

Canadiana.org By-laws

BY-LAW NUMBER 1

PREAMBLE

Now whereas the *Canadiana.org* Board of Directors deem it expedient that all by-laws and amendments heretofore enacted be reviewed and revised such that the following By-law Number 1 be adopted for regulating the affairs of the Corporation.

Now therefore be it enacted and it is hereby enacted that all by-laws of the Corporation heretofore enacted be revoked and that the following By-law Number 1 be substituted therefore.

1. INTERPRETATION

In this by-law and all other by-laws and resolutions of *Canadiana.org*, unless the context requires otherwise:

- a) “The Corporation” means *Canadiana.org* as incorporated under the Act;
- b) “Act” means the Canada Corporations Act, Revised Statutes of Canada, 1964-65, c. 52, s.2 as amended and any statute enacted in substitution therefore from time to time;
- c) “Ex officio” means membership “by virtue of the office” and includes all rights, responsibilities and power to vote unless otherwise specified;
- d) “Benefits of membership” means the opportunity to contribute expertise and ideas, to participate in meetings and events, and to receive information from the Corporation
- e) Unless otherwise specified in these by-laws, “vote” is an oral vote at an in-person or teleconference meeting.

2. HEAD OFFICE

The head office of the Corporation shall be located in the City of Ottawa and Province of Ontario, Canada.

The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may decide.

3. CORPORATE SEAL

The seal impressed on the right margin of this by-law shall be the corporate seal of *Canadiana.org*.

4. PURPOSE

Canadiana.org, an alliance of partners, adopts a national vision and a comprehensive plan to present and promote our cultural heritage, documents and artifacts online, to our citizens and to the world, and provides for enduring access to that heritage.

Specifically the Corporation:

- Facilitates a worthwhile experience for the user through a unified approach to accessing the digital content being created, disseminated, and preserved by its member contributors.
- Coordinates the knowledge base of Canadian organizations committed to the creation, collection, preservation, and dissemination of materials pertaining to and of interest to Canadians, whether historical, genealogical, heritage, cultural or scientific in nature for the purpose of benefiting all Canadians.
- Locates, selects, describes, preserves, both directly and with its partners, the content of and provides access to Canadian collections in accordance with accepted principles, standards and practices.
- Unites the expertise of researchers, librarians, archivists, museologists, and other content holders or creators to foster the ability of Canadians “to know ourselves”^{*} and to enable the world to know Canadians.
- Plays a significant role engaging political leadership; influencing public policy; providing digitization software and access to server space; and carrying out fundraising and marketing on behalf of its members and the organizations and communities they represent.

^{*} From: *To know ourselves: the report of the Commission on Canadian Studies* by Thomas Symons. Ottawa, AUCC, 1975.

5. MEMBERSHIP

Canadiana.org shall have three classes of membership: Sustaining, Full, and Individual.

- a) A Sustaining Member shall be an association or organization that pays membership fees through a multi-year agreement. A Sustaining Member shall enjoy the benefits of membership and have the right to vote in the affairs of the Corporation.
- b) A Full Member shall be an association or organization that has paid the annual membership fee. A Full Member shall enjoy the benefits of membership and have the right to vote in the affairs of the Corporation.
- c) An Individual Member shall be a person who has paid the annual membership fee. An Individual Member shall enjoy the benefits of membership and may attend and speak at general meetings but shall not have a right to vote in the affairs of the Corporation.

5.01 Membership Fee

Members will be required to pay fees as determined by resolution of the Board, upon annual recommendation of the Membership Committee.

6. DIRECTORS

6.01 Board of Directors

The affairs of the Corporation shall be governed by a Board of Directors of not fewer than five Directors. Individuals who are not members of the Corporation may be elected to the Board of Directors. A majority shall constitute a quorum.

6.02 Term of Office

Directors shall be eligible to hold office for a term of two years, and shall be eligible for reelection for one further such term. It is not necessary that all Directors elected at a meeting of the members hold office for the same term. A third term of office of one or two years may be approved under extraordinary circumstances and with the approval of the majority of members present and voting at an Annual General Meeting (AGM).

The election procedures should be applied to ensure a good balance of incumbent and incoming board members.

The Vice-President shall serve the first two years after election as Vice-President, and the third and fourth years as President.

A retiring director shall remain in office until the dissolution or adjournment of the Annual General Meeting in the year the term ends.

6.03 Election of Directors

Directors shall be elected by a majority of the Sustaining and Full members in attendance personally at the Annual General Meeting of the Corporation.

6.04 Vacancies

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. A Director so elected shall remain in office for the duration of the vacant term. The Directors shall not fill a vacancy in the manner specified in this clause during the 90-day period immediately preceding an Annual General Meeting.

6.05 Meetings

Meetings of the Board of Directors may be held at such times and at such places within Canada as the Board may from time to time determine. The Board shall meet at least once each year. The Board may use teleconferencing as an alternative to meetings in person but, in no instance, shall it meet in person less than once a year.

Directors shall receive at least five days' notice of meetings. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting a director may participate in a meeting of the Board or of a committee of the Board by means of such

teleconference or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in such meeting by such means is deemed to be present at the meeting.

6.06 Removal of a Director

A Director shall automatically cease to hold office if a resolution to that effect is passed by a two-thirds majority of the members of the Corporation voting at a meeting duly called for that purpose.

6.07 Conflict of Interest

When a Director, either on his/her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a director, he/she:

- a) Shall disclose the interest fully at a meeting of the Directors in the manner prescribed by the *Corporations Act*;
- b) Shall disclose the interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not seek in any way whether before, after or during the meeting to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.

The conflict of interest notice shall appear with each agenda. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

6.08 Remuneration of Directors

Directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his/her position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

7. POWERS OF DIRECTORS

7.01 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the *Corporations Act*, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following powers in particular:

- a) The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

- b) The Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.
- c) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- d) The remuneration of employees shall be fixed by the Board of Directors by resolution.

7.02 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this by-law or by resolution of the Board.

7.03 Directors/Accountability

The Board and individual Directors represent the membership of the Corporation and are directly accountable to said membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public.

Every director of the Corporation shall exercise the powers and discharge the duties of office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

8. OFFICERS AND DUTIES

8.01 General

The officers of the Corporation shall be a President, Vice-President, Executive Director, Treasurer and such other officers as the Board of Directors may by resolution determine. The Executive Director is an ex officio officer; other officers shall be elected annually by the Board from among its members at the first Board meeting following the Annual General Meeting. The Board may fill a vacancy in office at any time.

The elected officers of the Corporation shall hold office for one year and until their successors are elected.

It shall be the duty of all Directors to attend meetings of the Board; participate on committees of the Board and report to the Board on behalf of committees; and represent the Corporation to scholars, the library community, and others as appropriate.

8.02 President

The President shall preside at all Board and Executive meetings; be an ex officio member of all committees; supervise and evaluate the Executive Director; maintain frequent communication with the Executive Director and the office regarding *Canadiana.org* business; report to the *Canadiana.org* membership in the newsletter and the annual report; act as one of the signing authorities for *Canadiana.org* cheques and bank account. The President shall represent the Corporation to the community, government, corporations, other funding agencies, and other national organizations; he/she will also approve and/or sign all policy related correspondence with these agencies.

8.03 Vice-President

The Vice-President shall perform the duties of the President in case of his/her absence or inability to act. The Vice-President shall be the President-Elect of the Corporation. That is, upon completion of the term of the President or upon there being a vacancy in the office of the President for any reason, the Vice-President shall forthwith and without further election succeed as President of the Corporation.

8.04 Treasurer

The Treasurer shall act as one of the signing authorities for *Canadiana.org* cheques and the bank account; review monthly and quarterly financial statements, compare to budget forecasts and report to the Board; maintain frequent communication with the Executive Director to review financial administration, monthly statements, and budget/actual comparisons; maintain contact with *Canadiana.org*'s auditor and investment counsel as necessary.

8.05 Executive Director

The Board may appoint an Executive Director to manage the affairs of the Corporation under the general direction of the Board. The Executive Director shall hold office at the pleasure of the Board or until he/she resigns the office.

He/she shall be accountable to the Board for the proper and legal conduct of the business of the Corporation according to the policies from time to time established by the Board. The Executive Director shall be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies from time to time established by the Board. He/she shall be responsible for giving notices; keeping the corporate seal; keeping records of all meetings of the members, the Board and its Executive Committee; signing of minutes and such other duties as may from time to time be assigned by the Board.

The Executive Director shall, ex officio, also be an officer of the Corporation and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee.

9. INDEMNIFICATION

Every director or officer of the Corporation and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or things whatsoever, made, done or permitted by him/her, in or about the execution, in good faith, of the duties of his office or in respect of any such liability.
- b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default. The Corporation shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Corporation.

10. EXECUTIVE COMMITTEE

The Board may establish an Executive Committee to be composed of the President of the Board and not fewer than two nor more than five other Directors. The Executive Committee shall be appointed by resolution of the Board at its first meeting following each Annual General Meeting of members at which the Directors are elected. During the intervals between meetings of the Board, the Executive Committee shall possess and may, subject to ratification of the Board, exercise all the powers of the Board in the governance and direction of the Corporation in such manner as the Executive Committee shall deem best for the interests of the Corporation subject to any specific directions imposed by the Board, this by-law or any other statutory or common law.

Meetings of the Executive Committee may be held at any time and place to be determined by the Executive Committee provided that forty-eight hours' notice of such meeting shall be provided to each member thereof.

11. NOMINATING COMMITTEE

The Board shall annually elect a Nominating Committee which shall be comprised of a Chair, who shall be drawn from the Executive Committee, at least one Board member, one additional member drawn from the members of the Corporation and the most recent past President of the Corporation (if willing to serve on the committee). The Executive Director shall, ex officio, be a non-voting member of the Nominating Committee to provide staff liaison and support.

The term of office for Committee members shall be one year. The Committee shall meet, usually by telephone, as frequently as necessary to provide their recommendations to the *Canadiana.org* office at least one month prior to the Annual General Meeting.

Candidates for the office of Director must be recommended by the Nominating Committee. The governance structure of *Canadiana.org* will be as representative as possible of its many constituent sectors.

The following are Permanent Institutional Members:

Bibliothèque et Archives nationales du Québec
Canadian Association of Research Libraries
Library and Archives Canada

It is the organization and not the person who fills the appointment of Permanent Institutional Members positions. There is also room to delegate the representative which is not the case with the slate of Officers.

The Nominating Committee, prior to the Annual General Meeting of the Corporation, shall:

- a) Receive nominations from members;
- b) Contact nominees to fully explain their duties and responsibilities as Director;
- c) Obtain consent from each candidate to the nomination and a biography for distribution at the AGM;
- d) Consider candidates objectively and without bias in the interests of maintaining a strong organization which reflects the needs and scope of its members and the community *Canadiana.org* serves;
- e) Present the slate of nominees to the Annual General Meeting.

12. OTHER COMMITTEES

The Board may from time to time appoint such other committees as it may deem advisable but the functions of any such other committee shall be advisory only. Normally, each such committee shall have a balanced representation of members, be chaired by a Director, have the committee membership and terms of reference approved by resolution of the Board, consider such matters as are referred to it by the Board, keep records of its activities and recommendations, and report to the Board at such intervals as required by the Board.

The Board may from time to time remove from office any member of any such committee and may appoint another member in the place of the member so removed. Members of a committee shall not as such receive any remuneration for their services, but the Board may authorize payment of reasonable expenses of attending any meeting of the committee.

Unless otherwise ordered by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedure.

13. MEETINGS OF MEMBERS

The annual meeting of the Corporation shall be held within eighteen (18) months of the last preceding annual meeting at such date, time and place within the territorial jurisdiction of the Corporation as determined by the Board for the purpose of:

- a) Considering and approving the minutes of the previous Annual General Meeting and any special general meeting that may have been held since the last annual meeting;
- b) Receiving and considering audited financial statements for the preceding fiscal year;
- c) Electing directors;
- d) Appointing the auditors for the next fiscal year;
- e) Transacting any other business properly brought before the meeting.

Fourteen days' prior written notice shall be given to each member of any annual or special general meeting of members. Notice shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted unless:

- a) A notice of motion to place an item on the agenda shall have been delivered to the Executive Director at least five (5) days prior to such meeting; or
- b) Subject to the *Corporations Act*, the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

Such of the Sustaining and Full members in attendance shall constitute a quorum. Each Sustaining member and each Full member may appoint an individual to attend and vote on its behalf at any meeting of members.

The Executive Director shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by ten (10) percent of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty days of receipt of the request at a date, time and place within the territorial jurisdiction of the Corporation as determined by the Executive Director. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the *Corporations Act* or by these by-laws. At the request of the Board a vote may, in urgent matters, take place outside the annual general meeting that is by correspondence including electronic mail. The administrative head of each Sustaining member and each Full member (or his/her delegate) shall vote in the name of the Sustaining or Full member.

14. LANGUAGE OF THE CORPORATION

As a national organization, Canadiana.org shall provide to its members in both official languages all the Board of Directors and Executive Committee meeting agendas, minutes and related official documentation, including last versions of proposals, reports, MOUs, etc. For the Annual General Meeting simultaneous translation services shall be made available.

15. ERRORS OR OMISSIONS IN NOTICE

An accidental error or omission in giving notice of any meeting required by this by-law or the non-receipt of such notice by any Director or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting.

16. AMENDMENT OF BY-LAWS

By-laws of the Corporation may be enacted, and the by-laws repealed or amended by by-law enacted, by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of a majority of the members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the appropriate federal ministry has been obtained.

17. AUDITORS

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor.

The financial year of the Corporation shall end on 31st day of March in each year.

18. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two of the President of the Board, Vice-President, Executive Director or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers appointed by resolution of the Board of Directors.

19. DISSOLUTION

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations or a public institution in Canada.

Approved by the Canadiana.org Board of Directors June 2, 2009