PRINCIPLES**

- 1.1 This document is the constitution of Charlatan Publications **Incorporated**Inc.; it is the document by which the staff of the publication shall govern themselves and the editorial content of the publication shall be determined.
- 1.2 The name of this publication shall be *the Charlatan*.
- 1.3 The purpose of *the Charlatan* is to provide a source of news and entertainment for the Carleton community; and to provide all students at Carleton University an opportunity to contribute to the creation of such a publication.
- 1.4 As a publication, *the Charlatan* is not strictly limited to a physical newspaper or website; it can take any form that furthers the dual mandate outlined in sub-section 1.3.

**II. INTERPRETATION**

**2.1 Definition**

- (a) “*The Act*” means the *Canada* *Not-for-profit Corporations Act* or any statute which may be substituted therefore, as amended from time to time;
- (b) “Board” or “Board of Directors” means the Board of Directors of the Corporation;
- (c) “Bylaws” means the bylaws of Charlatan Publications **Incorporated**Inc.;
- (d) “*The Charlatan*” means the publication produced by Charlatan Publications **Incorporated**Inc.;
- (e) “Constitution” means the constitution of Charlatan Publications **Incorporated**Inc.;
- (f) “Editorial staff” means the editor-in-chief and all section editors;
- (g) “Non-elected editorial positions” means any position which is not elected through the editorial staff and staff representative election process but by its nature involves editorial content (e.g. radio co-ordinator, web co-ordinators, and photo assistant);

- (h) “Non-editorial positions” are those that are non-editorial and not elected, including but not limited to advertising manager, copy editor and production assistant.
- (i) A “contribution” ~~is~~ means: (i) any material submission to the publication for which the author receives credit in the masthead. ~~This includes, but is not limited to, including without limitation,~~ an article, photo, graphic, ~~copy edits design, copy-edits~~ or opinion piece; (ii) volunteer support provided or work conducted in furtherance of the Corporation’s mission, as requested by the Corporation; and (iii) such other contributions as may be defined in a policy adopted by the Board.
- (j) “Regular contributors” are members of the corporation who have made four (4) contributions in a single publishing year. This term shall be inclusive of “contributors,” unless otherwise noted;
- (k) “Contributors” are members of the corporation who have made one (contribution in a single publishing year);
- (l) “Regular editorial meeting” is the gathering of regular contributors and editors to go over announcements, new business, old business and the latest published issue. One meeting must be held for each published issue (e.g. post-mort).
- (m) “University” means Carleton University;
- (n) “Unratified editor-in-chief” is an elected editor-in-chief whom the Board has not yet voted for their ratification. This shall not be an editor-in-chief, which the Board has voted not to ratify.

2.2 Words importing the singular number also include the plural and vice versa.

2.3 If any of the provisions contained in the Constitution are inconsistent with those contained in the Bylaws, the provisions contained in the Bylaws shall prevail. [Note: Articles and Bylaws are documents required by the Act (s. 7(1) and 152(1)). These are the overarching governance documents of a corporation and must take precedence over other corporate documents and policies.]

~~2.3 Any student who paid fees in both the fall and winter terms shall be considered members of the Corporation during the summer term.~~

~~2.4 The bylaws and the constitution shall be interpreted as a whole.~~

### III. OBJECTIVES OF THE CORPORATION

3.1 The editorial objectives of the Corporation shall include the collection and publication of information about issues and events affecting the Carleton University community: analysis of issues and events affecting the community; opinions of members of the community: and materials for the education or entertainment of the community.

3.2 In order to meet the editorial objectives of section 2.1, the Corporation shall generate revenue. While attempts will be made to diversify sources of revenue, in order to minimize the influence of any one source on the content of the publication, the fee paid by students shall be maintained as an important source of revenue. The generation of revenue shall not be carried out in such a way as to endanger the Corporation's non-profit status.

#### **IV. PUBLICATION OF *THE CHARLATAN***

4.1 The Corporation's publishing year shall run from May 1 to April 30.

4.2 The Corporation shall publish web-based content on a rolling basis, with the number of weekly pieces expected per section to be determined yearly between the editor-in-chief and the editorial staff. This can include one (1) or more "special" printed editions throughout the publishing period.

4.3 The editor-in-chief shall propose the printed publication schedule in August of each publishing year, which indicates the number of printed issues to be produced by the editorial staff, and indicates the dates for all the publications in the publishing year. This proposal should consider the input of the year's editorial staff as a whole, and will be ratified by a majority vote of the full Board.

4.4 The web-based publication schedule shall be written by the incoming Board by May 1, including the deliberation of the weeks during which part-time, full-time or no publishing shall take place.

4.5 The size of a printed issue should be included in the editor-in-chief's proposal, including colour, material, circulation and other such specifications that may affect the price of the publication. However, the Board has final authority on the number of pages, and upon a simple majority vote where at least eight (8) voting Board members are present, it can move to add additional pages or remove pages in a particular printed issue.

4.6 For further clarification, any supplements wanted by the editorial staff after ratification shall have to be approved by the Board in accordance with sections 4.4 and 4.6.

4.7 The Board has final authority on the number of issues published in the publishing year.

4.8 The Board can elect to remove the Corporate printing requirement of section 4.2 and/or elect to remove the editor-in-chief's discretion in \_\_\_\_ for the current publishing year. The Board must have eight (8) voting members present at the time of the vote and those voting in favour of the removal(s) must be at least six (6) members. A sound and reasonable budget must have already been approved by the board at an earlier meeting and such a budget must indicate a sound and reasonable financial reason for the use of this section.

4.9 The Board can elect to alter the Publication Schedule anytime during the year as long as eight (8) voting members are present and at least six (6) vote in favour of the alteration, provided the financial reason behind such alteration is financially sound and reasonable

and all Board members were provided with all necessary financial statements to make such a judgment at least one (1) week prior to such meeting.

- 4.10 Where the Board cancels the physical printing or online publication of an issue in accordance with section 4.8 or 4.9, the Board shall still be liable to pay the salaries of all section editors. Cancellation of printing does not necessitate the cancellation of an issue: if possible, it can be published in alternate capacities (e.g. on the website in the following week). This section does not apply to those whose specific contract addresses this situation.
- 4.11 The Board has final authority on any full or partial colour, which is to be added to any issue.
- 4.12 The Board has final authority on any and all production costs in the publication and distribution of *the Charlatan*, including, but not limited to, a physical paper and website.
- 4.13 The Board shall allow and shall approve the cost of producing other promotional printed materials (Volunteer Guide) to be produced during the publishing year. The full Board may not produce such material if production of said material would cause financial hardship to the Corporation, which is backed by a sound and reasonable budget.
- 4.14 Resources permitting, the Board shall allocate funds to cover the cost of publishing specific supplements (e.g. Volunteer Guides) produced by *the Charlatan* staff and contributors, in addition to the regular publishing cycle.

## V. MEMBERS OF THE CORPORATION

[Note: The membership provisions can be found in the Bylaws.]

5.1 ~~All students paying fees to the Corporation shall be~~ The members of the Corporation shall be as described in the Articles and Bylaws of the Corporation.

~~5.2 People who have not paid fees to the Corporation may be honorary members by majority vote of the Board. Honorary members may only contribute to the publication; they are not eligible to run for any elected position, at either the staff or Board level; nor are they able to vote in any election or referendum, at either the staff or Board level.~~

5.2 ~~5.3~~ All members of the Corporation are expected to abide by the Charlatan's Ethics and HR Policy. Failure to do so may result in ~~immediate dismissal from the Corporation~~ membership termination according to the ~~procedures outlined in the HR Policy Act, the Bylaws and other applicable policies of the Corporation.~~

## VI. BOARD OF DIRECTORS

6.1 The activities of the Corporation shall be under the direction and control of a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

6.2 The Board shall consist of a maximum of twelve (12) members and a minimum of eight (8), as follows:

- (a) Not less than three (3), and no more than seven (7) student directors, who must be members of the Corporation ~~during~~at the time of their ~~appointment~~nomination and election and during their term in office, to be ~~appointed by a simple majority vote of the previous Board,~~elected according to the procedures defined in the Bylaws ~~under Article XII.~~
- (b) Two (2) staff representatives, ~~each of whom~~who must be ~~both a member~~members of the Corporation ~~during~~at the time of their ~~appointment~~nomination and election and during their term in office, ~~appointed by a simple majority vote of the previous Board, according to the procedures defined in the Bylaws~~and who shall be elected by the members at the annual meeting of members. Neither Staff Representative shall be the editor-in-chief or a section editor during their term in office.
- (c) One (1) professional journalist who is regularly publishing, and not a faculty member of Carleton University or a member of the Corporation, during the current or previous four (4) years, to be ~~appointed by a simple majority vote of the Board in accordance with this Article~~elected by the members at the annual meeting of members and designated a professional director.
- (d) One (1) professional businessperson or professional journalist ~~whom~~who can be a faculty member of Carleton University, but cannot be a member of the Corporation during the current or previous four (4) years, to be ~~appointed by a simple majority vote of the Board in accordance with this Article~~elected by the members at the annual meeting of members and designated a professional director.
- ~~(e) The editor-in-chief, elected by majority vote of the regular contributors (not inclusive of the contributors) according to the procedures defined in the Bylaws, and who is ratified by the Board according to the procedures defined in the Bylaws, who shall be an ex-officio, honorary member of the Board.~~
- (e) One (1) director must be elected based on a nomination proposed by the editorial staff, which nominee may include the editor-in-chief. Such director shall be elected by the members at the annual meeting of members. [Note: All directors must be elected to the Board by the members and ex officio directors are not permitted under the Act. Accordingly, this paragraph has been revised to provide the members with an opportunity to elect the editor-in-chief as a voting director.]

6.3 During their term on the Board or in the year previous to their term, no member of the Board, ~~including proxies and any non-voting member appointed under section 6.9,~~ shall be a CUSA, GSA, CASG or RRRA councillor or executive. They must also be transparent about their involvement in any other organization in a capacity that could potentially put them in a conflict of interest or cause the appearance of a conflict of

interest. Nor may any member of the Board be a member of Carleton University's Board of Governors or Senate during their term on the Board.

- 6.4 An individual can only hold the position of editor-in-chief once. However, the Board can appoint such a person to be interim editor-in-chief. Once the editor-in-chief is done their term, they cannot be on the Board under any circumstances, other than interim editor-in-chief for one (1) year after the end of their term in office.
- 6.5 The Chair of the Board and the Treasurer are not authorized to create editorial content except in compliance with the Bylaws and/or Constitution. No member of the Board, except the Editor-in-Chief, are authorized to contribute editorial pieces to the newspaper.
- 6.6 The editor-in-chief shall not count for the minimum Board membership stated in section 6.2 above when they are not ratified.

~~6.7 At the annual general meeting or by fourteen (14) days after the final publication date, the outgoing Board will appoint any number of student director positions and/or appoint any number of professional or faculty directors as necessary in order for the incoming Board to have four (4) voting members. If such requirement is not met, the outgoing Board, except the outgoing editor in chief, shall remain in office, with all powers vested to them, until such requirement is met. Any requirements prescribed to each position in section 6.2 shall be suspended while the outgoing Board remains in power.~~

~~6.8 The Board shall have the right to appoint additional non-voting members as it sees fit by two-thirds majority vote, provided the said term does not exceed the Board's term in office.~~

6.7 ~~6.9~~ Each ~~Board of Directors~~ Director shall hold office for a term of one year beginning May 1 and ending April 30 the following year. The term may be extended in accordance with ~~sections 6.7 and 6.10~~ section 6.8.

~~6.10 At the end of their appointed terms, student directors may, at the Board's discretion, be recalled, for a maximum of three (3) more terms in office, if ratified at the annual general meeting in accordance with the Bylaws and so long as they will not surpass the given maximum of four (4) years of service, equivalent to the average academic lifetime of a bachelor's student. The professional directors sit indefinitely at the Board's discretion.~~

6.8 Professional Directors shall be eligible for re-election without limitation.

6.9 ~~6.11~~ A Board who can form the appropriate membership (section 6.2) before the start of their term, may appoint the chair, treasurer, secretary and may approve the Production Schedule and the budget if a treasurer has been appointed.

~~6.12 The Board can, if it is two months or less to the end of its term, transfer its authority to the next Board early if such new Board meets the minimum membership requirement (section 6.2).~~

6.10 ~~6.13~~ Any member of the Board of Directors and the editor-in-chief, may be removed by the members of the Corporation in accordance with ~~Article XXII~~the Act and ~~XXIII~~of the Bylaws.

6.11 ~~6.14~~ All members of the Board of Directors are expected to abide by the ~~Charlatan's~~Articles, the Bylaws, and applicable policies of the Corporation, including without limitation the Corporation's Ethics and HR policies. Failure to do so may result in ~~immediate dismissal~~the removal from the ~~Corporation~~Board according to the ~~procedures outlined in the HR Policy~~Act, the Bylaws and other applicable policies of the Corporation.

## VII. EDITORIAL CONTENT

7.1 Editorial content, for *the Charlatan* and other forms of publication, shall include:

- (a) All articles, editorials, writing, letters, layout, photos, graphics, visuals, aesthetics;
- (b) Editorial policies;
- (c) Duties and responsibilities of editorial staff;
- (d) The editor-in-chief's duties and responsibilities except where delineated in the Bylaws and/or Constitution; and
- (e) Section page allocation:

7.2 Contributors shall be solely responsible for the creation of any published editorial content; editorial staff, who act on behalf of contributors, are responsible for the selection and administration of content.

7.3 Members of the Corporation must produce all written content and data files, with the exception of letter and Voicebox submissions, published in *the Charlatan* or on the Corporation's website.

- (a) Exceptions may be made for the use Canadian University Press (CUP) files, subject to approval from the editor-in-chief;
- (b) Provided photos may be used, subject to approval from the editor-in-chief;
- (c) Exceptions may be made for recent Carleton University graduates (having graduated within the past two years) or students currently enrolled with other Canadian post-secondary institutions, subject to approval from the editor-in-chief.

7.4 Although the Board has final authority for financial matters, and such power can arguably be linked to editorial content, no such link will be made. For further clarification, under

no circumstances, financially serious or not, can the Board dictate or by any means influence the editorial content except as provided in section 7.5.

- 7.5 The following shall be matters that are financial but shall be allowed to affect editorial content:
- (a) Advertisements: When placing advertisements the Board must abide by *the Charlatan's* advertising policy;
    - (i) If urgent circumstances do not permit the Board to follow sub-section (a), the Board may assert its right to place an advertisement in the paper (restricted to the bottom half of page three or later) if approved by two-thirds of the full board at an emergency board.
    - (ii) Sub-section (a) shall include house advertisements, notices, and announcements or any other form, which the Board may determine from time to time.
  - (b) Editorial content-to-advertisement ratio;
  - (c) Additional or removal of pages to any issue;
  - (d) Additional colour to any issue;
  - (e) Creation and alteration of the Production Schedule;
  - (f) Dismissal of employees;
  - (g) Removal/creation of employee positions.
- 7.6 The production assistant's duties and responsibilities are under the final authority of the Board.
- 7.7 When anything described in section 7.1(a) relates to any legal proceedings in which the Corporation is or was involved, the editor-in-chief must send to the appropriate lawyer whose decision of what can and cannot be published shall be final. The editor-in-chief must notify the Board that the lawyer has been contacted.
- 7.8 If the Board is alerted to the possible libelous content in any form described in section 7.1(a) not yet published, the Board has the right to demand that publication of the said article be withheld until it has been submitted to the Board's lawyer for legal counsel. The Board will make its decision as to whether to allow publication based on this opinion.
- 7.9 The Board may require the Editor-in-Chief or Section Editor(s) of any publication of the Corporation to write a retraction or apology to be published with respect to any matter which in the opinion of the Board's legal counsel is legally actionable. Such retraction or apology shall be published in the next issue of the publication following the meeting of



the Board. Such a decision by the Board requires two-thirds majority vote of the members present.

- 7.10 If any editor refuses to comply, the Board may dismiss said editor by two-thirds majority vote of the full Board without following the procedures established in Article XVI of the Bylaws.
- 7.11 All employees of the Corporation are expected to abide by the Charlatan's Ethics and HR policies. Failure to do so may result in immediate dismissal from the Corporation according to the procedures outlined in the HR Policy.

### **VIII. AMENDMENTS TO THE CONSTITUTION**

- 8.1 Amendments to this Constitution shall be initiated by majority vote of staff at a regular staff meeting. Amendments may be proposed by any member of the Corporation, but a majority vote of staff is required before any amendment is sent to a formal vote of staff.
- 8.2 This Constitution shall be amended by a majority vote of more than two-thirds of voters.
- 8.3 Quorum for an amendment to the Constitution shall be 25 members of the Corporation. Members of editorial staff count towards quorum.
- 8.4 Votes to amend the constitution shall be made at regular staff meetings. Staff may, by majority vote, hold an amendment vote in the same manner as the elections of the editor-in-chief; this includes the appointment of an electoral officer, two weeks of advertising preceding the election and a secret ballot vote.
- 8.5 Any amendments made to the constitution must be ratified at the next occurring annual general meeting. In order to be ratified, the amendment must be approved by both a simple majority of the members of the corporation present at the meeting; and a simple majority of the incoming editorial staff, including the editor-in-chief, regardless of how many are present at the annual general meeting.
- 8.6 If an amendment is not ratified at the annual general meeting, the constitution reverts to the version that existed directly prior to the amendment taking effect immediately.

**Summary report:  
 Litera Compare for Word 11.9.1.1 Document comparison done on  
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