



COUNCIL OF PRAIRIE AND PACIFIC UNIVERSITY LIBRARIES

BY-LAWS

Corporate Seal

1. The seal, an impression whereof is stamped in 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 City of Victoria, in the Province of British Columbia.

Conditions of Membership

3. Membership in the Corporation is open to University Libraries in Manitoba, Saskatchewan, Alberta and British Columbia, under the following criteria:

- (a) the Library supports the Corporation vision and strategic plan;
- (b) the Library's institution is a degree-granting member of the Association of Universities and Colleges of Canada (AUCC);
- (c) the Library actively participates in cooperative projects, Corporation Board meetings, committees, task groups and other activities that may be identified from time to time;
- (d) the Library continues to pay the annual membership fee.

4. Each Member Library may appoint one representative to the Board of Directors. The representative is normally the University/Chief Librarian of the institution and by virtue of that office held, is a Director of the Corporation. Each Director is authorized to exercise one (1) vote.

5. Membership shall not be transferable except to the extent that since the membership of any person arises by virtue of the office held by that person in a Member Library, such membership shall be deemed to have transferred to the legal successor to that office.

6. A Member Library may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the

Secretary/Treasurer of the Corporation. A minimum notice of one 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 resignation but shall remain liable for, and shall pay, any assessed Membership Fees which have become payable prior to such date.

7. The notice of withdrawal by a Member Library may be cancelled at any time.

8. Any Member Library may be required to resign by a vote of three-quarters (3/4) of the Members at an annual meeting.

Board of Directors

9. 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. The maximum number of Directors shall be determined by the number of libraries 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.

10. 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 are appointed.

11. 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.

12. 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.

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

Powers of Directors

14. 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.

15. 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.

16. The 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, debenture 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;
- (d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

17. 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.

18. The Board of Directors 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 of Directors at the time of such appointment.

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

Directors' Meetings

20. Meetings of the Board of Directors, either in person, by teleconference or by other electronic means, may be held at any time and place to be determined by the Directors provided that normally 14 days notice of such meeting be given, either by mail or electronic means. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation 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 or had thereat. Each Director is authorized to exercise one (1) vote.

21. There shall be at least two (2) meetings per year of the Board of Directors, one of which is the annual meeting and it shall be held within 6 months after the end of the Corporation's fiscal year, in a city where one of the Member Libraries is situated. 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.

22. A majority of Directors in office, from time to time, but no less than three-quarters (3/4) of the Directors, 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.

23. Three-quarters (3/4) of the votes cast by the Directors present 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. Directors may vote by proxy at a members' meeting provided that the director has named the proxyholder in written form and sent that information to the executive director prior to the beginning of the meeting.

Indemnities to Directors and Others

24. 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 of 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

25. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary/Treasurer, and any such other officers as the Board of Directors may by by-law determine.

26. The Chair shall be elected at an annual meeting of the Board of Directors. The Vice-Chair and the Secretary/Treasurer shall be appointed by resolution of the Board of Directors at the annual meeting of the Board of Directors.

27. The Officers of the Corporation shall hold office for two years 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 vote of three-quarters (3/4) of the Board of Directors at any time.

Duties of Officers

28. The Chair 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.

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

30. 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 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.

31. 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 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

32. Subject to the Chair 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.

33. 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

34. The Board of Directors may appoint 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

35. 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

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

Amendment of By-Laws

37. 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 at least three-quarters (3/4) of the Directors at a meeting of the Board of Directors 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

38. The Directors 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

39. 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

40. 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

41. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, and vice versa, and references to persons shall include firms and corporations.