

CRKN By-laws

THE GENERAL BY-LAWS REGULATING THE TRANSACTIONS OF THE BUSINESS AND AFFAIRS OF CANADIAN RESEARCH KNOWLEDGE NETWORK/ RESEAU CANADIEN DE DOCUMENTATION POUR LA RECHERCHE

Be it enacted as a By-law of the Corporation as follows:

1. DEFINITIONS

- (1) Whenever used in these By-laws the following words and phrases shall have the meanings set out below:
- (a) "Act" means the Canada Not-for-Profit Corporations Act, as amended from time to time;
 - (b) "Associate Members" shall have the meaning set out in paragraph 3(2);
 - (c) "UC" means Universities Canada
 - (d) "UC Institutional Members" means those members of the UC holding membership in the category of Institutional Members as set out in the By-laws of the UC;
 - (e) "Board" means the Board of Directors;
 - (f) "Canadian" means established pursuant to the laws of Canada or one of its provinces or territories, having its head office in Canada, and not controlled by the property of a foreign entity;
 - (g) "Commercial content licensing program" refers to the negotiation and licensing of scholarly content and services undertaken by CRKN on behalf of its institutional members;
 - (h) "Corporation" means Canadian Research Knowledge Network /Réseau canadien de documentation pour la recherche;
 - (i) "Institutional Members" shall have the meaning set out in paragraph 3(1);
 - (j) "Members" means the Institutional Members and Associate Members;
 - (k) "University Librarian" shall mean the director of libraries, or a person holding a similar title, of an Institutional Member; and
- (2) Any reference in these By-laws to gender includes all genders.

2. THE CORPORATION

The Corporation is a collaborative program of Canadian universities that, through their libraries and in conjunction with regional and national bodies (including memory institutions), is dedicated to providing expanded, equitable and cost-effective access to digital forms of research content, to the benefit of its members and the Canadian research community.

The Corporation, through the coordinated services and expertise of Members' libraries and affiliated

organizations, expands the universe of digital research information that is available to Canada's academic researchers.

The objectives for which the Corporation is established are:

- (1) to expand the quantity, breadth and depth of research content available to Canada's academic research community;
- (2) to speed the transition of access to digital materials and value-added forms of content, and maximize its value through new models of networked access; and
- (3) to leverage the buying power and influence of Canadian universities, and to develop new business models.

The Corporation works on behalf of its Members, and actively develops partnerships and joint ventures with other associations and organizations, to advance the objectives of the Corporation.

3. CATEGORIES OF MEMBERSHIP

There shall be two categories of membership in the Corporation as follows:

(1) Institutional Members

Institutional Members are eligible for membership by being

- (a) an institutional member of UC, or:
- (b) a former founding member of Canadiana, specifically: Library and Archives Canada, Bibliothèque et Archives nationales du Québec, Toronto Public Library
- (c) Institutional Members:
 - i. Shall have the right to receive notice of, to attend and to speak at all meetings of members of the Corporation; and
 - ii. Shall have the right to vote at all meetings of members of the Corporation in accordance with section 16 of the Act.

(2) Associate Members

Associate members shall be Canadian, not-for-profit, degree-granting post-secondary institutions; or, academic and/or research affiliated institutions, library, archive, heritage, museum and gallery organizations with purposes consonant with the organization that are from time to time recommended for Associate membership by the Board.

- (a) Applicants for Associate membership that will be participating in CRKN's commercial content licensing program shall be approved by vote of the Institutional Membership.
- (b) Applicants for Associate membership that will not be participating in CRKN's commercial content licensing program shall be approved by the Board.
- (c) Associate Members:
 - i. Shall have the right to receive notice of, to attend and to speak at all meetings of members of the Corporation; and

- ii. Shall not have the right to vote at any meetings of members of the Corporation except as required by law, except that Associate Members are not entitled to vote on the matters set forth in Sections 199(1)(a) or 199(1)(e) of the Act.

An organization meeting the criteria for membership in the categories listed above is eligible for membership consideration in the Corporation upon written application to the Board.

4. WITHDRAWAL AND RE-ADMISSION OF MEMBERS

Any Member may withdraw from membership by written notice to the Board, but such withdrawal does not relieve the Member from any financial obligations incurred by such Member prior to such withdrawal. A former Institutional Member that withdraws from membership and that applies for re-admission to the Corporation and meets the criteria for Institutional Membership will normally be granted re-admission. Financial penalties, if any, will be determined by the Board and may include assessment of back membership fees and other fees, application of any one-time new member fee or a combination of these.

Re-admission of Institutional Members will be a one-time opportunity. Any Institutional Member that withdraws for a second time will not be eligible for re-admission unless the Board determines otherwise.

5. DISQUALIFICATION OF MEMBERS

- (1) An Institutional Member that has ceased to be an UC Institutional Member may have its membership in the Corporation cancelled as hereinafter provided.
- (2) An Associate Member that, in the opinion of the Board, has ceased to satisfy the condition contained in section 3(2) may have its membership in the Corporation cancelled as hereinafter provided.
- (3) A Member may have its membership in the Corporation terminated by the Board for non-payment of fees or failure to abide by the terms of a license or CRKN policies.

6. METHOD OF CANCELLATION OF MEMBERSHIP

The membership of a Member may be cancelled by the adoption of a resolution passed by at least two-thirds of the votes cast at a meeting of the Corporation acting upon a resolution of the Board stating that, in the opinion of the Board, the Member has ceased to satisfy one or more conditions of membership and recommending that membership be cancelled.

7. FEES

Members will be required to pay fees as determined by resolution of the Board.

8. BOARD OF DIRECTORS

- (1) The affairs of the Corporation shall be managed by the Board, which shall consist of the number of directors specified in the articles of the Corporation. If the articles provide for a minimum and maximum number of directors, the Board will consist of the fixed number of directors as determined from time to time by the Institutional Members by resolution passed by a majority of votes cast at a meeting of Members or, if the resolution empowers the Directors to determine the number, by resolution of the Board.
- (2) Subject to the articles, the Institutional Members will elect nine (9) Directors at the first meeting of Members after the effective date of this By-law and at each succeeding annual meeting at

which an election of Directors is required, and such Directors will be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election (or, on the recommendation of the appropriate nominating committee in respect of any one or more positions, a shorter period to provide for an overlap of terms.) Such Directors will be comprised of

- (a) Four (4) University Librarians of Institutional Members, one from each geographical area (Atlantic, Ontario, Quebec, Western)
 - (b) One (1) University Librarian of an Institutional Member with over \$100 million in external research funding
 - (c) One (1) University Librarian or one (1) Associate University Librarian or equivalent of an Institutional Member to serve as Chair of the committee responsible for content and licensing
 - (d) One (1) University Librarian or one (1) Associate University Librarian or one (1) Archivist or equivalent of an Institutional Member to serve as Chair of the committee responsible for preservation and access.
 - (e) Two (2) researchers and/or senior administrators from Institutional Members
- (3) Immediately following the adjournment of the annual meeting of members, the Board will meet and appoint up to three (3) additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members. Such Directors may be comprised of:
 - (a) One (1) senior university administrator of an Institutional Member to serve as Chair of the Board, and as necessary,
 - (b) One (1) University Librarian, Director or equivalent of a Member Institution appointed to achieve any representation, balance or required skillset that did not result from the election process;
 - (c) One (1) additional member from another Member Institution, or Canadian academic, research or memory affiliated institution or stakeholder organization appointed by the Board to achieve a necessary perspective or additional balance or required skillset that did not result from the election process;
- (4) The Chair of the Board, or in the absence of the Chair of the Board, the Vice-Chair of the Board, or in the absence of both of them, a Director chosen by the Directors present at the meeting, shall chair meetings of the Board.
- (5) So long as a quorum of the Board remains in office, the Board may appoint an eligible person to fill a vacancy in the Board, however created.
- (6) Members of the Board shall serve without remuneration in their capacity as members of the Board and as members of committees of the Board.
- (7) The members of the Board provided for in Section 8(2) shall be elected at each Annual Meeting of the Corporation, or by ballot in advance of the Annual Meeting of the Corporation, at which such position is vacant. Each such Director of the Corporation shall take office immediately following the Annual Meeting at which he or she is elected, and shall hold office until his or her successor takes office immediately following the future Annual Meeting at which the said term ends, subject to Sections 9(8) and 9(9). No person so elected may hold

office for more than two consecutive terms.

- (8) For the purposes of Sections 8(2), only University Librarians, Director/Heads, (or in the case of 8(2)(c), an Associate University Librarian) or researchers/administrators holding current appointments, of Institutional Members shall be eligible for appointment to, and continuing membership on, the Board. To remain a member of the Board, each such member must retain the function of University Librarian, Director/Head in the case of Sections 8(2)(b), or a researcher or senior administrator, exercised at the time of appointment; if such member should cease to satisfy this condition, subject to Sections 9(9), the member may, upon written notice to the Chair of the Board, continue in office until the following Annual Meeting of the Corporation at which time the member shall cease to hold office.
- (9) Institutional Members may by ordinary resolution at a special meeting remove any Director or Directors from office. Any such Director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal if a meeting is called for that purpose.
- (10) Nominations for election to the Board pursuant to Sections 8(2) shall be submitted to the appropriate nominating committee appointed by the Board. The appropriate nominating committee shall prepare a slate of candidates for election to the Board from the nominees so submitted. An Institutional Member, with the consent of at least one other Institutional Member, may propose additional candidates for election to the Board following the preparation of the slate of candidates by submitting the name of each such additional candidate to the appropriate nominating committee and specifying the paragraph of Section 9 (2) (and geographic region if respect of a candidate for a position referred to in Section 9 (2) a in which the additional candidate is being proposed.
- (11) The Board may prescribe such rules and regulations not inconsistent with these By-laws and the governing legislation relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have effect only until the next annual meeting of the Members when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall from that time cease to have any effect.

9. MEETINGS OF THE BOARD

- (1) Meetings of the Board may be held at any place within or outside Canada as the Board, or the Chair of the Board, may from time to time determine.
- (2) Meetings of the Board may be held at any time provided notice has been given to each Director at least fifteen days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be provided by electronic means to the extent permitted by law. Notice of meetings may be waived by unanimous written consent of the Directors.
- (3) For the first meeting of the Board to be held immediately following a meeting of the Corporation at which Directors are elected, or for a meeting of the Board at which Directors are appointed, no notice of such a meeting shall be necessary to the newly elected or newly appointed Director or Directors, provided that a quorum of Directors is present at the meeting.
- (4) Quorum at any meeting of the Board consists of a majority of the Directors then holding office.
- (5) Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chair of the Board shall have no vote, except in the case of an equality of votes, when the Chair shall have the deciding vote.

- (6) The Board shall consider and approve financial statements of the Corporation.

10. MEETINGS OF THE BOARD AND COMMITTEES BY ELECTRONIC MEANS

The members of the Board and of committees established by the Board may meet and take decisions by electronic means that permit all persons participating in the meeting to communicate with each other adequately.

11. EXECUTIVE COMMITTEE

- (1) There shall be an Executive Committee of the Board composed of not more than five Directors, being: the Vice-Chair of the Board, the Treasurer of the Board, and up to three additional Directors appointed by the Board. Vacancies on the Executive Committee may be filled by the Board.
- (2) The Executive Committee shall meet upon seven (7) days written notice of the time and place of such meeting provided that a meeting may be held without notice if all members of the committee and the Executive Director are present or have waived notice of the meeting.
- (3) The Executive Committee shall be responsible for:
 - (a) ensuring effective implementation of the Corporation's policies and programs as established by the Board;
 - (b) overseeing the operational and administrative elements of the Corporation; and
 - (c) maintaining regular communication with the Officers with a view to promoting operational effectiveness and efficiency of the Corporation
- (4) Quorum for a meeting of the Executive Committee shall be a majority of the members of the Executive Committee.
- (5) Upon a person ceasing to be a Director, he or she shall forthwith cease to be a member of the Executive Committee.
- (6) The chair of the Executive Committee will be the Vice-Chair of the Board.

12. COMMITTEES AND WORKING GROUPS

The Board shall establish by resolution such standing and special committees as are appropriate to advance the purposes of the Corporation, including committees in response to requests of Members and at their expense. By such resolution the Board may provide for the membership of a committee and its terms of reference.

13. OFFICERS OF THE CORPORATION

- (1) The Officers of the Corporation, and their respective duties, shall be as follows:
 - (a) Chair of the Board – will chair meetings of the Board and meetings of the Corporation;
 - (b) Vice-Chair of the Board – will chair all meetings of the Executive Committee and will, in the absence of the Chair of the Board, chair all meetings of the Board;
 - (c) Executive Director – will have general supervision over the affairs of the

Corporation; and

- (d) Treasurer – will chair meetings of any type of finance and audit committee as proposed by the Board.
- (2) No Officer shall hold more than one office.
- (3) Each of the Chair of the Board and the Vice-Chair of the Board shall be appointed by the Board and shall hold office for a term of three years or until such person is no longer a member of the Board. No person so appointed may hold office for more than two consecutive terms.
- (4) The Executive Director shall be appointed by the Board and shall hold office until he or she leaves the employment of the Corporation or his or her successor is appointed. The Executive Director is entitled to be present at and to participate in all meetings of the Board and all meetings of any committee of the Board or the Corporation (unless the chair of the meeting requests that the Executive Director not be present for all or part of a meeting), and is entitled to receive notice of meetings and all information provided to the Directors and members of any such committee relating to matters before the Board or any such committee, as the case may be, but will have no right to vote as a Director of the Board or a member of a committee with respect to any matter.
- (5) The Treasurer shall be appointed by the Board from among the Directors and shall hold office until such person is no longer a member of the Board or until his or her successor is appointed.
- (6) In addition to the powers or duties specified in these By-laws or otherwise, all Officers of the Corporation may jointly or individually exercise such powers and perform such duties as may from time to time be assigned to them by the Board.
- (7) The remuneration paid to the Executive Director shall be determined from time to time by the Board upon recommendation of the Executive Committee. Officers other than the Executive Director shall serve without remuneration in their capacities as Officers.
- (8) Officers are subject to removal by resolution of the Board at any time.

14. MEETINGS OF MEMBERS OF THE CORPORATION

- (1) The Annual Meeting of the Corporation shall be held at such place and on such day in each year as the Board may by resolution determine. Special meetings of the Corporation may be convened by order of the Chair of the Board or the Board at any time and at any place.
- (2) Special meetings shall be convened upon the written request of not fewer than 5% of the Institutional Members.
- (3) The written request for the calling of a special meeting shall specify the business to be discussed and transacted at such meeting.
- (4) The Chair of the Board, or in the absence of the Chair of the Board, the Vice-Chair of the Board, shall preside as Chair at meetings of the Corporation. In the absence of the Chair of the Board and the Vice-Chair of the Board, the delegates of Members present at the meeting shall choose another Director as Chair of the meeting.
- (5) One third of Institutional Members shall constitute a quorum of any meeting of the Corporation for any purpose of the meeting.

- (6) Every question submitted to any meeting of the Corporation may be decided by a show of hands. At any meeting, unless a poll is required, a declaration by the Chair that a resolution has been carried or carried unanimously, or by any particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact. Any Institutional Member may require a poll on any question submitted to the meeting.
- (7) The Chair of a meeting of the Corporation shall have no vote, except in the case of an equality of votes either upon a show of hands or poll, when the Chair shall have the deciding vote.
- (8) Notice of the time, place and business to be discussed at a meeting of the Corporation shall be given in any manner permitted under applicable law to each Director and each Member at least twenty-five days, exclusive of the day on which notice is given, before the date of every such meeting.
- (9) A meeting of the Corporation may be held for any purpose and at any time and at any place without notice if all of the Institutional Members and Directors signify their consent in writing. Notice of any meeting or of any irregularity of any meeting or notice thereof may be waived in writing by any Institutional Member or Director.
- (10) At every annual meeting, the Institutional Members shall appoint or re-appoint, the auditors of the Corporation, and in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors, if any, shall be presented.
- (11) Accidental omission to give notice of any meeting or the non-receipt of the notice by any Member or Director shall not invalidate any By-law or resolution passed or any proceeding taken at any such meeting.
- (12) The Members of the Corporation may meet and take decisions by teleconference and other electronic means.
- (13) If permitted by applicable law, the Corporation may, instead of sending the Corporation's financial statements to each Member, give Members notice that the financial statements are available at the registered office of the Corporation and on the Corporation's website, and that any Member may, on request, obtain a copy free of charge at the office or by prepaid mail.

15. VOTING RIGHTS AT MEETINGS

- (1) At meetings of the Corporation, one University Librarian, Director or equivalent of each of the Institutional Members shall be entitled to one vote. Votes may be made personally or by written proxy given to another senior member of the Member's staff or by written proxy given to the Chair of the Board or to another Institutional Member.
- (2) Unless otherwise required by law, any matter submitted to the Members at a meeting of the Corporation will be decided by a majority of the votes cast on the matter.

16. FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of March.

17. SIGNING AUTHORITY

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed or authorized by two of the four officers of the Corporation, or such officer or person or persons whether or not officers of the Corporation and in such manner as the Board may from time to time designate.

- (2) Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the Chair of the Board and the Executive Director or by any one of the foregoing officers and another Director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power by resolution to appoint, from time to time, any officer or officers on behalf of the Corporation to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

18. CONTRACTS

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the Corporation or at any special meeting of the Corporation called for the purpose of considering the same, and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved or ratified by every Member of the Corporation.

19. AMENDMENTS TO BY-LAWS

The By-laws of the Corporation not embodied in the letters patent or Articles of Incorporation, as applicable, may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the votes cast at a meeting of the Corporation duly called for the purpose of considering such By-law.

20. LIABILITY OF OFFICERS AND DIRECTORS

- (1) The Corporation will indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (2) The Corporation will advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 21(1).
- (3) The Corporation may not indemnify an individual under Section 21(1) unless the individual:
 - (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (4) The Corporation, at its sole expense, will use its best efforts to obtain and maintain directors and officers liability insurance in amounts determined by the Board.

21. LANGUAGE OF THE CORPORATION

- (1) The Letters Patent or the Articles of Incorporation, as applicable, and the By-laws of the Corporation shall be provided to all Members in both English and French.
- (2) Correspondence and/or reports may be written in either English or French.

- (3) Meetings of the Corporation or committees may be conducted in either English or French, or both. Any Member, or any delegate of a Member, may use either language.
- (4) Minutes of meetings of the Corporation will be kept in the language chosen by the Executive Director and provided in both English and French.

22. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation will, to the extent permitted by applicable law, be distributed among the Members rateably in proportion to the fees paid by them, as determined by the Board. Any assets that, under applicable law, may not be distributed to the Members will be distributed to qualified donees (as defined in the *Income Tax Act* (Canada)).

23. PROCEDURE

The Standard Code of Parliamentary Practice, A. Sturgis, et al, will govern the procedures at all Board of Director, Committee and Member meetings.