

**BY-LAW NUMBER ONE BEING THE GENERAL BY-LAW REGULATING THE
TRANSACTION OF THE BUSINESS AND AFFAIRS OF
CANADIAN RESEARCH KNOWLEDGE NETWORK/RESEAU CANADIEN DE
DOCUMENTATION DE 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) “Advisory Board” shall have the meaning set out in paragraph 15;
 - (b) “Affiliates” shall have the meaning set out in paragraph 4;
 - (c) “Associate Members” shall have the meaning set out in paragraph 3(2);
 - (d) “AUCC” means the Association of Universities and Colleges of Canada;
 - (e) “AUCC Institutional Members” means those members of the AUCC holding membership in the category of Institutional Members as set out in the by-laws of the AUCC;
 - (f) “Board” means the board of Directors;
 - (g) “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;
 - (h) “CARL/ABRC” means the Canadian Association of Research Libraries/ Association des bibliothèques de recherche du Canada;
 - (i) “Contact Institution” means the institution providing general administrative services to the Corporation (which initially shall be the University of Ottawa) or, if no institution provides such services, an institution that provides significant funding to the Corporation where the provision of such funding is conditional upon providing such institution with representation on the Board;
 - (j) “Corporation” means Canadian Research Knowledge Network/Réseau canadien de documentation de recherche;
 - (k) “Institutional Members” shall have the meaning set out in paragraph 3(1);
 - (l) “Members” means the Institutional Members and Associate Members;
 - (m) “University Librarian” shall mean the director of libraries, or a person holding a similar title, of a Member; and

(n) “University President” shall include a “Principal” and a “Rector” as applicable.

(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, 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, 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 shall be those universities and colleges that are AUCC Institutional Members.

- (2) Associate Members

Associate members shall be Canadian degree-granting post-secondary institutions that are from time to time recommended for associate membership by the Board and are approved by vote of the Corporation. Such organizations shall have objects consonant with those of the Corporation.

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

4. **AFFILIATES**

Affiliates of the Corporation shall be such bodies as have objectives consonant with those of the Corporation and are from time to time recommended by the Board and are approved by vote of the Corporation as Affiliates.

5. **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.

6. **DISQUALIFICATION OF MEMBERS**

- (1) An Institutional Member that has ceased to be an AUCC 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.

7. **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.

8. **FEES**

Members will be required to pay fees as determined by resolution of the Board, upon the annual recommendation of the Fee Committee.

9. BOARD OF DIRECTORS

- (1) The affairs of the Corporation shall be managed by the Board, which shall consist of a minimum of 11 and a maximum of 15 Directors. The Board shall be composed of:
 - (a) a University Librarian designated by each of:

the Council of Atlantic University Libraries/Conseil des bibliothèques universitaires de l'Atlantique; Sous-comité des bibliothèques de la Conférence des recteurs et des principaux des universités du Québec; the Ontario Council of University Libraries; the Council of Prairie and Pacific University Libraries;
 - (b) two representatives of the university research community who do not already hold the office of Director, elected by Members for a term of three years from a slate of five candidates proposed by the Nominating Committee, provided that in order to establish a rotation, the first so elected shall hold office for a term of one year;
 - (c) a vice-president (research), or a person holding a similar title, of a Member who does not already hold the office of Director, elected by the Members for a term of three years from a slate of three candidates proposed by the Nominating Committee;
 - (d) a senior officer of the AUCC designated by the president of the AUCC;
 - (e) the president of CARL/ABRC;
 - (f) a University Librarian designated by CARL/ABRC;
 - (g) if there is a Contact Institution:
 - (i) a senior officer of the Contact Institution designated by the Contact Institution; and
 - (ii) a representative of the administrative unit of the Contact Institution (if any) that provides administrative services to the Corporation, designated by the Contact Institution;
 - (h) the Chair of the Advisory Board of the Corporation; and
 - (i) up to two additional members appointed by the Board.
- (2) The Executive Director of CARL/ABRC is entitled to be present at all meetings of the Board and is entitled to receive notice of meetings and all information provided to the Directors relating to matters before the Board, but will have no right to vote as a Director of the Board with respect to any matter.

- (3) 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.
- (4) 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.
- (5) Members of the Board shall serve without remuneration in their capacity as members of the Board and as members of committees of the Board.
- (6) The members of the Board provided for in Sections 9(1)(b) and (c) shall be elected at each 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 Section 9(8). No person so elected may hold office for more than two consecutive terms.
- (7) For the purposes of Sections 9(1)(a) and (c), only University Librarians or vice-presidents (research), as the case may be, of 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 or vice-president (research), as the case may be, exercised at the time of appointment; if such member should cease to satisfy this condition, subject to Sections 9(8) and 9(10), 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.
- (8) If a member of the Board appointed pursuant to Sections 9(1)(d), (e) or (f) should cease to hold the position pursuant to which they were appointed to the Board, subject to Sections 9(8) and 9(10), the member may, upon approval by the Board, continue in office until the following Annual Meeting of the Corporation at which time the member shall cease to hold office.
- (9) If a Director does not attend three consecutive meetings of the Board, the Board may at its next meeting replace the Director.
- (10) Nominations for election to the Board pursuant to Sections 9(1)(b) or (c) shall be submitted to the Nominating Committee appointed by the Board. The Nominating Committee shall select candidates for nomination to the Board from the nominees so submitted.
- (11) Any person or organization entitled to designate a Director may remove such Director by notice to the Board and such Director, and may fill the vacancy created by such removal by the appointment of a replacement Director for the duration of the term.
- (12) The Board 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 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.

- (13) The Board has the power to 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.

10. 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. Notice of meetings may be waived by unanimous written consent (delivered by facsimile or otherwise) 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 a Director is 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.

11. 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, provided that:

- (a) the members of the Board or committee, as applicable, have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;

- (b) each member has equal access to the specific means of communication to be used; and
- (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

12. 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, one University Librarian appointed by the Board from among the University Librarians appointed under subparagraph 9(1)(a), the representative of the administrative unit of the Contact Institution appointed under subparagraph 9(1)(f), and up to two (or three if there is no Contact Institution) 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.

13. NOMINATING COMMITTEE

There shall be a Nominating Committee of the Board, with no more than three members the mandate of which will be to nominate candidates for election to the Board.

14. **FEE COMMITTEE**

There shall be a Fee Committee of the Board, to recommend to the Board the annual Member fee schedule for the Members.

15. **ADVISORY BOARD**

The Board will establish and appoint a panel (the “Advisory Board”) of experts drawn from research, academic, digital library, industry and political sectors. The Advisory Board’s role is:

- (1) to assist and advise the Board with respect to strategic planning and other matters as determined by the Board from time to time;
- (2) to provide a vehicle for development of partnerships and joint ventures; and
- (3) to advance strategic, collaborative and complementary approaches to research infrastructure development among Members and other organizations.

16. **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 maintain the records, books of account, registers of members, directors and officers, maintain custody of the corporate seal, and assist the auditor in the preparation of the financial statements of the Corporation.
- (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.

17. **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 ten University Librarians or 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) Twenty-five Members shall constitute a quorum of any meeting of the Corporation for any purpose of the meeting or, if there are less than twenty-five Members, all of the Members shall constitute quorum.
- (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 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 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 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 Member or Director.
- (10) At every annual meeting, the 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.

18. **VOTING RIGHTS AT MEETINGS**

- (1) At meetings of the Corporation, one University Librarian of each of the 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.
- (2) At meetings of the Corporation where a poll is required pursuant to Section 17(6) each of the University Librarians of Members shall be entitled to one vote.
- (3) 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.

19. **FISCAL YEAR**

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

20. **SEAL**

The seal, an impression of which is affixed to the margin hereof, shall be the corporate seal of the Corporation.

21. 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. The corporate seal may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

22. 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.

23. AMENDMENTS TO BY-LAWS

The by-laws of the Corporation not embodied in the letters patent 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 at least two-thirds of the Members duly called for the purpose of considering such by-law, but the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

24. LIABILITY OF OFFICERS AND DIRECTORS

- (1) A Director shall not be liable to the Corporation for any acts or omissions and shall be indemnified by the Corporation for any expenses or obligations reasonably incurred by him or her while acting in the capacity of Director, provided such actions or omissions have been carried on by him/her honestly and in good faith.
- (2) Every Officer or Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company

controlled by it, and their heirs, executors and administrators, and estate, respectively, shall from time to time and at all times, be indemnified, defended and saved harmless out of the funds of the Corporation from and against,

- (a) all costs, charges and expenses whatsoever which such Officer, Director or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his office or in respect of any such liability; and
 - (b) all other costs, charges and expenses that he or 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 or her own gross negligence or wilful misconduct.
- (3) 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.

25. **BONDING**

The Board may, as a condition of the employment of any person by the Corporation or as a condition of the delegation to any Officer, Director or employee of the Corporation of a specific function, require the execution of a fidelity bond in respect to the performance of the duties or functions of such person, Officer, Director or employee, such fidelity bond to be in the standard form and with a bonding company licensed under the laws of the province in which the person, Officer, Director or employee resides or is located for the purpose of carrying out his or her duties or functions.

26. **LANGUAGE OF THE CORPORATION**

- (1) The Letters Patent 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.

27. **DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation will be distributed among the Members ratably in proportion to the fees paid by them, as determined by the Board.

