

**COUNCIL OF ATLANTIC UNIVERSITY LIBRARIES - CONSEIL DES
BIBLIOTHEQUES UNIVERSITAIRES DE L'ANTIQUE**

BY-LAWS

CORPORATE SEAL

1. The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

2. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Halifax Regional Municipality, in the Province of Nova Scotia.

CONDITIONS OF MEMBERSHIP

3. Membership in the Corporation is open to institutions of the Association of Atlantic Universities and such other institutions as are interested in furthering the purpose of the Corporation, as set out herein, subject to the approval by the Board of Directors of the Corporation of an application for admission as a member and payment of the annual membership fee. Each such institution admitted as a member shall be an independent academic organization, which may administer one or more libraries, and is hereinafter referred to as a "Member Library".

The purpose of the Corporation is to enhance university education, research and scholarly communication in the Atlantic region by:

- strengthening library collections;
- fostering cooperation and resource sharing;
- coordinating library services among the Member Libraries;
- improving the delivery of information services;
- providing for regular discussion of matters of inter-institutional interest; and
- advising the Association of Atlantic Universities and such other relevant parties as deemed appropriate by the Corporation.

4. Each Member Library may appoint one representative to the Board of Directors. It is contemplated that such representative will customarily be the chief administrative officer of the Member Library. Each Director so appointed is authorized to exercise one (1) vote on behalf of the Member Library.
5. Membership shall not be transferable.
6. A Member Library may withdraw from the Corporation by delivering to the Corporation a written notice of withdrawal and lodging a copy of the same with the Secretary of the Corporation. A minimum notice period of one (1) fiscal year in advance is required. A withdrawing Member Library shall not be entitled to any refund of any membership fees paid prior to the effective date of withdrawal but shall remain liable for, and shall pay any assessed membership fees which have become payable prior to such date.
7. A notice of withdrawal by a Member Library may be cancelled at any time.
8. Any Member Library may be removed as a member of the Corporation by a vote of three-quarters (3/4) of the Members at an annual meeting.

MEMBERS' MEETINGS

9. The annual or any other general meeting of the members shall be held in a city where one of the Member Libraries is situated and on such day as the Board of Directors shall appoint. The Member Libraries may resolve that a particular meeting of members be held elsewhere in Canada or outside Canada.
10. The annual members' meeting shall be held at least once every calendar year and within six (6) months of the end of the Corporation's financial year, and not more than fifteen (15) months after holding the preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Member Libraries may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chairman or Vice-Chairman shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of Members on written requisition of members carrying not less than 20% of the voting rights. Two-thirds (2/3) of the Member Libraries present in person and entitled to vote at a meeting will constitute a quorum for a general or special members' meeting. A member shall be considered present if a duly appointed representative of the Member Library is present at the members' meeting.
11. Fourteen (14) days' written notice shall be given to each voting Member Library of any annual or special general meeting of members either by mail or electronic means.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member Library to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the Member Library that it has the right to vote by proxy.

12. Each representative of a voting Member Library present at a meeting shall have the right to exercise one vote. A Member Library may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a representative of a Member Library of the Corporation.

13. A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the *Canada Corporations Act* or these By-laws. Provided, however, that questions relating to any new major financial commitments requiring additional financial contribution from the Member Libraries, shall be determined by two-thirds (2/3) of the votes cast by the members present and carrying voting rights.

14. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member Library, Director or officer for any meeting or otherwise, the address of the Member Library, Director or officer shall be his last address recorded on the books of the Corporation.

BOARD OF DIRECTORS

15. The property and business of the Corporation shall be managed by a Board of Directors, comprised of the representatives of each and every Member Library of the Corporation. The maximum number of Directors shall be determined by the number of institutions eligible to be Members. The number of directors on the Board of Directors may be increased or decreased from time to time by the addition or withdrawal, respectively, of Member Libraries, but in any event there shall be no fewer than three (3) Directors of the Corporation.

16. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors, the representatives of the Member Libraries, are confirmed as Directors at the first meeting of the representatives of the Member Libraries following the incorporation of the Corporation.

17. Directors shall serve on the Board of Directors until their successor is appointed and as long as the institution that he/she represents is a Member Library.

18. The office of Director shall be automatically vacated:

- (a) if a Director ceases to hold the office by virtue of which the appointment as Director has been made;
- (b) if the Member Library which the Director represents withdraws from the Corporation;
- (c) if a written resignation is received from a Director;
- (d) if he/she is found by a court to be of unsound mind;
- (e) on death.

19. A Director is subject to removal from the Board of Directors if the Member Library rescinds his/her appointment.

20. A vacancy on the Board of Directors for whatever reason shall be filled by appointment by the Member Library in which that Director was a representative.

21. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

POWERS OF DIRECTORS

22. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

23. 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 enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the

benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

24. The Board of Directors of the Corporation may from time to time:
- (a) borrow money upon the credit of the Corporation;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue or cause to be issued bonds, debentures or other securities of the Corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
 - (d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immoveable, property of the Corporation, and the undertaking and rights of the Corporation,

and the Board of Directors may delegate such powers from time to time to any one Director, officer or committee to the extent and in such manner as the Directors determine. Any Director, officer or committee formed for this purpose shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board of Directors.

25. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

26. The Board of Directors may appoint such agents, engage such employees, and delegate some of its authority to committees, 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 of Directors at the time of such appointment.

27. By resolution, the Board of Directors shall fix the remuneration for all officers, agents, employees and committee members from time to time.

DIRECTORS' MEETINGS

28. Meetings of the Board of Directors may be held either in person, by teleconference or by other electronic means, and may be held at any time and place to be

determined by the Directors provided that fourteen (14) days written notice of such meeting be given, either by mail or electronic means. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

29. The Board of Directors will normally meet in a city where one of the Member Libraries is situated. A meeting of Directors may be held following the close of the annual Members' meeting. Without derogating from the discretion of the directors to meet more often, it is contemplated the directors will meet up to three times a year.

30. Two-thirds (2/3) of Directors in office shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation. Each Director present at a meeting shall have the right to exercise one (1) vote.

31. A majority of the votes cast by the Directors shall determine the questions in meetings except where the vote or consent of a greater number of Directors is required by the *Canada Corporations Act* or these By-laws. Provided, however, that questions relating to any new major financial commitments requiring additional financial contribution from the Member Libraries shall be determined by two-thirds (2/3) of the votes cast by the Members present and carrying voting rights.

INDEMNITIES TO DIRECTORS AND OTHERS

32. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- (b) all other costs, charges and expenses that 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.

OFFICERS

33. The officers of the Corporation shall be a Chairman, Past Chairman, Vice-Chairman, Secretary/Treasurer, and any such other officers as the Board of Directors may by by-law or by resolution determine.

34. The Chairman shall be elected at an annual meeting of the Members. The Vice-Chairman and the Secretary/Treasurer shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of Members. The Past Chairman shall serve, ex officio, for the term of one year, by virtue of holding the office of Chairman for the term immediately preceding the current Chairman.

35. The Officers of the Corporation, other than the Past Chairman, shall hold office for two (2) years or such other period as may be determined by the Board of Directors from time to time, from the date of election or appointment, or until their successors are elected or appointed in their stead. Officers shall be subject to removal by a resolution of the Board of Directors at any time.

DUTIES OF OFFICERS

36. The Chairman shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

37. The Past Chairman shall serve as a non-voting advisor to the other officers of the Corporation.

38. The Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

39. The Secretary/Treasurer shall cause true accounts to be kept of the sums of money received and expended by the Corporation and the matter in respect of which said receipts and expenditures take place, of all sales and purchase of the property by the Corporation and of the assets and liabilities of the Corporation. At the annual meeting, or whenever they may require it, the Secretary/Treasurer shall render to the Board of Directors an accounting of all the transactions and a statement of the financial position of the Corporation.

40. The Secretary/Treasurer shall cause to be made a record of all votes and minutes of all proceedings of the Board of Directors, and this record is to be kept in the books for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of

Directors. The Secretary/Treasurer shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

EXECUTIVE DIRECTOR

41. The Directors may appoint an Executive Director. Subject to the Chairman and other Directors of the Board of Directors, the Executive Director shall be responsible for the general administration of the Corporation. The Executive Director may delegate his or her responsibilities consistent with the prudent general administration of the Corporation.

42. Without limiting the generality of the foregoing, the Executive Director shall:

- (a) maintain liaison with all Member Libraries of the Corporation;
- (b) oversee execution of all decisions of the Board of Directors and report on same at meetings of the Board of Directors.

COMMITTEES

43. There shall be an executive committee (the "Executive Committee") composed of the Chairman, Past Chairman, Vice-Chairman, a member-at-large appointed by the Board of Directors, and the Executive Director (if one has been appointed). The Executive Director shall serve as a non-voting Secretary of the Executive Committee and the Past Chairman shall serve as a non-voting advisor. If no Executive Director has been appointed, the member-at-large will serve as Secretary. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. The members of the Executive Committee shall not receive remuneration for serving on the Executive Committee, but are entitled to reasonable expenses incurred in the exercise of their duty. The members of the Executive Committee are subject to removal by a resolution of the Board of Directors at any time.

44. Meetings of the Executive Committee shall be held at any time or place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. No less than two voting members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken.

45. The Board of Directors may appoint any other committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTION OF DOCUMENTS

46. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without 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 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 Officer or Officers appointed by resolution of the Board of Directors.

FINANCIAL YEAR

47. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be March 31.

AMENDMENT OF BY-LAWS

48. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a vote of the majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

49. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Board of Directors at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

50. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law, are regularly and properly kept.

RULES AND REGULATIONS

51. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting, shall at and from that time cease to have any force and effect.

INTERPRETATION

52. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words in the singular include the plural, and words in the plural include the singular, words importing the masculine gender include the feminine and neuter gender, and words in the feminine gender include the masculine and neuter gender, and references to person shall include firms and corporations.

Effective Date: _____