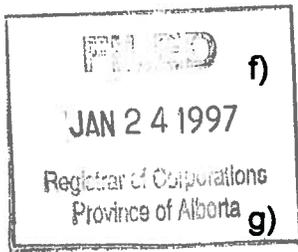


# THE COMPANIES ACT

## MEMORANDUM OF ASSOCIATION OF THE ALBERTA LIBRARY

1. The name of the company is The Alberta Library (in this Memorandum of Association being referred to as the "Company").
2. The objects for which the company is established are:
  - a) to create a province-wide multi-type library consortium based upon principles of barrier free access to Member resources and agreement that reciprocal access for collections will be enabled through the consortium;
  - b) to initiate an information service infrastructure;
  - c) to facilitate and enhance the education, training and development of the stakeholders who are delivering information and library services in Alberta;
  - d) to advocate, as a single voice, on behalf of all Albertans for the support and resources to provide the library and information resources that meet their needs;
  - e) to facilitate and enhance communication and coordination among members of the Library community in Alberta and between those sectors and the public;
  - f) to acquire, lease, own, develop, license, equip, maintain, or operate information technology, telecommunications technology or software independently of or in conjunction with any other party;
  - g) to support and subscribe to any charitable or public object and any institution, other undertaking which may further the objects of the company;
  - h) to enter into partnership or into any arrangement for cooperation, joint adventure, reciprocal concessions, or otherwise, with any person or company, wheresoever incorporated carrying on, or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as, directly or indirectly



**to benefit the Company;**

- i) to contract with other persons for the provision of wares and services to the Company, and from the Company;**
- j) to publish, distribute and deal in all media sources of every kind;**
- k) to engage in any activities or operations or carry on any trade or business whatsoever which can, in the opinion of the board of directors, be advantageously carried on by the Company in connection with, or auxiliary to, any of the above mentioned objects for the general business of the Company;**
- l) to borrow money, to make and issue promissory notes, bills of exchange, bonds, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage pledge or otherwise;**
- m) to engage in any lawful act or activity for which companies can be organized under the laws of the Province of Alberta and the laws of Canada.**

- 3. The object specified in each paragraph of Clause 2 of these Articles in no way is to be limited by reference to or inference from the terms of any other paragraph or the name of the Company or by the juxtaposition of two or more objects, and that in the event of any ambiguity Clause 2 is to be construed so as to widen and not to restrict the objects of the Company.**
- 4. All income and property of the Company shall be applied toward the furtherance of the objects of the Company and no part of the income or property shall be paid or transferred or be made available, directly or indirectly, by way of dividend, bonus or otherwise for the benefit of any Member or Members of the Company but nothing in this Memorandum limits or prevents the reasonable and bona fide remuneration to any Member of the Company for services actually rendered to the Company or for property properly and bona fide conveyed to the Company.**
- 5. The liability of the Members is limited.**
- 6. Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound-up while the Member is a Member, or within one year thereafter, for payment of debts and liabilities of the Company contracted before the Member ceases to be a Member,**

and costs, charges and expenses of the winding-up and for the adjustment of the rights of contributors amongst Members, such amount as may be required, but in any event not exceeding Ten (\$10.00) Dollars per Member.

7. If the Company is to be wound up or dissolved, the assets of the Company are first to be used to satisfy its debts and liabilities. Any balance of assets remaining can not be distributed among the Members of the Company. Instead any such remaining balance will be transferred to a charitable or non-profit organization having objects similar or compatible with the objects of the Company which organizations will prohibit the distribution of its, or their, income among Members to an extent at least as great as is imposed on the Company under this clause. Distribution of any balance remaining will be determined by the Members at or before the time of winding up or dissolution. If the assets are not transferred they will be held for charitable purposes. This clause may only be changed by the unanimous vote of all Members.

WE, the several persons whose names and address are subscribed desire to be formed into a company in keeping with this Memorandum of Association.

DATED at the City of Edmonton, in the Province of Alberta, this 6<sup>th</sup> day of DECEMBER, 1996.

Witness to the signature of ERNIE INGLES.

[Signature]  
signature

G. FELDER-ROUHNOW  
name

#1107, 4-1/2-106 STR. EDM.  
address

EXEC. ASSISTANT (wofA)  
occupation

[Signature]  
subscriber's signature, title

Witness to the signature of DEAN FREY

[Signature]  
signature  
Lisa Gosvold  
name

10010-83 Avenue, Edm  
address

librarian  
occupation

FILED IC  
JAN 24 1997  
Registrar of Corporations  
Province of Alberta

[Signature]  
subscriber's signature, title  
Director, Red Deer Public Library

FILED ID  
CANCELLED  
JAN 8 1997  
Registrar of Corporations  
Province of Alberta

Witness to the signature of Margaret Law.



signature

Patrick Leech

name

8105-106 Street

Grande Prairie, Ab. T8W2G9

address

Librarian

occupation

Maw  
subscriber's signature, title  
DIRECTOR, PARKLAND REGIONAL  
LIBRARY

Witness to the signature of \_\_\_\_\_.

\_\_\_\_\_

signature

\_\_\_\_\_

name

\_\_\_\_\_

address

\_\_\_\_\_

occupation

\_\_\_\_\_

subscriber's signature, title

Witness to the signature of LEIF ANDERSEN

[Signature]

signature

Kristina White

name

Box 1517E & 211K 2

address

Burhead

Computer consultant

occupation

[Signature]  
subscriber's signature, title

TRUSTEE  
SHORT & RASS.

Witness to the signature of Kristina White.

L. Cook

signature

Linda Cook

name

Yellowhead Regional

address

Library

Director

occupation

[Signature]

subscriber's signature, title

Chair, Yellowhead  
Regional library.

Witness to the signature of Rowena Lunn.

Ameyan  
signature

Alice McNair  
name

RDC, Box 5005 - Red Deer AB  
address

Librarian  
occupation

Rowena Lunn  
subscriber's signature, title  
Director  
Marigold Library  
System

Witness to the signature of Alice McNair.

Rowena Lunn  
signature

Rowena Lunn  
name

710-2nd St. Strathmore, AB  
address

Librarian  
occupation

Ameyan  
subscriber's signature, title  
Chair Red Deer  
College Libs

Witness to the signature of Steve Schler

Kathleen DeLong  
signature

Kathleen DeLong  
name

11627-77 Ave  
address Edmonton, AB

Assoc. Director  
occupation University of Alberta library

Steve Schler  
subscriber's signature, title

Witness to the signature of Tom Skinner

Kathleen DeLong  
signature

Kathleen DeLong  
name

11627-77 Ave  
address Edmonton, AB

Assoc. Director  
occupation University of Alberta library

Tom Skinner  
subscriber's signature, title  
Manager, Technology and Systems Services, Educational Resources, SAIT.

Witness to the signature of Keith Walker.

Bruce Evans  
signature

BRUCE EVANS  
name

414 1st St SE, Medicine Hat, AB  
address  
T1A 0A8

Librarian  
occupation

Keith Walker  
subscriber's signature, title  
Manager of Academic Services  
Medicine Hat College

BRUCE EVANS

Witness to the signature of ~~KEITH WALKER~~.

Keith Walker  
signature

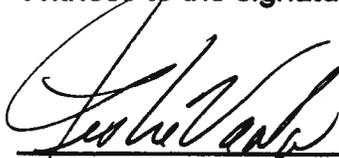
Keith Walker  
name

1998-23 St. SE, Medicine Hat  
address

Manager of Academic Services  
occupation

Bruce Evans  
subscriber's signature, title  
CHIEF LIBRARIAN  
MEDICINE HAT  
PUBLIC LIBRARY

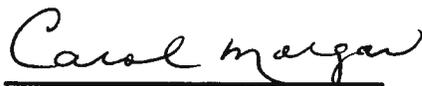
Witness to the signature of Carol Morgan.

  
signature

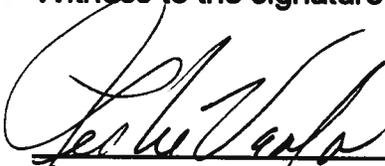
LESLIE VAALA  
name

LETHBRIDGE, AB  
address

COLLEGE ADMINISTRATOR  
occupation

  
subscriber's signature, title  
College Librarian

Witness to the signature of Patricia Lloyd.

  
signature

LESLIE VAALA  
name

LETHBRIDGE, AB  
address

COLLEGE ADMINISTRATOR  
occupation

  
subscriber's signature, title

Witness to the signature of LESLIE VAALA.

Carol Morgan  
signature

Carol Morgan  
name

AUC - Edmonton  
10215 - 108ST Edmonton AB T5J 1K6  
address

Librarian  
occupation

Leslie Vaala  
subscriber's signature, title  
LETHBRIDGE PUBLIC  
LIBRARY, CHAIRMAN

Witness to the signature of MADEVEINE LEFEBVRE

Patricia Lloyd  
Medicine  
signature

PATRICIA LLOYD  
MONT ROYAL COLLEGE  
name

Grant MacEwan Community College  
10700 - 104 Ave. Edmonton  
address

Librarian  
occupation

Madeleine Lefebvre  
subscriber's signature, title  
Director of Library Service  
Mont Royal College

Witness to the signature of PAULINE RENNICK.

D. Ferguson  
signature

DORIS FERGUSON  
name

13008-125 St  
address Edmonton

Personnel Assistant  
occupation

P. Rennick  
subscriber's signature, title  
NEOS MANAGER,  
NEOS LIBRARY  
CONSORTIUM

Witness to the signature of \_\_\_\_\_.

\_\_\_\_\_  
signature

\_\_\_\_\_  
name

\_\_\_\_\_  
address

\_\_\_\_\_  
occupation

\_\_\_\_\_  
subscriber's signature, title

Witness to the signature of Tau Eadie

Gerry Meek  
signature

GERRY MEEK  
name

616 MCLEND TRSE  
address CALGARY, ALTA

LIBRARIAN  
occupation

J. Eadie  
subscriber's signature, title  
Director of Libraries  
University of Calgary

Witness to the signature of GERRY MEEK

J. Eadie  
signature

Tau Eadie  
name  
Director of Libraries  
University of Calgary  
address Calgary AB T2N 1N4

Librarian  
occupation

FILED 10  
JAN 24 1997  
Registrar of Corporations  
Province of Alberta

Gerry Meek  
subscriber's signature, title  
DIRECTOR  
CALGARY PUBLIC  
LIBRARY

FILED 10  
CANCELED  
JAN 8 1997  
Registrar of Corporations  
Province of Alberta

**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, Tina Best, Secretary 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 12<sup>th</sup> day of April, 2019, 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 12<sup>th</sup> day of April, 2019.



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Secretary 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:

“Alternate Proxy” means the person designated to be a Member’s alternate representative for voting purposes at meetings of the Members, as set out in Article 27.

"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;

"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;

"Corporate Entity" means 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, excluding always a natural person;

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

"Member" means any of those Corporate Entities operating as libraries in the Province of Alberta 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;

“Proxy” means the person designated by a Member to be its representative for voting purposes at meetings of the Members, as contemplated in Article 27.

“Proxy Form” means an instrument as contemplated in Article 28 used to designate the Proxy and Alternate Proxy for a Member.

“Post Secondary A Institution” means Polytechnical Institutions, Comprehensive Community Institutions, Independent Academic Institutions and Specialized Arts and Culture Institutions in Alberta, as described in the Six Sector Model, and any other institutions in Alberta not represented in the Six Sector Model, but excluding always Post Secondary B Institutions;

“Post Secondary B Institution” means any Comprehensive Academic and Research Institutions and Baccalaureate and Applied Studies Institutions in Alberta, as described in the Six Sector Model;

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

“Six Sector Model” means the arrangement of advanced education institutions into six categories established by Alberta Advanced Education based on certain identified factors;

“Special Resolution” means a resolution passed by a majority of not less than seventy-five percent (75%) of the votes of those Members who, if entitled to do so, vote by Proxy, subject to the further provisions of 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. Corporate Entities 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, 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 names of the Directors of the Company.

### **TRANSFER OF MEMBERSHIP**

5. Membership shall not be transferable except to a successor of the Member or as permitted by the written consent of the Board.

### **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 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 Article 11 shall be called annual general meetings, and all other meetings of the Company shall be called special general meetings. Any business transacted at a special general meeting which, pursuant to the provisions of the Companies Act requires approval of the Members by Special Resolution, shall only be approved by such Special Resolution. Save as otherwise provided herein, any other business transacted at a special general meeting of the Members may be approved by a majority resolution of the Members. 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. Without limiting the generality of the foregoing, subject to the further provisions of the Companies Act, the Directors of the Company shall, on the requisition of Members of the Company representing not less than ten percent (10%) of the total voting rights of all the Members having at that date the right to vote at general meetings of the Company, forthwith 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 at any time, and at any place without notice,

if all the Members entitled to notice of such meeting are present thereat by 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 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 Chief Executive Officer, auditors, and other officers;
  - b. the election of Directors;
  - c. the appointment of auditors, or waiver of such appointment;
  - d. the fixing of remuneration of the auditors, if required; and
  - e. 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 general 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 present by Proxy and representing not less than fifty percent (50%) of the membership of the Company, shall be a quorum.
18. The Chair of the Company shall preside at every meeting of Members, but if he or she shall not be present at the time appointed for holding the meeting, or shall be unwilling to act as chair, the Vice-Chair shall preside; if the Vice-Chair is not present or is unwilling to act as chair, the Members present by Proxy shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, the Members present by Proxy shall choose some Proxy of a Member who is present to be chair of the meeting.
19. 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 by Proxy, shall be a quorum.

20. Every motion submitted to a meeting shall be decided in the first instance by a show of hands of Members present by Proxy and the chair 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 communicate with each other.
21. 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.
22. If a poll is demanded by the chair, or by Members present by Proxy and representing at least ten percent (10%) of the Members present by Proxy 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 scrutineers.
23. 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.
24. 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.
25. 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**

26. Every Member shown on the Register of Members of the Company has one (1) vote at meetings of the Members.
27. On any vote at a meeting of Members, Members may only vote by a person attending such meeting and appointed as Proxy by the Member to so vote by a Proxy Form executed by the Member and deposited in accordance with Article 30. A Member may on its Proxy Form name or authorize the Proxy to name an alternate person as Alternate Proxy who may vote on behalf of the Member at a meeting of Members only in the event the first named Proxy is unable to attend such meeting of Members, and references in these Articles to the vote of a Proxy shall be deemed to permit the vote of the Alternate Proxy in such circumstances.

28. The Proxy Form appointing a Proxy or Alternate Proxy shall be in writing in any effectual form. The validity of any Proxy Form shall be determined by the chair of the meeting at which the Proxy Form is to be used.
29. No Proxy Form is valid after the expiration of twelve (12) months from the date of its execution unless it is otherwise specified in the Proxy Form, and permitted by the provisions of Companies Act.
30. The Proxy Form 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 before the time for holding the meeting at which the person named in the Proxy Form proposes to vote. In default of such deposit, such Proxy Form is not valid.
31. A vote given in accordance with the terms of a Proxy Form is valid notwithstanding the previous revocation of the Proxy Form, or a change in the person holding the office of Proxy or Alternate Proxy, as the case may be, provided no intimation in writing of any such change has been received before the meeting at the place where Proxy Forms are to be deposited.
32. 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 the Proxies for 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. The Proxy for a Member may signify his or her assent to a resolution pursuant to this Article 32 in writing, in any form of document transmission, including electronic transmission.

## **ELECTION OF DIRECTORS**

### *CHAIR TO BE ELECTED*

33. The Nominating Committee of the Company established by the Board from time to time shall file with the Chief Executive Officer not less than twenty-five (25) days before the date set for an Annual General Meeting in odd numbered years:
  - a. a list of the Proxies of Members placed in nomination for the position of Chair of the Board (the “Chair”); and
  - b. the written consent of the candidates nominated for the position of Chair.
34. The Proxy elected as Chair shall be a director as provided in Article 46 hereof, and shall hold office until the end of the meeting at which the successor is elected two (2) years following that Chair’s election, until resignation as Chair, until removed by the Board as Chair (in all of which circumstances he or she shall cease to be a Director), or until ceasing to be a Director, whichever comes first.

*DIRECTORS TO BE ELECTED IN ODD NUMBERED YEARS*

35. The Nominating Committee of the Company shall file with the Chief Executive Officer not less than twenty-five (25) days before the date set for an Annual General Meeting in odd numbered years:

- a. a list of the Proxies of Members placed in nomination for the position of Director; and
- b. the written consents of the candidates nominated for the position of Director;

provided that:

- c. the list shall contain the names of at least four (4) Proxies to be elected as Directors at that meeting and shall include:
  - i. at least one (1) nominee as a representative of Post Secondary A Institutions, if any;
  - ii. at least one (1) nominee as a representative of Regional Library System Members, if any; and
  - iii. at least two (2) nominees who are representatives of any of the Members.

Notwithstanding the foregoing, if there are no Proxies nominated in one (1) or more of the categories of Post Secondary A Institutions or Regional Library System Members, the Nominating Committee shall nominate and the Members shall elect additional Directors to the Board each of whom shall be a Proxy representing any Member so that four (4) Directors (in addition to the Chair) are elected at that meeting.

*DIRECTORS TO BE ELECTED IN EVEN NUMBERED YEARS*

36. The Nominating Committee of the Company shall file with the Chief Executive Officer not less than twenty-five (25) days before the date set for an Annual General Meeting in even numbered years:

- a. a list of Proxies of Members placed in nomination for the position of Director; and
- b. the written consents of the candidates nominated for the position of Director;

provided that:

- c. the list shall contain the names of at least four (4) Proxies to be elected as Directors at that meeting and shall include:
  - i. at least one (1) nominee as a representative of Public Library Members, if any;

- ii. at least one (1) nominee as a representative of Post Secondary B Institutions, if any; and
- iii. at least two (2) nominees who are representatives of any of the Members.

Notwithstanding the foregoing, if there are no Proxies nominated in one (1) or more of the categories of Public Library Members or Post Secondary B Institutions, the Nominating Committee shall nominate and the Members shall elect additional Directors to the Board each of whom shall be a Proxy representing any Member so that four (4) Directors are elected at that meeting.

37. Nomination of a Proxy of a Member for election to the Board (including as Chair) may be made from the floor at an annual general meeting and the name of such nominee shall be added to the relevant ballot referred to below, provided that:
- a. in making such nomination, the representative category of the nominee as stipulated above shall be specified; and
  - b. the Proxy so nominated shall give the Chief Executive Officer his or her verbal consent to the nomination prior to the election of Directors.
38. For the annual election of Directors in odd numbered years, the Chief Executive Officer shall prepare a series of ballots showing (as the case may be), in alphabetical order:
- a. the candidates for Chair, one (1) only to be elected;
  - b. the candidates for Director to be elected for two (2) years from the categories of Post Secondary A Institutions and Regional Library System Members, if any, one (1) only to be elected from each category; and
  - c. the candidates for Director to be elected for two (2) years who are Proxies of any of the Members;

provided that if in odd numbered years there are no Proxies nominated in one (1) or more of the categories of Post Secondary A Institutions or Regional Library System Members, the Members shall elect such greater number of Directors to the Board each of whom shall be a Proxy representing any Member so that four (4) Directors (in addition to the Chair) are elected at that meeting.

39. For the annual election of Directors in even numbered years, the Chief Executive Officer shall prepare a series of ballots showing (as the case may be), in alphabetical order:
- a. the candidates for Director to be elected for two (2) years from the categories of Public Library Members and Post Secondary B Institutions, if any, one (1) only to be elected from each category; and

- b. the candidates for Director to be elected for two (2) years who are Proxies of any of the Members;

provided that if in even numbered years there are no Proxies nominated in one or more of the categories of Public Library Members or Post Secondary B Institutions, the Members shall elect such greater number of Directors to the Board each of whom shall be a Proxy representing any Member so that four (4) Directors are elected at that meeting.

- 40. The marking of the ballots shall consist in the Member's Proxy placing a mark opposite the names of the candidates whose names are written on the ballot, and no voter shall;
  - a. place a mark opposite more than one name for the position of Chair;
  - b. in odd numbered years, place a mark opposite more than one (1) name in the categories of Post Secondary A Institutions or Regional Library System Members;
  - c. in even numbered years, place a mark opposite more than one (1) name in the categories of Public Library Members or Post Secondary B Institutions; and
  - d. in either odd or even numbered years, place a mark opposite more than the number of names nominated in the category of representative of any of the Members required to make up the number of Directors to be elected as set out above;

and if a Member's Proxy does mark any of his or her ballots for more than the number of names specified above in each category on that ballot, such ballot shall be a spoiled ballot, and shall not be counted.

- 41. The nominees receiving the highest number of votes at such annual elections for the position of Chair and in each category set out above (including the required number of nominees receiving the highest number of votes in the category of representatives of any of the Members as are necessary to elect the required number of Directors in that year) shall be declared elected as Directors for a period of two (2) years from the date of election. In case of a tie, the chair of the annual general meeting shall have sufficient additional casting votes to break the tie, provided that if the tie vote relates to the election of the Chair and the chair of the annual general meeting is one of the candidates for the office of Chair, the first named of the following who is present at the annual general meeting and is not a candidate for the office of Chair shall have sufficient additional casting votes to break the tie: Vice-Chair or Treasurer. If there is only one (1) nominee or sufficient nominees, as the case may be, to fill any required positions in any election year, the chair may declare that such nominee or nominees are elected by acclamation.
- 42. Subject to Article 62, any casual vacancy occurring among the Directors elected by the Members may be filled by the Board from among the Proxies of the Members (provided that any appointment shall comply with the requirements of the representative categories set out in Article 35 or Article 36, as the case may be), but the Member so appointed shall retain his or her office for such period, not exceeding the term of the vacating Member, as the Board may determine.

43. A Director shall be eligible for re-election or re-appointment.

### **PAST CHAIR**

44. At the end of the Chair's two (2) year term in office as provided in Article 34 hereof the Chair shall then become the Past Chair (unless the Chair has resigned as Chair, been removed by the Board as Chair, or has ceased to be a Director prior to the expiration of his or her two (2) year term in office).
45. The Past Chair shall be a Director as provided in Article 46 hereof, and shall hold office for one (1) year until resignation as Past Chair, until removed by the Board as Past Chair (in all of which circumstances he or she shall cease to be a Director), or until ceasing to be a Director, whichever comes first. Any casual vacancy occurring the office of Past Chair may not be filled by the Board and will remain vacant until there is another Past Chair.

### **DIRECTORS**

46. The Board shall be comprised of a minimum of seven (7) Directors and shall, if possible, include representatives from the following:
- a. one (1) representative of Post Secondary A Institutions, 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 Post Secondary B Institutions, if any;
  - e. four (4) representatives of any Members;

and shall include

- f. the Chair of the Board; and
- g. the Past Chair of the Board.

If there are no representatives in one (1) or more of the categories described in subclauses (a) through (d) above, the Members by Proxy shall elect additional Directors under subclause (e) above to the Board to satisfy the minimum number required.

47. 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.

48. 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.
49. 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 the Member employing the Director either withdraws as a Member or has its membership terminated by the Company;
  - e. in the event that the Director is no longer associated with the Member.
50. 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.
51. 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.

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

52. A meeting of the Board of Directors shall be held within forty five (45) days following the annual general meeting of the Company. There shall be at least seven (7) additional meetings 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 any meeting of the Board shall be not less than 50 percent (50%), of the Board present in person (including by communication equipment as contemplated in Article 56).

53. 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 72 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 sent by any electronic means 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.
54. The Chair may, at the request of at least ten percent (10%) of the Directors, at any time convene a meeting of the Board.
55. 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.
56. 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 communicate with each other.
57. The Board may delegate any of the Board's powers to committees consisting of at least one (1) Director (unless otherwise directed by the Board) 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 (1) person who may be a Director or any other person as directed by the Board.
58. 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 any 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.
59. 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.
60. 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.

61. A Director may signify his or her assent to a resolution pursuant to Article 59 under their hand, in any form of document transmission, including electronic transmission.

### **OFFICERS**

62. 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.
63. The Board shall elect a Director as Vice-Chair and a Director as Treasurer at the first meeting of Directors following the annual general meeting of the Members and may appoint a Secretary of the Company, which position may be filled by an employee of the Company. The Past Chair shall be an officer of the Company. One (1) person may be appointed to one (1) or more of the offices provided that the Vice-Chair and the Treasurer must be a Director.

### **CHIEF EXECUTIVE OFFICER**

64. The Board may appoint from time to time a Chief Executive Officer. Subject to other directions of the Board, 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.
65. 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 report on the same at meetings of the Board.

## POWERS OF DIRECTORS

66. 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. to purchase or otherwise acquire for the Company any property, rights, or privileges which the Company is authorized to acquire, at such price and generally on such terms and conditions as the Board thinks fit;
  - b. 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;
  - c. 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;
  - d. recruit and evaluate the performance of the Chief Executive Officer; and
  - e. appoint an official spokesperson on behalf of the Company.
67. The Board may from time to time, by ordinary resolution, change the Registered Office of the Company.

## ACCOUNTS

68. 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.
69. 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.
70. At the first and each subsequent annual general meeting of the Company, the Board 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.

71. 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 as to the state and condition of the Company.

### **NOTICES**

72. 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.
73. 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.
74. Any notice or 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. Any notice or other document, if served personally or by any form of document transmission, including electronic transmission, is deemed to have been served on the date the notice or document was personally served or the date of properly directed transmission, as the case may be.

### **AUDITORS**

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

### **INDEMNITY**

76. 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, or 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.

77. 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.