

**CERTIFICATE**



**THE ALBERTA LIBRARY**  
**("the Company")**

**SPECIAL RESOLUTION OF THE MEMBERS**

Whereas:

- A. The Company has deemed it advisable to amend its present Articles of Association; and
- B. Proposed Articles of Association incorporating all amendments, a copy of which Articles of Association are attached to this Special Resolution, have been presented to the Members as a matter of Special Business at an Annual General Meeting of the Members to consider and, if deemed advisable by the Members, approve the proposed Articles of Association:

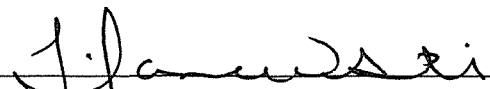
RESOLVED, AS A SPECIAL RESOLUTION OF THE MEMBERS OF THE COMPANY, THAT:

- 1. The present Articles of Association of the Company be rescinded and repealed and replaced with the Articles of Association shown to the Members at the Annual General Meeting and attached hereto, which are hereby approved and adopted as the Articles of Association of the Company.

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I, Tim Janewski, Secretary/Treasurer of The Alberta Library, hereby certify that the attached is a full, true and complete copy of the Special Resolution enacted at an Annual General Meeting of the Members of the Company duly called and held on the 19th day of April, 2013, at which meeting a quorum was present and acting throughout, and that such Special Resolution is in full force and effect, and unamended, on this date.

DATED at Edmonton, Alberta, this 21 day of August, 2013.

  
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Secretary/Treasurer of The Alberta Library

**ARTICLES OF ASSOCIATION  
OF  
THE ALBERTA LIBRARY**

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1. The regulations contained in Table "A" in the First Schedule to the Companies Act are hereby excluded and do not apply to the Company.
2. The headings used throughout the Articles do not affect the construction hereof. In these Articles:

"Articles" means these Articles of Association and any amendment thereof for the time being in force;

"Board" means the Board of Directors of the Company for the time being;

"Board Executive Committee" means the Committee of the Board established in accordance with Article 56;

"Chief Executive Officer" means the person appointed by the Board, from time to time, to be responsible for the general administration of the Company;

"Company" means THE ALBERTA LIBRARY;

"Companies Act" means the Companies Act, of the Province of Alberta having application to Companies with objects or purposes other than the acquisition of gain, for the time being in force;

"Director" means a director of the Company from time to time;

"Member" means those persons who are from time to time listed as Members in the Register of Members of the Company in accordance with Article 4;

"Month" means calendar month;

"Office" or "Registered Office" means the registered office of the Company for the time being;

"Person" means a natural person, a Company (however incorporated), a society, a partnership, an unincorporated association, Her Majesty in right of any province or of Canada, and an institution created or administered by Her Majesty in right of any province or of Canada or by any Act of the Legislature of any province or of the Parliament of Canada;

"Register" means the register of Members to be kept by the Company as required by the Companies Act;

"Year" means calendar year;

"in writing" and "written" includes all modes of representing or reproducing words in visible form;

Words importing the singular number include the plural number and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa.

References to any Government department, authority, university, university department or faculty or other entity, shall be deemed to include the legal successor to such entity.

*Save as aforesaid, words or expressions defined in the Companies Act have the meaning so defined when used in these Articles.*

## **MEMBERS**

3. Persons may become Members of the Company provided that they have:
  - a. adopted the principles of barrier-free access to Member resources and agreed that reciprocal access to collections will be enabled by the Company, and
  - b. paid the required membership fees, and subject to the Membership categories and guidelines as may be adopted by the Board, from time to time, with associated rights, privileges and obligations.

## **REGISTER OF MEMBERS**

4. The Company shall maintain a Register of its Members at its Registered Office. A Director's Register shall also be maintained in order to record the name of the Director appointed to represent each Member of the Company.

## **TRANSFER OF MEMBERSHIP**

5. Membership shall not be transferable except to the extent that where the membership of any person arises by virtue of the office held by, or the institution represented by, that Member, such membership shall be deemed to have transferred to the legal successor to that office or institution.

## **WITHDRAWAL OR TERMINATION OF MEMBERSHIP**

6. A Member ceases to be a Member in either of the following events:
  - a. Any Member may withdraw from the Company with a minimum of one year advance notice, the withdrawal to take effect the beginning of the Company's next fiscal year following the one year notice period. Notice of withdrawal of membership will be instituted by delivering to the Registered Office of the Company a written resignation and lodging a copy of the same with the Chief Executive Officer. The notice of withdrawal may be cancelled at any time.
  - b. The membership of any Member may be terminated upon special resolution (as defined in the Companies Act) of the Members, such special resolution to specify the effective date of such termination.

A Member which withdraws or is terminated shall not be entitled to any refund of any membership fees paid prior to the effective date of such withdrawal or termination, but shall remain liable for and shall pay any assessed Membership fees which have become payable prior to such date.

## **CONTRIBUTION OF MEMBERS**

7. Any Member of the Company or any body related to a Member of the Company may contribute funds of gifts in kind to the Company for its purposes from time to time, but no Member shall be required to make any contribution other than in the amounts set forth in the Memorandum of Association. These contributions are in addition to the membership fees set in the fee schedule.

## **MEMBERSHIP FEE SCHEDULE**

8. The Members shall approve a fee schedule at the first annual general meeting. Thereafter, Membership fees shall be determined by the Board and reviewed and approved by the Board on an annual basis.

## **PAYMENT TO MEMBERS**

9. Notwithstanding any provision of these Articles or of the Memorandum of Association, any Member of the Company or any body related to a Member of the Company, may contract with the Company and be paid reasonable compensation by the Company for services rendered or property or rights transferred to the Company.

## INVITATION TO THE PUBLIC

10. The Company shall make no invitation to the public to become Members or to subscribe for debentures to the Company.

## MEMBERS' MEETINGS

11. The first annual general meeting of the Company shall be held at such time, within sixteen (16) months from the date on which the Company is incorporated, and at such place, as the Board determines. Subsequent annual general meetings shall be held at least once in every calendar year and not more than sixteen (16) months after the holding of the last preceding general meeting at such time and place as the Board determines. At the first annual general meeting, Rules of Order for conduct of business will be established.
12. The general meetings referred to in the next preceding clause shall be called annual general meetings, and all other meetings of the Company shall be called special general meetings. All meetings of the Members shall be held within the Province of Alberta.
13. The Board may, whenever the Board thinks fit, and shall, when required to do so under the Companies Act, proceed to convene a special general meeting of the Company.
14. Where it is proposed to pass a special resolution, such notice as is required to be given by the Companies Act, and in all other cases at least fourteen (14) days prior notice specifying the day, hour and place of every Members' meeting, and in the case of special business, the general nature of the business, shall be served in one of the manners hereinafter provided, upon Members registered in the Register at the time such notice is served, or, if a record date has been fixed by the Board, on the Members registered in the Register at the record date as so fixed; PROVIDED ALWAYS that a meeting of Members may be held for any purpose, and any time, and at any place without notice, if all the Members entitled to notice of such meeting are present in the person of a Director or, where to be represented thereat by proxy, by such proxy, or if the absent Members have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof, may be waived by any Member or the duly appointed proxies of any Members. It is not necessary to give notice of any adjourned meeting.
15. Irregularities in the notice of any meeting or in the giving thereof or the accidental omission to give notice of any meeting or the non-receipt of any notice by any Members or Members does not invalidate any resolution passed or any proceedings taken at any meeting and does not prevent the holding of such meeting.

## PROCEEDINGS AT MEMBERS' MEETINGS

16. Each of the following items of business shall be considered at each annual general meeting:
  - a. receipt and consideration of the financial statements and the ordinary report of the Board, the Board Executive Committee, the Chief Executive Officer, auditors, and other officers;
  - b. the appointment of auditors, or waiver of such appointment;
  - c. the fixing of remuneration of the auditors, if required, and
  - d. the transaction of any business which under these Articles ought to be transacted at an annual general meeting. All other business transacted at any annual general meeting or special general meeting shall be deemed special. Special business may be transacted at an annual meeting provided the requisite notice has been given.
17. No business shall be transacted at a meeting of Members unless a quorum is present at the time the meeting proceeds to business. Save as herein or by statute otherwise provided, any number of Members personally present and representing in person, or by proxy, not less than fifty (50%) percent of the membership of the Company entitling the holders to vote, shall be a quorum.
18. If within one half hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place. If at such adjourned meeting, the said quorum is not present, the Members present, shall be a quorum.
19. Every motion submitted to a meeting shall be decided in the first instance by a show of hands of Members present and the Chair (if any) shall have a vote. Motions shall be decided by a majority of votes, except as otherwise specified in these Articles. In the case of an equality of votes, the motion shall be deemed to have been defeated. A meeting of the Members may be held by any means of communications equipment providing that all parties participating in the meeting are able to hear each other.
20. At any meeting, unless a poll is demanded, a declaration of the Chair that a resolution has been carried, or carried by a particular majority, or defeated, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
21. If a poll is demanded by the Chair, or by a Member or Members representing in person or by proxy at least one-tenth of the Members represented at a meeting, it shall be taken in such manner and at such time and place as the Chair of the meeting directs and either at once or after an interval or adjournment, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be

withdrawn. In case of any dispute as to the admission or rejection of a vote the Chair shall determine the same and such determination made in good faith is final and conclusive. Where a poll is required, the Board may appoint one or more persons, who need not be Directors of the Company, to act as scrutinizers.

22. The Chair of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. Any poll duly demanded on the election of a Chair of a meeting or on any question of adjournment, shall be taken at the meeting and without adjournment.
24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF MEMBERS**

25. Every Member shown on the Register of Members of the Company has one vote at meetings of the Members.
26. The designated representative of a Member entitled to vote at a meeting of the Members shall be that Member's appointee to the Board of Directors, unless otherwise specified by a Member in an instrument appointing a proxy.
27. The instrument appointing a proxy shall be in writing in any effectual form. The validity of any proxy shall be determined by the Chair of the meeting at which the proxy is to be used.
28. No instrument appointing such a proxy is valid after the expiration of twelve (12) months from the date of its execution unless it is otherwise specified in the instrument, and permitted by the provisions of Companies Act.
29. The instrument appointing such a proxy shall be deposited at the Registered Office of the Company or such other place as may be specified in the notice of a meeting or at the meeting with the Chair or Secretary (if any) before the time for holding the meeting at which the person named in the instrument proposes to vote. In default of such deposit, such instrument of proxy is not valid.
30. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death of the principal, or revocation of the said proxy, or a change in the person holding the office by virtue of which the membership is held provided no intimation in writing of any such change has been received before the meeting at the place where proxies are to be deposited.

31. In any case, except where a meeting of the Company is required by law to pass a resolution, a resolution (ordinary or special) consented to in writing by all the Members who would have been entitled at the meeting to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Members duly called and constituted and such resolution relates back to any date therein stated to be the effective date thereof.

## DIRECTORS

32. Each Member has a seat on the Board and may appoint a Director for such term as they desire. Where no term is specified a Director shall remain on the Board until another person is appointed in his or her place.
33. A Director is the person appointed by a Member pursuant to Article 32.
34. The Directors may be paid out of the funds of the Company by way of indemnification for expenses incurred incidental to their services as Directors, subject to such policy as the Board may determine, but no Director shall be paid any salary, wages or compensation for acting as a Director; provided, however, that nothing herein provided shall limit the right of the Company to pay salary, wages, bonus or other compensation or payment to any Director for services other than as a Director or for the transfer of assets or property to the Company.
35. A Director may retire from office upon notice in writing to the Board of his or her intention to do so, and such resignation takes effect upon the receipt of notice or upon the date set out in the notice.
36. The office of a Director is ipso facto vacated:
  - a. if the Director absconds to defeat his or her creditors or commits an act of bankruptcy;
  - b. if the Director becomes mentally incompetent or dies;
  - c. in the event of the written resignation of the Director;
  - d. in the event that she or he ceases to hold the office by virtue of which the appointment as Director has been made;
  - e. in the event that the Member which he or she represents withdraws or is terminated from the Company.
37. The fact that a matter of business being considered by the Board involves the Director personally shall preclude such Director from voting; provided, however, that such Director shall disclose such interest (which disclosure shall be recorded in the Minutes of the Meeting) but having made such disclosure may participate in discussion and if through inadvertence that Director should vote, such vote shall not nullify the proceedings but shall simply not be counted in determining whether the question passed or was lost.



38. Those Directors whose term of appointment has ended shall retire from office, upon receipt of notification by the Company of their successor. A Director retains office until written notification is received from the Member that another person has been appointed in his or her place.
39. Every Director of the Company is entitled to attend any Members' meeting. The presiding officer may request any executive officer or advisor to the Company to attend any Members' meeting and in such event the executive officer or advisor is entitled to attend.
40. A Director may from time to time by a notice filed in the records of the Company, appoint and nominate any other Director to vote on behalf of the notifying Director, on any matter specified in such notice.

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

41. A meeting of the Board of Directors shall be held immediately before the annual general meeting of the Company. There shall be at least one additional meeting of the Board of Directors each year.
  - a. The Board will establish the Rules of Order for conduct of business.
  - b. The Board may meet together for the dispatch of business, adjourn and otherwise regulate meetings and proceedings of the Board as the Board sees fit other than to establish the quorum;
  - c. The quorum for meeting of the Board shall be not less than 50 percent (50%), of the Board present in person or by representative pursuant to Article 40, provided that at all times at least one quarter of the Board shall be present in the person of a Director.
42. The Board may make regulations in regard to the manner and time that notice shall be given of such meetings. Until such regulations are made, meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have signified their consent in writing to the meeting being held in their absence. Notice of any meeting where notice has not been dispensed with shall be delivered in accordance with Article 64 to each Director at the Director's address eight (8) days prior to such meeting. In computing such period of eight (8) days, the day on which the notice is delivered, mailed or telegraphed shall be included and the day on which the notice is given shall be excluded. Notice of any meeting or irregularities in any meeting, or in the notice thereof, may be waived by any Director. The Board may upon resolution appoint a regular time and place for meetings, and no further or other notice of such time and place other than the entry of such resolution upon the minutes of the meeting at which it was passed is necessary.

43. The Chair may, at the request of at least ten per cent of the Directors, at any time convene a meeting of the Board.
44. Motions arising at any meeting of the Board shall be decided by a majority of votes and on all motions the Chair shall have a vote. In case of an equality of votes, the motion shall be deemed to have been defeated.
45. The Directors shall, at a meeting of the Board of Directors which is held immediately before the annual general meeting of the Company, elect a Director to the office of Chair of the Board. The Chair shall hold office until the end of the meeting at which the successor is elected at the meeting of the Board of Directors which is held immediately before the annual general meeting of the Company two (2) years following that Chair's election, until resignation as Chair, until removed by the Board as Chair, or until ceasing to be a Director, whichever comes first. If the office of Chair becomes vacant by virtue of the resignation of the Chair, the removal of the Chair by the Board, or the Chair ceasing to be a Director, the Board may elect a Director to the office of Chair for the term otherwise remaining. The Chair shall preside at all meetings of the Board but if he or she is not present and able and willing to act within fifteen (15) minutes after the time appointed for the holding of a meeting, then the Board shall choose a Director to act as Chair of that meeting.
46. A meeting of the Board for the time being at which a quorum is present is competent to exercise all or any of the authorities, powers and the discretions by or under the regulations of the Company for the time being vested in or exercisable by the Board generally. A meeting of the Board may be held by any means of communications equipment providing that all parties participating in the meeting are able to hear each other.
47. The Board may delegate any of the Board's powers to committees consisting of at least one Director and such other individuals as the Board thinks fit. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations which may be imposed upon it by the Board. A committee may consist of one person provided that such person is a Director.
48. Notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or qualification of a Director or of a person or persons acting as Directors, all acts done at any meeting of the Board, or of committee of Directors or by any person acting as a Director are as valid as if every such person had been duly appointed and was qualified to be a Director, if the meeting would have been duly constituted without the presence of such person. The decision of the meeting in such event shall be determined without reference to or the counting of the vote or votes of such person or persons.
49. A resolution consented to in writing by all the Directors who would have been entitled at the meeting to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and such resolution relates back to any date therein stated to be the effective date thereof.

50. The Board shall cause minutes to be duly entered in books provided for that purpose:
- a. of all elections;
  - b. of the names of Directors present at each meeting of the Board and of any committee of Directors;
  - c. of all resolutions made by the Directors and committees of Directors;
  - d. of all resolutions and proceedings of Members' meetings;

and any such minutes of meetings of the Board or of any committee of Directors or of the Company if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, are receivable as prima facie evidence of the matter stated in such minutes.

51. A Director may signify his or her assent to a resolution pursuant to Article 49 or a Member representatives' assent to a resolution pursuant to Article 31, under their hand, in any form of document transmission, including electronic transmission.

#### **POWERS OF DIRECTORS**

52. The management of the business and affairs of the Company is vested in the Board which, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon the Board, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Members in general meeting.

Without restricting the generality of the foregoing:

- a. The Board may exercise all or any of the powers of the Company to borrow or raise money and to mortgage the undertaking and all or any of the real and personal property of the Company, both present and future;
  - b. The Board may, to the extent permitted by law, and the Articles and Memorandum of Association of the Company, sell, dispose of, mortgage or charge the entire undertaking and property of the Company or any part thereof, for such consideration as the Board thinks fit.
53. The Board may from time to time, by ordinary resolution, change the Registered Office of the Company.

## **BOARD EXECUTIVE COMMITTEE**

54. Immediately prior to each annual general meeting of the Company, the Board will appoint Directors to the Board Executive Committee in accordance with Article 56. These Directors are to be known collectively as the Board Executive Committee. The Board may delegate any or all of its powers to the Board Executive Committee.
55. In addition to any powers delegated to the Board Executive Committee by the Board, the Board Executive Committee is authorized to:
  - a. recruit and evaluate the performance of the Chief Executive Officer;
  - b. draw up and recommend an annual budget and fee schedule for ratification by the Board;
  - c. approve expenditure of unbudgeted items to an amount determined by the Board from time to time;
  - d. appoint an official spokesperson on behalf of the Company; and
  - e. negotiate and enter into contracts, licenses and services on behalf of the Company, in accordance with the policies of the Board from time to time.
56. The Board Executive Committee shall be comprised of a minimum of seven (7) Directors and shall include representatives from the following:
  - a. one (1) representative of College/Technical Institute Members; if any;
  - b. one (1) representative of Public Library Members; if any;
  - c. one (1) representative of Regional Library System Members; if any;
  - d. one (1) representative of University Members; if any;
  - e. one (1) representative of a Member entitled to vote at a meeting of the Members to serve as Secretary/Treasurer;
  - f. one (1) representative of the Province of Alberta; if any;
  - g. the Chairs of sector based Standing Committees, if any;
  - h. two (2) representatives of Members appointed by the Board as members at large; and
  - i. the elected Chair of the Board duly elected in accordance with Article 45. The Chair of the Board shall also act as Chair of the Board Executive Committee.

If there are no representatives in one or more of the categories described in "a)" through "h)" above, the Directors shall elect additional Directors to the Board Executive Committee to satisfy the minimum number required.

57. The Board Executive Committee will appoint, from time to time, from their number, an Executive Committee member to perform the duties of Vice-Chair. The Board Executive Committee may appoint a temporary substitute for either the Vice-Chair or Secretary/Treasurer. For the purposes of these Articles any such substitute shall be deemed to be the officer.

### **CHIEF EXECUTIVE OFFICER**

58. Subject to other directions of the Board and the Board Executive Committee, the Chief Executive Officer shall be responsible for the general administration of the Company. The Chief Executive Officer may delegate his or her responsibilities consistent with the prudent, general administration of the Company.
59. Without limiting the generality of the foregoing, the Chief Executive Officer shall:
- a. maintain liaison with all Members of the Company;
  - b. oversee execution of all decisions of the Board and Board Executive Committee and report on the same at meetings of the Board and Board Executive Committee.

### **ACCOUNTS**

60. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Company and of the assets and liabilities of the Company.
61. The books of account shall be kept at the Registered Office or such place or places as the Board shall think fit, and no person (other than a Director or auditor or Member or other officer, accountant, or person whose duty to the Company is required to do so) shall have any right of inspecting any account or book or document of the Company, except as conferred by statutes or authorized by the Board or by a resolution of the Company in a general meeting.
62. At the first and each subsequent annual meeting of the Company, the Board Executive Committee shall lay before the Company an income and expenditure account and balance sheet, containing a general summary of the assets and liabilities of the Company, to be current as of a date not more than four (4) months prior to the meeting, and such other accounts, if any, as the Board may think proper and desirable, or as the Company in general meeting may from time to time require.

63. Every such income and expenditure account and balance sheet as aforesaid shall be accompanied by the report of the auditors of the Company and a report of the Board Executive Committee as to the state and condition of the Company.

### **NOTICES**

64. Any notice or document may be served by the Company on any Member or Director, either personally or by any form of document transmission, including electronic transmission, or by sending it through the post in a prepaid envelope, or by courier addressed to such person at his or her registered place of address as appears in the Register of Members or Register of Directors as the case may be.
65. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officers of the Company may be sent or served by leaving the same or sending it through the post in a prepaid letter addressed to the Company at the Registered Office or such officer at this office.
66. Any notice of other document, if served by post, is deemed to have been served on the fifth mail delivery day after the pre-paid envelope containing the notice of document was properly addressed and put into the post office.

### **AUDITORS**

67. The Company shall appoint auditors as required in accordance with the provisions and subject to the restrictions of the Companies Act.

### **INDEMNITY**

68. No Director, officer, employee or agent for the time being of the Company is liable for the acts, receipts, neglects or defaults of any other Director, officer, employee or agent or for joining in any receipt or other act of conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or contributed, or for the loss or damage arising from the bankruptcy or insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his or her part which may happen in the execution of duties of his or her office or undertaking or in relation thereto, unless it is otherwise provided in a contract of service with such Director, officer, employee or agent.
69. Subject to such limitation as may be imposed by law, every Director and officer for the time being of the Company and their heirs, executors, administrators and other legal personal

representatives, shall be indemnified by the Company against, and the Board shall pay out of the fund of the Company for:

- a. any liability and all costs, charges and expenses that such Director or officer shall sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against him or her by reasons of any act or thing done or permitted by him or her by reason of the execution of his or her office or undertaking; and
- b. all other costs, charges and expense that he or she sustains or incurs in respect of the affairs of the Company;

**EXCEPT THAT** such indemnity shall not apply to any liability or any costs, charges and expenses occasioned by the willful neglect, default, fraud or bad faith of a Director or officer.

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