



Canadian Council of Archives
Conseil canadien des archives

Constitution and By-Laws

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1. NAME AND SEAL

The name of the Corporation is 'Canadian Council of Archives/Conseil canadien des archives', hereinafter sometimes referred to as 'the Council'.

The corporate seal of the Council shall be in such form as shall be adopted by the Board of Directors and shall bear the words, "Canadian Council of Archives/Conseil canadien des archives".

2. DEFINITIONS

2.1 Archives

For the purposes of these By-laws,

An Archives is a permanent establishment dedicated to the accessibility of Canada's documentary heritage through:

- appraising, selecting and acquiring the archival records of its sponsoring institution (normally its primary goal) and/or the archival records of corporate bodies, organizations or individuals relevant to its sponsoring institution or to a defined community or thematic interest;
- conserving the archival records or the information accepted;
- arranging and describing the archival records according to accepted archival principles;
- subscribing to and applying all relevant legislation governing use and access to records including the areas of privacy, access to information, and copyright;
- making the archival records available for continuing use, under defined conditions, by the sponsoring institution and by the public.

2.2 Archival records

Archival records constitute that coherent body of recorded information created or received by a government, corporate body or organization in the course of its operations, or by an individual in his/her activities, and which is then maintained, preferably in continuous authorized custody, as a record of those operations or activities.

2.3 Canadian Archival System

The Canadian archival system is open to participation by all archives in Canada intending to preserve and to make accessible the documentary heritage of Canada, and willing to adopt a cooperative approach in accomplishing this mission. This involves appraising, selecting, acquiring, conserving, arranging, describing and making accessible archives records in all documentary media, of both public and private origin, which are of enduring value in recording all aspects of Canadian life.

Participants in the Canadian archival system will include individual archives, provincial and territorial councils of archives or their equivalent organizations and professional associations, dedicated to the development of the archival profession and to the advancement of the discipline and technology of archival science, and the Canadian Council of Archives.

2.4 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Council as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Council that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.5 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 2.4 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2.6 Corporate Seal

The Council may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Council shall be the custodian of the corporate seal.

2.7 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Council may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Council to be a true copy thereof.

2.8 Financial Year End

The financial year end of the Council shall be determined by the Board of Directors.

2.9 Banking Arrangements

The banking business of the Council shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Council and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.10 Annual Financial Statements

The Council may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Council and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

3. MANDATE

The objects of the Council are:

To preserve and provide access to Canadian documentary heritage by improving the administration, effectiveness and efficiency of the archival system.

In furtherance of the above object, to coordinate, provide leadership and foster development and cooperation within the Canadian archival system by assisting and supporting member archival organizations through programs and services that benefit Canadians.

4. PRIMARY ADVISORY FUNCTION

The Council's primary advisory function, in partnership with the provincial and territorial councils, the National Provincial Territorial Archivists Conference (NPTAC) and the Council of Provincial and Territorial Archivists (CPTA) is offered to all constituencies of the Canadian archival system, including Library and Archives Canada (LAC), sponsors of archives in Canada, federal and provincial Government departments and agencies, and all facets of Canadian society when deemed appropriate.

5. MEMBERSHIP

5.1 Members

Subject to the articles, there shall be one (1) class of Member in the Council. The Board of Directors of the Council may, by resolution, approve the admission of the Members of the Council. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

5.1.1 Voting Members

5.1.1.1 Voting membership of the Council shall be available to twenty-two (22) members: being one (1) representative from each of the ten (10) provincial councils and three (3) territorial councils or their equivalent organizations, the Chairperson (1) of the Council, the Vice-Chairperson (1) of the Council, the two (2) other directors of the Board elected under Section 7.1.1, the Past Board Director (1), one (1) representative from the Association des archivistes du Québec, one (1) representative of the Association of Canadian Archivists, one (1) representative from the Council of Provincial and Territorial Archivists, and one (1) representative of Library and Archives Canada.

5.1.1.2 The term of membership of a voting Member, with the exception duly elected directors pursuant to section 7.4, shall be annual subject to renewal in accordance with the policies of the Council.

5.1.1.3 As set out in the articles, each voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

5.2 Fundamental Change

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

5.3 Membership Dues

Members shall be notified in writing of the annual membership dues at any time payable by them.

6. ASSOCIATES AND AFFILIATES

6.1 Status

The status of CCA Associates and CCA Affiliates shall be limited to persons and organizations who are not eligible to be a Member but who are interested in supporting and furthering the goals and purposes of the Council and who have applied for and been accepted into the Council as an Associate or Affiliate by resolution of the Board, or in any such manner as may be determined by the Board.

6.2 Non Voting Status

Associates and Affiliates shall not be voting members of the Council.

6.3 Term

The term of Associates and Affiliates shall be annual, subject to renewal in accordance with the policies of the Council.

6.4 Dues

Associates and Affiliates shall be notified in writing of the annual dues at any time payable by them.

7. MEETINGS OF MEMBERS

7.1 Annual General Meeting

7.1.1 Place and date of meeting

The Annual General Meeting of the Council will be held in the third quarter of each calendar year at a place in Canada or by telephonic or electronic means and on such date and at such hour as shall be determined by the Board of Directors of the Council. The Council shall meet no less than once per year.

7.1.2 Agenda

At the Annual General Meeting the members will receive the annual reports of the Board of Directors, review the decisions and actions of the Board of Directors taken since the preceding Annual General Meeting, adopt and amend the By-laws, elect the members of the Board of Directors including the Chairperson and the Vice-Chairperson of the Council, confirm the nomination of the chairpersons of the committees/working groups, study the projected budget and financial statement, and transact such other business as may properly come before the meeting.

7.1.3 Notice of Meeting

Notice of all meetings of members of the Council shall be served by sending to each member, not less than twenty-one (21) days before the date of the Annual Meeting, and

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

7.2 Special General Meeting

A Special General Meeting of the members of the Council may be called at any time by resolution of the Board of Directors or by the Chairperson or on receipt of a request in writing signed by not fewer than one-third of the members of the Council. Notice of a Special General Meeting shall state the purpose or purposes of the meeting.

7.3 Omissions of Notice

The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any member of the Council or other incidental error shall not alone invalidate any resolution passed, or any proceedings taken, at any meeting of members if, in all other respects, the meeting has been properly called and conducted.

7.4 Chairperson

The Chairperson, or, in his or her absence, the Vice-Chairperson, shall preside at all general meetings of the members of the Council. If the Chairperson and Vice-Chairperson are absent or decline to act, the members may choose one of their number to chair the meeting.

7.5 Quorum

The presence in person of a simple majority of the members shall constitute a quorum at Annual and Special General meetings.

7.6 Decisions

All members of Council, except the members of the Board of Directors, shall be entitled to vote, one vote per member, at all Annual General or Special Meetings of Council. A vote by simple majority of the voting members present in person shall constitute a decision of the membership of the Council, except for amendment to the Bylaws. Amendments of Bylaws and enactment of new Bylaws shall require a 2/3 majority vote of the voting members present in person. In the case of a tie vote, the Chairperson shall be entitled to cast a vote to break the tie.

8. BOARD OF DIRECTORS

8.1 Composition

8.1.1 The Board of Directors shall be comprised of five (5) members, namely, the Chairperson of the Council, the Vice-Chairperson of the Council, a Past Board Director of the Council, and two (2) other directors as shall be elected by the members of the Council.

8.1.2 Following the election of the Chairperson, the Vice-Chairperson, the Past Board Director and the two other directors to the Board of Directors, as set out in Section 7.1.1 above, the council or organization which the said Chairperson, Vice-Chairperson and three (3) other directors may have previously represented shall proceed to appoint new representatives to the Council.

8.2 Duties of the Board of Directors

The Board of Directors shall be responsible to the membership of the Council for the formulation of policy, for the management of the affairs of the Council, and for such other duties as the Council may delegate to the Board of Directors from time to time.

8.3 Elections

8.3.1 The election of the Chairperson, the Vice-Chairperson, and the three (3) other directors to the Board of Directors shall be by means of a vote of the members present at the Annual General Meeting from nominations presented by the members. Members may nominate individuals to the Board of Directors who are not members of the council or representatives to the Council provided that at any time not more than two (2) non-members may hold positions as directors of the Board of Directors.

8.3.2 There will be a separate election for each of the posts of Chairperson and Vice-Chairperson and three (3) other directors. At least two (2) positions among the Chairperson, Vice-Chairperson and the three (3) directors will be available for election each year at the Annual General Meeting.

8.3.3 If it becomes necessary to hold an election between Annual General Meetings, the election will be held according to procedures established by the Board of Directors. In such a case, a quorum of members of the Council must be in attendance for such election and the election will be determined by a simple majority of the votes cast.

8.4 Term of Office

All members of the Board of Directors are elected for a term of two (2) years commencing on the date of the Annual General Meeting at which they were elected, and terminating at the Annual General Meeting two (2) years later. The term of any outgoing director may be renewed for a position on the Board of Directors, provided such director is then qualified as a member of the Council.

8.5 Cessation of Membership

Membership on the Board of Directors shall be automatically vacated by any member who:

- offers his or her resignation in writing to the Chairperson of the Council;
- is absent for more than two Board of Director meetings without valid reason;
- at the determination of the Chairperson, is no longer qualified under By-law 5 as a member of the Council; or
- on the decision of a majority of the members present at a Special General Meeting of the Members called to consider the removal of a director, is removed as a director and is asked to vacate his or her position on the Board of Directors.

8.6 Vacancy

In the case of a vacancy in the position of Chairperson or Vice-Chairperson during his or her term, an election must be held at the following Annual General Meeting to elect a replacement. However, at the determination of the Board of Directors, an election may be held during a year to fill such vacancy.

With the exception of the positions of Chairperson and Vice-Chairperson, all vacancies on the Board of Directors may be filled by appointment of the Chairperson, and any person so chosen shall retain his or her office only for so long as a vacating director would have retained the same if no vacancy had occurred. The person so appointed, however, retains the right to be eligible for the same position in a succeeding term.

8.7 Meetings of the Board of Directors

8.7.1 Number of Meetings

The Board of Directors shall meet at least twice each year, exclusive of any meeting or meetings held at the time of the Annual General Meeting.

8.7.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Council not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- mailed by prepaid ordinary mail to the director's address as set out above

- by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- by an electronic document in accordance with Part 17 of the Act.

8.7.3 Chairperson

Should the Chairperson or Vice-Chairperson fail to attend any meeting, or, having attended, decline to act, the members present, providing they constitute a quorum, may elect a director to chair the meeting and to proceed with the business of the meeting.

8.7.4 Quorum

A quorum shall consist of a simple majority of the number of members on the Board of Directors.

8.7.5 Decisions

Questions arising at any meeting of the Board of Directors shall be decided by a simple majority vote of the directors present in person.

8.8 Indemnification of Directors and Officers

Every director and officer of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Council or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against

1. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his/her office or in respect of any such liability;
2. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action except for costs, charges and expenses attributable to a mistake or negligence on their part.

9. OFFICERS

9.1 Identification

The officers of the Council shall be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer. The Secretary and Treasurer shall be appointed by the Board of Directors and one person may fill both the Secretary and Treasurer positions.

9.2 Duties of the Officers

These following officers shall be members of the Board of Directors and shall be responsible to the Board of Directors and to the Council as a whole for the management of the affairs of the Council.

9.2.1 Chairperson

The Chairperson shall preside at all meetings of the Council, but if not available, the Vice-Chairperson shall preside. The Chairperson shall be an ex officio member of all committees. The Chairperson shall direct the work of the Executive Director.

9.2.2 Vice-Chairperson

The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson and who so acting shall have all the power and be subject to all the responsibilities given or imposed upon the Chairperson.

9.2.3 Secretary

The Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

9.2.4 Treasurer

The Treasurer shall have such powers and duties as the Board may specify.

10. Committees/Working Groups

10.1 Formation

It shall be in the power of the Board of Directors to establish Committees and/or Working Groups as deemed necessary.

10.2 Appointment of Chairpersons

The chairpersons of all committees or working groups shall be appointed by the Board of Directors normally for a period of two (2) years. Committee or working group chairpersons are eligible to serve additional terms.

10.3 Membership of Committees/Working Groups

The membership of each committee or working group shall not usually exceed six (6) members, including the chairperson of the committee/working group, and may comprise people from outside the Council. The membership may include at least one person who is a (1) member of the Association des archivistes du Québec, one (1) member of the Association of Canadian Archivists and one (1) member from Library and Archives Canada.

11. ARCHIVE RECORDS OF THE COUNCIL

11.1 The records produced or received by the officers of Council and the members of the various committees/working groups of the Council are the property of the Council.

11.2 In the term of their mandate, officers of the Council and the members of the various committees/working groups must send to the Executive Director of the Council the records relating to their functions.

11.3 The minutes of the meetings of Council and of the various committees/working groups and of the other records produced shall be accessible to the members of the Council.

12. BY-LAWS

12.1 The By-laws of the Council may be adopted, amended or repealed by a two-thirds (2/3rd) majority of the voting members present at the Annual General Meeting or Special General Meeting, provided that the proposed text has been submitted in writing for examination by all members not less than twenty-one (21) days before the Meeting in question.

12.2 Provided, however, that the repeal or amendment of any By-law not embodied in the Letters Patent shall not be enforced or acted upon until the same shall be filed with the Department of Consumer and Corporate Affairs of Industry Canada and approval thereof shall have been obtained.

13. BORROWING POWER

The Board of Directors of the Council may from time to time:

1. borrow money on the credit of the Council;
2. limit or increase the amount to be borrowed;
3. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Council;
4. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Council, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Council; and
5. delegate the powers conferred on the directors under this paragraph to such officer or officers of the Council and to such extent and in such manner as the directors shall determine.
6. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Council possessed by its directors or officers independently of this By-law.

14. HEAD OFFICE

The Head Office of the Council shall be located within the City of Ottawa, in the Province of Ontario, Canada.

15. AUDITORS

The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Council to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.