



CANADIANA

**By-laws Conforming to the
Canada Not-for-profit Corporations Act**

By-Law No.1

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Section 1 – General

1.01 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.

1.02 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;
- "board" means the board of directors of the Corporation and "director" means a member of the board;
- "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;
- "meeting of members" includes an annual meeting of members or a special meeting of members; "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;

- "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- "The Corporation" means Canadiana.org as incorporated under the Act;
- "Benefits of membership" means the opportunity to contribute expertise and ideas, to participate in meetings and events, and to receive information from the Corporation.
- Unless otherwise specified in these by-laws, "vote" is an oral vote at an in-person or teleconference meeting.

1.03. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes 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.

1.04 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.

1.05 Corporate Seal

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

1.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.07 Financial Year End

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

1.08 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.09 Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

1.10 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and online on the Corporation web site, and any member may, on request, obtain a printed copy free of charge at the registered office or by prepaid mail.

Section 2 - Membership - Matters Requiring Special Resolution

2.01 Membership Conditions

Subject to the articles, there shall be 2 classes of members in the Corporation, namely:

Class A members, also known as Foundation Members.

Class B members, also known as Governing Members.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

Member Institutions shall designate a representative who shall continue as such until further direction is provided by the institution.

The following conditions of membership shall apply:

Benefits of Class A - Foundation Membership

Class A voting membership shall be available to memory institutions or associations who have applied and have been accepted for Class A voting membership in the Corporation and have paid the annual Class A Member dues.

Up to seven (7) directors shall be elected from a pool of candidates nominated by Class A members.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members.

Each Class A voting member shall be entitled to one (1) vote at such meetings.

The term of membership of a Class A members shall be annual, subject to renewal in accordance with the policies of the Corporation.

Benefits of Class B - Governing Membership

Class B voting membership shall be available to memory institutions or association who have applied and have been accepted for Class B voting membership in the Corporation and have paid the annual Class B Member dues.

Up to three (3) directors shall be elected from a pool of candidates nominated by Class B members.

As set out in the articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members.

Each Class B voting member shall be entitled to one (1) vote at such meetings.

The term of membership of a Class B voting members shall be annual, subject to renewal in accordance with the policies of the Corporation.

2.02 Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.03 Notice of Members Meeting

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.

Under Subsection 63(2) of the Regulations, if the by-laws provide for an electronic means of giving notice, the by-laws must also provide for a non-electronic means of giving notice.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of at least 21 days before the day on which the meeting is to be held; or
- b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of at least 21 days before the day on which the meeting is to be held.

Notice shall include an 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 in subsection a) is waived by a majority vote of those present and entitled to vote at such meeting.

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.

2.04 Members' Meetings

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 institutional voting members (or his/her proxy) shall vote in the name of the voting member.

2.05 Vote by Proxy

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy-holder, and one or more alternate proxy-holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) A proxy form is appended which may be completed and faxed, or an email from the member will be accepted if it has all the same information as the appended proxy form.

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 this method of voting by members not in attendance at a meeting of members.

Section 3 - Membership Dues, Termination and Discipline

3.01 Membership Dues

Membership dues will be set by the Board of Directors.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

3.03 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 4 - Meetings of Members

4.01 Place of Members Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.02 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, 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 resolution of the members.

4.03 Chair of Members' Meetings

In the event that the president and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

4.04 Quorum at Members' Meetings

Such of the voting members in attendance shall constitute a quorum. Unless a greater number of members are required to be present by the Act.

4.05 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.06 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.

4.07 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.

Section 5 – Directors

5.01 Number of Directors

The board shall consist of minimum of three (3) and max of fifteen (15) directors. 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. As a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates?

5.02 Election of Directors

Members shall, by ordinary resolution at each annual meeting, or in advance by electronic ballot, at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed term.

5.03 Nominating Directors at Annual Members' Meetings

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 Nominating committee will present, at the Annual General meeting, a slate of nominees to be elected by all members.

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

- g) Receive nominations for each member class, from the members of that class;
- h) Contact nominees to fully explain their duties and responsibilities as Director;
- i) Obtain consent from each candidate to the nomination and a biography for distribution at the AGM;
- j) 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;
- k) Present the slate of nominees to the Annual General Meeting.

5.04 Members' Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than ten percent (10%) of members entitled to vote at the meeting at which the proposal is to be presented.

5.05 Term of Office of Directors

Directors shall be eligible to hold office for a term of up to three (3) 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. On the recommendation of the appropriate nominating committee, in respect of any one or more positions, a shorter period may be specified to provide for an overlap of Directors' terms. A third term of office of one to three (1-3) 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.

5.06 Appointment of Directors

The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members or cause the maximum number of directors specified in the Articles to be exceeded.

5.07 Vacancies

Any vacancy in a Director position, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles, 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.

The incoming Director shall be elected from the nominees presented by the same member class that nominated the director that held the vacant office.

5.08 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.

5.09 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.

5.10 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.

5.11 Powers of Directors

5.11.1 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:

- e) 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
- f) The power to make expenditures for the purpose of furthering the objects of the Corporation.
- g) The Directors shall take such steps as they may deem requisite to enable the Corporation
- h) To receive donations and benefits for the purpose of furthering the objects of the Corporation.
- i) 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.
- j) The remuneration of employees shall be fixed by the Board of Directors by resolution.

5.11.2 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.

5.12 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.

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

Section 6 - Meetings of Directors

6.01 Calling of Meetings of Board of Directors

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. If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 6.03 of this by-law to every director of the Corporation not less than 7 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.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Meetings of Directors

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.

6.04 Votes to Govern

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.

6.05 Indemnification of Directors

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.

6.06 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.06.1 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.

6.06.2 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 Chief Executive Officer shall 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.

6.06.3 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.

Section 7 – Officers

7.01 Appointment of Officers

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. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- c) President – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- d) Vice-President – The vice-president of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- e) Chief executive officer (CEO) - The CEO of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- f) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- g) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- h) the officer's successor being appointed,
- i) the officer's resignation,
- j) such officer ceasing to be a director (if a necessary qualification of appointment) or
- k) Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 – Notices

8.01 Method of Giving Any Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public

accountant shall be sufficiently given: if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose. A notice so sent shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.

The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any Provisions of this By-law

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

8.03 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.

8.04 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.

Section 9 - Dispute Resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an

alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 10 - Effective Date

10.01 By-laws and Effective Date

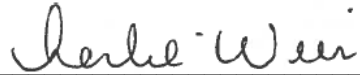
Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where 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.

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

Certified to be By-Law No.1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 23rd day of January, 2013 and confirmed by the members of the Corporation by special resolution on the 5th day of February, 2013.

Dated as the 16th day of June 2016



Leslie Weir, President