

# 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 Canadian Research Knowledge Network hereinafter referred to as the "Corporation", as follows:**

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## 1. INTERPRETATION

### 1.1 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 4.1(2);
  - (c) "Universities Canada or UC" means Universities Canada;
  - (d) "Board" means the Board of Directors;
  - (e) "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 a foreign entity or person;
  - (f) "Commercial content licensing program" refers to the negotiation and licensing of scholarly content and services undertaken by CRKN on behalf of its institutional members;
  - (g) "Corporation" means Canadian Research Knowledge Network/Réseau canadien de documentation pour la recherche;
  - (h) "Institutional Members" shall have the meaning set out in paragraph 4.1(1);
  - (i) "Members" means the Institutional Members and Associate Members;
  - (j) "University Librarian or UL" shall mean the Director of libraries, or a person holding a similar title, of an Institutional Member;
  - (k) "Associate University Librarian or AUL" shall mean the Associate University Librarian or equivalent, of an Institutional Member;
  - (l) "Annual General Meeting" or "AGM" means an annual general meeting of the members of the Corporation;
  - (m) "Directors" means individuals serving on the Board from time to time;
  - (n) "Officers" means individuals appointed as Officers of the Corporation in accordance with their By-laws from time to time;
  - (o) "Ordinary Resolution" means a resolution passed by a simple majority of not less than 50%;
  - (p) "Special Resolution" means a resolution passed by a two-thirds majority.
- (2) Any reference in these By-laws to gender includes all genders.

## **2. GENERAL**

### **2.1 THE CORPORATION**

The Corporation is a member-based organization that facilitates access to trusted knowledge. The corporation's members are institutions across Canada including academic institutions and their libraries, national libraries, public libraries, and research institutions. The corporation serves its members and provides value to other academic libraries, heritage organizations, and knowledge seekers within Canada in the following ways:

- Represents the membership in large-scale licensing and content acquisition activities;
- Collaborates to expand and enrich the digital knowledge ecosystem in Canada and the world;
- Advocates for fair and sustainable access to public research and content;
- Supports the digital infrastructure required to preserve and access critical Canadian content;
- Mobilizes the membership to drive the evolution of open research in Canada.

### **2.2 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 may be written in either English or French. Formal communications will be provided in both official languages.
- (3) The Annual General Meeting, Board or Committee meetings 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 the Annual General Meeting will be kept in the language chosen by the Executive Director and provided in both English and French.

### **2.3 SIGNING AUTHORITY**

- (1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange must be signed or authorized by two 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 must be signed by two Officers of the Corporation 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.

## **3. FINANCIAL MATTERS**

### **3.1 FISCAL YEAR**

The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of March.

### **3.2. AUDITOR AND FINANCIAL REVIEW**

Unless otherwise permitted by the Act, the Members shall, by Resolution at each Annual General Meeting, be asked to appoint an auditor to hold office until the next following Annual General Meeting to conduct an audit in respect of the Corporation's financial year and to authorize the Board to fix such auditor's remuneration. The auditor must meet the Act's qualifications.

### **3.3 ANNUAL AUDITED FINANCIAL STATEMENTS**

If permitted by applicable law, the Corporation may, instead of sending the Corporation's annual audited financial statements to each Member, give Members notice that the financial statements are available on the Corporation's website.

### **3.4 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 in proportion to the annual membership 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)).

## **4. MEMBERS**

### **4.1 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 Universities Canada, or:
- (b) a former founding member of Canadiana, specifically: Library and Archives Canada, Bibliothèque et Archives nationales du Québec, Toronto Public Library

(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.

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.

## **4.2. RIGHTS OF MEMBERSHIP**

All members shall have the right to receive notice of, to attend, and to speak at all meetings of members of the Corporation; and

- (a) Institutional Members shall have the right to vote at all meetings of members of the Corporation in accordance with section 154 of the Act.
- (b) Associate Members 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.

## **4.3 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.

## **4.4 DISQUALIFICATION AND CANCELLATION OF MEMBERSHIP**

- (1) An Institutional Member that has ceased to be an institutional member of Universities Canada 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 conditions contained in section 4.1(2) may have its membership in the Corporation cancelled as hereinafter provided.
- (3) A Member may have its membership in the Corporation cancelled by the Board for non-payment of fees or failure to abide by the terms of a license or CRKN policies.

The membership of a Member may be cancelled by a resolution passed by the Board. Such a resolution must expressly state that, in the opinion of the Board, the Member has failed to comply with or no longer meets one or more of the eligibility criteria for membership as set forth in Section 4.4. The Board shall have the full and exclusive authority to make such a determination, including the discretion to cancel the Member's membership, effective immediately or as otherwise specified in the resolution.

## **4.5 MEMBERSHIP DUES/FEEES**

Members will be required to pay fees as determined by resolution of the Board. Membership fees are assessed annually by the Board, as part of the budget development process.

## **5. MEETINGS OF MEMBERS**

### **5.1 ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting shall be held at such place and on such day in each year as the Board may by resolution determine.
- (2) 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.

- (3) One third of Institutional Members shall constitute a quorum of any Annual General Meeting for any purpose of the meeting.
- (4) Any question submitted at the Annual General Meeting 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.
- (5) 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.
- (6) 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.
- (7) At every Annual General 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.
- (8) 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.
- (9) The Members of the Corporation may meet and make decisions through virtual meetings which may be held by teleconference and other electronic means.

## **5.2 SPECIAL MEETINGS**

- (1) 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 within Canada.
- (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 in reasonable detail the business to be discussed and transacted at such meeting.
- (4) A special meeting of the Corporation may be held for any purpose and at any time and at any place without notice if all the Institutional Members and Directors signify their consent by email or through their physical presence.

## **5.3 VOTING RIGHTS AT MEETINGS**

At meetings of the Corporation, one University Librarian 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. If requested, Institutional Members shall provide evidence reasonably satisfactory to the Corporation of the identity of such person.

Unless otherwise required by law, any matter submitted to the Members at a meeting of the Corporation will be decided by a simple majority of the votes cast on the matter.

## **5.4 CONTRACTS**

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any Annual General Meeting 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.

## **6. BOARD OF DIRECTORS**

### **6.1 POWERS**

- (a) The affairs of the Corporation shall be managed by the Board. 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 any meeting of members at which Directors are to be elected or, if the resolution empowers the Directors to determine the number, by resolution of the Board.
- (b) Subject to the articles, the Institutional Members will elect nine (9) Directors at the first Annual General Meeting after the effective date of this By-law and such Directors will be elected to hold office for a term expiring not later than the close of the third Annual General Meeting 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). The members of the Board provided for in section 6.2 shall be elected at each Annual General Meeting, at which such position is vacant. Each such Director of the Corporation shall take office immediately following the Annual General Meeting at which they are elected, and shall hold office until their successor takes office immediately following the future Annual General Meeting at which the said term ends. No person so elected may hold office for more than two consecutive terms; provided that the first term for any Director appointed in between Annual General Meetings [less than [nine] months prior to the next Annual General Meeting] will commence with their election at such Annual General Meeting.
- (c) 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 General Meeting when they shall be confirmed, and failing such confirmation at such Annual General Meeting, shall from that time cease to have any effect.
- (d) The Board shall consider and approve financial statements of the Corporation.

### **6.2 QUALIFICATIONS**

Elected Directors will be comprised of

- (a) Four (4) University Librarians of Institutional Members, one from each region corresponding with the current regional academic library consortia
- (b) One (1) University Librarian from an Institutional Member ranked within the top ten research institutions for external research funding, at the time of appointment

- (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, licensing, and open access.
- (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) One (1) researcher of an Institutional Member with expertise in scholarly publishing or documentary heritage.
- (f) One (1) senior financial administrator of an Institutional Member to serve as Treasurer

Appointed Directors will be comprised of

- (g) One (1) senior university administrator of an Institutional Member to serve as Chair of the Board;
- (h) One (1) additional UL equivalent Library Director, or AUL equivalent senior librarian from a non-academic Institutional Member, to bring the broader perspective of those institutions with an interest in CRKN's heritage program;
- (i) One (1) University Librarian or Associate University Librarian of an Institutional Member appointed to add a perspective or competency that did not result from the election process.

Only University Librarians or equivalent, (or in the case of 6.2(c),(d),(h),(i)), an Associate University Librarian, or equivalent) or in the case of 6.2(e) a researcher, 6.2(f) a senior financial administrator and in the case of 6.2(g) a senior university administrator, holding current appointments of Institutional Members shall be eligible for appointment to, and continuing membership on, the Board (not including a Director on administrative or sabbatical leave with intent to return). Any Director who ceases to retain their function exercised at the time of their appointment may, upon written notice to the Chair of the Board, subject to section 6.5, continue in office until the following Annual General Meeting at which time the member shall cease to hold office.

### **6.3 NOMINATIONS OF DIRECTORS**

Nominations for individuals to be elected to the Board pursuant to section 6.2 shall be submitted to the nominating committee appointed by the Board. The nominating committee shall prepare a slate of candidates for election to the Board from the nominees so submitted.

### **6.4 ELECTION, APPOINTMENT AND TERM**

Directors are elected for a term of three years. No Director may hold office for more than two consecutive terms.

Immediately following the adjournment of the Annual General Meeting, the Board will meet and appoint up to three (3) additional Directors (Section 6.2), who shall hold office for a term expiring not later than the close of the next AGM.

## **6.5 RESIGNATION**

Upon a person ceasing to be a Director of a member institution, they shall cease to be a member of the Board (not including a Director on administrative or sabbatical leave with intent to return and who will continue to attend Board meetings), unless otherwise approved by the Board (refer to section 6.7).

## **6.6 REMOVAL**

Institutional Members may by ordinary resolution at a special meeting called for such purpose remove any Director or Directors from office. Any such Director is entitled to submit to the Corporation a written statement opposing the removal.

## **6.7 FILLING VACANCIES**

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. Should a current Board member cease to retain their function at their Institution, before the end of their term on the Board, the Board may extend their appointment until an election can be held, no later than the next Annual General Meeting.

## **6.8 REMUNERATION**

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 and members of the Board shall serve without remuneration.

## **6.9 COMMITTEES AND TASK GROUPS**

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

## **7. OFFICERS OF THE CORPORATION**

The Officers of the Corporation, and their respective duties, shall be as follows below.

No Officer shall hold more than one office. 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.

Officers are subject to removal by resolution of the Board at any time.

### **7.1 CHAIR OF THE BOARD**

The Chair of the Board will chair meetings of the Board and meetings of the Corporation. The Chair must be a Director.

### **7.2 VICE-CHAIR OF THE BOARD**

The Vice-Chair 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. The Vice-Chair must be a Director.

### **7.3 TREASURER OF THE BOARD**

The Treasurer will chair meetings of any type of finance and audit committee as proposed by the Board.

### **7.4 EXECUTIVE DIRECTOR**

The Executive Director shall be appointed by the Board and will have general supervision over the affairs of the Corporation.

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.

### **7.5 EXECUTIVE COMMITTEE**

- (1) There shall be an Executive Committee of the Board composed of not more than five Directors, being: the Vice-Chair, the Treasurer, 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) proposing the agenda for upcoming Board meetings
  - (b) advancing strategic activity between regularly scheduled Board meetings
  - (c) overseeing administrative and HR policies and processes
  - (d) acting as the nominating committee
  - (e) providing oversight of governance and succession planning
- (4) Quorum for a meeting of the Executive Committee shall be a majority of the members of the Executive Committee.

## **8. MEETINGS OF THE BOARD OF DIRECTORS**

### **8.1 PLACE OF MEETINGS**

Meetings of the Board may be held virtually or at any place within Canada as the Board, or the Chair of the Board, may determine.

### **8.2 NOTICE OF MEETINGS**

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.

### **8.3 FIRST MEETING OF NEW BOARD**

For the first meeting of the Board to be held immediately following an Annual General Meeting 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.

### **8.4 REGULAR MEETINGS**

The Board of Directors will meet a minimum of four times per year as determined by the Board of Directors.

### **8.5 QUORUM**

Quorum at any meeting of the Board consists of a majority of the Directors then holding office.

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.

### **8.6 VIRTUAL MEETINGS**

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

### **8.7 CHAIRPERSON OF MEETING**

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.

### **8.8 MEETINGS IN CAMERA**

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

## **9. PROTECTION OF DIRECTORS AND OFFICERS**

### **9.1. 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 10.

- (3) The Corporation may not indemnify an individual under section 10 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.

## **9.2. INSURANCE**

The Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation. The Board may determine from time to time against any liability incurred by the individual: in the individual's capacity as a Director or an Officer of the Corporation; or in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## **10. AMENDMENTS**

### **10.1. 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.