

A by-law relating generally to the
conduct of the affairs of

**Council of Atlantic University Libraries-Conseil des bibliothèques
universitaires de l'Atlantique**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1: ADMINISTRATIVE

1.1 Definitions

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

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Associate Member" shall have the meaning set out in section 3.1;

"Board" means the board of Directors of the Corporation;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Director" means an individual elected or appointed to the Board;

"Full Member" shall have the meaning set out in section 3.1;

"Member" means each independent academic organization, which may administer one or more libraries and encompass both Full Members and Associate Members;

"Meeting of Members" is an annual meeting of members;

"Officer" means an individual appointed as an officer of the Corporation as set out in section 7.1;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

Any reference in these By-laws to words in the singular shall include the plural and vice-versa, words in one gender shall include all genders, and "person" shall include an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Operating Policies

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

SECTION 2: FINANCIAL

2.1 Financial Year

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

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents between twenty-one (21) and sixty

(60) days before the Meeting of Members is held.

2.2 Annual Financial Statements

Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

2.3 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act.

SECTION 3: MEMBERS

3.1 Membership Conditions

Subject to the Articles, there shall be two classes of Members in the Corporation, namely, Full Members and Associate Members. The following conditions of membership shall apply:

A. Full Members

- i. Full Member voting membership shall be open to institutions of the Association of Atlantic Universities, and also such post-secondary institutions with independent governance located in Atlantic Canada that are interested in furthering the Corporation's purposes.
- ii. Institutions must apply for membership according to the Corporation's policies, and be admitted into Membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.
- iii. The term of membership of a Full Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iv. As set out in the Articles, each Full Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Full Member shall be entitled to one (1) vote at such meetings.

B. Associate Members

- i. The Board may approve as Associate Non-Voting Members other independent academic institutions which may be interested in the purposes of the Corporation that have applied for Associate Membership according to the Corporation's policies, and have been admitted into

- Associate Membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.
- ii. The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - iii. Shall have the right to receive notice of, to attend and to speak at Meetings of Members.
 - iv. Subject to the Act and the Articles, an Associate Member shall not be entitled to vote at Meetings of the Members of the Corporation.

3.2 Membership Transferability

Neither Full nor Associate Membership shall be transferable.

3.3. Termination of Membership

A Full and/or Associate Membership in the Corporation is terminated when:

- a. a Member is dissolved, liquidated, absorbed, or fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- b. the Member is expelled or its Membership is otherwise terminated in accordance with the Articles or By-laws;
- c. a Member withdraws from the Corporation by delivering to the Corporation a written notice of withdrawal and lodging a copy of the same with the Chair of the Corporation. A minimum notice period of one (1) fiscal year in advance is required;
- d. the Corporation is liquidated or dissolved under the Act.

Subject to approval by the Board, a request for withdrawal by a Member may be cancelled at any time.

3.4 Effect of Termination on Membership

A withdrawing or terminated Full or Associate Member 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. Furthermore, a Member's financial obligations to the Corporation or its members may survive a Member's withdrawal or termination from the Corporation (e.g. if so provided for by the terms of a contract or license).

3.5 Discipline of Members

The Board shall have authority to suspend or expel any Full or Associate Member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the Articles, By-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The removal of a Member of the Corporation must be sanctioned by an affirmative vote of not less than three-quarters (3/4) of the Board. The Board's decision shall be final and binding on the member, without any further right of appeal.

3.6 Special Resolution Required

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 4: MEETINGS OF MEMBERS

4.1 Annual Meetings

The annual Meeting of Members 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. Annual Meetings of Members shall be held to consider the reports of the Corporation required by the Act to be presented at the meeting, electing Directors, reviewing the report of the public accountant and appointing the public accountants for the ensuing year. The Members may consider and transact any business either special or general at any Meeting of Members.

4.2 Special Meetings

The Board shall have power to call, at any time, a Special Meeting of Members.

4.3 Members Calling a Members' Meeting

The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the

voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.4 Notice of Members' Meeting

Notice of the time and place of a Meeting of Members shall be given to each Member by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.
- c. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- d. For purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his last address recorded on the books of the Corporation.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

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

4.5 Place of Members' Meetings

Meetings of Members shall normally be held in a location where one of the Members is situated. If all of the Members entitled to attend such meeting so agree, a particular Meeting of Members may be held elsewhere in Canada or outside Canada.

4.6 Persons Entitled to be Present at Members' Meetings

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

4.7 Chair of Members' Meetings

The Chairperson at Meetings of Members shall be the Chair of the Board, or in his/her absence, the Vice-Chair of the Board. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present

and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.8 Quorum at Members' Meetings

Two-thirds (2/3) of the Members present in person and entitled to vote at a meeting will constitute a quorum for a general or special Meeting of Members. A Member shall be considered present if a duly appointed representative of the Member is present at the Meeting of Members. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.9 Votes to Govern at Members' Meetings

Unless otherwise required by the Act or the Articles of the Corporation, questions arising at any meeting of the members shall be decided by a consensus of the Members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the members.

Provided, however, that questions relating to any new major financial commitments requiring additional financial contribution from Members, must be sanctioned by an affirmative vote of not less than three-quarters (3/4) of all Members.

4.10 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or

other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.11 Members' Meeting Held Entirely by Electronic Means

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

SECTION 5: DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by Resolution of the Board.

5.2 Composition of the Board

The Board shall be comprised of one (1) Director from each Full Member Institution.

5.3 Qualifications of Directors

In addition to the qualifications for Directors set out in the Act, only those individuals who are the chief administrative officer (e.g., Library Director, University Librarian, Dean of Libraries, Library Chair, Head Librarian) of a Full Member Library are eligible to be elected as Directors of the Corporation.

5.4 Term of Office of Directors

Directors shall be elected to hold office for a term expiring not later than the close of the second (2nd) annual Meeting of Members following their election. Directors whose terms have expired shall be eligible for re-election.

5.5 Election Oversight

Annually, the Executive Committee shall appoint a staff member of the Corporation to act as Chief Returning Officer (CRO). In the event the Corporation is without a staff member able to undertake the role, the Board may agree by written resolution to appoint a third party to oversee the elections.

5.6 Nominations

Before the notice of the annual Meeting of Members is sent, the CRO shall:

- a. Determine the number of Directors to be elected, in order to comply with the composition of the Board as set out in Article 4.2.
- b. Seek, in writing, nominations from Members needing representation. Nominations must be accompanied by a notice of consent.
- c. Prepare the ballots listing all candidates.

5.7 Elections

- a. No later than sixty (60) days before the annual Meeting of Members, the CRO shall distribute the ballots to voting Members. Ballots may be electronic and/or distributed electronically.
- b. Each voting member shall receive one ballot and be eligible to exercise one vote.
- c. Ballots shall be submitted to the CRO no later than 30 days before the Meeting of Members.
- d. The CRO shall tabulate the votes and submit the results to the Members no later than 14 days before the Meeting of Members.
- e. The Members shall then elect the Directors at the Meeting of Members by confirming the results of the voting.

5.8 Ceasing to Hold Office

A Director ceases to hold office when

- a. the Director dies or resigns from the Board;
- b. the Director is removed from the Board by a majority vote of Members at a Meeting of Members called for the purpose of removing the Director;
- c. the Director no longer fulfils all of the qualifications to be a Director set out in section 5.3, as determined by the sole discretion of the Board.

Where an individual is no longer a Director, then such person shall be deemed to have also automatically resigned from any offices and/or committees, as

applicable.

5.9 Filling Vacancies

Subjected to the Act and the Articles, a quorum of the Board may fill a vacancy on the Board, excepting that Directors must call a Special Meeting of Members to fill the vacancy if

- a. the vacancy is created as a result of an increase in the number or the minimum or maximum number of Directors provided for in the Articles;
- b. the vacancy is created as a result of a Director being removed from office at a Meeting of Members;
- c. the maximum proportion of appointed Board of Directors (1/3) will be exceeded.

A Director appointed or elected to fill the vacancy holds office for the unexpired term of his or her predecessor.

SECTION 6: BOARD OF DIRECTORS MEETINGS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two (2) Directors at any time.

6.2 Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner agreed to by the Board to every Director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

6.3 Regular Meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Participation by Electronic Means

In accordance with the Regulations, and provided necessary equipment is available, a Director on occasion may choose to attend a meeting via a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.

6.5 Quorum

Two-thirds (2/3) of Directors in office shall constitute a quorum for meetings of the Board of Directors.

6.6 Voting

- a. At Board Meetings - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote. Provided, however, that questions relating to any new major financial commitments requiring additional financial contribution from the Members must be sanctioned by an affirmative vote of not less than three-quarters (3/4) of all the Board of Directors.
- b. Action Without Meeting - For purposes of taking action without a meeting, electronic voting may be used. Solicitation via electronic balloting and voting shall be permitted hereunder. Such procedure shall be initiated by the electronic distribution of the means to vote and all related materials for consideration to all Directors at the time of such distribution. Thereafter, Directors shall be permitted to cast their votes electronically in response to the distributed means to vote. The deadline for receipt of such electronic votes cast by the Directors shall be no less than fourteen (14) days from the date of distribution of such balloting materials. The quorum requirements of Section 6.5. shall apply to any such action without a meeting and a vote cast shall be read to equate with presence in determining quorum for the purposes of this Section. All voting parameters shall be the same as in 6.6.a. in terms of the number of affirmative votes required to take an action as well as the role of the Chair in casting a deciding vote in the case of an equality of votes.

6.7 Resolutions in Writing

A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board and approved in accordance with section 6.6, shall be as valid as if it had been passed at a meeting of the Board. A copy of

every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

SECTION 7: OFFICES AND COMMITTEES

7.1 Offices

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer must be a currently serving Director. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

7.2 Appointment, Description and Duties of Offices

The appointment process and the description and duties of the offices of the Corporation shall be set out in the Corporation procedures.

7.3 Committees

Guided by Corporation procedures the Board may appoint any other committees whose members will hold their offices at the will of the Board. The Board shall determine the duties of such committees.

8. GENERAL

8.1 Invalidity of Any Provisions of This By-Law

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

8.2 Omissions and Errors

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

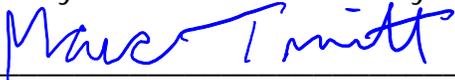
8.3 By-Laws and Effective Date

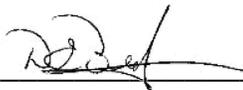
Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law,

amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

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

ENACTED by the Board as of the day of October 17, 2016.


_____ Chair


_____ Vice-Chair

CONFIRMED by the Members as of the 6th day of August, 2017.